



## ***U.S. 165(d) Tailored Resolution Plan Public Section***

***December 2013***

**PUBLIC INFORMATION OF WOORI FINANCE HOLDINGS CO., LTD.**

*This document contains forward-looking statements. Statements that are not historical facts, including statements about Woori Finance Holdings' beliefs and expectations, are forward-looking statements. These statements are based on current plans, estimates and projections, and therefore undue reliance should not be placed on them. The forward-looking information contained in this document is presented for the purpose of interpreting the information contained herein and may not be appropriate for other purposes. Forward-looking statements speak only as of the date they are made, and Woori Finance Holdings undertakes no obligation to update publicly any of them in light of new information or future events."*

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## 1. Introduction

### 1.1 U.S. Tailored Resolution Plan

Woori Finance Holdings Co., Ltd. (“WFH”) is a foreign-based financial holding company organized under the laws of the Republic of Korea (“Korea”), which maintains an agency, branch, and subsidiaries in the United States (“U.S.”). This U.S. Resolution Plan is being filed by WFH in pursuant to Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”) and implementing regulation issued by the Board of Governors of the Federal Reserve System (“FRB”) [12 C.F.R. Part 243] and the Federal Deposit Insurance Corporation (“FDIC”) [12 C.F.R Part 381] (“Regulation”).

Section 165(d) of the Dodd-Frank Act and the Regulation require a foreign bank or company that is, or is treated as, a banking holding company under section 8(a) of the International Banking Act of 1978 (“IBA”) [12 U.S.C. §§3101 et seq.] and that has \$50 billion or more in total consolidated assets to submit annually a plan for the rapid and orderly resolution of the U.S. operations of a “Covered Company” in the event of material financial distress or failure.

WFH is treated as a bank holding company under Section 8(a) of the IBA as it maintains U.S. operations through its agency, branch, and subsidiaries. As of December 31, 2012, WFH’s total consolidated assets exceeded \$50 billion. Accordingly, WFH is defined as a foreign-based Covered Company subject to the U.S. Resolution Plan under Section 165(d) and the Regulation. WFH must submit its initial U.S. Resolution Plan to the FRB and the FDIC on or before December 31, 2013, as required for foreign-based Covered Company with less than \$100 billion in total U.S. nonbank assets.

Under the Regulation, a foreign-based Covered Company that (i) has less than \$100 billion in total U.S. nonbank assets and (ii) has 85 percent or more of its U.S. total consolidated assets comprised of the company’s U.S. insured depository institution and U.S. insured or uninsured branches and agencies is eligible, upon notice to and non-objection from the FRB and the FDIC, to submit a tailored, or simplified Resolution Plan. As of December 31, 2012, WFH meets the criteria outlined above to be eligible for submission of a Tailored Resolution Plan. WFH has submitted a notice to the FRB and the FDIC and was notified of their non-objection to WFH’s submission of a U.S. Tailored Resolution Plan.

This Public Section of the U.S. Tailored Resolution Plan provides an executive summary of WFH’s overall resolution strategy for its U.S. operations.

### 1.2 Overview of Woori Finance Holdings

WFH is Korea’s first financial holding company, which includes its subsidiaries, Woori Bank (“WRB”), one of the largest commercial banks in Korea and Woori Investment & Securities Co. Ltd. (“WIS”), an investment firm that engages in investment and trading of securities in the Korean financial market. As a financial holding company, WFH is regulated under the Financial Holding Companies Act (“FHCA”) of Korea. As of December 31, 2012, WFH had total consolidated revenue of \$16.1 billion, total consolidated net income of \$ 1.7 billion, and total consolidated total assets of \$306.3 billion<sup>1</sup>. Group-wide strategies are determined by the holding company and executed by the subsidiaries.

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<sup>1</sup> FY 2012 SEC Form 20-F WFH. <http://www.sec.gov/Archives/edgar/data/1264136/000119312513184536/d525939d20f.htm>

The Head Office of WFH is located at 203 Hoehyon-dong, 1-ga, Chung-gu, Seoul, Korea. Please refer to Exhibit 1.2 1 for the full list of WFH’s subsidiaries.

