WOORI FINANCE HOLDINGS CO LTD Form 6-K May 15, 2013 Table of Contents

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# Form 6-K

# REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of May 2013

# **Woori Finance Holdings Co., Ltd.**

(Translation of Registrant s name into English)

203, Hoehyon-dong, 1-ga, Chung-gu, Seoul, Korea 100-792

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F x Form 40-F "

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): "

*Note:* Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): "

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submission to furnish a report or other document that the registration foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant s home country), or under the rules of the home country exchange on which the registrant s securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant s security holders, and if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes " No x

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- 1. Summary of 2013 1Q Business Report
- 2. Exhibit 99.1 Woori Finance Holdings Co., Ltd. Review Reports for 2013 1Q

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# **Summary of 2013 1Q Business Report**

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Except where indicated otherwise, financial information contained in this document (including the attached financial statements) have been prepared in accordance with the Korean equivalent of International Financial Reporting Standards ( Korean IFRS ), which differ in certain important respects from generally accepted accounting principles in the United States.

All references to Woori Finance Holdings, we, us or the Company are to Woori Finance Holdings Co., Ltd. and, unless the context requires otherwise, its subsidiaries. In addition, all references to Won or KRW in this document are to the currency of the Republic of Korea.-

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| I. | Company | Overview |
|----|---------|----------|
|    |         |          |

#### 1. Purpose of the Company

## a. Scope of Business

Acquisition/ownership of shares in companies that are engaged in financial services or are closely related to financial services, as well as the governance and/or management of such companies.

- (1) Corporate Management
  - 1. Setting management targets for and approving business plans of the subsidiaries;
  - 2. Evaluation of the subsidiaries management performance and establishment of compensation levels;
  - 3. Formulation of corporate governance structures of the subsidiaries;
  - 4. Inspection of operation and assets of the subsidiaries; and
  - 5. Other activities complementary to the items mentioned in numbers 1 to 4.
- (2) Corporate Management Support Activities
  - 1. Funding for the affiliate companies (including direct and indirect subsidiaries, the Affiliates );
  - 2. Capital investment in subsidiaries or procurement of funds for the Affiliates; and
  - 3. Activities ancillary to the above items.

#### b. Scope of Business of Subsidiaries

- (1) Bank Subsidiaries (Woori Bank, Kwangju Bank and Kyongnam Bank):
  - 1. Banking business as prescribed by the Banking Act;

2.

Trust business;

laws and regulations.

- Foreign exchange business; and
   Other authorized businesses.
   Woori Investment & Securities: businesses authorized under the Financial Investment Services and Capital Markets Act and related
- (3) Woori Aviva Life Insurance: life insurance and other insurance activities and other business activities permitted under the Insurance Business Act.

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- (4) Woori Asset Management: asset management business.
- (5) Woori Financial: consumer finance business.
- (6) Woori FIS: finance-related IT services.
- (7) Woori F&I: securitization business.
- (8) Woori Private Equity: private equity business.
- (9) Woori FG Savings Bank: consumer savings banking business.
- (10) Woori Finance Research Institute: research relating to finance and banking

## 2. History of the Company

## a. Company History

(1) Background: Major developments.

| March 27, 2001     | Woori Finance Holdings was incorporated   |
|--------------------|---|
| April 2, 2001      | Commenced commercial operations   |
| June 24, 2002      | Became listed on the Korea Exchange   |
| September 29, 2003 | Became listed on the New York Stock Exchange  |
| March 30, 2004     | Appointment of new management   |
| March 31, 2004     | Woori Card merged into Woori Bank   |
| June 18, 2004      | Woori Securities became a wholly-owned subsidiary   |
| December 21, 2004  | Capital increase through conversion of CBs (Total capital after conversion: Won 4.0 trillion) |
| December 24, 2004  | Acquired LG Investment & Securities and incorporated as a subsidiary                          |
| February 17, 2005  | Capital increase through conversion of CBs (Total capital after conversion: Won 4.0 trillion) |
| March 11, 2005     | Capital increase through conversion of CBs (Total capital after conversion: Won 4.0 trillion) |
| March 31, 2005     | Woori Securities and LG Investment & Securities merged (the                                   |

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name of the surviving entity, LG Investment & Securities, changed

to Woori Investment & Securities)

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May 30, 2006

June 27, 2008

April 29, 2009

May 6, 2005

LG Investment Trust Management changed from 2<sup>nd</sup> tier subsidiary to 1<sup>st</sup> tier subsidiary

May 31, 2005 Woori Investment Trust Management and LG Investment Trust

Management merged (the name of the surviving entity, LG Investment Trust Management, changed to Woori Asset

Management)

August 3, 2005 Dissolution of Woori LB Second Asset Securitization Specialty

Co., Ltd.

September 5, 2005 Woori Asset Management became a wholly-owned subsidiary

through capital reduction and cancellation

October 21, 2005 Woori Private Equity was established and incorporated as a

subsidiary

October 27, 2005 Closure of strategic investment agreement with Lehman Brothers

February 23, 2006

Joint venture arrangement between Woori CA Asset Management, a 2<sup>nd</sup> tier subsidiary, and Japan s Shinsei Bank (involving a transfer

of 49% of Woori F&I s 100% stake in Woori CA Asset

Management to Shinsei Bank)

April 11, 2006 Joint venture agreement to transfer 30% of the shares of Woori

Asset Management to Credit Suisse Asset Management

International Holdings, a wholly owned subsidiary of Credit Suisse.

Upon the 30% share transfer to Credit Suisse Asset Management

International Holdings, Woori Asset Management was renamed

Woori Credit Suisse Asset Management.

March 30, 2007 Appointment of new management

September 14, 2007 Acquired Hanmi Capital as a subsidiary (Hanmi Capital was

renamed Woori Financial as of October 26, 2007)

April 4, 2008 Acquired LIG Life Insurance as a subsidiary (LIG Life Insurance

was renamed Woori Aviva Life Insurance as of April 1, 2008)

Appointment of new management

Termination of joint venture with Credit Suisse regarding Woori

Credit Suisse Asset Management. Renamed Woori Asset

Management (May 30, 2009)

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July 30, 2012

October 9,2012

April 1, 2013

1st Tier Subsidiaries

October 28, 2009 Acquired the remaining 30% equity stake in Woori Credit Suisse

Asset Management from Credit Suisse Asset Management International Holding and completed the establishment of Woori

Asset Management as our wholly-owned subsidiary

December 30, 2009 Dissolution of Woori LB Third Asset Securitization Specialty Co.,

Ltd.

March 11, 2010 MOU with National Bank of Abu Dhabi Group

March 16, 2011 Woori FG Savings Bank Co., Ltd. was incorporated as a

wholly-owned subsidiary

October 5, 2011 Kwangju Bank and Kyongnam Bank became wholly-owned

subsidiaries

November 29, 2011 Acquired additional shares of Woori Investment & Securities to

increase our equity stake (based on common stock) to 37.85%

Acquired additional shares of Woori Financial to change our equity

stake to 52.02%

Disclosed Woori Finance Research Institute is incorporated as a

Woori Finance

Holdings

12 companies

wholly-owned subsidiary

Woori Card was incorporated as a wholly-owned subsidiary

following a spin-off from Woori Bank.

### b. Associated Business Group

- (1) Overview of Business Group
  - 1. Name of business group: Woori Financial Group
- (2) Related companies within the business group As of March 31, 2013

|                 |                        | Controlling         |  |  |
|-----------------|------------------------|---------------------|--|--|
| Type            | Name of Company        | Company Notes       |  |  |
|                 |                        | Korea Deposit       |  |  |
| Holding Company | Woori Finance Holdings | Insurance 1 company |  |  |
|                 |                        | Corporation         |  |  |
|                 | 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

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Controlling Type Name of Company Company Notes

Woori Credit Information Woori America Bank P.T. Bank Woori Indonesia Korea BTL Infrastructure Fund Woori Global Markets Asia Ltd. Woori Bank (China) Limited

ZAO Woori Bank

Woori Fund Service Woori Bank Brasil Woori AMC

Woori F&I Seventh Asset Securitization Specialty Co., Ltd. Woori SB Tenth Asset Management

Woori F&I Tenth Asset Securitization Specialty Co., Ltd. Woori F&I Eleventh Asset Securitization Specialty Co., Ltd. Woori F&I Thirteenth Asset Securitization Specialty Co., Ltd. Woori F&I Sixteenth Asset Securitization Specialty Co., Ltd.

Woori F&I Seventeenth Asset Securitization Specialty Co., Ltd. Woori EA Third Asset Securitization Specialty Co., Ltd.

Woori EA Fourth Asset Securitization Specialty Co., Ltd. Woori EA Fifth Asset Securitization Specialty Co., Ltd.

Woori EA Eighth Asset Securitization Specialty Co., Ltd. Woori F&I Eighteenth Asset Securitization Specialty Co., Ltd.

WR Investment America LLC Woori F&I Nineteenth Asset Securitization Specialty Co., Ltd.

Woori F&I Twentieth Asset Securitization Specialty Co., Ltd. Woori EA Tenth Asset Securitization Specialty Co., Ltd.

Woori F&I Twenty First Asset Securitization Specialty Co., Ltd. Woori F&I Twenty Second Asset Securitization Specialty Co., Ltd. Woori EA Twelveth Asset Securitization Specialty Co., Ltd.

Woori F&I Twenty Third Asset Securitization Specialty Co., Ltd Woori EA Thirteenth Asset Securitization Specialty Co., Ltd. Woori EA Fourteenth Asset Securitization Specialty Co., Ltd.

Woori F&I Twenty Fourth Asset Securitization Specialty Co., Ltd Woori F&I Twenty Fifth Asset Securitization Specialty Co., Ltd Woori EA Fifteenth Asset Securitization Specialty Co., Ltd. Woori F&I Twenty Sixth Asset Securitization Specialty Co., Ltd

Woori F&I Twenty Seventh Asset Securitization Specialty Co., Ltd Woori F&I Twenty Eighth Asset Securitization Specialty Co., Ltd Woori EA Eighteenth Asset Securitization Specialty Co., Ltd. Woori F&I Twenty Ninth Asset Securitization Specialty Co., Ltd Woori F&I Thirtieth Asset Securitization Specialty Co., Ltd

Woori F&I Thirty First Asset Securitization Specialty Co., Ltd Woori F&I Thirty Second Asset Securitization Specialty Co., Ltd Woori F&I Thirty Third Asset Securitization Specialty Co., Ltd Woori F&I Thirty Fourth Asset Securitization Specialty Co., Ltd Woori F&I Thirty Fifth Asset Securitization Specialty Co., Ltd

POSCO Woori EIG Global Private Equity Fund

Woori Private Equity Fund Woori Blackstone Korea Opportunity Private Equity Fund No.1 Woori Columbus Private Equity Fund No.1 Woori Futures

> Woori Investment & Securities International Ltd. Woori Investment & Securities (HK) Ltd. Woori Investment & Securities America Inc. Mars Private Equity Fund No.2

Woori Bank

Woori F&I

66 companies

Woori Asset Management

Woori Private Equity

Woori Investment

2<sup>nd</sup> Tier Subsidiaries

Woori Investment Asia Pte. Ltd.
Mars Private Equity Fund No.4
Woori Absolute Partners PTE, Ltd.
Woori Absolute Global Opportunity Fund
Woori Korindo Securities Indonesia
LG Investment Holdings B.V. GG
Connacht Capital Market Investment Ltd.
Woori CBV Securities Corporation
Woori Absolute Return Investment Strategies
KoFC Woori Growth Champ 2010 No.3 Private Equity Fund
Woori Investment Advisory Co., Ltd. (Beijing)

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- \* Woori Finance Holdings, Woori Investment & Securities and Woori Financial are listed on the KRX KOSPI Market
- \* On May 23, 2007, Woori F&I Fifth Asset Securitization Specialty Co., Ltd. was included as our 2<sup>nd</sup> tier subsidiary. Woori F&I Co., Ltd. owns 100% of its equity.
- \* On September 14, 2007, Hanmi Capital was included as our 1<sup>st</sup> tier subsidiary to strengthen our non-banking business (Hanmi Capital was renamed Woori Financial as of October 26, 2007).
- \* On September 20, 2007, Woori Investment Asia Pte. Ltd. was included as our 2<sup>nd</sup> tier subsidiary. Woori Investment & Securities owns a 100% stake in Woori Investment Asia Pte. Ltd.
- \* On October 26, 2007, Woori Bank (China) Limited was included as our 2<sup>nd</sup> tier subsidiary. Woori Bank owns a 100% stake in Woori Bank (China) Limited.
- \* On November 22, 2007, ZAO Woori Bank was included as our 2<sup>nd</sup> tier subsidiary. Woori Bank owns a 100% stake in ZAO Woori Bank, excluding one ZAO Woori Bank share which is owned by a related party of Woori Bank in order to comply with Russian regulations on single shareholder limitations.
- \* On December 12, 2007, Woori F&I Sixth Asset Securitization Specialty Co., Ltd. and Woori F&I Seventh Asset Securitization Specialty Co., Ltd. were included as our 2nd tier subsidiaries. Woori F&I Co., Ltd. owns a 100% stake in each of these two subsidiaries.
- \* On March 18, 2008, Mars Private Equity Fund No. 3, with an expected paid-in-capital of KRW 51 billion, was included as our 2<sup>nd</sup> tier subsidiary. Woori Investment & Securities, as its general partner, will have contributed 1.96% of the capital of Mars Private Equity Fund No. 3.
- \* On April 3, 2008, Woori F&I Eighth Asset Securitization Specialty Co., Ltd. was included as our 2<sup>nd</sup> tier subsidiary. Woori F&I Co., Ltd. owns 100% of its equity.
- \* On April 4, 2008, LIG Life Insurance was included as our 1st tier subsidiary (LIG Life Insurance was renamed Woori Aviva Life Insurance as of April 1, 2008).
- \* On May 14, 2008, Mars Private Equity Fund No. 4, with an expected paid-in-capital of KRW 51 billion, was included as our 2<sup>nd</sup> tier subsidiary. Woori Investment & Securities, as its general partner, will have contributed 0.99% of the capital.
- \* On May 29, 2008, Woori Absolute Partners Pte. Ltd., an investment advisory service company wholly-owned by Woori Investment & Securities and established in Singapore to manage offshore funds, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On June 27, 2008, Woori SB Tenth Asset Securitization Specialty Co., Ltd. was included as our 2<sup>nd</sup> tier subsidiary. Woori F&I owns a stake of 50% plus one share in the company.
- \* On July 21, 2008, Woori Absolute Global Opportunity Fund, an offshore financial company wholly-owned by Woori Investment & Securities, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On September 9, 2008, Woori F&I Ninth Asset Securitization Specialty Co., Ltd. was included as our 2<sup>nd</sup> tier subsidiary. Woori F&I Co., Ltd. owns 100% of its equity.
- \* On March 3, 2009, PT Clemont Securities Indonesia was included as our 2<sup>nd</sup> tier subsidiary. Woori Investment & Securities owns a 60% stake in PT Clemont Securities Indonesia.

