



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

***December 2014***

### **PUBLIC INFORMATION OF WOORI BANK**

*This document contains forward-looking statements. Statements that are not historical facts, including statements about Woori Bank's 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 Bank undertakes no obligation to update publicly any of them in light of new information or future events.*

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## (a) Public Section

### 1. Introduction

#### 1.1 U.S. Tailored Resolution Plan

Woori Bank (“WRB”) was established in 1899 and is headquartered in Seoul, Republic of Korea (“Korea”). WRB is engaged in the commercial banking business under Korea Banking law, trust business under Korea Financial Investment Services and Capital Market Act, and foreign exchange business with approval from the Bank of Korea (“BOK”) and the Ministry of Finance and Economy (“MOFE”).

As of December 31, 2013, WRB was a wholly owned subsidiary of Woori Finance Holdings Co., Ltd. (“WFH”), a foreign-based financial holding company organized under the laws of Korea and established in March 2001, with a \$12.8 billion public fund invested by the Korea Deposit Insurance Corporation (“KDIC”).

In June 2014, KDIC made a public announcement about its plan to launch the sale process of WFH for recovering the injected public fund. Pursuant to such plan, on November 1, 2014, WFH merged with and into WRB, with WRB being the surviving entity (the “Merger”). As a result of the Merger, WRB became a Covered Company, in place of WFH, for purposes of the 2014 U.S. Tailored Resolution Plan (“Resolution Plan”).

This Resolution Plan is being filed by WRB 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] (together, the “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 bank 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 a Covered Company’s operations in the United States (“U.S.”) in the event of material financial distress or failure.

WRB is a foreign bank under Section 8(a) of the IBA, as it maintains U.S. operations through its agency, branch and subsidiary. As of December 31, 2013, WRB’s total consolidated assets exceeded \$50 billion. Accordingly, WRB is defined as a foreign-based Covered Company subject to the U.S. Resolution Plan under Section 165(d) of Dodd-Frank Act and the Regulation.

Under the Regulation, a foreign-based Covered Company that (i) has less than \$100 billion in total U.S. non-bank 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 FRB and FDIC, to submit a tailored, or simplified Resolution Plan. As of December 31, 2013, WRB meets the criteria outlined above to be eligible to submit a Tailored Resolution Plan. WRB submitted a notice to FRB and FDIC on April 2, 2014, and was notified on July 1, 2014 of their non-objection to WRB’s submission of a U.S. Tailored Resolution Plan.

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

## 1.2 Overview of Woori Bank

WFH was established in March 2001, to consolidate the Korean government's interest in three commercial banks, including WRB, as well as one merchant bank and other small financial institutions. At the time of the initial Resolution Plan, KDIC was the largest shareholder of WFH by holding 56.97% of its outstanding common stock, and WRB was a wholly owned subsidiary of WFH.

On June 26, 2013, the Public Fund Oversight Committee ("PFOC") deliberated and determined to privatize WFH. As part of the privatization process, 14 subsidiaries of WFH were split into three groups such as Regional Bank unit, Brokerage unit and WRB unit for initiation of the sale.

During the sale process of the Regional Bank unit, which was completed in June 2014, the two regional banks, Kyongnam Bank and Kwangju Bank, were sold to BS Financial Group and JB Financial Group, respectively. During the sale of the Brokerage unit in June 2014, Woori Investment & Securities ("WIS"), Woori Aviva Life Insurance and Woori FG Savings Bank were sold to Nonghyup Financial Group ("NHFG"), and the remaining subsidiaries in the Brokerage unit were separately sold to different financial institutions.

Woori Investment & Securities America ("WISA"), a former U.S. subsidiary of WIS and a nonbanking U.S. operation included in the previous Resolution Plan, dated December 2013, was sold to NHFG as well during the sale process of WIS. Therefore, WISA is excluded from the reporting scope of the current Resolution Plan.

After the sale of the Regional Bank and Brokerage units was completed, KDIC finalized the merger between WFH and WRB on November 1, 2014 to increase the chances of a sale of KDIC's controlling stake in WRB. The government took a double-track approach as it attempted to sell off its controlling 30% stake to a single buyer and unload the rest to a group of investors. However, the government's attempt to sell its controlling stake in WRB failed, as it had received only one bid when at least two bidders were needed to proceed with the sale under local rules. Of the total minority stake of 26.97% up for sale to multiple investors, 5.94% (8.91% with a call option) was sold with a call option enabling buyers to purchase additional stock of WRB at a specified price within a specific time period. As a result of the sale, KDIC's holding stake in WRB is now 51.03%.