**Exhibit 1.2-1: Group Organization of WFH**

Type	Name of Company	Controlling Company	No. of Company
1 <sup>st</sup> Tier Subsidiaries	Woori Bank* Kwangju Bank Kyongnam Bank Woori Investment & Securities* Woori Aviva Life Insurance Woori Asset Management Woori Financial Woori FG Savings Bank Woori FIS Woori F & I* Woori Private Equity* Woori Finance Research Institute	Woori Finance Holdings	12 companies
2 <sup>nd</sup> Tier Subsidiaries	Woori Credit Information Woori Investment Bank Woori America Bank Woori Investment & Securities America and etc.	1st Tier Subsidiaries	64 companies

*\*Subsidiaries designated with an\* operate in U.S. as of Dec 31, 2012.*

WFH’s subsidiaries collectively engage in a broad range of businesses, including corporate banking, retail banking, credit cards, capital markets activities, asset management and insurance. WFH provides a wide range of products and services to its customers, which are mainly comprised of Korea’s largest corporations, small and medium-sized enterprises (“SMEs”), and individuals.

WRB, a wholly owned subsidiary of WFH, provides financial products and services to its corporate and retail customers, which are mainly comprised of large corporations, SMEs, and individuals. WRB operates a network of 993 domestic branches, 14 overseas branches, 6 overseas subsidiaries, and 3 representative offices in 17 countries around the world. As of December 31, 2012, WRB had KRW 247.2 trillion in total assets, operating revenue of KRW 2,159 billion, and KRW 1,448 billion in net income.

WIS, a 37.85% owned subsidiary of WFH, engages in investment and trading of securities in the Korean and overseas financial market. WIS provides investors with services such as brokerage and securities trading, product development and sales of various financial instruments, investment banking, and funding solutions. As of December 31, 2012, WIS had total assets of KRW 24.8 trillion, with operating revenue of KRW 350 billion and a net income of KRW 122 billion.

Woori F&I Co., Ltd. (“WFI”) contributes to WFH’s asset quality by integrating and disposing nonperforming loans (“NPLs”).

Woori Private Equity Co., Ltd. (“WPE”) is one of the leading private equity fund operators in Korea. WPE specializes in investments such as corporate restructuring and M&A. WPE hold total of 61% equity stake in the Woori Private Equity Fund, which has a 41% equity stake in Woori Investment Bank (“WIB”).