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- \* On March 12, 2009, Woori F&I Tenth Asset Securitization Specialty Co., Ltd. was included as our 2<sup>nd</sup> tier subsidiary. Woori F&I Co., Ltd. owns 100% of its equity.
- \* On July 24, 2009, Woori F&I Twelfth Asset Securitization Specialty Co., Ltd. was removed as our 2<sup>nd</sup> tier subsidiary following the sale of Woori F&I sequity stake in Woori F&I Twelfth Asset Securitization Specialty Co., Ltd.
- \* On August 31, 2009, Woori F&I Thirteenth Asset Securitization Specialty Co., Ltd. was included as our 2<sup>nd</sup> tier subsidiary.
- \* On September 28, 2009, Woori CBV Securities Corporation was included as our 2<sup>nd</sup> tier subsidiary. Woori Investment & Securities owns a 49% stake in Woori CBV Securities Corporation.
- \* On October 15, 2009, we acquired an additional 2.41% of common shares of Woori Financial, and our shareholding is currently 52.52%.
- \* On October 28, 2009, Woori Asset Management became our wholly-owned subsidiary following our acquisition of Credit Suisse s 30% interest in Woori Asset Management.
- \* High Technology Venture Investment, Global Technology Investment, LG Investment Holdings B.V. GG and Connacht Capital Market Investment, which are offshore finance companies and subsidiaries of Woori Investment & Securities, are currently undergoing liquidation or other change of control-related proceedings. Due to an expansion in the types of entities that are considered 2<sup>nd</sup> tier subsidiaries of financial holding companies, these entities became our 2<sup>nd</sup> tier subsidiaries.
- \* On December 28, 2009, Woori SB Asset Management changed its name to Woori AMC and became a wholly-owned subsidiary of Woori F&I following the termination of its joint venture with Shinsei Bank.
- \* On December 30, 2009, Woori Third Asset Securitization Specialty Co., Ltd. was dissolved and removed from our list of subsidiaries
- \* On February 15, 2010, Woori Investment & Securities sold 100% of its investment stake in Woori Absolute Asia Multi Strategy Fund, an offshore financial company that was wholly-owned by Woori Investment & Securities prior to such sale.
- \* On March 8, 2010, Woori F&I Fourteenth Asset Securitization Specialty Co., Ltd. was included as our 2<sup>nd</sup> tier subsidiary.
- \* On May 20, 2010, Woori Absolute Return Investment Strategies, an offshore financial company wholly-owned by Woori Investment & Securities, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On June 10, 2010, Woori F&I Fifteenth Asset Securitization Specialty Co., Ltd. and Woori F&I Sixteenth Asset Securitization Specialty Co., Ltd., which are wholly-owned by Woori F&I, were included as our 2<sup>nd</sup> tier subsidiaries.
- \* On June 18, 2010, Woori EA Third Asset Securitization Specialty Co., Ltd., a 70% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On June 28, 2010, Woori Ea Fourth Asset Securitization Specialty Co., Ltd., a 70% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On June 29, 2010, Woori Ea Fifth Asset Securitization Specialty Co., Ltd., a 70% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On July 9, 2010, Woori F&I Fifteenth Asset Securitization Specialty Co., Ltd. was removed as our 2<sup>nd</sup> tier subsidiary following the sale of Woori Investment & Securities investment stake in Woori F&I Fifteenth Asset Securitization Specialty Co., Ltd.
- \* On September 2, 2010, Woori F&I Seventeenth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On October 22, 2010, WR Creditor Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.

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- \* On November 22, 2010, KoFC Woori Growth Champ 2010 No.3 Private Equity Fund, a 30% owned subsidiary of Woori Investment & Securities, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On November 23, 2010, Woori EA Eighth Asset Securitization Specialty Co., Ltd., a 51% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On November 30, 2010, Woori F&I Ninth Asset Securitization Specialty Co., Ltd. was dissolved and removed from our list of subsidiaries.
- \* On December 1, 2010, High Technology Venture Investment and Global Technology Investment was dissolved and removed from our list of subsidiaries.
- \* On December 3, 2010, Woori F&I Eighteenth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On December 21, 2010, WR Investment America LLC, a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On January 14, 2011, Woori Investment Advisory Co., Ltd. (Beijing), a 100% owned subsidiary of Woori Investment & Securities, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On Febuary 24, 2011, Woori F&I Nineeenth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On March 14, 2011, Woori F&I Twentieth Asset Securitization Specialty Co., Ltd., a subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary. Woori F&I Co., Ltd. owns 60% of the equity of Woori F&I Twentieth Asset Securitization Specialty Co., Ltd.
- \* On March 16, 2011, Woori FG Savings Bank, a 100% owned subsidiary of Woori Finance Holdings, was included as our subsidiary.
- \* On March 29, 2011, Woori EA Tenth Asset Securitization Specialty Co., Ltd., a 51% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On May 30, 2011, Woori F&I Fourteenth Asset Securitization Specialty Co., Ltd. was dissolved and removed from our list of subsidiaries.
- \* On June 7, 2011, Woori F&I Twenty First Asset Securitization Specialty Co., Ltd. and Woori F&I Twenty Second Asset Securitization Specialty Co., Ltd., each a 100% owned subsidiary of Woori F&I, were included as our 2<sup>nd</sup> tier subsidiaries.
- \* On July 22, 2011, Woori Fund Service Co., Ltd., a 100% owned subsidiary of Woori Bank, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On August 26, 2011, Brim Asian Credit Fund was dissolved and removed from our list of subsidiaries.
- \* On September 2, 2011, Woori EA Twelveth Asset Securitization Specialty Co., Ltd., a 70% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On September 28, 2011, Woori F&I Fifth Asset Securitization Specialty Co., Ltd. was dissolved and removed from our list of subsidiaries.
- \* On November 2, 2011, Woori F&I Twenty Third Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On November 25, 2011, Woori EA Thirteenth Asset Securitization Specialty Co., Ltd., a 70% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.

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- \* On November 29, 2011, Woori EA Fourteenth Asset Securitization Specialty Co., Ltd., a 70% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On December 2, 2011, Woori F&I Twenty Fourth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On December 28, 2011, Woori F&I Sixth Asset Securitization Specialty Co., Ltd. was dissolved and removed from our list of subsidiaries.
- \* On March 8, 2012, Woori F&I Twenty Fifth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On March 9, 2012, POSCO Woori EIG Global Private Equity Fund, to which Woori Asset Management contributed 0.5% of the capital and serves as its general partner, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On March 29, 2012, Woori EA Fifteenth Asset Securitization Specialty Co., Ltd., a 70% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On May 16, 2012, Woori F&I Twenty Sixth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On May 24, 2012, Woori F&I Twenty Seventh Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On June 11, 2012, Woori F&I Twenty Eighth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On July 17, 2012, WR Creditors Co., Ltd. was dissolved and removed from our list of subsidiaries.
- \* On September 5, 2012, Woori EA Eighteenth Asset Securitization Specialty Co., Ltd., a 67% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On September 10, 2012, Woori F&I Twenty Ninth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On September 25, 2012, Woori Bank Brasil was included as our 2<sup>nd</sup> tier subsidiary. Woori Bank owns a 100% (less one share) stake in Woori Bank Brasil.
- \* On November 2, 2012, Woori Columbus Private Equity Fund No.1, to which Woori Asset Management contributed 1.96% of the capital and serves as its general partner, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On November 9, 2012, Woori F&I Thirtieth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On November 28, 2012, Woori F&I Eighth Asset Securitization Specialty Co., Ltd., was dissolved and removed from our list of subsidiaries.
- \* On December 7, 2012, Woori F&I Thirty First Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On December 26, 2012, Woori Finance Research Institute was incorporated and became our wholly-owned subsidiary.
- \* On March 7, 2013, Woori F&I Thirty Second Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On March 8, 2013, Woori F&I Thirty Third Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On March 8, 2013, Woori F&I Thirty Fourth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On March 13, 2013, Woori F&I Thirty Fifth Asset Securitization Specialty Co., Ltd., a 100% owned subsidiary of Woori F&I, was included as our 2<sup>nd</sup> tier subsidiary.
- \* On March 14, 2013, Mars Private Equity Fund No.3 was dissolved and removed from our list of subsidiaries.
- \* On March 29, 2013, Mars Private Equity Fund No.1 was dissolved and removed from our list of subsidiaries.

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## c. Consolidated Subsidiaries

|  |                                   | Total Assets (2012)<br>(unit: |
|--|-----------------------------------|-------------------------------|
| Name of Company  | Business Activities               | in millions of Won)           |
| Woori Bank   | Banking                           | 242,667,808                   |
| Kwangju Bank   | Banking                           | 18,297,125                    |
| Kyongnam Bank  | Banking                           | 28,900,360                    |
| Woori Investment & Securities                                  | Securities                        | 24,211,585                    |
| Woori Asset Management   | Collective Investment             | 80,095                        |
| Woori Financial  | Other Financial                   | 3,537,592                     |
| Woori FIS (former Woori Finance Information System)            | Financial Information Technology  | 334,878                       |
| Woori F&I  | Other Financial                   | 1,600,095                     |
| Woori Private Equity   | Other Financial                   | 40,793                        |
| Woori FG Savings Bank  | Banking                           | 1,598,619                     |
| Woori Finance Research Institute                               | Other Financial                   | 4,156                         |
| Woori Heritage Long Short Private Equity Investment Trust No.1 | Other Financial                   | 11,336                        |
| Woori CS Ocean Bridge 7 th                                     | Other Financial                   | 126                           |
| Woori CS Ocean Bridge 9th                                      | Other Financial                   | 884                           |
| Woori CS Global Emerging Milestone 1st                         | Other Financial                   | 27,048                        |
| Woori Credit Information                                       | Debt Collection and Credit Rating | 30,917                        |
| Woori America Bank   | Banking                           | 1,078,995                     |
| P.T. Bank Woori Indonesia                                      | Banking                           | 662,720                       |
| Woori Global Markets Asia Ltd.                                 | Banking                           | 181,104                       |
| Woori Bank (China) Limited                                     | Banking                           | 3,036,392                     |
| ZAO Woori Bank   | Banking                           | 214,258                       |
| Woori Bank Brasil  | Banking                           | 22,336                        |
| Korea BTL Infrastructure Fund                                  | Other Financial                   | 584,144                       |
| Woori Fund Service Co., Ltd.                                   | Other Financial                   | 2,952                         |
| Kumho Trust 1st Co., Ltd.                                      | Other Financial                   | 80,942                        |
| Woori IB Global Bond Co., Ltd                                  | Other Financial                   | 213,745                       |
| Connsus Eighth Co., Ltd.                                       | Other Financial                   | 12                            |
| Asiana Saigon Co., Ltd.  | Other Financial                   | 52,947                        |
| An-Dong Raja 1st Co., Ltd.                                     | Other Financial                   | 12,800                        |
| KAMCO Value Recreation 1st Securitization Specialty Co., Ltd   | Other Financial                   | 84,560                        |
| IB Global 1st Inc.   | Other Financial                   | 67,028                        |
| Hermes STX Co., Ltd.   | Other Financial                   | 30,550                        |
| BWL First Co., LLC   | Other Financial                   | 80,029                        |
| Woori Poongsan Co., Ltd  | Other Financial                   | 41,575                        |
| Pyeongtaek Ocean Sand Co., Ltd.                                | Other Financial                   | 44,539                        |
| Heights Third Co., Ltd   | Other Financial                   | 8,039                         |
| Jeonju Poomglim iWant  | Other Financial                   | 203                           |
| Wonju Poomglim iWant   | Other Financial                   | 9                             |