Following the merger, WRB was permitted to be newly listed on Korea Stock Exchange ("KSE") and continue to maintain the official listing of WFH on the New York Stock Exchange ("NYSE"). As of the reporting date, after KSE listing was completed, WRB finalized the process to change the listing position on the NYSE and acquired an official approval from NYSE on November 3, 2014. Otherwise, there has been no change in American Depository Receipts program or ADR shareholders rights of WRB.

In addition to the above, as a result of the merger, WRB is now the parent company of WFH's five remaining subsidiaries, which of them include Woori Card Co. Ltd. ("WC"), Woori Private Equity Co.Ltd. ("WPE"), Woori FIS Co.Ltd. ("WFIS"), Woori Investment Bank Co.Ltd ("WIB") and Woori Finance Research Institute Co. Ltd. ("WFRI").

WRB continues to provide financial products and services to its corporate and retail customers, which are mainly comprised of large corporations, small and medium-sized enterprises (“SMEs”), and individuals.

The address for WRB’s head office was reported as 203 Hoehyon-dong, 1-ga, Chung-gu, Seoul, Korea in the initial Resolution Plan submitted before December 31, 2013. However, the Korean government implemented a new address system based on road names and building numbers effective as of January 1, 2014. Under the new system, the official address for the head office of WRB has been changed to 51, Sogong-ro, Jung-gu, Seoul, Korea.

Please refer to Exhibit 1.2-1 for the full list of WRB’s subsidiaries.

**Exhibit 1.2-1: WRB operations by Legal Entity**

<b>Name of Subsidiaries</b>	<b>% of Ownership</b>	<b>Previous Controlling Company</b>	<b>No. of Company</b>
Woori Credit Information	100%	Woori Bank	9 companies
Woori America Bank	100%		
P.T Bank Woori Indonesia	95.18%		
Woori Global Markets Asia Ltd HK	100%		
Woori Bank China	100%		
Zao Woori Bank Russia	100%		
Woori Bank Brazil	100%		
Korea BTL Infrastructure Fund	99.85%		
Woori Fund Service	100%		
Woori Card	100%	Woori Finance Holdings	5 companies
Woori Private Equity	100%		
Woori FIS	100%		
Woori Investment Bank	58.15%		
Woori Finance Research Institute	100%		

*(Source: WRB Stock Selling Prospectus as of November 2014)*

WC is the newly established credit card company by spin-off from WRB during April 2013, and was a wholly-owned subsidiary of WFH before the Merger. As of December 31, 2013, WC’s asset size, revenue and net income were \$4.4 billion, \$731 million and \$43.8 million, respectively.

WPE is one of the leading private equity fund operators in Korea. WPE specializes in investments such as corporate restructuring and M&A. As of December 31, 2013, WPE’s asset size, revenue and net income were \$85.3 million, \$4.6 million and \$1.6 million, respectively.

WFIS is the first IT shared service center which integrates and manages the IT systems of WRB and its subsidiaries. It provides various IT services which include developing, operating and managing IT business and other relevant systems. As of December 31, 2013, WFIS’s asset size, revenue and net income were \$314.8 million, \$284.6 million and -\$1.9 million, respectively.

WIB provides corporate customers with various financial services and retail customers with asset management. WIB’s financial products include CMA, Issuance of Bill, Repurchase Agreements, Commercial Paper, Corporate Bond, and Beneficiary Certificate. As of December 31, 2013, WIB’s asset size, revenue and net income were \$821.9 million, \$129.1 million and -\$88.2 million, respectively.

WFRI functions as a think tank of WRB by providing consulting services regarding strategies for WRB’s subsidiaries and by supporting the decision making process of top management. As of

December 31, 2013, WFRI’s asset size, revenue and net income were \$3.5 million, \$6.1 million and \$0.5 million, respectively.