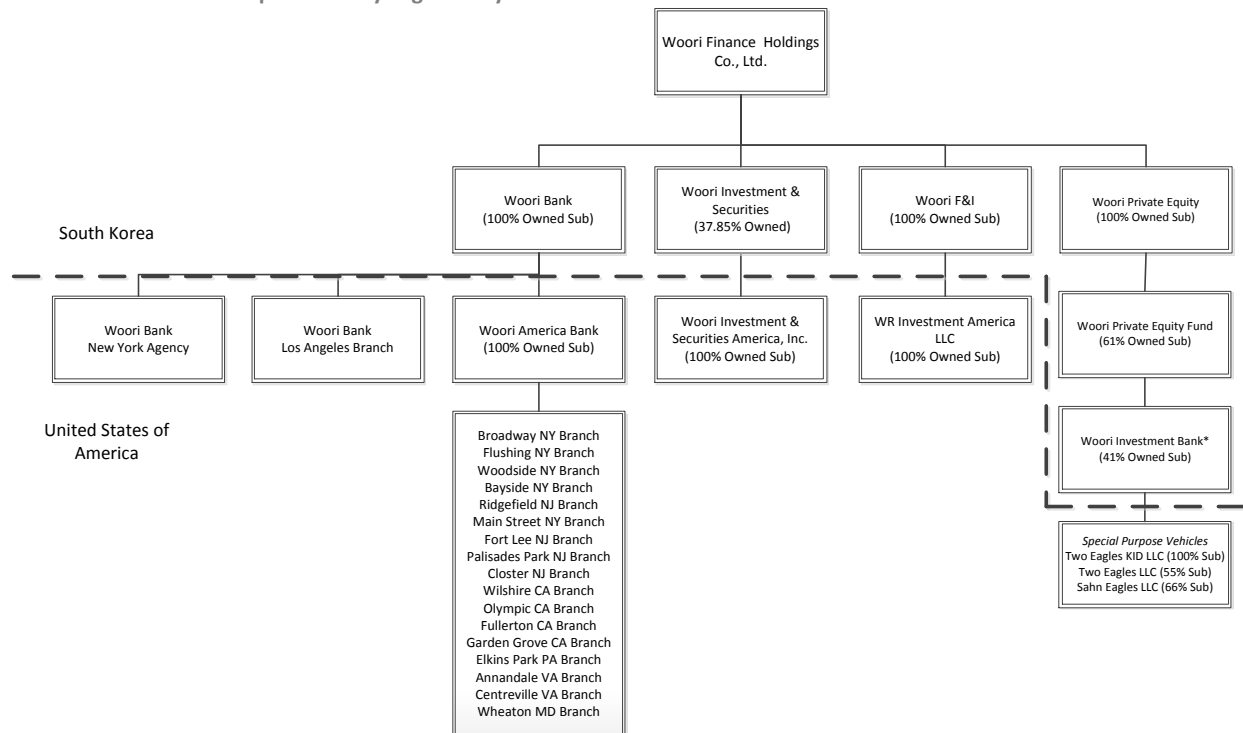
## U.S. Operations

The principal activities of the U.S. agency, branch, and subsidiaries of WFH are providing trade financing, letters of credit, local currency funding, corporate loans, and brokerage services for Korean companies operating in the U.S. market as well as individual customers. U.S. operations of WFH are conducted primarily through below four entities:

- Woori Bank New York Agency (“WBNYA”)
- Woori Bank Los Angeles Branch (“WBLAB”)
- Woori America Bank (“WAB”)
- Woori Investment & Securities America, Inc. (“WISA”)

Following four additional operations are conducted within the U.S. in the form of Special Purpose Vehicles (SPVs): WR Investments America, Inc., owned by WFI and Two Eagles KIB LLC, Two Eagles LLC., and Sahn Eagles LLC., owned by WIB. The operations of the SPVs are limited to the acquisition and financing of specific assets, and therefore are excluded from the scope of this Tailored Resolution Plan.

Exhibit 1.2-2: WFH U.S. Operations by Legal Entity



\*Kumho Investment Bank has changed its legal name to Woori Investment Bank as of June 21, 2013.  
(Source: 2012 SEC Form 20-F Report for WFH)

WBNYA, an agency of WRB, operates under the license granted by the New York State Department of Financial Services (“NYSDFS”). WBNYA engages in corporate banking operations such as buying, selling, paying and collecting of bills, issuing letters of credit, and granting loans primarily to subsidiaries of Korea-based companies that operate in the U.S. market.

WBLAB, a branch of WRB, operates under the license granted by the California Department of Business Oversight (“DBO”). WBLAB engages in corporate banking operations including buying,

selling, paying and collecting of bills, issuing letters of credit, and granting loans primarily to subsidiaries of Korea-based companies that operate in the U.S. market.

WAB, a wholly owned subsidiary of WRB, was incorporated under the laws of the State of New York and operates under the license granted by NYDFS. WAB specializes in Korean community-oriented retail banking for both SMEs and individual customers by primarily providing loans and remittance services. As of December 31, 2012, WAB conducts its business through 17 branches located in New York (4), New Jersey (5), California (4), Virginia (2), Pennsylvania (1), and Maryland (1).

WISA, a wholly owned subsidiary of WIS, was incorporated under the laws of the State of Delaware and conducts securities business in the U.S. financial market. WISA is a broker-dealer registered under the Securities Exchange Act of 1934 and a member of the Financial Industry Regulatory Authority (“FINRA”) and Securities Investment Protection Corporation (“SIPC”). WISA is an introducing broker dealer that acts as an agency for institutional clients in the purchase and sale transactions of Korean and U.S. securities.

## **2. Material Entities**

Under the Regulation, a “Material Entity” is a subsidiary or foreign office of the Covered Company that is significant to the activities of a “Core Business Line” or a “Critical Operation”. Core Business Lines are those business lines, including associated operations, services, functions and support that, in the Covered Company’s view, upon failure would result in a material loss of revenue, profit, or franchise value of the Covered Company. Critical Operations are those operations, including associated services, functions and support, the failure or discontinuance of which would pose a threat to the financial stability of the U.S.

WFH has determined that it has no Core Business Lines based on analysis performed on a quantitative as well as a qualitative basis. On the quantitative basis, the percentage contribution of each business line in the U.S. to the total consolidated financials was insignificant. On a qualitative basis, failure of WFH’s U.S. operations would not have a material effect on the overall franchise value of WFH. As a result, WFH has determined that none of the business lines conducted in the U.S. should be considered as a Core Business Line for the purposes of this U.S. Tailored Resolution Plan.