|  |                                 | Total Assets (2012) |
|--|---------------------------------|---------------------|
|  |                                 | (unit:              |
| Name of Company  | Business Activities             | in millions of Won) |
| Deogi Dream Fourth Co., Ltd<br>Guam Emerald Ocean View   | Other Financial Other Financial | 351<br>535          |
|  |                                 |                     |
| Heoreum Short-Term 15 <sup>th</sup>  | Other Financial                 | 58                  |
| G5 Pro Short-Term 13 <sup>th</sup>   | Other Financial                 | 588                 |
| G6 First Class Mid-Term E-20   | Other Financial                 | 1                   |
| G15 First Class Mid-Term C-1   | Other Financial                 | 4                   |
| D First Class Mid-term C-151 Woori Milestone Private Real Estate Fund 1st  | Other Financial Other Financial | 3                   |
| Consus Sakhalin Real Estate Investment Trust 1st   | Other Financial                 | 6,975<br>56,411     |
| Woori Partner Plus Private Equity Securities 4 <sup>th</sup>   | Other Financial                 | 415,544             |
| Woori Partner Plus Equity Securities 9 <sup>th</sup>   | Other Financial                 | 309,939             |
| Hanwha Smart Private Equity Trust No. 50 (Bond)  | Other Financial                 | 51,044              |
| Yuri WB Private Equity Securities Investment Trust 4 <sup>th</sup> (Bond)  | Other Financial                 | 61,760              |
| Samsung Plus Private Equity Investment Trust 21st  | Other Financial                 | 51,383              |
| KDB Private Equity Securities Investment Trust WB-4 <sup>th</sup> (Bond)   | Other Financial                 | 59,639              |
| Kyobo Axa Tomorrow Private Equity 13 <sup>th</sup> (Bond)  | Other Financial                 | 61,755              |
| Say Private Equity Securities Investment Trust WB-1  | Other Financial                 | 51,394              |
| Hanwha Private Equity Securities Investment Trust 32 <sup>nd</sup>   | Other Financial                 | 52,280              |
| Eugene Jalang Private Equity Securities Investment Trust 28 <sup>th</sup>  | Other Financial                 | 54,184              |
| Kyobo Axa Tomorrow Private Equity 15 <sup>th</sup> (Bond)  | Other Financial                 | 60,828              |
| Meritz Prime Private Equity Investment Trust 79 <sup>th</sup>  | Other Financial                 | 50,554              |
| Mirae Asset Korea Bluechip Plus 3 <sup>rd</sup>  | Other Financial                 | 10,207              |
| Mirae Asset Triumph Private Equtiy 9th (Bond)  | Other Financial                 | 50,489              |
| Woori Partner Plus Private Equity Trust 11 <sup>th</sup>   | Other Financial                 | 103,576             |
| Woori Smart Investor Installment Private Equity 2 <sup>nd</sup>  | Other Financial                 | 10,428              |
| Phoenix Sky Private Equity Securities 11 <sup>th</sup>   | Other Financial                 | 20,303              |
| Hana UBS Power Private Equity Securities 15 <sup>th</sup>  | Other Financial                 | 52,678              |
| Hana UBS Power Private Equity Securities 5 <sup>th</sup>   | Other Financial                 | 20,355              |
| Hyundai Advantage Private Equity 15 <sup>th</sup>  | Other Financial                 | 20,638              |
| Hyundai Platinum Private Equity Securities W-1   | Other Financial                 | 50,745              |
| HDC New Star Private Equity Securities 15 <sup>th</sup>  | Other Financial                 | 10,401              |
| LS Leading Solution Private Equity Securities 118th  | Other Financial                 | 20,769              |
| HDC New Star Private Equity Securities 17 <sup>th</sup> (Equity Mixed Type)  | Other Financial                 | 9,576               |
| Hyundai Advantage Private Equity 16 <sup>th</sup>  | Other Financial                 | 9,975               |
| Phoenix Private Bond Investment Trust 13 <sup>th</sup>   | Other Financial                 | 50,118              |
| Hanwha Private Equity Securities Investment Trust 43 <sup>rd</sup>   | Other Financial                 | 54,111              |
| Woori Smart Investor Private Equity 4 <sup>th</sup>  | Other Financial                 |                     |
| Truston Private Equity Securities 12 <sup>th</sup>   | Other Financial                 |                     |
| Hyundai Platinum Private Equity Securities W-2   | Other Financial                 |                     |
| KTB Safe Private Equity Securities 77 <sup>th</sup>  | Other Financial                 |                     |
| Woori Partner Plus Private Equity Securities 12 <sup>th</sup>  | Other Financial                 |                     |
| KDB Private Equity Investment Trust WB-5   | Other Financial                 |                     |
| Shinhan BNP Corporate Private Equity Investment Trust 27 <sup>th</sup>   | Other Financial                 | 4.050.000           |
| Woori Bank Principal Protected Trust   | Other Financial                 | 1,359,282           |
| Heungkuk Hiclass 9 <sup>th</sup>   | Other Financial                 | 3,394               |
| Woori Frontier Short Term Private Equity Securities Investment Trust 14 <sup>th</sup> (Bond)                               | Other Financial                 | 10,568              |
| Truston Plus Alpha Private Equity Securities Investment Trust 9th (Bond Mixed Type)  | Other Financial                 | 10,176              |
| Woori Frontier Short Term Private Equity Securities Investment Trust G-1   | Other Financial                 | 10,916              |
| Woori Frontier Short Term Private Equity Securities Investment Trust G-2   | Other Financial                 | 10,633              |
| Tongyang High Plus Securities Investment Trust N-27 <sup>th</sup>  | Other Financial                 | 10,016              |
| Mirae Asset Triumph Private Equity Investment Trust 11 <sup>th</sup>   | Other Financial                 | 242.607             |
| Hybrid 1st Specialty Inc.  KAMCO Value Pegretion 2nd Securitization Specialty Co., Ltd.                                    | Other Financial                 | 342,697             |
| KAMCO Value Recreation 2nd Securitization Specialty Co., Ltd.  | Other Financial<br>Trust        | 8,898<br>10,835     |
| Kwangju Bank Principal Protected Trust Hanwha Private Equity Securities Investment Trust 4 <sup>th</sup> (Bond Mixed Type) |                                 |                     |
| manwha mivate Equity Securities investment must 4 (Bond Mixed Type)  | Other Financial                 | 20,529              |

| KTB Market Alpha Private Equity Securities Investment Trust 30-2(Bond Mixed Type)       | Other Financial | 10,880 |
|---|-----------------|--------|
| Mirae Asset Columbus Private Equity Investment Trust 43 <sup>rd</sup> (Bond Mixed Type) | Other Financial | 10,375 |
| Tongyang High Plus Securities Investment Trust N-28 (Bond)                              | Other Financial | 40,358 |
| Bearing New Besta Private Equity Securities Investment Trust 9th (Bond)                 | Other Financial | 30,242 |
| Woori Frontier Private Equity Securities Investment Trust 4 <sup>th</sup> (Bond)        | Other Financial | 30,221 |

|   |                          | Total Assets (2012)<br>(unit: |
|---|--------------------------|-------------------------------|
| Name of Company   | Business Activities      | in millions of Won)           |
| Yuri Balance Private Equity Securities Investment Trust 11th (Bond Mixed Type)  | Other Financial          | 20,119                        |
| Shinyoung Private Equity Securities Investment Trust KN-1 (ELS-Derivative Type) | Other Financial          | 20,444                        |
| Daeshin Balance Private Equity Securities Investment Trust 51st (Bond Mixed     |                          |                               |
| Type)   | Other Financial          | 10,033                        |
| Shinyoung Private Equity Securities Investment Trust KN-2 (ELS-Derivative Type) | Other Financial          | 9,999                         |
| Consus 6th Co., LLC   | Other Financial          | 9                             |
| Kyongnam Bank Principal Protected Trust   | Trust                    | 56,742                        |
| Woori Futures   | Futures                  | 409,193                       |
| Woori Investment Securities International Ltd.                                  | Securities               | 2,067                         |
| Woori Investment & Securities (HK) Ltd.   | Securities               | 140,349                       |
| Woori Investment Securities America   | Securities               | 6,467                         |
| MARS Second Private Equity Fund   | Other Financial          | 231,863                       |
| Woori Investment Asia Pte. Ltd.   | Securities               | 46,903                        |
| Woori Absolute Partners PTE Ltd.  | Other Financial          | 3,880                         |
| Woori Absolute Asia Global Opportunity Fund                                     | Other Financial          | 7,790                         |
| LG Investment Holding B.V.(Amsterdam) GG  | Other Financial          | 30,612                        |
| Woori Korindo Securities Indonesia  | Securities               | 33,123                        |
| Woori CBV Securities Corporation  | Securities               | 8,300                         |
| Woori Absolute Return Investment Strategies fund                                | Other Financial          | 33,326                        |
| Woori Investment Asia Co., Ltd.(Beijing)  | Investment Advisory      | 2,391                         |
| Kofc Woori Growth Champ 2010-3 Private Equity Fund                              | Other Financial          | 96,280                        |
| Woori Giant First Co., Ltd  | Other Financial          | 96,280                        |
| KAMCO Value Recreation 9th Securitization Specialty Co., Ltd                    | Other Financial          | 1,535                         |
| G3 Pro Short-term 13  | Beneficiary Certificates | 86                            |
| G4 Pro Short-term 13  | Beneficiary Certificates | 42                            |
| Woori Investment & Securities Principal Protected Trust                         | Trust                    | 27,482                        |
| Woori AMC   | Other Financial          | 20,838                        |
| Woori F&I Seventh Asset Securitization Specialty Co., Ltd.                      | Other Financial          | 14,560                        |
| Woori SB Tenth Asset Management Co., Ltd.                                       | Other Financial          | 18,647                        |
| Woori F&I Tenth Asset Securitization Specialty Co., Ltd.                        | Other Financial          | 320                           |
| Woori F&I Eleventh Asset Securitization Specialty Co., Ltd.                     | Other Financial          | 190                           |
| Woori F&I Thirteenth Asset Securitization Specialty Co., Ltd.                   | Other Financial          | 3,401                         |
| Woori F&I Sixteenth Asset Securitization Specialty Co., Ltd                     | Other Financial          | 3,652                         |
| Woori EA Third Asset Securitization Specialty Co., Ltd.                         | Other Financial          | 7,909                         |
| Woori EA Fourth Asset Securitization Specialty Co., Ltd.                        | Other Financial          | 9,320                         |
| Woori EA Fifth Asset Securitization Specialty Co., Ltd.                         | Other Financial          | 3,204                         |
| Woori F&I Seventeenth Asset Securitization Specialty Co., Ltd                   | Other Financial          | 3,870                         |
| Woori EA Eighth Asset Securitization Specialty Co., Ltd.                        | Other Financial          | 13,892                        |
| WR Investment America LLC   | Other Financial          | 18,915                        |
| Woori F&I Eighteenth Asset Securitization Specialty Co., Ltd                    | Other Financial          | 31,034                        |
| Woori F&I Nineteenth Asset Securitization Specialty Co., Ltd                    | Other Financial          | 8,412                         |
| Woori EA Tenth Asset Securitization Specialty Co., Ltd.                         | Other Financial          | 4,098                         |
| Woori F&I Twentieth Asset Securitization Specialty Co., Ltd                     | Other Financial          | 8,119                         |
| Woori F&I Twenty First Asset Securitization Specialty Co., Ltd                  | Other Financial          | 71,265                        |
| Woori F&I Twenty Second Asset Securitization Specialty Co., Ltd                 | Other Financial          | 17,100                        |
| Woori F&I Twenty Third Asset Securitization Specialty Co., Ltd                  | Other Financial          | 22,068                        |
| Woori F&I Twenty Fourth Asset Securitization Specialty Co., Ltd                 | Other Financial          | 55,350                        |
| Woori F&I Twenty Fifth Asset Securitization Specialty Co., Ltd.                 | Other Financial          | 88,099                        |
| Woori EA Twelveth Asset Securitization Specialty Co., Ltd.                      | Other Financial          | 60,249                        |
| Woori EA Thirteenth Asset Securitization Specialty Co., Ltd.                    | Other Financial          | 47,452                        |
| Woori EA Fourteenth Asset Securitization Specialty Co., Ltd.                    | Other Financial          | 91,370                        |
| Woori EA Fifteenth Asset Securitization Specialty Co., Ltd.                     | Other Financial          | 61,942                        |
| Woori F&I Twenty Sixth Asset Securitization Specialty Co., Ltd.                 | Other Financial          | 88,425                        |
| Woori F&I Twenty Seventh Asset Securitization Specialty Co., Ltd.               | Other Financial          | 104,191                       |
| Woori F&I Twenty Eighth Asset Securitization Specialty Co., Ltd.                | Other Financial          | 72,858                        |