**U.S. Operations**

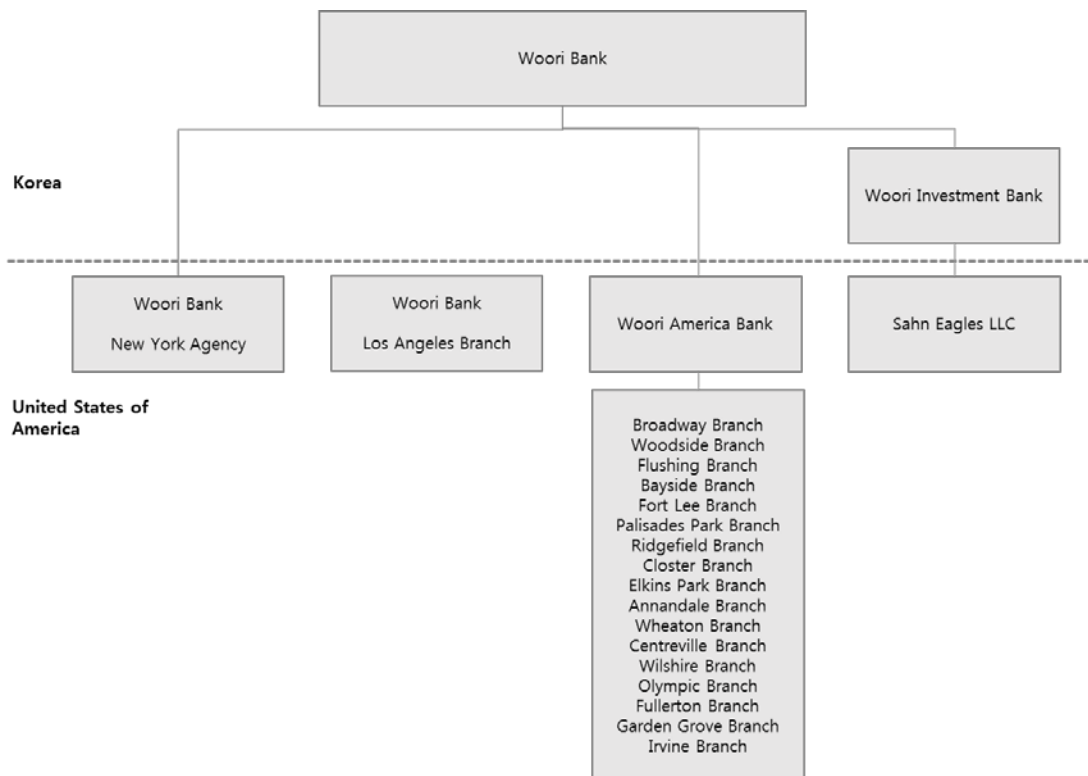
WRB is headquartered in Seoul, Korea and maintains an agency, Woori Bank New York Agency located in New York, New York, a branch, Woori Bank Los Angeles Branch, located in Los Angeles, California and a retail subsidiary, Woori America Bank, located in New York, New York, with retail branches across the U.S.

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

- Woori Bank New York Agency (“WBNYA”)
- Woori Bank Los Angeles Branch (“WBLAB”)
- Woori America Bank (“WAB”)

Additionally, Sahn Eagles LLC., owned by WIB, operates within the U.S. in the form of a Special Purpose Vehicle (“SPV”), and is currently undergoing a liquidation process. The operations of the SPV are limited to the acquisition and financing of specific assets, and therefore is excluded from the scope of this Resolution Plan.

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



(Source: WRB Management as of December 10, 2014)

WBNYA, an agency of WRB, operates under a license granted by the New York State Department of Financial Services (“NYSDFS”). WBLAB, a branch of WRB, operates under the license granted by the California Department of Business Oversight (“DBO”). Both WBNYA and WBLAB are engaged in corporate banking business 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.

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

## 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.

WRB has determined that it has no Core Business Lines based on analysis performed on a quantitative as well as a qualitative basis. On a quantitative basis, the percentage contribution of each business line in the U.S., on the basis of total assets and revenue, was less than 5%, which did not meet the threshold for quantitative significance. With respect to net income, however, the percentage contribution of each business line (corporate banking and retail banking) was a little higher than 5% of WRB’s total operations.

## 3. Core Business Lines

As noted above, for purposes of this Resolution Plan, WRB has identified no Core Business Lines. None of the business lines, conducted within the U.S. operations of WRB, are significant enough that its failure would result in a material loss of revenue, profit or franchise value of WRB. In terms of quantitative aspects, WRB 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, 2013 through December 31, 2013. 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 WRB.