WFH has also determined that it does not have any Critical Operations that, upon their failure or discontinuance, would pose a threat to the financial stability of the U.S. Overall, the relatively limited scope, nature, and volume of WFH’s U.S. operations indicate that their failure or discontinuance would not pose a threat to the stability of the U.S. financial system.

Because none of the businesses that WFH conducts in the U.S. have been determined as a Core Business Line or a Critical Operation, WFH has identified no Material Entity for purposes of this U.S. Tailored Resolution Plan.

## **3. Core Business Lines**

As noted above, for the purposes of the U.S. Tailored Resolution Plan, WFH has identified no Core Business Lines. None of the business lines, conducted within the U.S. operations of WFH, are

significant that its failure would result in a material loss of revenue, profit, or franchise value of WFH. In terms of quantitative aspects, WFH has compared the percentage contribution of each U.S. business line to its total consolidated financials on the basis of revenue, net income, and total assets for the period January 1, 2012 through December 31, 2012. In addition, a qualitative analysis was used to determine whether the business lines operating in the U.S. would have a material effect on the overall franchise value of WFH.

On the quantitative perspective, the percentage contribution of each business line in the U.S. did not meet the threshold for quantitative significance. On the qualitative perspective, WFH's U.S. operations are not significant to the overall franchise value of the WFH. As a result, WFH has determined that none of the business lines should be considered as a Core Business Line that are conducted in whole or material part in the U.S., and the failure of which would result in a material loss of revenue, profit, or franchise value to the WFH.

## 4. Financial Information<sup>2</sup>

The following exhibit is a summary of WFH's consolidated financial information as of December 31, 2012, prepared under K-IFRS<sup>3</sup>. The exchange rate used to prepare this financial information is based on the noon buying rate of the FRB, New York of Korean Won in effect as of December 31, 2012, which was ₩1,063.2 = U.S. \$1.00

### 4.1 Financial Statements

Exhibit 4.1-1: WFH and Subsidiaries Consolidated Balance Sheet

	US \$ (in thousands)
	Dec-31-2012
<b>Assets</b>	
Cash and cash equivalents	5,434,148
Financial assets at fair value through profit or loss	24,591,946
Available-for-sale financial assets	17,747,545
Held-to-maturity financial assets	17,573,456
Loans and receivables	235,229,797
Investments in jointly controlled entities and associates	976,195
Investments properties	462,440
Premises and equipment	2,996,071
Intangible assets and goodwill	407,629
Current tax assets	35,544
Deferred tax assets	145,862
Derivative assets	264,351
Assets held for sale	78,390
Other assets	390,034
<b>Total assets</b>	<b>\$306,333,408</b>
<b>Liabilities</b>	
Financial liabilities at fair value through profit or loss	<b>\$10,332,347</b>
Deposits due to customers	190,850,244
Borrowings	31,487,421

<sup>2</sup> Source: FY 2012 SEC Form 20-F WFH

<sup>3</sup> K-IFRS stands for Korean International Financial Reporting Standards.

Debentures	26,296,950
Provisions	812,289
Retirement benefit obligation	156,405
Current tax liabilities	168,159
Deferred tax liabilities	117,514
Derivative liabilities	35,740
Other financial liabilities	23,964,323
Other liabilities	477,473
<b>Total liabilities</b>	<b>\$284,698,865</b>
<b>Equity</b>	
Owners' equity:	<b>\$17,555,396</b>
Capital stock	3,790,374
Hybrid securities	468,762
Capital surplus	163,692
Other equity	174,890
Retained earnings	12,957,678
Non-controlling interest	4,079,147
<b>Total equity</b>	<b>21,634,543</b>
<b>Total liabilities and equity</b>	<b>\$306,333,408</b>

(Source: FY 2012 SEC Form 20-F WFH )

