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# Human Resources and Compensation Committee Charter

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December 2018

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**I. AUTHORITY AND PURPOSE**

The Board of Directors of Hope Bancorp, Inc. and Bank of Hope (the “Board”) has delegated to the Human Resources and Compensation Committee (the “Committee”) of Hope Bancorp, Inc. and Hope Bank (collectively the “Company”) responsibility for recommending to the Board the overall compensation of the Company’s Chief Executive Officer (“CEO”) and “senior officers” (i.e., officers who are “executive officers” as defined in applicable laws and regulations, or who have the title of Executive Vice President or above), as well as considering and making recommendations to the Board concerning compensation, benefit plans, and implementation of sound personnel policies and practices. The Committee shall also monitor the performance of the Company’s senior officers in relation to applicable corporate goals and strategies, and use its best efforts to ensure that compensation and benefits are at levels that enable the Company to attract and retain the high quality employees it needs and are consistent with the strategic goals of the Company, internally equitable and consistent with all the regulatory requirements.

The NASDAQ Listing Rule 5605(d)(1) specifies that each company must certify that it has adopted a formal written compensation committee charter and that the compensation committee will review and reassess the adequacy of the formal written charter on an annual basis.

**II. COMMITTEE COMPOSITION AND MEETINGS**

The Committee shall consist of no fewer than three directors of the Company, each of whom shall (i) meet the independence requirements of the Nasdaq Stock Market LLC (“NASDAQ”) and all other applicable laws, rules and regulations governing director independence; (ii) qualify as “non-employee directors” for purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”); (iii) qualify as “outside directors” under Section 162(m) of the Internal Revenue Code (the “Code”); and (iv) not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof. Compensatory fees shall not include: (a) fees received as a member of the Committee, the Board or any other committee of the Board, or (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service). In determining whether a Board member is eligible to serve on the Committee, the Board must also consider whether the Board member is affiliated (other than in their capacity as a Board or committee member) with the Company, a Company subsidiary or an affiliate of a Company subsidiary to determine whether such affiliation is material to the member’s ability to be independent from management in connection with the duties of a Committee member or whether such affiliation may impair such member’s ability to make independent judgments.

The Committee shall meet at least four times annually, or more often as circumstances warrant. The Committee Chair shall be designated by the Board. Committee members are appointed by the Board at its annual organizational meeting and shall serve until their successors shall be duly qualified and appointed. The Board may remove or add a member at any time.

**III. DUTIES AND RESPONSIBILITIES**

Consistent with the “CEO Evaluation Policy and Procedures”, the Committee shall:

1. Annually review, for final approval at the Board level, the overall human resource and compensation strategy, new human resources policies or material changes to existing policies, and budget, which should discuss the following items:
  - a. The Executive compensation strategy, which should support the Company's business strategy and be aligned in a manner that is in the best interest of shareholders.
  - b. The Company's human resource and compensation strategy, which should include effective compensation programs to attract, retain, train, and motivate the best possible workforce.
  - c. How base salary, bonus (short term incentive), equity (long term incentive) and benefits fit into the overall compensation strategy.
  - d. At the senior officer level, how the CEO and the other members of the Executive Management Committee should be rewarded appropriately for their contributions to the Company's growth, profitability, and meeting strategic goals.
2. The Chair of the Committee will work with the Chairman of the Board if the Chairman is deemed independent by the Board and, if not, with the Lead Independent Director to conduct the annual CEO review; recommend for approval to the Board the overall performance and total compensation for the CEO, including agreed upon goals and objectives relevant to the CEO's compensation; evaluate the performance of the CEO in light of those goals and objectives; and set the CEO's compensation level based upon this evaluation. In determining the CEO's total compensation, the Committee should consider, among other factors, the Company's performance, relative stockholder return, profitability, balance sheet growth, strategic initiatives, quality of risk management, compliance with applicable laws and regulations, regulatory ratings and the value of similar incentive awards to CEO's at comparable companies. The CEO shall not be present during the voting or deliberations on his or her compensation. In a case where the Chairman and CEO is the same person or the Chairman is not deemed to be independent by the Board, the Lead Independent Director will

act in the place of the Chairman in fulfilling this process.