On a quantitative basis, the percentage contribution of each business in the U.S., on the basis of total assets and of revenue, was less than 5%, which did not meet the threshold for quantitative significance. However, the percentage contribution of net income from the U.S. corporate banking,

conducted through WBNYA and WBLAB, increased unexpectedly due to a sudden decrease in WRB's total net income. The percentage contribution of net income from the U.S. retail banking line, solely performed by WAB, exceeded 5% as well, after an one-time recognition of \$17.4 million deferred tax asset. Nonetheless, WRB determined that neither the U.S. corporate banking nor the U.S retail banking is a Core Business Line when taking into consideration all factors listed in the previous section.

On a qualitative basis, WRB's U.S. operations are not significant to the overall franchise value of WRB. As a result, WRB has determined that none of the business lines should be considered 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 WRB.

## 4. Financial Information<sup>1</sup>

The following exhibit is a summary of WRB's consolidated balance sheet and income statement as of December 31, 2013, prepared under K-IFRS<sup>2</sup>. Please refer to WRB's Audited Financial Statements as of December 31, 2013 for further details.

### 4.1 Financial Statements

Exhibit 4.1-1: WRB and Subsidiaries Consolidated Balance Sheet

	(in US\$ thousands)
	<b>Dec-31-2013</b>
<b>Assets</b>	
Cash and cash equivalents	5,185,658
Financial assets at fair value through profit or loss	4,167,660
Available-for-sale financial assets	16,012,253
Held-to-maturity financial assets	11,407,960
Loans and receivables	196,494,532
Investments in jointly controlled entities and associates	517,567
Investments properties	316,340
Premises and equipment	2,245,061
Intangible assets and goodwill	72,033
Current tax assets	152,808
Deferred tax assets	129,549
Derivative assets	58,527
Assets held for sale	124,524
Other assets	556
<b>Total assets</b>	<b>236,885,029</b>
<b>Liabilities</b>	

<sup>1</sup> Source: FY 2013 Audited Consolidated Financial Statements of WRB

<sup>2</sup> K-IFRS stands for Korean International Financial Reporting Standards.



Financial liabilities at fair value through profit or loss	2,493,165
Deposits due to customers	166,027,963
Borrowings	16,359,672
Debentures	15,245,876
Provisions	585,829
Retirement benefit obligation	37,307
Current tax liabilities	8,423
Deferred tax liabilities	18,384,941
Derivative liabilities	306,010
Other financial liabilities	42,902
Other liabilities	4,208
<b>Total liabilities</b>	<b>219,496,295</b>
<b>Equity</b>	
Owners' equity:	17,382,354
Capital stock	2,827,113
Hybrid securities	2,256,038
Capital surplus	696,173
Other equity	5,196
Retained earnings	11,597,835
Non-controlling interest	6,380
<b>Total equity</b>	<b>17,388,734</b>
<b>Total liabilities and equity</b>	<b>236,885,029</b>

(Source: FY 2013 Audited Consolidated Financial Statements of WRB)

#### Exhibit 4.1-2: WRB and Subsidiaries Consolidated Income Statement

	(in US\$ thousands)
	<b>Dec-31-2013</b>
Interest income	8,339,803
Interest expense	(4,302,611)
<b>Net interest income</b>	<b>4,037,192</b>
Fees and commission income	890,180
Fees and commissions expense	(147,421)
<b>Net fees and commissions income</b>	<b>742,759</b>
Dividends	72,986
Net gain (loss) on financial instruments at fair value through profit or loss	111,600
Net gain (loss) on available-for-sale financial assets	(73,224)
Impairment losses for loans, other receivables, guarantees and unused commitments	(1,899,550)

General and administrative expenses	(2,447,068)
Net other operating income	(120,474)
<b>Operating income</b>	<b>424,220</b>
Share of profits of jointly controlled entities and associates	2,137
Other non-operating income (expense)	46,635
<b>Non-operating income</b>	<b>48,773</b>
<b>Net income before income tax expense</b>	<b>472,993</b>
Income tax expense	(74,014)
Profit from continuing operations	398,979
Profit from discontinued operations	26,924
<b>Net income</b>	<b>425,903</b>
Re-measurement of defined benefit plans	6,282
Loss on valuation of available-for-sale financial assets	(18,421)
Share of other comprehensive income (loss) on investments in associates	964
Loss on overseas business translation	(49,494)
Gain on valuation of cash flow hedge	1,322
Other comprehensive income (loss), net of tax	(59,347)
<b>Total comprehensive income</b>	<b>366,555</b>
<b>Net income attributable to:</b>	<b>-</b>
Net income attributable to owners	398,058
Net income attributable to non-controlling interests	26,924
<b>Total comprehensive income attributable to:</b>	<b>-</b>
Comprehensive income attributable to owners	367,358
Comprehensive income attributable to non-controlling interests	-803
<b>Basic earnings per share</b>	<b>492</b>
<b>Diluted earnings per share</b>	<b>471</b>