Exhibit 4.1-2: WFH and Subsidiaries Consolidated Income Statement

	US \$ (in thousands except per share data)
	Dec-31-2012
Interest Income	<b>\$14,126,615</b>
Interest expense	(7,291,749)
<b>Net interest income</b>	<b>6,834,866</b>
Fees and commission income	1,568,005
Fees and commissions expense	(624,201)
<b>Net fees and commissions income</b>	<b>943,804</b>
Dividends	153,423
Net gain (loss) on financial instruments at fair value through profit or loss	(276,014)
Net gain on available-for-sale financial assets	532,487
Net gain on held-to-maturity financial assets	9
Impairment losses on credit loss	(1,994,942)
Other net operating expenses	(4,097,614)
<b>Operating income</b>	<b>2,096,019</b>
Share of profits of jointly controlled entities and associates	64,583
Other non-operating income (expense)	(5,619)
<b>Non-operating income</b>	<b>58,964</b>
<b>Net income before income tax expense</b>	<b>2,154,983</b>
Income tax expense	(464,043)
<b>Net income</b>	<b>1,690,940</b>
Loss on available-for-sale financial assets	(329,394)
Share of other comprehensive income (loss) of jointly controlled entities and associates	53,474
Gain (loss) on overseas business translation	(101,115)
Gain on valuation of cash flow hedge	12,312
<b>Other comprehensive income (loss), net of tax</b>	<b>(364,723)</b>
<b>Total comprehensive income</b>	<b>\$1,326,217</b>
<b>Net income attributable to:</b>	
Net income attributable to owners	1,489,391
Net income attributable to non-controlling interests	201,549



<b>Total comprehensive income attributable to:</b>	
Comprehensive income attributable to owners	1,107,589
Comprehensive income attributable to non-controlling interests	218,628
<b>Basic and diluted earnings per share</b>	<b>1.82</b>

(Source: FY 2012 SEC Form 20-F WFH)

## 4.2 Capital Adequacy

WFH, as a financial holding company established under the laws of Korea, is required to maintain a minimum consolidated capital adequacy ratio of 8.0%. The consolidated capital adequacy ratio is defined as the ratio of equity capital as a percentage of risk-weighted assets on a consolidated basis, determined in accordance with the Financial Services Commission<sup>4</sup> of Korea's requirements, which have been formulated based on Bank of International Settlements ("BIS") standards. As of December 31, 2012, WFH has maintained a consolidated capital adequacy ratio of 12.83%.<sup>5</sup>

As of December 31, 2012<sup>6</sup>, WRB's consolidated capital ratios, as computed under the Basel III guidelines, were maintained at a high level, with a Tier 1 Capital Ratio of 11.35% and a Total Capital Adequacy Ratio of 14.70%.<sup>7</sup>

WBNYA and WBLAB are not subject to capital adequacy requirement as they are not separately incorporated entities. WAB has maintained Tier 1 Capital Ratio (risk-weighted) of 16.28% and Total Capital Ratio of 17.55%, as of December 31, 2012<sup>8</sup>. WISA, as of March 31, 2013, in pursuant to the Uniform Net Capital Rule 15c3-1 of the Securities and Exchange Act of 1934, had minimum net capital requirements of \$100,000, whereas it had net capital of \$930,864. WISA's percentage of aggregate indebtedness to net capital was 12.72%.<sup>9</sup>

## 4.3 Major Source of Funds

WFH obtains funding from various sources, both domestic and foreign. WFH's principal source of funding is customer deposits obtained from WFH's banking operations, which accounts for 76.6% of its total funding as of December 31, 2012.<sup>10</sup>

WFH also acquires funding through the following sources:

- long-term debt, including issuance of debentures and borrowings from government-affiliated entities and other financial institutions;
- short-term borrowings, including borrowings from the trust accounts of its subsidiaries, the Bank of Korea, call money; and
- issuance of hybrid securities.

WBNYA and WBLAB primarily rely on interoffice funding from the WRB's Head Office as a major source of funds. WAB is self-funded through its retail customers' deposits and borrowings. WAB also

<sup>4</sup> FSS is a key Korean regulatory body that sets requirements relating to financial holding companies' liquidity and capital adequacy ratios.

<sup>5</sup> Source: FY 2012 SEC Form 20-F WFH

<sup>6</sup> Source: FY 2012 SEC Form 20-F WFH

<sup>7</sup> Source: FY 2012 SEC Form 20-F WFH

<sup>8</sup> Source: FY 2012 Audited Financial Statement WAB

<sup>9</sup> Source: FY 2012 Audited Financial Statement WISA

<sup>10</sup> Source: FY 2012 SEC Form 20-F WFH

has noninterest bearing deposits made by its parent company, WRB. WISA is fully funded by its parent company, WIS.

#### **4.4 Liquidity Risk Management**

WFH manages liquidity in order to meet its financial liabilities from withdrawals of deposits, redemption of matured debentures and repayments at maturity of borrowed funds. WFH also requires sufficient liquidity to fund loans and extend other forms of credits, as well as to make investments in securities. Each of WFH's subsidiaries' Risk Management Committees establishes liquidity policies and monitors liquidity on an on-going basis. The subsidiaries make constant adjustments to take into account the variables affecting their liquidity levels. The subsidiaries' Risk Management Committees review the uses and sources of funds on a daily basis, taking into consideration the various goals of their respective business units.