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|  |                            | Total Assets (2012)<br>(unit: |
|--|----------------------------|-------------------------------|
| Name of Company  | <b>Business Activities</b> | in millions of Won)           |
| Woori EA Eighteenth Asset Securitization Specialty Co., Ltd.     | Other Financial            | 59,652                        |
| Woori F&I Twenty Ninth Asset Securitization Specialty Co., Ltd.  | Other Financial            | 124,348                       |
| Woori F&I Thirtieth Asset Securitization Specialty Co., Ltd.     | Other Financial            | 138,623                       |
| Woori F&I Thirty First Asset Securitization Specialty Co., Ltd.  | Other Financial            | 107,000                       |
| Woori F&I Thirty Second Asset Securitization Specialty Co., Ltd. | Other Financial            |                               |
| Woori F&I Thirty Third Asset Securitization Specialty Co., Ltd.  | Other Financial            |                               |
| Woori F&I Thirty Fourth Asset Securitization Specialty Co., Ltd. | Other Financial            |                               |
| Woori F&I Thirty Fifth Asset Securitization Specialty Co., Ltd.  | Other Financial            |                               |
| Woori Private Equity Fund  | Private Equity Investment  | 150,644                       |
| Kumho Investment Bank  | Financial Services         | 1,412,550                     |
| Woori EL Co., Ltd.   | Other Financial            | 27                            |
| Two Eagles LLC   | Real Estate & Leasing      | 632                           |
| MyAsset Manhattan Private Equity Real Estate Trust 1st           | Beneficiary Certificates   | 5,656                         |
| Sahn Eagle LLC   | Other Financial            | 14,792                        |
| Hub 1st Co., Ltd   | ABS                        | 14,582                        |
| Hub 2 <sup>nd</sup> Co., Ltd                                     | ABS                        | 24,161                        |
| Hub 3 <sup>rd</sup> Co., Ltd                                     | ABS                        | 16,754                        |
| Two Eagles KIB LLC   | Other Services             | 238                           |

## 3. Capital Structure

# a. Changes in Capital

(units: Won, shares)

|            |                     |        | S           | tock Decrease/ | Increase    |                     |
|------------|---------------------|--------|-------------|----------------|-------------|---------------------|
| Date       | Category            | Type   | Quantity    | Par Value      | Issue price | Note                |
| 2001.3.27  | Establishment       | Common | 727,458,609 | 5,000          | 5,000       |                     |
| 2002.5.31  | Exercise B/W        | Common | 165,782     | 5,000          | 5,000       |                     |
| 2002.6.12  | Capital increase w/ | Common | 36,000,000  | 5,000          | 6,800       | Capital             |
|            | consideration       |        |             |                |             | contribution ratio: |
|            |                     |        |             |                |             | 0.0494              |
| 2002.6.30  | Exercise B/W        | Common | 1,416,457   | 5,000          | 5,000       |                     |
| 2002.9.30  | Exercise B/W        | Common | 2,769,413   | 5,000          | 5,000       |                     |
| 2002.12.31 | Exercise B/W        | Common | 4,536       | 5,000          | 5,000       |                     |
| 2003.3.31  | Exercise B/W        | Common | 1,122       | 5,000          | 5,000       |                     |
| 2003.6.30  | Exercise B/W        | Common | 7,688,991   | 5,000          | 5,000       |                     |
| 2004.6.18  | Stock Exchange      | Common | 8,571,262   | 5,000          | 8,902       | Exchange with       |
|            |                     |        |             |                |             | Woori Sec shares    |
|            |                     |        |             |                |             | on a 1-to-0.55      |
|            |                     |        |             |                |             | basis               |
| 2004.11.4  | Exercise CB         | Common | 666,301     | 5,000          | 5,380       |                     |
| 2004.12.2  | Exercise CB         | Common | 7,995,613   | 5,000          | 5,380       |                     |
| 2004.12.21 | Exercise CB         | Common | 3,717,472   | 5,000          | 5,380       |                     |
| 2005.2.17  | Exercise CB         | Common | 3,481,173   | 5,000          | 5,588       |                     |
| 2005.3.11  | Exercise CB         | Common | 5,914,180   | 5,000          | 7,313       |                     |
| 2005.3.11  | Exercise CB         | Common | 164,429     | 5,000          | 7,228       |                     |
|            |                     |        |             |                |             |                     |

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## b. Convertible Bonds

Not applicable

## 4. Total Number of Authorized Shares

## a. Total Number of Authorized Shares

As of March 31, 2013 (unit: shares)

|                                   | Type          |               |  |
|-----------------------------------|---------------|---------------|--|
| Items                             | Common Shares | Total         |  |
| Total number of shares authorized | 2,400,000,000 | 2,400,000,000 |  |
| Total number of issued stock      | 806,015,340   | 806,015,340   |  |
| Treasury stock                    | 2,000         | 2,000         |  |
| Free float shares                 | 806,013,340   | 806,013,340   |  |

## b. Treasury Stock

As of March 31, 2013 (unit: shares)

## Acquisition

| Method  | Type of Stock | Beg.  | Acquired | Disposal | Canceled | End   | Remarks |
|---|---------------|-------|----------|----------|----------|-------|---------|
| Direct purchase under Sub-section 1, section 165-2 of   |               |       | _        | _        |          |       |         |
| the Financial Investment Services and Capital Markets   |               |       |          |          |          |       |         |
| Act   | Common        |       |          |          |          |       |         |
|   | Preferred     |       |          |          |          |       |         |
| Direct purchase other than under Sub-section 1, section |               |       |          |          |          |       |         |
| 165-2 of the Financial Investment Services and Capital  |               |       |          |          |          |       |         |
| Markets Act   | Common        | 2,000 |          |          |          | 2,000 |         |
|   | Preferred     |       |          |          |          |       |         |
| Subtotal  | Common        | 2,000 |          |          |          | 2,000 |         |
|   | Preferred     |       |          |          |          |       |         |
| Indirect acquisition from trust agreement               | Common        |       |          |          |          |       |         |
|   | Preferred     |       |          |          |          |       |         |
| Total   | Common        | 2,000 |          |          |          | 2,000 |         |
|   | Preferred     |       |          |          |          |       |         |

# 5. Voting Rights

As of March 31, 2013 (unit: shares)

| Items   |                                   | Number of stock | Notes |
|---|-----------------------------------|-----------------|-------|
| Total number of shares  | Common Shares Preferred Shares    | 806,015,340     |       |
| Stocks without voting rights  | Common Shares<br>Preferred Shares |                 |       |
| Stocks with limited voting rights under Korean Securities & Exchange Law Stocks with voting rights restored |                                   | 2,000           |       |
| Stocks with voting rights   | Common Shares Preferred Shares    | 806,013,340     |       |

## 6. Dividend Information

# a. Dividend information for the past three years

| Items                                   |                                   | 2012      | 2011      | 2010      |
|---|-----------------------------------|-----------|-----------|-----------|
| Par value per share (Won)               |                                   | 5,000     | 5,000     | 5,000     |
| Net profit (Won in Millions)            |                                   | 1,583,580 | 2,136,828 | 1,288,856 |
| Earnings per share (Won)                |                                   | 1,965     | 2,651     | 1,599     |
| Total cash payout (Won in Millions)     |                                   | 201,503   | 201,503   | 201,503   |
| Total stock dividends (Won in Millions) |                                   |           |           |           |
| Cash dividend payout ratio (%)          |                                   | 12.72     | 9.43      | 15.63     |
| Cash dividend yield (%)                 | Common Shares<br>Preferred Shares | 2.1       | 2.6       | 1.6       |
| Stock dividend yield (%)                | Common Shares Preferred Shares    |           |           |           |
| Cash dividend per share (Won)           | Common Shares<br>Preferred Shares | 250       | 250       | 250       |
| Stock dividend per share (Won)          | Common Shares<br>Preferred Shares |           |           |           |

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# II. Description of Business

## 1. Business Overview

## a. Business Overview

(As of March 31, 2013)

| Business Area        | <b>Business Scope</b>  | Subsidiary                       |
|----------------------|--|----------------------------------|
| Banking              | Lending, deposit taking and credit card business   | Woori Bank                       |
|                      |  | Kwanju Bank                      |
|                      |  | Kyongnam Bank                    |
| Financial Investment | Investment banking, investment brokerage and collective investment business                              | Woori Investment & Securities    |
|                      |  | Woori Asset Management           |
| Insurance            | Life insurance business  | Woori Aviva Life Insurance       |
| Consumer Finance     | Facilities lease financing, installment financing and other lease financing                              | Woori Financial                  |
|                      | Financial services for the lower-income class  | Woori FG Savings Bank            |
| Investment           | Acquisition and disposal of non-performing loans and corporate restructuring-related investment business | Woori F&I                        |
|                      | Investment advisory and private equity fund management business  | Woori Private Equity             |
| Other                | Financial IT system development, sales and maintenance business  | Woori FIS                        |
|                      | Financial, economic and industry research  | Woori Finance Research Institute |

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## 2. Overview of Operations

## a. Performance of Operations

As a financial holding company under the Financial Holding Company Act, our main income consists of dividend payments made to us by our subsidiaries. We are not involved in any other operations.

## b. Financing of Operations

(1) Source of Funds

(unit: in millions of Won)

|                  |                       | 2013 1       | Q      | 2012         |        | Chan         | ge     |
|------------------|-----------------------|--------------|--------|--------------|--------|--------------|--------|
|                  |                       | Avg. Balance | %      | Avg. Balance | %      | Avg. Balance | %      |
| Won Currency     | Deposits              | 1,914,211    | 58.47  | 1,883,597    | 58.88  | 30,614       | D 0.41 |
|                  | CD                    | 21,875       | 0.67   | 16,254       | 0.51   | 5,621        | 0.16   |
|                  | Borrowings            | 259,531      | 7.93   | 242,556      | 7.58   | 16,975       | 0.35   |
|                  | Call Money            | 36,963       | 1.13   | 31,929       | 1.00   | 5,034        | 0.13   |
|                  | Others                | 518,822      | 15.85  | 477,072      | 14.91  | 41,750       | 0.94   |
|                  | Sub-Total             | 2,751,402    | 84.05  | 2,651,408    | 82.88  | 99,994       | 1.17   |
| Foreign Currency | Deposits              | 109,416      | 3.34   | 112,283      | 3.51   | D2,867       | D 0.17 |
|                  | Borrowings            | 104,827      | 3.20   | 130,917      | 4.09   | D26,090      | D 0.89 |
|                  | Debentures            | 52,871       | 1.62   | 54,464       | 1.70   | D1,593       | D 0.08 |
|                  | Others                | 13,789       | 0.42   | 13,354       | 0.42   | 435          | 0.00   |
|                  | Sub-Total             | 280,903      | 8.58   | 311,018      | 9.72   | D30,115      | D 1.14 |
| Others           | Total Capital         | 230,219      | 7.03   | 226,238      | 7.07   | 3,981        | D 0.04 |
|                  | Reserves              | 11,047       | 0.34   | 10,619       | 0.33   | 428          | 0.01   |
|                  | Others                | 0            | 0.00   | 0            | 0.00   | 0            | 0.00   |
|                  | Sub-Total             | 241,266      | 7.37   | 236,857      | 7.40   | 4,409        | D 0.03 |
|                  | Source of Funds Total | 3,273,571    | 100.00 | 3,199,283    | 100.00 | 74,288       | 0.00   |

<sup>\*</sup> Consolidated basis.

(unit: in millions of Won)

| Items               | 2013 1Q    | 2012       | 2011       |
|---------------------|------------|------------|------------|
| Shareholders Equity | 14,569,575 | 14,571,676 | 14,214,221 |
| Capital             | 4,030,077  | 4,030,077  | 4,030,077  |
| Hybrid Securities   | 498,407    | 498,407    | 309,010    |
| Capital Surplus     | 109,026    | 109,026    | 109,025    |
| Retained Earnings   | 9,933,759  | 9,934,180  | 9,766,123  |
| Capital Adjustments | -1,694     | (14)       | (14)       |
| Borrowings          | 4,300,339  | 3,874,928  | 3,888,783  |
| Debentures          | 3,854,381  | 3,654,276  | 3,653,968  |
| Bank Borrowings     |            |            |            |
| Commercial Paper    |            |            |            |
| Other Borrowings    |            |            |            |
| Other Liabilities   | 445,958    | 220,652    | 234,815    |

Total 18,869,913 18,446,604 18,103,004

\* Separate basis.