(Source: FY 2013 Audited Consolidated Financial Statements of WRB)

As noted above, WFH merged with and into WRB, with WRB being the surviving entity as of November 1, 2014, the date of the merger. The table below includes WRB's consolidated balance sheet after merger, and was prepared based on WRB's and WFH's consolidated balance sheet as of June 30, 2014, disclosed on September 11, 2014. Therefore, it may differ from a balance sheet prepared based on actual financial information as of the date of the merger. However, WRB includes such financial information to explain the current situation of WRB as Covered Company for purposes of this Resolution Plan.

Exhibit 4.1-3: WRB Consolidated Balance Sheet prepared based on financials as of June 30, 2014

	(in US\$ thousands)
<b>Assets</b>	
Cash and cash equivalents	4,206,616
Financial assets at fair value through profit or loss	3,364,147

Available-for-sale financial assets	15,463,350
Held-to-maturity financial assets	12,962,965
Loans and receivables	197,947,403
Investments in jointly controlled entities and associates	3,079,225
Other assets	3,081,520
<b>Total assets</b>	<b>240,105,225</b>
<b>Liabilities</b>	
Financial liabilities at fair value through profit or loss	\$2,607,214
Deposits due to customers	169,599,603
Borrowings	13,953,064
Debentures	20,211,972
Other liabilities	16,856,891
<b>Total liabilities</b>	<b>223,228,744</b>
<b>Equity</b>	
Capital	3,300,207
Hybrid securities	2,322,082
Other equity	11,254,193
<b>Total equity</b>	<b>16,876,482</b>
<b>Total liabilities and equity</b>	<b>240,105,225</b>

(Source: WRB Merger Report disclosed on September 11, 2014)

## 4.2 Capital Adequacy

WRB complies with the capital adequacy standard established by the Financial Supervisory Service (“FSC”). The capital adequacy standard is based on Basel III published by Basel Committee on Banking Supervision, of the Bank of International Settlements in 2010, and implemented in Korea in December 2013. WRB is required to maintain a minimum Common Equity Tier 1 ratio of at least 4.5%, a minimum Tier 1 ratio of 6.0% and a minimum Total Regulatory Capital of 8.0% as of December 2013.<sup>3</sup>

As of December 31, 2013, 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 12.68%<sup>4</sup> and a Total Capital Adequacy Ratio of 15.52%<sup>5</sup>.

WBNYA and WBLAB are not subject to the capital adequacy requirement as they are agency and branch of WRB. WAB has maintained Tier 1 Capital Ratio (risk-weighted) of 16.94% and Total Capital Ratio of 18.20%, as of December 31, 2013.<sup>6</sup>

<sup>3</sup> Source : FY 2013 Audited Consolidated Financial Statements of WRB

<sup>4</sup> Source : FY 2013 Annual Report of WRB

<sup>5</sup> Source : FY 2013 Annual Report of WRB

### 4.3 Major Source of Funds

WRB obtains funding from various sources, both domestic and foreign. WRB's principal source of funding is customer deposits, which totaled to \$166.0 billion as of December 31, 2013.<sup>7</sup>

WRB also acquires funding through the following sources:<sup>8</sup>

- Short-term borrowings, including borrowings from the trust accounts, call money,
- Long-term debts, including issuance of debentures,
- Borrowings in local currency from the Bank of Korea and government-affiliated entities,
- Borrowings in foreign currencies from foreign financial institutions and
- Issuance of hybrid equity securities.

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

### 4.4 Liquidity Risk Management

Liquidity risk management is to prevent potential cash shortage as a result of mismatching the use of funds (assets) and source of funds (liabilities) or unexpected cash outflows. Assets and Liabilities are grouped by account under Asset Liability Management ("ALM") in accordance with the characteristics of the account. WRB manages liquidity risk by identifying maturity gap and such gap ratio through various cash flows analyses (i.e. based on remaining maturity and contract period, etc.); while maintaining the gap ratio at or below the target limit.