In managing liquidity risk, each of WFH's subsidiaries determines gap limits, implements those limits and monitors maturity gaps using its asset and liability management system. WFH also has in place group-wide gap limits for liquidity management purposes. Head Offices of WRB and WIS also monitor their U.S. operations on a regular basis. WBNYA, WBLAB, and WAB also perform liquidity stress testing regularly as required by WRB's Head Office.

### **5. Derivative and Hedging Activities**

WFH offers derivatives products and engages in derivatives trading, mostly for corporate clients, primarily through WRB, including:

- interest rate swaps, options and futures, relating principally to Korean Won interest rate risks;
- index futures and options, relating to stock market fluctuations;
- cross currency swaps, relating to foreign exchange risks, largely for Korean Won against U.S. Dollar;
- foreign exchange forwards, swaps, options and futures, relating to foreign exchange risks;
- commodity derivatives; and
- credit derivatives.

WFH's derivatives operations focus on addressing the needs of the corporate clients to hedge their risk exposure and on hedging its risk exposure resulting from such client contracts. WFH also engages in derivatives trading activities to hedge the interest rate and foreign currency risk exposure that arises from its own assets and liabilities positions. In addition, WFH engages in proprietary trading of derivatives, such as index options and futures within its regulated open position limits, and arbitrage through its subsidiary, WIS, for the purpose of generating capital gains.

WFH's U.S. operations enter into transactions involving derivatives. These financial instruments are mainly interest rate swaps and foreign exchange forwards. WBNYA uses these instruments to reduce its sensitivity to interest rate fluctuations. WBNYA does not engage in trading and derivative transactions for market-making and arbitraging purposes. However, WBNYA does enter into plain vanilla interest rate swap contracts for hedging purposes to reduce its exposure to unfavorable changes in interest rates. As of December 31, 2012, WBLAB and WAB did not participate in

derivative transactions. WISA acts as an agent for customers in the purchase and sale of Korean and U.S. Securities. WISA executes and clears Korean securities trades through its parent company, WIS, while it clears U.S. securities trades through third-party vendors. However, WISA does not perform any trading or derivative transactions on its own behalf.

## 6. Memberships in Payment, Clearing, and Settlement Systems

WFH holds memberships in financial market utilities (“FMUs”) for payment, clearing, and settlement services, in order to conduct essential financial transactions.

The following exhibit 6-1 includes the list of FMUs in which WFH holds memberships:

Exhibit 6-1: Financial Market Utilities for Payment, Clearing, and Settlements

Entity Holding Membership	System	Description
WBNYA	Federal Reserve Funds Transfer System	U.S. Dollar Payment System
	Society for Worldwide Interbank Financial Telecommunications - SWIFT Alliance	Interbank Financial Telecommunication
WBLAB	Federal Reserve Funds Transfer System	U.S. Dollar Payment System
	Society for Worldwide Interbank Financial Telecommunications - SWIFT Alliance	Interbank Financial Telecommunication
WAB	ACCEL The Exchange Network - FISERV	ATM Network
	Electronics Payments Network (EPN/NACHA/ACH)	U.S. Dollar Payment System
	Federal Reserve Check Clearing System	Nationwide Check Clearing House
	Federal Reserve Funds Transfer System - Fedwire Securities Service / Fedwire Funds Service	U.S. Dollar Payment System / U.S. Clearing Securities Settlement / FI Depository
	NYCE	ATM Network
	SWIFT (Society for Worldwide Interbank Financial Telecommunications)	Interbank Financial Telecommunication
	VISA Check Card	U.S. Dollar Payment System Clearing
WISA	APEX Clearing	U.S. Clearing / Settlement Systems, U.S. Dollar Payment System, Securities System

(Source: WBNYA, WBLAB, WAB, and WISA November 2013)

## 7. Description of Foreign Operations

WFH is organized under the laws of Korea, and operates agency, branch, and subsidiaries in the U.S., and therefore is defined as a foreign-based Covered Company under the Regulation. WFH provides international financial services primarily through its subsidiaries, WRB and WIS.