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(2) Use of Funds

(unit: in millions of Won)

|                  |                         | 2013 1Q      |        | 2012         |        | Change       |       |
|------------------|-------------------------|--------------|--------|--------------|--------|--------------|-------|
|                  |                         | Avg. Balance | %      | Avg. Balance | %      | Avg. Balance | %     |
| Won Currency     | Deposits                | 155,195      | 4.74   | 159,385      | 4.98   | D4,190       | D0.24 |
|                  | Securities              | 584,274      | 17.85  | 575,475      | 17.99  | 8,799        | D0.14 |
|                  | Loans                   | 1,916,622    | 58.55  | 1,844,974    | 57.67  | 71,648       | 0.88  |
|                  | Call Loans              | 17,763       | 0.54   | 8,047        | 0.25   | 9,716        | 0.29  |
|                  | Private placement bonds | 13,258       | 0.41   | 15,376       | 0.48   | D2,118       | D0.07 |
|                  | Credit Card             | 42,232       | 1.29   | 43,676       | 1.37   | D1,444       | D0.08 |
|                  | Others                  | 224,246      | 6.85   | 209,096      | 6.54   | 15,150       | 0.31  |
|                  | Loan loss reserves      | D33,890      | D1.04  | D34,445      | D1.08  | 555          | 0.04  |
|                  | Sub-Total               | 2,919,700    | 89.19  | 2,821,584    | 88.20  | 98,116       | 0.99  |
| Foreign Currency | Deposits                | 31,308       | 0.96   | 35,257       | 1.10   | D3,949       | D0.14 |
|                  | Securities              | 14,938       | 0.46   | 10,905       | 0.34   | 4,033        | 0.12  |
|                  | Loans                   | 183,365      | 5.60   | 200,514      | 6.27   | D17,149      | D0.67 |
|                  | Bills bought            | 48,377       | 1.48   | 54,821       | 1.71   | D6,444       | D0.23 |
|                  | Others                  | 6,631        | 0.20   | 7,342        | 0.23   | D711         | D0.03 |
|                  | Sub-Total               | 284,619      | 8.70   | 308,839      | 9.65   | D24,220      | D0.95 |
| Others           | Cash                    | 37,402       | 1.14   | 37,242       | 1.16   | 160          | D0.02 |
|                  | Tangible Assets         | 31,850       | 0.97   | 31,618       | 0.99   | 232          | D0.02 |
|                  | Others                  | 0            | 0.00   | 0            | 0.00   | 0            | 0.00  |
|                  | Sub-Total               | 69,252       | 2.11   | 68,860       | 2.15   | 392          | D0.04 |
|                  | Use of Funds Total      | 3,273,571    | 100.00 | 3,199,283    | 100.00 | 74,288       | 0.00  |

<sup>\*</sup> Consolidated basis.

(unit: in millions of Won)

| Items                            | 2013 1Q    | 2012       | 2011       |
|----------------------------------|------------|------------|------------|
| Subsidiary Stock                 | 17,976,325 | 17,976,325 | 17,825,203 |
| Woori Bank                       | 13,621,824 | 13,621,824 | 13,621,824 |
| Kyongnam Bank                    | 1,443,661  | 1,443,661  | 1,443,661  |
| Kwangju Bank                     | 976,291    | 976,291    | 976,291    |
| Woori FIS                        | 35,013     | 35,013     | 15,013     |
| Woori F&I                        | 206,563    | 206,563    | 206,563    |
| Woori Investment & Securities    | 1,036,749  | 1,036,749  | 1,036,749  |
| Woori Asset Management           | 67,456     | 67,456     | 67,456     |
| Woori Private Equity             | 34,246     | 34,246     | 34,246     |
| Woori Financial                  | 238,575    | 238,575    | 207,346    |
| Woori Aviva Life Insurance       | 102,946    | 102,946    | 106,053    |
| Woori FG Savings Bank            | 210,000    | 210,000    | 110,000    |
| Woori Finance Research Institute | 3,000      | 3,000      |            |
| Investment Securities            |            |            |            |
| Loan Obligations                 | 995        | 995        | 996        |
| Tangible Assets                  | 329        | 389        | 515        |
| Intangible Assets                | 32         | 33         | 29         |
| Cash                             | 628,722    | 236,400    | 33,538     |
| Other Assets                     | 263,510    | 232,462    | 242,723    |
| Total                            | 18,869,913 | 18,446,604 | 18,103,004 |

Separate basis.

#### 3. Other Information Relevant to Investment Decisions

#### a. Selected Ratios

**Won-denominated Current Ratio** 

(unit: in millions of Won)

| Items                              | 2013 1Q <sup>(1)</sup> | $2012^{(1)}$ | <b>2011</b> <sup>(1)</sup> |
|------------------------------------|------------------------|--------------|----------------------------|
| Current Assets (A)                 | 671,535                | 222,671      | 33,591                     |
| Current Liabilities (B)            | 450,279                | 33,580       | 11,300                     |
| Current Ratio <sup>(2)</sup> (A/B) | 149.14%                | 663.11%      | 297.28%                    |

<sup>(1)</sup> Separate basis.

Debt Ratio

(unit: in millions of Won)

<sup>(2)</sup> Current ratio is calculated as the ratio of (i) Won-denominated assets with maturity of less than 1 month to (ii) Won-denominated liabilities with maturity of less than 1 month.

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| Items            | 2013 1Q    | 2012       | 2011       |
|------------------|------------|------------|------------|
| Liabilities (A)  | 4,300,339  | 3,874,928  | 3,888,783  |
| Equity (B)       | 14,569,575 | 14,571,676 | 14,214,221 |
| Debt Ratio (A/B) | 29.52%     | 26.59%     | 27.36%     |

\* Separate basis.

BIS Ratio

(unit: in millions of Won)

| Items                    | 2013 1Q     | 2012        | 2011        |
|--------------------------|-------------|-------------|-------------|
| Total Capital (A)        | 27,287,298  | 26,989,716  | 25,668,548  |
| Risk weighted assets (B) | 212,813,359 | 210,397,222 | 208,069,221 |
| BIS Ratio (A/B)          | 12.82%      | 12.83%      | 12.34%      |

<sup>\* 2013 1</sup>Q figures are preliminary

## b. Credit Ratings for the Past Three Years

|                | Evaluated  | Credit | Company                 | Evaluation      |
|----------------|------------|--------|-------------------------|-----------------|
| Date of Rating | Securities | Rating | (Ratings Range)         | Category        |
| 2008.04.03     | Debentures | AAA    | KIS Ratings (AAA ~ D)   | Case evaluation |
| 2008.04.03     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2008.06.04     |            | BBB+   | $S&P(AAA \sim D)$       | Case evaluation |
| 2008.06.12     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2008.06.16     | Debentures | AAA    | Korea Ratings (AAA ~ D) | Case evaluation |
| 2008.09.12     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2008.09.16     | Debentures | AAA    | Korea Ratings (AAA ~ D) | Case evaluation |
| 2008.12.02     | Debentures | AAA    | KIS Ratings (AAA ~ D)   | Case evaluation |
| 2008.12.02     | Debentures | AAA    | Korea Ratings (AAA ~ D) | Case evaluation |
| 2009.03.13     | Debentures | AAA    | Korea Ratings (AAA ~ D) | Case evaluation |
| 2009.03.13     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2009.06.30     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2009.06.30     | Debentures | AAA    | Korea Ratings (AAA ~ D) | Case evaluation |
| 2009.11.05     | Debentures | AAA    | Korea Ratings (AAA ~ D) | Case evaluation |
| 2009.11.05     | Debentures | AAA    | KIS Ratings (AAA ~ D)   | Case evaluation |
| 2010.05.10     | Debentures | AAA    | Korea Ratings (AAA ~ D) | Case evaluation |
| 2010.05.10     | Debentures | AAA    | KIS Ratings (AAA ~ D)   | Case evaluation |
| 2010.07.23     | Debentures | AAA    | Korea Ratings (AAA ~ D) | Case evaluation |
| 2010.07.23     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2010.10.28     | Debentures | AAA    | Korea Ratings (AAA ~D)  | Case evaluation |
| 2010.10.28     | Debentures | AAA    | KIS Ratings (AAA ~D)    | Case evaluation |
| 2011.02.14     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2011.02.14     | Debentures | AAA    | KIS Ratings (AAA ~D)    | Case evaluation |
| 2011.03.02     | Debentures | AAA    | Korea Ratings (AAA ~D)  | Case evaluation |
| 2011.03.03     | Debentures | AAA    | KIS Ratings (AAA ~D)    | Case evaluation |
| 2011.05.12     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2011.05.12     | Debentures | AAA    | Korea Ratings (AAA ~D)  | Case evaluation |
| 2011.08.11     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2011.08.11     | Debentures | AAA    | KIS Ratings (AAA ~D)    | Case evaluation |
| 2011.10.19     | Debentures | AAA    | Korea Ratings (AAA ~D)  | Case evaluation |
| 2011.10.19     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2011.11.14     | Hybrid     | AA     | KIS Ratings (AAA ~D)    | Case evaluation |
| 2011.11.14     | Hybrid     | AA     | Korea Ratings (AAA ~D)  | Case evaluation |
| 2012.01.30     | Debentures | AAA    | KIS Ratings (AAA ~D)    | Case evaluation |
| 2012.01.30     | Debentures | AAA    | NICE (AAA ~ D)          | Case evaluation |
| 2012.02.28     | Hybrid     | AA     | KIS Ratings (AAA ~D)    | Case evaluation |

| 2012.02.28 | Hybrid     | AA  | Korea Ratings (AAA ~D) | Case evaluation |
|------------|------------|-----|------------------------|-----------------|
| 2012.06.13 | Debentures | AAA | Korea Ratings (AAA ~D) | Case evaluation |
| 2012.06.13 | Debentures | AAA | NICE (AAA ~ D)         | Case evaluation |
| 2012.08.06 | Debentures | AAA | Korea Ratings (AAA ~D) | Case evaluation |
| 2012.08.06 | Debentures | AAA | NICE (AAA ~ D)         | Case evaluation |
| 2012.10.17 | Debentures | AAA | KIS Ratings (AAA ~D)   | Case evaluation |
| 2012.10.17 | Debentures | AAA | NICE (AAA ~ D)         | Case evaluation |
| 2013.02.26 | Debentures | AAA | KIS Ratings (AAA ~D)   | Case evaluation |
| 2013.02.26 | Debentures | AAA | NICE (AAA ~ D)         | Case evaluation |

# c. 30 Largest Exposures by Borrower

(As of March 31, 2013)

(unit: in hundred millions of Won)

| Name                                | <b>Total Credit Exposure</b> | Securities | <b>Total Exposure</b> |
|-------------------------------------|------------------------------|------------|-----------------------|
| Korea Land & Housing Corporation    | 2,013                        | 27,701     | 29,714                |
| Korea Finance Corporation           |                              | 25,321     | 25,321                |
| Korea Housing Finance Corporation   | 199                          | 15,303     | 15,502                |
| Korea Development Bank              |                              | 11,199     | 11,199                |
| Hyundai Heavy Industries            | 10,267                       | 195        | 10,462                |
| Industrial Bank of Korea            | 11                           | 9,932      | 9,943                 |
| Small & Medium Business Corporation |                              | 8,973      | 8,973                 |
| SPP Shipbuilding                    | 7,734                        |            | 7,734                 |
| Sungdong Shipbuilding & Marine      | 7,576                        |            | 7,576                 |
| Export-Import Bank of Korea         |                              | 7,277      | 7,277                 |
| Samsung Electronics                 | 6,229                        | 358        | 6,587                 |
| SH Corporation                      | 299                          | 6,270      | 6,568                 |
| Korea Deposit Insurance Corporation |                              | 6,528      | 6,528                 |
| Samsung Heavy Industries            | 5,648                        | 437        | 6,085                 |
| Korea BTL Infrastructure Fund       |                              | 6,038      | 6,038                 |
| LG Chem                             | 5,816                        | 64         | 5,880                 |
| Daewoo International                | 5,560                        | 12         | 5,572                 |
| Kumho Tire                          | 4,334                        | 1,132      | 5,466                 |
| Korea Water Resources Corporation   | 7                            | 5,338      | 5,345                 |
| Hyundai Steel                       | 4,727                        | 522        | 5,248                 |
| DSME                                | 5,006                        | 103        | 5,110                 |
| Korea Exchange Bank                 | 280                          | 4,638      | 4,918                 |
| Hyundai Capital                     | 1,350                        | 3,548      | 4,898                 |

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| Name  | <b>Total Credit Exposure</b> | Securities | Total Exposure |
|---|------------------------------|------------|----------------|
| Hyosung                                       | 4,791                        | 57         | 4,848          |
| Shinhan Bank                                  |                              | 4,834      | 4,834          |
| KB Kookmin Bank                               | 3,054                        | 1,612      | 4,666          |
| National Federation of Fisheries Cooperatives |                              | 4,474      | 4,474          |
| POSCO   | 697                          | 3,708      | 4,406          |
| Hyundai Securities                            |                              | 4,399      | 4,399          |
| Korea Expressway Corporation                  |                              | 4,337      | 4,337          |
| Total   | 75,598                       | 164,309    | 239,907        |

<sup>\*</sup> Based on Woori Bank, Kyongnam Bank, Kwangju Bank, Woori Investment & Securities, Woori Financial, Woori Aviva Life Insurance and Woori FG Savings Bank.