Each of WRB'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 WRB's subsidiaries determines gap limits, implements those limits and monitors maturity gaps using its asset and liability AML system. WRB also has in place group-wide gap limits for liquidity management purposes.

## 5. Derivatives and Hedging Activities

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

- Interest rate swaps, options and futures, relating principally to Korean Won interest rate risks,

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<sup>6</sup> Source : FY 2013 Audited Consolidated Financial Statement of WAB

<sup>7</sup> Source : FY 2013 Audited Consolidated Financial Statement of WRB

<sup>8</sup> Source : FY 2013 Audited Consolidated Financial Statement of WRB

- 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.

At the inception of a hedge relationship, WRB documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, WRB documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item.

WRB’s derivatives operations focus on addressing the needs of the corporate customers to hedge their risk exposure and on hedging its risk exposure resulting from such customers’ contracts. WRB 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.

WRB’s U.S. operations enter into transactions involving derivatives. WBNYA does not engage in trading and derivatives transactions for market-making and arbitraging purposes. However, WBNYA enters into swap contracts to reduce its exposure to unfavorable changes in market prices. As part of its asset and liability management, WBNYA uses interest rate swaps to manage its exposures to fair value changes in response to the interest rate characteristics of certain assets or liabilities and to hedge against the effects of fluctuations in interest rates. As of December 31, 2013, there were no outstanding interest rate swaps or currency swaps for WBLAB. WAB’s core business is predominately retail banking and as such, does not perform any trading and derivatives activities. Therefore, as of December 31, 2013, it does not practice booking of trading and derivatives activities.

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

WRB’s U.S. operations hold 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 WRB holds memberships:

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

Entity Holding Membership	System	Description
WBNYA	Federal Reserve Funds Transfer System - Fedwire Securities Service / Fedwire Funds Service	U.S. Dollar Payment System / U.S. Clearing Securities Settlement / FI Depository
	Society for Worldwide Interbank Financial Telecommunications - SWIFT Alliance	Interbank Financial Telecommunication
WBLAB	Federal Reserve Funds Transfer System - Fedwire Securities Service / Fedwire Funds Service	U.S. Dollar Payment System / U.S. Clearing Securities Settlement / FI Depository
	Society for Worldwide Interbank Financial Telecommunications - SWIFT Alliance	Interbank Financial Telecommunication

Entity Holding Membership	System	Description
WAB	ACCEL The Exchange Network - FISERV	ATM Network
	Electronics Payments Network	USD Payment System. Part of ACH. NACHA and ACH are memberships.
	Nationwide Check Clearing House	Federal Reserve Check Clearing System
	Federal Reserve Funds Transfer System - Fedwire Securities Service / Fedwire Funds Service	U.S. Dollar Payment System / U.S. Clearing Securities Settlement / FI Depository
	NYCE Corporation	ATM Network
	Society for Worldwide Interbank Financial Telecommunications - SWIFT Alliance	Interbank Financial Telecommunication
	VISA Check Card	USD Payment System Part of visa check clearing

(Source: WBNYA, WBLAB and WAB as of November 2014)

## 7. Description of Foreign Operations

WRB operates a network of 992 domestic branches, 19 overseas branches, 7 overseas subsidiaries, and 2 representative offices in 18 countries around the world.<sup>9</sup> The principal activities of the overseas agencies, 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 WRB.

The summary of financials as of December 31, 2013 is as follows:

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

Geographic Area	Total Assets	Revenue	Net Income
U.S.	\$3,121	\$101	\$53
Non U.S. (Including Korea)	\$233,764	\$16,698	\$373

(Source: FY 2013 Audit Reports of WBNYA, WBLAB and WAB under U.S.GAAP and WRB under K-IFRS)

## 8. Supervisory & Regulatory Authorities

WRB, 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.

WRB is supervised by the Financial Supervisory Service (“FSS”) and regulated by FSC of Korea. Following FSC’s instructions and directives, FSS supervises and examines domestic banks and their subsidiaries. In particular, FSS sets requirements relating to domestic banks’ liquidity and capital adequacy ratios and establishes reporting requirements within the authority delegated under FSC regulations.