As of December 31, 2012, WRB operates 6 subsidiaries, 14 branches, and 3 representative offices in 17 countries around the world.<sup>11</sup> The principal activities of the overseas branches and subsidiaries of WRB are providing trade financing, letters of credit, local currency funding, and corporate loans to Korean-based companies as well as individual customers, and providing foreign exchange services in conjunction with the Head Office. On a limited basis, overseas branches and subsidiaries of WRB also engage in the investment and trading of securities.

As of December 31, 2012, WIS operates 8 subsidiaries and 2 representative offices around the world.<sup>12</sup> The principal activities of the overseas subsidiaries and representative offices of WIS are providing investment banking and securities brokerage services.

While WFH does conduct businesses within the U.S., its operations and employees are predominately executed and located in Korea. Accordingly, the vast majority of revenues, profits, assets, and liabilities of WFH are also related to the operations in Korea.

The summary of financials as of December 31, 2012 is as follow:

**Exhibit 7-1: U.S. and Non U.S. Financial Information** (Units: \$US in millions)

Geographic Area	Total Assets	Revenue	Net Income
U.S.	\$2,685	\$107	\$28
Non U.S. (Including Korea)	\$303,647	\$16,273	\$1,662

*(Source: FY 2012 Audit Reports of WBNYA, WBLAB, WAB, and WISA under U.S.GAAP & Form 20-F of WFH under K-IFRS)*

## 8. Supervisory & Regulatory Authorities

WFH, including its subsidiaries and overseas operations, is subject to supervision and regulation under the applicable laws and regulations of the countries in which it operates.

Under the Financial Holding Company Act of Korea, WFH is supervised by the Financial Supervisory Service (“FSS”) and regulated by Financial Services Commission (“FSC”) of Korea. Following the instructions and directives of the FSC, the FSS supervises and examines financial holding companies and their subsidiaries. In particular, the FSS sets requirements relating to Korean financial holding companies’ liquidity and capital adequacy ratios and establishes reporting requirements within the authority delegated under the FSC regulations.

WFH’s operations in the U.S. are subject to various regulatory regimes. WBNYA is licensed by the state banking authority of the State of New York and is therefore subject to regulation and examination by the NYSDFS and FRB. WBLAB operates in the State of California under the license granted by the DBO, and it is subject to regulatory examination by the DBO and the FRB. WAB is regulated by the NYSDFS, as its chartering authority, and also is regulated by the FDIC as its primary federal banking regulator and as the insurer of its deposits. WISA is regulated by a number of different government agencies and self-regulatory organizations, including the Securities and

<sup>11</sup> Source: FY 2012 Annual Report WFH

<sup>12</sup> Source: FY 2012 Annual Report WFH

Exchange Commission (“SEC”) and FINRA. In addition to these regulators, WISA is also subject to regulation by the New York Stock Exchange, the U.S. Department of Treasury, the FRB and the Commodities Futures Trading Commission.

## 9. Principal Officers of Woori Finance Holdings

The Board of Directors (“BOD”) has the ultimate responsibility of managing WFH’s affairs. The BOD is currently comprised of one standing director and seven outside directors, selected based on their expertise in areas of law, finance, economics, management and accounting.

Exhibit 9-1: WFH Board of Directors <sup>13</sup>

Name	Title	Function
Soon-Woo Lee	Chairman & Chief Executive Officer	Standing Director
Yong-Man Rhee	Chairperson	Outside Director
Young-Soo Park	Member	Outside Director
Doo-Hee Lee	Member	Outside Director
Hee-Yul Chai	Member	Outside Director
Hun Lee	Member	Outside Director
Hyung-Goo Lee	Member	Outside Director
John Ji Whan Park	Member	Outside Director

(Source: FY 2013 3Q Quarterly Report WFH)

In addition to the standing director who is also WFH’s Chief Executive Officer, WFH currently has the following four executive officers.

Exhibit 9-2: WFH Executive Officers

Name	Title	Function
Soon-Woo Lee	Chairman & Chief Executive Officer	CEO
Seung-Gyu Kim	Executive Vice President & Chief Financial Officer	CFO, Responsible for strategy and finance
Hwa-Young Jung	Executive Vice President	Responsible for synergy promotion, business support, and PR
Seungrock Kim	Managing Director	Responsible for compliance
Nam Hee Lee	Managing Director	Responsible for risk management, IT planning, and management inspection

(Source: FY 2013 Quarterly Report WFH)

## 10. Resolution Planning Corporate Governance Structure and Processes

WFH has integrated the resolution planning into its corporate governance structure and process to ensure that the U.S. Tailored Resolution Plan receives appropriate oversight from designated Senior

<sup>13</sup> As of November, 2013

Management officials, the U.S. Resolution Plan Oversight Group, and the BOD. The WFH U.S. Tailored Resolution Plan was prepared, reviewed and approved by the Office of U.S. Resolution Planning with oversight from U.S. Resolution Plan Oversight Group. Then, the WFH U.S. Tailored Resolution Plan was reviewed and approved by the WFH Strategy and Planning Department for submission to the BOD, or a delegee acting under the express authority of the BOD, for final approval.