## d. 20 Largest Loan Exposures Classified as Sub-Standard or Below by Borrower

(As of March 31, 2013) (unit: in hundred millions of Won)

|       |                       | Sub-standard   |        |                   |
|-------|-----------------------|----------------|--------|-------------------|
|       |                       |                | or     |                   |
| Name  | Industry              | Total Exposure | below  | Loan Loss Reserve |
| A     | Construction          | 1,568          | 1,568  | 617               |
| В     | Real Estate & Leasing | 1,474          | 1,474  | 416               |
| C     | Manufacturing         | 1,309          | 1,309  | 137               |
| D     | Manufacturing         | 1,206          | 1,206  | 12                |
| E     | Manufacturing         | 930            | 930    | 102               |
| F     | Real Estate & Leasing | 750            | 750    | 253               |
| G     | Real Estate & Leasing | 734            | 734    | 437               |
| Н     | Manufacturing         | 726            | 726    | 80                |
| I     | Construction          | 655            | 655    | 21                |
| J     | Construction          | 653            | 653    | 435               |
| K     | Real Estate & Leasing | 600            | 600    | 1                 |
| L     | Real Estate & Leasing | 595            | 595    | 108               |
| M     | Manufacturing         | 586            | 586    | 223               |
| N     | Construction          | 505            | 505    | 410               |
| O     | Construction          | 499            | 499    | 329               |
| P     | Automobile Sales      | 469            | 469    | 14                |
| Q     | Construction          | 434            | 434    | 5                 |
| R     | Real Estate & Leasing | 430            | 430    | 132               |
| S     | Manufacturing         | 444            | 408    | 123               |
| T     | Construction          | 368            | 368    | 47                |
| Total |                       | 14,935         | 14,899 | 3,900             |

<sup>\*</sup> Based on Woori Bank, Kyongnam Bank, Kwangju Bank, Woori Investment & Securities, Woori Financial, Woori Aviva Life Insurance and Woori FG Savings Bank.

<sup>\*</sup> Excluding securities issued or guaranteed by the Government or the Bank of Korea

Corporate borrowers only

Corporate borrowers only

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#### e. Recent Developments

In March 2011, in order to actively target the increasing market for financial services for the lower-income class and diversify its business portfolio, Woori Finance Holdings established a new subsidiary, Woori FG Savings Bank Co., Ltd., which purchased certain assets and assumed certain liabilities of Samhwa Mutual Savings Bank.

In September 2012, Woori FG Savings Bank acquired certain assets and assumed certain liabilities of Solomon Savings Bank, which allowed it to increase its asset base as well as its operational network in the metropolitan Seoul area.

Woori Financial Holdings aims to build a competitive savings bank through the creation of synergy between its subsidiaries and the reduction of non-performing assets. Woori FG Savings Bank will promote the Korean government s policy to vitalize the financial services industry for the lower-income class by providing stable and reliable financial services.

In December 2012, Woori Finance Research Institute was established as a separate legal entity to enhance the operational efficiency of Woori Financial Group s internal research function and to increase its research capacity. Woori Finance Research Institute will assist the sustainable growth of Woori Financial Group by serving as its think tank and aim to become an opinion leader in the Korean financial industry.

In addition, Woori Financial Holdings is currently planning to acquire a controlling stake in Kumho Investment Bank by purchasing shares of Kumho Investment Bank which remain unsubscribed following a rights offering. However, acquiring control over Kumho Investment Bank may not be possible if Woori Financial Holdings is unable to either acquire the minimum of a 30% equity ownership of Kumho Investment Bank required to become its controlling shareholder or receive the requisite approval from the Financial Services Commission to include Kumho Investment Bank as a subsidiary.

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#### **III.** Financial Information

#### 1. Condensed Financial Statements (Separate)

(unit: in millions of Won, except per share amounts)

| Items                                      | 2013 1Q    | 2012       | 2011       | 2010       |
|--|------------|------------|------------|------------|
| Cash and Cash Equivalents                  | 628,722    | 236,400    | 33,538     | 65,345     |
| Loans and Receivables                      | 261,393    | 209,199    | 239,215    | 155,209    |
| Investments in Subsidiaries and Associates | 17,976,325 | 17,976,325 | 17,825,203 | 17,383,228 |
| Fixed Assets                               | 329        | 389        | 515        | 593        |
| Intangible Assets                          | 31         | 33         | 29         | 35         |
| Current Tax Assets                         |            | 20,844     |            |            |
| Deferred Tax Assets                        | 2,448      | 2,444      | 2,158      | 1,128      |
| Other Assets                               | 665        | 970        | 2,347      | 3,370      |
| Total Assets                               | 18,869,913 | 18,446,604 | 18,103,005 | 17,608,908 |
| Borrowings                                 |            |            |            |            |
| Debentures                                 | 3,854,381  | 3,654,276  | 3,653,968  | 3,654,844  |
| Retirement Benefit Obligation              | 620        | 137        |            |            |
| Current Tax Liability                      | 211,306    | 165,588    | 201,361    | 124,078    |
| Other Financial Liabilities                | 232,174    | 53,448     | 31,796     | 23,889     |
| Other Liabilities                          | 1,858      | 1,479      | 1,659      | 1,926      |
| Total Liabilities                          | 4,300,339  | 3,874,928  | 3,888,784  | 3,804,737  |
| Common Stock                               | 4,030,077  | 4,030,077  | 4,030,077  | 4,030,077  |
| Hybrid Securities                          | 498,407    | 498,407    | 309,010    |            |
| Capital Surplus                            | 109,026    | 109,026    | 109,026    | 109,025    |
| Other Equity                               | (1,694)    | (1,467)    | (14)       | (18)       |
| Retained Earnings                          | 9,933,758  | 9,935,633  | 9,766,122  | 9,665,087  |
| Total Equity                               | 14,569,574 | 14,571,676 | 14,214,221 | 13,804,171 |
| Items                                      | 2013 1Q    | 2012 1Q    | 2012       | 2011       |
| Net Interest Income                        | (40,704)   | (46,538)   | (172,379)  | (214,309)  |
| Net Fees Income                            | 12,105     | 14,430     | 59,439     | 57,852     |
| Dividend Income                            | 246,538    | 544,924    | 562,272    | 516,008    |
| Reversal of Impairment Loss on Credit Loss |            |            |            | 1          |
| Administrative Expenses                    | (10,255)   | (11,259)   | (51,352)   | (49,792)   |
| Operating Income                           | 207,684    | 501,557    | 397,980    | 309,760    |
| Non-Operating Expense                      | (691)      | (131)      | (1,368)    | (6,310)    |
| Income Before Income Tax                   | 206,993    | 501,426    | 396,612    | 303,450    |
| Net Income                                 | 206,926    | 501,475    | 396,898    | 304,480    |
| Total Comprehensive Income                 | 206,699    | 501,448    | 396,898    | 304,480    |
| Earnings Per Share (in Won)                | 248        | 616        | 459        | 375        |

<sup>(1) 2013 1</sup>Q amounts reflect amendments to Korean IFRS 1019 relating to employee benefits adopted by the Company (as described in the footnotes to the accompanying financial statements of the Company). Results for 2012 and 2012 1Q, as applicable, have been restated accordingly.

# 2. Condensed Financial Statements (Consolidated)

(unit: in millions of Won)

| Items  | 2013 1Q <sup>(1)</sup> | 2012(1)     | 2011        | 2010        |
|--|------------------------|-------------|-------------|-------------|
| Cash and Cash Equivalents                                  | 5,627,540              | 5,778,390   | 6,417,123   | 4,871,109   |
| Financial Assets at Fair Value through Profit or Loss      | 27,222,611             | 27,352,216  | 25,600,231  | 22,183,761  |
| Available-for-Sale Financial Assets                        | 20,103,332             | 18,888,923  | 19,671,924  | 21,997,884  |
| Held-to-Maturity Financial Assets                          | 17,125,529             | 18,684,801  | 20,036,128  | 19,885,559  |
| Loans and Receivables                                      | 251,246,332            | 250,275,551 | 235,159,956 | 216,791,805 |
| Investments in Jointly Controlled Entities and Associates  | 1,077,674              | 1,037,930   | 928,233     | 744,844     |
| Investment Properties                                      | 485,710                | 491,685     | 498,999     | 643,271     |
| Tangible Assets  | 3,184,487              | 3,185,543   | 3,134,472   | 3,097,378   |
| Intangible Assets and goodwill                             | 423,839                | 433,407     | 447,891     | 295,136     |
| Current Tax Assets   | 37,484                 | 38,667      | 56,570      | 9,568       |
| Deferred Tax Assets  | 194,903                | 155,439     | 79,980      | 58,705      |
| Derivative Assets  | 282,072                | 281,069     | 326,840     | 131,511     |
| Assets Held for Sale                                       | 87,447                 | 83,347      | 56,243      | 87,926      |
| Other Assets   | 513,524                | 414,846     | 377,059     | 378,861     |
| Total Assets   | 327,612,484            | 327,101,814 | 312,791,649 | 291,177,318 |
| Financial Liabilities at Fair Value Through Profit or Loss | 11,713,738             | 10,985,765  | 9,621,546   | 8,838,281   |
| Deposits   | 204,877,575            | 204,209,580 | 195,930,482 | 185,427,625 |
| Borrowings   | 31,896,989             | 33,479,716  | 34,666,709  | 34,265,662  |
| Debentures   | 29,104,577             | 27,959,969  | 29,265,833  | 29,110,640  |
| Provisions   | 958,756                | 863,658     | 892,308     | 761,055     |
| Retirement Benefit Obligations                             | 220,708                | 166,296     | 119,704     | 69,949      |
| Current Tax Liabilities                                    | 253,664                | 178,791     | 274,257     | 173,960     |
| Deferred Tax Liabilities                                   | 139,712                | 124,946     | 260,431     | 212,534     |
| Derivatives Liabilities                                    | 27,591                 | 38,000      | 33,493      | 5,339       |
| Other Financial Liabilities                                | 24,848,917             | 25,583,814  | 19,083,709  | 11,648,328  |
| Other Liabilities  | 529,668                | 508,071     | 569,783     | 399,191     |
| Total Liabilities  | 304,571,895            | 304,098,606 | 290,718,255 | 270,912,564 |
| Equity Ownership of Controlled Entity                      | 18,702,607             | 18,666,130  | 17,523,998  | 15,701,540  |
| Capital Stock  | 4,030,077              | 4,030,077   | 4,030,077   | 4,030,077   |
| Hybrid Securities  | 498,407                | 498,407     | 309,010     |             |
| Capital Surplus  | 173,874                | 174,044     | 175,768     | 180,105     |
| Other Equity   | 147,595                | 112,013     | 586,421     | 1,002,019   |
| Retained Earnings  | 13,852,654             | 13,851,589  | 12,422,722  | 10,489,339  |
| Non-Controlling Interests                                  | 4,337,982              | 4,337,078   | 4,549,396   | 4,563,214   |
| Total Equity   | 23,040,589             | 23,003,208  | 22,073,394  | 20,264,754  |
| Total Liabilities and Equity                               | 327,612,484            | 327,101,814 | 312,791,649 | 291,177,318 |
| Number of Consolidated Subsidiaries                        | 173                    | 166         | 143         | 148         |

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| Items  | 2013 1Q <sup>(1)</sup> | 2012 1Q <sup>(1)</sup> | 2012        | 2011        |
|--|------------------------|------------------------|-------------|-------------|
| Operating Income   | 343,887                | 991,075                | 2,228,571   | 3,085,708   |
| Net Interest Income  | 1,684,885              | 1,870,668              | 7,267,103   | 7,264,395   |
| Interest Income  | 3,413,589              | 3,858,182              | 15,019,982  | 15,044,846  |
| Interest Expense   | (1,728,704)            | (1,987,514)            | (7,752,879) | (7,780,451) |
| Net fees and commissions income                                | 195,997                | 270,030                | 1,003,490   | 1,195,492   |
| Fees and Commissions Income                                    | 395,885                | 424,245                | 1,667,166   | 1,774,434   |
| Fees and Commissions Expense                                   | (199,888)              | (154,215)              | (663,676)   | (578,942)   |
| Dividends  | 48,892                 | 70,945                 | 163,125     | 203,005     |
| Gain on Financial Instruments at Fair Value through Profit or  |                        |                        |             |             |
| Loss   | 41,292                 | (29,262)               | (293,469)   | 119,403     |
| Gain on Available-for-Sale Financial Assets                    | (11,721)               | 277,464                | 566,161     | 1,072,877   |
| Gain on Held-to-Maturity Financial Assets                      |                        |                        | 10          | 82          |
| Impairment Losses on Credit Losses                             | (552,609)              | (433,567)              | (2,121,102) | (2,268,927) |
| Other Net Operating Expenses                                   | (1,062,849)            | (1,035,203)            | (4,356,747) | (4,500,619) |
| Non-operating Income   | 4,084                  | (24,830)               | 62,693      | 91,665      |
| Share of Profits of Jointly Controlled Entities and Associates | 9,482                  | 18,685                 | 68,667      | 16,700      |
| Other non-operating income                                     | (5,398)                | (43,515)               | (5,974)     | 74,965      |
| Net Income Before Income Tax Expense                           | 347,971                | 966,245                | 2,291,264   | 3,177,373   |
| Income Tax Expense   | (96,944)               | (231,864)              | (493,389)   | (744,093)   |
| Net Income   | 251,027                | 734,381                | 1,797,875   | 2,433,280   |
| Net Income Attributable to Owners                              | 209,963                | 664,815                | 1,583,580   | 2,136,828   |
| Net Income Attributable to the Non- Controlling Interests      | 41,064                 | 69,566                 | 214,295     | 296,452     |
| Other Comprehensive Income                                     | 33,368                 | (164,360)              | (387,788)   | (385,374)   |
| Gain on Available-for-Sale Financial Assets                    | 37,094                 | (132,665)              | (350,226)   | (374,877)   |
| Share of Other Comprehensive Loss of Jointly Controlled        |                        |                        |             |             |
| Entities and Associates  | 3,374                  | 12,408                 | 56,856      | (37,602)    |
| Gain (loss) on Overseas Business Translation                   | 41,275                 | (30,424)               | (107,509)   | 24,591      |
| Gain on Valuation of Cashflow Hedge                            | (11,421)               | 7,092                  | 13,091      | 2,514       |
| Total Comprehensive Income                                     | 284,395                | 570,021                | 1,410,087   | 2,047,906   |
| Comprehensive Income Attributed to Owners                      | 244,465                | 514,710                | 1,177,633   | 1,729,658   |
| Comprehensive Income Attributed to the Non-Controlling         |                        |                        |             |             |
| Interests  | 39,930                 | 55,311                 | 232,454     | 318,248     |
| Earnings per Share (in Won)                                    | 251                    | 818                    | 1,931       | 2,649       |

<sup>(1) 2013 1</sup>Q amounts reflect amendments to Korean IFRS 1110 (scope of consolidation) and Korean IFRS 1019 (employee benefits) adopted by the Company (as described in the footnotes to the accompanying financial statements of the Company). Results for 2012 and 2012 1Q, as applicable, have been restated accordingly.