<sup>9</sup> FY 2014 3Q Quarterly Report of WRB

WRB’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 NYDFS and FRB. WBLAB operates in the State of California under the license granted by DBO, and it is subject to regulatory examination by DBO and FRB. WAB is regulated by NYDFS, as its chartering authority, and also is regulated by FDIC as its primary federal banking regulator and as the insurer of its deposits.

## 9. Principal Officers of Woori Bank

The Board of Directors (“BOD”) support and monitor WRB’s strategic decision-making and overall business affairs on a regular basis. WRB’s BOD is currently comprised of 9 executive directors: Three standing directors, five outside directors and one non-standing director, each of whom were appointed to increase the relevant expertise and independence of the Board.<sup>10</sup>

Exhibit 9-1: WRB Board of Directors

Name	Title	Function
Soon Woo Lee	President & Chief Executive Officer	Standing Director
Dong gun Lee	Deputy President	Standing Director
Soo Kyung Chung	Standing Audit Committee Member	Standing Director
Young Soo Park	Member	Outside Director
Sang Keun Oh	Member	Outside Director
Hee Yul Chai	Member	Outside Director
Kang Shik Choi	Member	Outside Director
Min Chang	Member	Outside Director
Seong Yeal Lim	Member	Non-Standing Director

(Source: WRB Management as of December 10, 2014)

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

Exhibit 9-2: WRB Executive Officers

Name	Title	Function
Ki Myoung Nam	Executive Vice President	Responsible for Consumer Banking Business Unit
Won Jai Jeong	Executive Vice President	Responsible for Corporate Banking Business Unit
Woo Seok Chae	Executive Vice President	Responsible for Small & Medium Corporate Banking Business Unit
Ki Hyung Kwon	Executive Vice President	Responsible for Institutional Banking Business Unit

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Name	Title	Function
Jong Won Kim	Executive Vice President	Responsible for Real Estate Finance Business Unit
Tae Seung Sohn	Executive Vice President	Responsible for Global Business Unit
Ki Suk Park	Executive Vice President	Responsible for Finance & Management Planning Unit
Jum Seung Yoo	Executive Vice President	Responsible for Human Resources Unit
Ok Joung Kim	Executive Vice President	Responsible for Risk Management Unit
Dong Bin Lee	Executive Vice President	Responsible for Credit Support Unit

(Source: WRB Management as of December 10, 2014)

## 10. Resolution Planning Corporate Governance Structure and Processes

WRB has integrated the resolution planning into its corporate governance structure and process to ensure that the Resolution Plan receives appropriate oversight from the U.S. Business Approvers consisting of designated Senior Management officials, the Office of the U.S. Resolution Planning (“OUSRP”), the International Banking Department (“IBD”) and BOD. In the resolution planning process, OUSRP prepares the Resolution Plan with oversight from IBD. Then, IBD reviews the Resolution Plan and submits it to BOD, as well as 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, WRB has established a governance framework both the WRB level and at the U.S. operations level to ensure that all aspects of the Resolution Plan 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 Plan required to be filed by WRB pursuant to the Regulation.

OUSRП 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 and updating the Resolution Plan as part of “business as usual” processes.

IBD is an existing department responsible for oversight of U.S. resolution planning and the Resolution Plan submitted to WRB’s BOD (or its delegee) for final approval. IBD provides review of the Resolution Plan and advises OUSRП on all issues relating to the Resolution Plan.

The Resolution Plan will be evaluated and approved by BOD (or the delegee) in accordance with the requirements of the Regulation.

## 11. Management Information Systems

WRB utilizes management information systems (“MIS”) and applications to ensure timely access to accurate and comprehensive data, including those for regulatory reporting, risk management, financial management and operating. These systems include applications to conduct business



activities across all financial products and to generate accounting, financial, operations, regulatory and risk management reports. Systems and applications are essential for effective operations and are managed through a 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 Resolution Plan. In general, information of a 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, WRB has assumed that the resolution strategy for its U.S. operations in the event of a material financial distress or failure of WRB would be to pursue an orderly liquidation of WRB's U.S. assets within its U.S. agency, branch and subsidiary. WRB's key assumptions for the purpose of this Resolution Plan are as follows:

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

WBNYA operates under a license granted by the NYSDFS and is also subject to examination by and reporting to 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.

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

WAB is an insured depository institution, and therefore, would be resolved under the Federal Deposit Insurance Act ("FDIA") administered by FDIC. As the receiver under FDIA, 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.