In order to provide timely, credible, and complete responses to supervisory resolution planning initiatives, WFH has established a governance framework at both the WFH level and U.S. operations level to ensure that all aspects of the resolution planning receive appropriate attentions from all related parties. The primary objective of the framework is to establish a comprehensive governance and management process to oversee the preparation and maintenance of the Resolution Plans required to be filed by WFH in pursuant to the Regulation.

The Office of U.S. Resolution Planning (“OUSRP”) was established as a working group within the U.S. with responsibilities including providing day-to-day project management and functions for development, maintenance, implementation of Resolution Plan, as well as updating as part of business as usual processes.

The U.S. Resolution Plan Oversight Group (“USRPOG”) consists of appropriate personnel from relevant departments of WRB and WIS, which provides review of the U.S. Tailored Resolution Plan and advices to the Strategy & Planning Department on all issues relating to U.S. resolution planning.

The WFH Strategy and Planning Department (“SPD”) is an existing department responsible for developing, executing, and managing WFH’s strategy and business. The WFH SPD has the primary responsibility for oversight of the U.S. resolution planning and the U.S. Tailored Resolution Plan submitted to WFH’s BOD (or the delegee) for approval. The U.S. Tailored Resolution Plan will be evaluated and approved by the BOD (or the delegee) in accordance with the requirements of the Regulation.

## **11. Management Information Systems**

WFH utilizes management information systems (“MIS”) and applications to ensure timely access to accurate and comprehensive data, including those for risk management, accounting, and financial and regulatory reporting. These systems include applications to conduct business activities across all financial products, as well as generate accounting, financial, operations, regulatory and risk management reports. Systems and applications are essential for effective operations and are managed through business continuity approach. Some of the systems and applications are directly purchased from third-party vendors while others have been developed internally and are supplemented with third-party vendors.

The U.S. operations utilized multiple systems and management information reports and policies to aid in the preparation of the U.S. Tailored Resolution Plan. In general, information of descriptive or qualitative nature was solicited through meetings with each department head or representative. The quantitative data was mainly derived from key internal and external reports.

## 12. High-Level Resolution Strategy Summary

As required by the Regulation, WFH has assumed that the resolution strategy for its U.S. operations in the event of a material financial distress or failure of WFH would be to pursue an orderly liquidation of WFH's U.S. assets within its U.S. agency, branch, and subsidiaries. WFH's key assumptions for the purpose of this U.S. Tailored Resolution Plan are as follows:

- An idiosyncratic event causes the failure of one or more major branches and subsidiaries of WFH, leading to the material financial distress and ultimate failure of the Covered Company;
- Financial markets are functioning normally; and
- There is no extraordinary government support available to WFH in the U.S. or in Korea that would affect the U.S. operations of the Covered Company.

WBNYA operates under the license granted by the NYSDFS and is also subject to examination by and reporting to the FRB. In resolution, WBNYA would be subject to a resolution process overseen by the Superintendent of NYSDFS, subject to Article 13 of the New York Banking Law ("NYBL").

WBLAB operates under the license granted by the DBO and is also subject to examination by and reporting to the FRB. In resolution, WBLAB would be resolved by the Commissioner of DBO under the California Financial Code ("CA Fin. Code").

WAB is an insured depository institution ("IDI"), and therefore, would be resolved under the Federal Deposit Insurance Act ("FDIA") administered by the FDIC. As the receiver under the FDIA, the FDIC would assume all the rights and powers of WAB's Board of Directors, management, and shareholders to operate the business, dispose of operations and assets, and resolve liabilities.

WISA as a broker-dealer registered with the SEC and a member of the FINRA and the Securities Investor Protection Corporation ("SIPC") would enter insolvency proceedings through reorganization under Chapter 11 or through liquidation under Chapter 7 of the U.S. Bankruptcy Code based on the circumstances.