## IV. Independent Auditor s Opinion

#### 1. Independent Auditor s Opinion

|                   | 2013 1Q            | 2012                | 2011                |
|-------------------|--------------------|---------------------|---------------------|
| Auditor           | Deloitte Anjin LLC | Deloitte Anjin LLC  | Deloitte Anjin LLC  |
| Auditor s Opinion | (1)                | Unqualified Opinion | Unqualified Opinion |

(1) In its review report attached to this report, Deloitte Anjin LLC has stated that nothing has come to their attention that causes them to believe that the accompanying consolidated and separate financial statements of the Company as of December 31, 2012 and March 31, 2013 and for the three months ended March 31, 2012 and 2013 do not present fairly in all material respects, in accordance with Korean IFRS.

#### 2. Compensation to the Independent Auditor for the Past Three Years

#### a. Auditing Service

(units: in millions of Won, hours)

| Year    | Auditor            | Activity   | Compensation <sup>(1)</sup> | Accrued Time<br>(hrs) |
|---------|--------------------|--|-----------------------------|-----------------------|
| 2013 1Q | Deloitte Anjin LLC | Review of Quarter and Half Year financial statements and audit of Annual financial statements (Consolidated, Separate) | 454                         | 1,620                 |
| 2012    | Deloitte Anjin LLC | Review of Quarter and Half Year financial statements and audit of Annual financial statements (Consolidated, Separate) | 440                         | 8,848                 |
| 2011    | Deloitte Anjin LLC | Review of Quarter and Half Year financial statements and audit of Annual financial statements (Consolidated, Separate) | 426                         | 9,409                 |

(1) On an annual basis.

#### b. Compensation for Services Other than the Audit

(unit: in millions of Won)

| Year    | <b>Contract Date</b> | Activity                     | Period          | Comp. | Note |
|---------|----------------------|------------------------------|-----------------|-------|------|
| 2013 1Q | 2013.04.30           | PCAOB and SOX Auditing       | 2013.07~2014.04 |       |      |
|         |                      | Corporate tax reconciliation | 2013.07~2013.08 | 1,405 |      |
|         |                      |                              | 2013.02~2014.04 | 36    |      |
| 2012    | 2012.04.30           | PCAOB and SOX Auditing       | 2012.07~2013.04 | 1,358 |      |

|      |            | Corporate tax reconciliation | 2012.07~2012.08 | 35    |  |
|------|------------|------------------------------|-----------------|-------|--|
|      |            |                              | 2013.02~2013.03 |       |  |
| 2011 | 2011.06.27 | PCAOB and SOX Auditing       | 2011.07~2012.04 |       |  |
|      | 2011.04.30 | Corporate tax reconciliation | 2011.07~2011.08 | 1,266 |  |
|      |            |                              | 2012.02~2012.03 | 35    |  |

# V. Corporate Governance and Affiliated Companies

#### 1. About the Board of Directors

a. Composition of our board of directors
After the general shareholders meeting on March 22, 2013

| Name Pal Seung Lee (Standing Director) | Career & Academic Background - Current) Chairman and chief executive officer of Woori Finance Holdings - Chief executive officer, Woori Securities | Relationship with<br>Largest Shareholder<br>None | <b>Notes</b><br>Chairman of the board |  |  |
|--|--|--|---------------------------------------|--|--|
|  | - Executive managing director, Hanil Bank  |  |                                       |  |  |
|  | - Bachelor of Law, Korea University  |  |                                       |  |  |
| Yong-Man                               | - Current) Committee Member, National Elders Committee   | None   | First appointment:                    |  |  |
| Rhee                                   | - Minister, Ministry of Finance and Economy  |  | March 2011                            |  |  |
| (Non-Standing Director)                | - Governor, Bank Supervisory Service   |  |                                       |  |  |
| ,                                      | - Graduate School of Public Administration, Seoul National University  |  |                                       |  |  |
| Young-Soo Park                         | - Current) Representative Attorney, Law Firm Gangnam   | None   | First appointment:                    |  |  |
| (Non-standing Director)                | - Chief Prosecutor, Seoul High Prosecutors Office March 2013   |  |                                       |  |  |
| ·                                      | - Chief Prosecutor, Central Investigation Department, Supreme<br>Prosecutors Office  |  |                                       |  |  |
|  | - Bachelor of Liberal Arts and Sciences, Seoul National University   |  |                                       |  |  |
| Doo-Hee Lee                            | - Current) Professor of College of Business Administration, Korea University   | None   | First appointment:                    |  |  |
| (Non-standing Director)                | - President, Asia-Pacific Association for International Education  | March 2009                                       |                                       |  |  |
|  | - Ph.D. in Business Administration, Michigan State University  |  |                                       |  |  |
|  | - Bachelor of Business Administration, Korea University  |  |                                       |  |  |
| Hee-Yul Chai                           | - Current) Professor of Economics, Kyonggi University  | None   | First appointment:                    |  |  |
| (Non-standing Director)                | - Non-standing Director, Financial Services Commission   |  | March 2013                            |  |  |
| /                                      | - Ph.D. in Economics, University of Paris X  |  |                                       |  |  |
|  | - Bachelor of Economics, Seoul National University   |  |                                       |  |  |

| Hun Lee                 | - Current) Co-Head, The Lawyers for Citizens  | None                                | First appointment: |  |  |  |  |
|-------------------------|---|-------------------------------------|--------------------|--|--|--|--|
| (Non-standing Director) | - Attorney, HongIk Law Firm   | March 2009                          |                    |  |  |  |  |
|                         | - Attorney, Barun Law   |                                     |                    |  |  |  |  |
|                         | - Bachelor of Law, Chung-Ang University   |                                     |                    |  |  |  |  |
| Hyung-Goo Lee           | - Current) Director, Savings Bank Support Department, Korea Deposit Insurance Corporation | Employee of the largest shareholder | First appointment: |  |  |  |  |
| (Non-standing Director) | - Employed at Cho-Hung Bank   | March 2012                          |                    |  |  |  |  |
|                         | - Bachelor of Law, Daegu University   |                                     |                    |  |  |  |  |
| John                    | - Current) Representative Director, Asia Evolution  | None                                | First appointment: |  |  |  |  |
| Ji Whan                 | - Director, AT&T Network System   |                                     | March 2011         |  |  |  |  |
| Park                    | - Director, Goldman Sachs   |                                     |                    |  |  |  |  |
| (Non-standing Director) | - Bachelor of Arts (Economics), Brown University  |                                     |                    |  |  |  |  |
| ,                       | - Master of Business Administration, Harvard University                                   |                                     |                    |  |  |  |  |

b. Committees under the Board of Directors

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| *** | .1        | 1     | .1    | C 11 .    |            | •          |         | 1     | .1  | 1 1   | C  | 1.         |
|-----|-----------|-------|-------|-----------|------------|------------|---------|-------|-----|-------|----|------------|
| We. | currently | have. | the 1 | tollowing | management | committees | serving | under | the | board | ot | directors: |
|     |           |       |       |           |            |            |         |       |     |       |    |            |

- (a) Management Committee
- (b) Business Development and Compensation Committee
- (c) Risk Management Committee
- (d) Standing Directors Committee
- (e) Ethics Committee
- (f) Outside Directors Recommendation Committee
- (g) MOU Evaluation Committee
- (h) Audit Committee
- (i) Audit Committee Member Candidate Recommendation Committee After the general shareholders meeting on March 22, 2013

| Name  | Position       | Notes  |
|---|----------------|--|
| Management Committee                            | Pal Seung Lee  | Chairman and CEO Pal Seung Lee heads this committee consisting of the heads of the committees under the Board of Directors.                        |
|   | Yong-Man Rhee  |  |
|   | Young-Soo Park |  |
|   | Doo-Hee Lee    |  |
|   | Hun Lee        |  |
| Business Development and Compensation Committee | Young-Soo Park | Non-standing director Young-Soo Park heads this committee consisting of no fewer than three non-standing directors.                                |
|   | Doo-Hee Lee    |  |
|   | Hee-Yul Chai   |  |
|   | Hun Lee        |  |
| Risk Management Committee                       | Pal Seung Lee  | Non-standing director Hun Lee heads this committee consisting of the Chairman and CEO, no fewer than one standing director and no fewer than three |

|   | Hee-Yul Chai                       | non-standing directors.  |  |  |
|---|------------------------------------|--|--|--|
|   | Hun Lee                            |  |  |  |
|   | Hyung-Goo Lee                      |  |  |  |
| Standing Directors Committee                  | John Ji Whan Park<br>Pal Seung Lee | Chairman and CEO Pal Seung Lee heads the committee consisting of all standing directors.   |  |  |
| Ethics Committee                              | Pal Seung Lee                      | Non-standing director Yong-Man Rhee heads this committee consisting of all standing directors and no fewer than two non-standing directors.  |  |  |
|   | Yong-Man Rhee                      | standing directors and no rewer than two non-standing directors.   |  |  |
|   | Hee-Yul Chai                       |  |  |  |
|   | Hyung-Goo Lee                      |  |  |  |
| Outside Directors Recommendation<br>Committee | John Ji Whan Park<br>Pal Seung Lee | Non-standing director Young-Soo Park heads this committee consisting of the Chairman and CEO and no fewer than three non-standing directors. |  |  |
|   | Young-Soo Park                     | Chairman and CEO and no lewer than three non-standing directors.   |  |  |
|   | Doo-Hee Lee                        |  |  |  |
|   | Hee-Yul Chai                       |  |  |  |
|   | Hyung-Goo Lee                      |  |  |  |
| MOU Evaluation Committee                      | John Ji Whan Park<br>Pal Seung Lee | Chairman and CEO Pal Seung Lee heads this committee consisting of the entire board of directors.   |  |  |
|   | Yong-Man Rhee                      | board of directors.  |  |  |
|   | Young-Soo Park                     |  |  |  |
|   | Doo-Hee Lee                        |  |  |  |
|   | Hee-Yul Chai                       |  |  |  |
|   | Hun Lee                            |  |  |  |
|   | Hyung-Goo Lee                      |  |  |  |
| Audit Committee                               | John Ji Whan Park<br>Yong-Man Rhee | Consists of no fewer than three directors (including at least one financial expert, at least two-thirds of whom are non-standing directors.  |  |  |
|   | Young-Soo Park                     | at least two-timus of whom are non-standing directors.   |  |  |
|   | Doo-Hee Lee                        |  |  |  |
|   | Hun Lee                            |  |  |  |
| Audit Committee Member Candidate              | Hyung-Goo Lee<br>Yong-Man Rhee     | Non-standing director Young-Soo Park heads this committee consisting of all  |  |  |
| Recommendation Committee                      | Young-Soo Park                     | on-standing directors.   |  |  |

Doo-Hee Lee

Hee-Yul Chai

Hun Lee

Hyung-Goo Lee

John Ji Whan Park

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| 2. Related Compan |
|-------------------|
|-------------------|

\* Connacht Capital Market Investment has been liquidated in the country of its jurisdiction and is currently undergoing liquidation proceedings under Korean law.

