

## Nominating and Corporate Governance Committee Charter

### PURPOSE OF COMMITTEE

The Committee on Nominating and Corporate Governance is responsible for identifying and nominating individuals qualified to become Board members and for overseeing the Board's annual evaluation of its performance. It is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the company. It is the charter of the Hana Nominating and Corporate Governance Committee to act for the Board of Directors as follows:

1. Determine the criteria for Board membership which includes, but is not limited to, establishing desired skills and attributes, conducting searches for prospective directors, evaluating candidates and recommending candidates for election by the Board.
2. Evaluate and make recommendations to the Board concerning the appointment of directors to Board Committees and the recommendation of Board Committee chairs.
3. Review the format and agenda of Board meetings and make recommendations for the improvement of scheduled meetings.
4. Consider questions of possible conflicts of interest of Board members.
5. Monitor all policies regarding the independence of all Directors and nominees.
6. Review adherence by Directors to corporate guidelines regarding transactions with the Company.
7. As the need arises to fill vacancies, actively seek individuals qualified to become Board members for nomination.
8. Report its activities and actions to the Board of Directors on a regular basis.
9. Review the adequacy of the Company's corporate governance principles and recommend changes. All recommended changes will then be submitted to the Board for consideration.
10. Consider corporate matters related to social responsibility and significant matters related to the areas of corporate public affairs.
11. Review and assess the adequacy of the Company's Code of Conduct and other internal policies and guidelines to monitor that the principals described therein are being incorporated into the Company's culture and business practices.
12. Review the Company's business practices, particularly as they relate to establishing and preserving the good reputation of the Company.
13. Review and make recommendations on the appropriateness of the size of the Board relative to its responsibilities. Also, review and make recommendations regarding the composition of the Board taking into consideration such factors as business experience and specific areas of expertise of each Board member.
14. Review the adequacy of the Committee charter on an annual basis. All recommended changes will then be submitted to the Board for consideration.
15. Evaluate, on an annual basis, its own performance as a member of the Nominating and Corporate Governance Committee as well as oversee the annual self-evaluation of the Board and other Board Committees.

### TERM AND MEMBERSHIP

The Committee shall be comprised of three or more directors as determined by the Board, or such greater number if so required by applicable law, rule or other regulation, each of whom shall be independent directors (as defined by all applicable rules and regulations of the Securities and Exchange Commission (the "Commission") and any other appropriate body, including any applicable stock market or stock exchange), and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve two year terms or until their successors have been duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

### RESPONSIBILITIES - MEETING FREQUENCY

It is expected that the Nominating and Corporate Governance Committee will ensure the Company's adherence to its stated corporate governance policies. Because of this responsibility it is the Board's expectation that the Committee shall meet at least twice annually, or more frequently as circumstances dictate. The Committee shall also have the resources and authority to accomplish its responsibilities, including the sole authority to retain (with funding provided by the Company), set compensation for, and terminate search firms that are used to identify possible director candidates. In addition, the Committee shall have authority to obtain advice and assistance from other experts or consultants (with funding provided by the Company) to advise the Committee. Additionally the Committee may request any officer, employee, or outside counsel to attend a meeting of the Committee.