3. Evaluate recommendations from the CEO regarding compensation and other employment related matters such as hiring, promotions, terminations or severance payments for all Executive Vice President levels and/or “Chief Officers” for final approval at the Board level. For the Chief Internal Auditor, the Audit Committee will make recommendations regarding compensation to the Committee.

4. Evaluate the Performance Incentive Plan and Equity Incentive Plan to make sure it is administered in a manner consistent with the Company's compensation strategy. The Committee will review the following incentive plan elements for final approval at the Board level:

- Eligibility and participation
- Annual allocation of total incentive grants.
- Recommendation to the Board on the appropriate level of incentive grant awards to be paid to CEO & EVPs. Corporate financial goals as they relate to total compensation
- Total funds reserved for payment under the plan
- Yearly review of the incentive plans including equity grants and Performance Incentive Plan pay-outs (profit-sharing)

5. In accordance with the Dodd-Frank Act & Regulatory Interagency Guidance, and any other laws promulgated, the Committee shall review, for final approval at the Board level, incentive compensation plans for all employees to ensure compliance with the regulations and laws.

6. Recommend to the Board for approval the submission to shareholders of all new equity-related incentive plans, approve grants of stock awards and administer the Company's long term incentive programs, including the 401(k) Plan employer matching contributions, in a manner consistent with the terms of the plans as to the eligibility, vesting terms and conditions and total shares reserved for grants.

7. Annually review the CEO and Management Succession Plan, with final approval at the Board level.

8. Review all Company-wide compensation strategies including but not limited to the total bonus budget, total salary expense, including annual increase percentage, and total equity allocation, with final approval at the Board level.

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9. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility.

10. Perform any other duties or responsibilities the Board may expressly delegate to the Committee from time to time on matters relating to the Company's compensation programs.

11. Preparing the disclosure required by Item 407(e)(5) of Regulation S-K, including recommending for approval to the Board for submission to the shareholders the Compensation, Discussion and Analysis section of the Annual Proxy Statement, and any other disclosure mandated by applicable laws. As part of this review, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation as required by section 14A of the Exchange Act.

12. The Committee will oversee matters related to the compensation and benefits of non-employee directors and make such recommendations to the Board as the Committee deems appropriate.

#### **IV. ANNUAL EVALUATION OF CHARTER & COMMITTEE PERFORMANCE**

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the full Board for approval. The Committee shall also perform an annual evaluation of its own performance. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

#### **V. OUTSIDE RESOURCES & SUBCOMMITTEES**

The Committee may form a subcommittee when appropriate. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee may retain or obtain the advice of, in its sole discretion, outside experts for advice on any matter, including compensation consultants, compensation related legal counsel

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and other advisers (collectively, "Compensation Advisers"), as it may deem necessary or appropriate with prompt notice to the Board. The Committee will be directly responsible for the appointment, compensation and oversight of the Compensation Advisers it retains. The Company shall provide appropriate funding for the payment of reasonable compensation to the Compensation Advisers as determined by the Committee. The Committee is required to consider the following factors, as identified by NASDAQ and the SEC, as potentially affecting the Compensation Adviser's independence:

- Provision of other services to the Company by the person that employs the Compensation Adviser,
- Amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person/entity that employs the Compensation Adviser,
- The policies or procedures of the person that employs the Compensation Adviser that are designed to prevent a conflict of interest,
- Existence of any pre-existing business or personal relationship of the Compensation Adviser with a member of the Committee,
- Whether the Compensation Adviser owns stock of the Company, and
- Existence of any pre-existing business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with an executive officer of the Company.

*Provided*, that nothing herein requires a Compensation Adviser to be independent, only that the Committee consider the enumerated independence factors above before selecting, or receiving advice from, a Compensation Adviser. The Committee may select, or receive advice from, any Compensation Adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

The Committee is not required to conduct an independence assessment for a Compensation Adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K under the Exchange Act: (i) consulting on an broad-based plan that does not discriminate in scope, terms or operation, in favor of officers or Board members of the Company, and that is available generally to all salaried employees, and/or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the Compensation Adviser, and about which the Compensation Adviser does not provide advice.

Notwithstanding the foregoing, nothing herein shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the

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Compensation Adviser to the Committee, or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

If any conflict is detected, such conflict may be disclosed in SEC filings, in accordance with NASDAQ and SEC requirements, including the nature of the conflict and how it was addressed.