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#### 3. Investments in Other Companies

As of March 31, 2013

(units: thousands of shares, millions of Won, %)

|                                  |           |           |               |                         |          |               | Total Assets   |                 |
|----------------------------------|-----------|-----------|---------------|-------------------------|----------|---------------|----------------|-----------------|
|                                  |           |           |               |                         |          |               |                | Net Income      |
|                                  | Begi      | inning Ba | lance         | Changes                 | Ending I | Balance       | as of the Most | for             |
|                                  |           |           |               | Valuation               |          |               | Recent Fiscal  | the Most Recent |
| Name                             | Quantity  | Share     | Book valueQua | antit@osGain/Loss Quant | ty Sha   | e Book value  | Year           | Fiscal Year     |
| Woori Bank                       | 765,957   | 100.0     | 13,621,824    | 765,                    | 957 100  | .0 13,621,824 | 247,248,351    | 1,447,904       |
| Kwangju Bank                     | 49,413    | 100.0     | 976,291       | 49,                     | 413 100  | .0 976,291    | 18,616,830     | 136,359         |
| Kyongnam Bank                    | 58,050    | 100.0     | 1,443,662     | 58,                     | 050 100  | .0 1,443,662  | 28,901,504     | 178,420         |
| Woori FIS                        | 4,900     | 100.0     | 35,013        | 4,                      | 900 100  | .0 35,013     | 334,878        | -4,458          |
| Woori F&I                        | 14,000    | 100.0     | 206,563       | 14,                     | 000 100  | .0 206,563    | 1,748,298      | 45,923          |
| Woori Investment & Securities    | 75,426    | 37.9      | 1,036,749     | 75,                     | 426 37   | .9 1,036,749  | 22,984,987     | 166,077         |
| Woori Asset Management           | 6,662     | 100.0     | 67,456        | 6,                      | 562 100  | .0 67,456     | 77,665         | 798             |
| Woori Private Equity             | 6,000     | 100.0     | 34,246        | 6,                      | 000 100  | .0 34,246     | 1,559,318      | 2,879           |
| Woori Financial                  | 11,181    | 52.0      | 238,575       | 11,                     | 181 52   | .0 238,575    | 3,537,592      | 53,073          |
| Woori Aviva Life Insurance       | 7,601     | 51.6      | 102,946       | 7,                      | 501 51   | .6 102,946    | 3,361,259      | 5,224           |
| Woori FG Savings Bank            | 10,320    | 100.0     | 210,000       | 10,                     | 320 100  | .0 210,000    | 649,412        | 141             |
| Woori Finance Research Institute | 600       | 100.0     | 3,000         |                         | 500 100  | .0 3,000      |                |                 |
| Total                            | 1,010,110 |           | 17,976,325    | 1,010,                  | 110      | 17,976,325    | 329,020,094    | 2,032,340       |

<sup>1.</sup> The changes in quantity and cost are calculated based on increases and decreases due to acquisition (or disposal) and valuation gain or loss under the acquisition cost method.

<sup>2.</sup> The figures for the total assets and the net income for the most recent fiscal year are generally calculated on a consolidated basis in accordance with Korean IFRS.

<sup>3.</sup> Net income amounts for Woori Investment & Securities, Woori Asset Management, Woori Aviva Life Insuranceare for the fiscal year ended March 31, 2012.

#### VI. Stock Information

#### 1. Stock Distribution

## a. Stock Information of the Largest Shareholder and Specially Related Parties

As of March 31, 2013

(units: shares, %)

|       |             |        | Shares Held       |       |     |     |             |       | Reasons |
|-------|-------------|--------|-------------------|-------|-----|-----|-------------|-------|---------|
|       |             |        | Beginning balance |       |     |     | Ending bala | ince  | Behind  |
| Name  | Relation    | Type   | Stock             | Share | (+) | (-) | Stock       | Share | Change  |
| KDIC  | Largest S/H | Common | 459,198,609       | 56.97 |     |     | 459,198,609 | 56.97 |         |
|       |             | Common | 459,198,609       | 56.97 |     |     | 459,198,609 | 56.97 |         |
| Total |             | Others |                   |       |     |     |             |       |         |
|       |             | Total  | 459,198,609       | 56,97 |     |     | 459,198,609 | 56.97 |         |
|       |             |        |                   |       |     |     |             |       |         |

Largest Shareholder: KDIC

#### b. Share Ownership of More Than 5%

As of March 31, 2013 (units: shares, %)

|       |      | Preferred     |                   |               |       |  |  |  |
|-------|------|---------------|-------------------|---------------|-------|--|--|--|
|       |      | Common St     | tock Stock        | Total         |       |  |  |  |
| No.   | Name | No. of shares | % No. of shares % | No. of shares | %     |  |  |  |
| 1     | KDIC | 459,198,609   | 56.97             | 459,198,609   | 56.97 |  |  |  |
| Total |      | 459,198,609   | 56.97             | 459,198,609   | 56.97 |  |  |  |

#### 2. Stock Price and Stock Market Performance for the Past Six Months

#### a. Domestic Stock Market

(units: Won, shares)

| Period               |         | October 2012 | November 2012 | December 2012 | January 2013 | February 2013 | March 2013 |
|----------------------|---------|--------------|---------------|---------------|--------------|---------------|------------|
|                      | High    | 10,950       | 10,650        | 10,950        | 12,950       | 13,150        | 13,050     |
| Common Stock         | Low     | 10,300       | 9,740         | 10,300        | 11,350       | 12,100        | 11,800     |
|                      | Average | 10,598       | 10,147        | 10,598        | 12,175       | 12,600        | 12,563     |
| Monthly Trade Volume | High    | 2,581,387    | 2,800,195     | 2,581,387     | 3,722,653    | 2,361,402     | 3,093,756  |
|                      | Low     | 1,029,035    | 760,605       | 1,029,035     | 911,343      | 714,832       | 832,293    |
|                      | Average | 30,260,650   | 31,285,526    | 30,260,650    | 45,402,363   | 26,204,858    | 31,086,766 |

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# b. Foreign Stock Market (NYSE)

(units: US Dollars, ADRs)

| Period               |               | October 2012 | November 2012 | December 2012 | January 2013 | February 2013 | March 2013 |
|----------------------|---------------|--------------|---------------|---------------|--------------|---------------|------------|
|                      | High          | 29.89        | 29.49         | 29.89         | 35.90        | 36.12         | 36.31      |
| ADR                  | Low           | 27.98        | 27.05         | 27.98         | 32.37        | 33.47         | 31.64      |
|                      | Average       | 28.86        | 28.12         | 28.86         | 34.30        | 34.82         | 34.34      |
|                      | High          | 33,435       | 32,194        | 33,435        | 38,478       | 39,205        | 39,411     |
| Won Con-version      | Low           | 30,921       | 29,384        | 30,921        | 34,345       | 36,442        | 35,358     |
|                      | Average       | 31,942       | 30,580        | 31,942        | 36,536       | 37,838        | 37,845     |
|                      | High          | 65,300       | 19,600        | 65,300        | 34,300       | 16,200        | 18,200     |
| Monthly Trade Volume | Low           | 2,400        | 2,700         | 2,400         | 3,000        | 3,000         | 1,600      |
|                      | Monthly Total | 231,100      | 181,700       | 231,100       | 220,900      | 123,700       | 156,200    |

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#### VII. Directors and Employee Information

#### 1. Directors

As of March 31, 2013

|                          |                |                              | Common<br>Stock |                    |
|--------------------------|----------------|------------------------------|-----------------|--------------------|
| Position                 |                | Name                         | Owned           | Expiration of Term |
| Chairman and CEO         | Registered     | Pal Seung Lee                | 71,500          | March 24, 2014     |
| Executive Vice President | Non-Registered | Hyun Jin Jung <sup>(1)</sup> |                 | September 12, 2013 |
| Executive Vice President | Non-Registered | Byoung Yoon Jeon             |                 | September 26, 2013 |
| Executive Vice President | Non-Registered | Joon Ho Kim <sup>(2)</sup>   |                 | December 15, 2013  |
| Executive Vice President | Non-Registered | Jeong Oun Kim                |                 | December 20, 2014  |
| Senior Managing Director | Non-Registered | Seong Kook Jo                |                 | September 26, 2013 |
| Managing Director        | Non-Registered | Chang Young Choi             |                 | December 15, 2013  |
| Managing Director        | Non-Registered | Dong Young Park              |                 | December 20, 2014  |
| Non-standing Director    | Registered     | Yong-Man Rhee                |                 | March 21, 2014     |
| Non-standing Director    | Registered     | Young-Soo Park               |                 | March 21, 2015     |
| Non-standing Director    | Registered     | Doo-Hee Lee                  |                 | March 21, 2014     |
| Non-standing Director    | Registered     | Hee-Yul Chai                 |                 | March 21, 2015     |
| Non-standing Director    | Registered     | Hyung-Goo Lee                |                 | March 29, 2014     |
| Non-standing Director    | Registered     | Hun Lee                      |                 | March 21, 2014     |
| Non-standing Director    | Registered     | John Ji Whan Park            |                 | March 21, 2014     |

<sup>(1)</sup> Resigned as of March 31, 2013.

#### 2. Employee Status

As of March 31, 2013

(units: persons, thousands of Won)

|       |         |          |        |       | Average     |              |              |      |
|-------|---------|----------|--------|-------|-------------|--------------|--------------|------|
|       |         |          |        |       |             |              | Average      |      |
|       |         | Staff    |        |       |             | Cumulative   | Compensation |      |
|       | Regular | Contract | Others | Total | Years       | Compensation | Per Person   | Note |
| Total |         |          |        |       | 3 years and |              |              |      |
|       | 131     | 2        | 6      | 139   | 11 months   | 4,711        | 33.8         |      |

<sup>\*</sup> Excluding the eight non-registered directors.

## 3. Directors Compensation

(unit: in millions of Won)

<sup>(2)</sup> As of April 4, 2013.

|                         |              | Number  | Average      |  |
|-------------------------|--------------|---------|--------------|--|
|                         | Total        | of      | Compensation |  |
| Items                   | Compensation | Persons | Per Director | Note                                   |
| Standing Director       |              |         |              | Excluding non-standing directors and   |
|                         | 150          | 1       | 150          | audit committee members                |
| Non-standing Directors  | 26           | 2       | 13           | Excluding audit committee members      |
| Audit Committee Members |              |         |              | No compensation was provided to one of |
|                         | 58           | 5       | 11.6         | the members of the Audit Committee     |

- \* Cumulative basis from January 1 to March 31, 2013
- \* Compensation limit for the Standing Director, Non-standing Directors and Audit Committee Members, on an aggregate basis, as approved at the annual general meeting of shareholders, was W4,000 million.
- \* For the Standing Director, the base performance-based compensation(40% of the total performance-based compensation) for 2012 and the deferred performance-based compensation (60% of the total performance-based compensation) for 2010 is expected to be paid in May 2013.

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#### **VIII. Related Party Transactions**

#### 1. Transactions with Affiliated Parties

## a. Transactions of Provisional Payments and Loans (including secured loans)

(unit: in millions of Won)

|                 |            |            |            |            |       |       | Chai | nges |       |
|-----------------|------------|------------|------------|------------|-------|-------|------|------|-------|
| Name            | Relation   | Item       | Date       | Maturity   | Rate  | Beg.  | +    | -    | End   |
| Woori Financial | Subsidiary | Other Loan | 2008.12.26 | 2013.10.19 | 4.45% | 1,000 |      |      | 1,000 |
| Total           |            |            |            |            |       | 1,000 |      |      | 1,000 |

#### b. Payment Transactions

(unit: shares)

| Name                              | Capital Contribution and Share Disposal<br>Transactions |                 |               |          |          |               |       |  |  |
|-----------------------------------|---|-----------------|---------------|----------|----------|---------------|-------|--|--|
|                                   | Relation  | Types of Shares | Beginning     | Increase | Decrease | Ending        | Notes |  |  |
| Woori Bank                        | Subsidiary  | Common stock    | 695,956,580   |          |          | 695,956,580   |       |  |  |
|                                   |   | Preferred Stock | 70,000,000    |          |          | 70,000,000    |       |  |  |
| Kwangju Bank                      | Subsidiary  | Common stock    | 49,413,851    |          |          | 49,413,851    |       |  |  |
| Kyongnam Bank                     | Subsidiary  | Common stock    | 58,050,037    |          |          | 58,050,037    |       |  |  |
| Woori FIS (formerly Woori Finance |   |                 |               |          |          |               |       |  |  |
| Information System)               | Subsidiary  | Common Stock    | 4,900,000     |          |          | 4,900,000     |       |  |  |
| Woori F&I                         | Subsidiary  | Common Stock    | 14,000,000    |          |          | 14,000,000    |       |  |  |
| Woori Investment & Securities     | Subsidiary  | Common Stock    | 75,426,214    |          |          | 75,426,214    |       |  |  |
| Woori Asset Management            | Subsidiary  | Common Stock    | 6,662,000     |          |          | 6,662,000     |       |  |  |
| Woori Private Equity              | Subsidiary  | Common Stock    | 6,000,000     |          |          | 6,000,000     |       |  |  |
| Woori Financial                   | Subsidiary  | Common Stock    | 11,180,630    |          |          | 11,180,630    |       |  |  |
| Woori Aviva Life Insurance        | Subsidiary  | Common Stock    | 7,601,091     |          |          | 7,601,091     |       |  |  |
| Woori FG Savings Bank             | Subsidiary  | Common Stock    | 10,320,000    |          |          | 10,320,000    |       |  |  |
| Woori Finance Research Institute  | Subsidiary  | Common Stock    | 600,000       |          |          | 600,000       |       |  |  |
| Total                             |   |                 | 1,010,110,403 |          |          | 1,010,110,403 |       |  |  |

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Woori Finance Holdings Co., Ltd.

(Registrant)

Date: May 15, 2013 By: /s/ Woo Seok Seong

(Signature)

Name: Woo Seok Seong Title: Managing Director

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