



## **KB Financial Group Inc.**

# **U.S. RESOLUTION PLAN**

## **PUBLIC SECTION**

December 2018

*This resolution plan report contains forward-looking statements. Words and phrases such as “aim,” “anticipate,” “assume,” “believe,” “contemplate,” “continue,” “estimate,” “expect,” “future,” “goal,” “intend,” “may,” “objective,” “plan,” “positioned,” “predict,” “project,” “risk,” “seek to,” “shall,” “should,” “will likely result,” “will pursue,” “plan,” and words and terms of similar substance used in connection with any discussion of future operating or financial performance or our expectations, plans, projections or business prospects identify forward-looking statements.*

*All forward-looking statements are management’s present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.*

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*All subsequent forward-looking statements attributable to KB Financial Group Inc. or any person acting on KB Financial Group Inc.’s behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this resolution plan.*

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## 1. Introduction

### *U.S. Resolution Plan Rules*

In September 2011, the Federal Deposit Insurance Corporation (“FDIC”) and the Board of Governors of the Federal Reserve System (“FRB”) issued a final rule (“Joint Rule”) implementing Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. This rule requires foreign banking organizations that are treated as bank holding companies (“BHCs”) under Section 8(a) of the International Banking Act with total global consolidated assets of U.S. \$50 billion or more to submit periodically to the FRB and the FDIC a plan for the rapid and orderly resolution in the event of material distress or failure of the U.S. operations of the BHC.

Because KB Financial Group Inc. (“KBFG”) and, together with its subsidiaries, (“Group”) is treated as a BHC under the International Banking Act, it has prepared this resolution plan (the “U.S. Resolution Plan”) in accordance with the Joint Rule. All information provided in the U.S. Resolution Plan is as of December 31, 2017 unless specified otherwise.

### *Overview of KBFG’s Global Operations*

KBFG is a publicly-traded Korean financial holding company established and organized under the Financial Holding Companies Act of Korea with its head office in Seoul, Korea. KBFG offers a diverse line of financial products and services through its subsidiaries, including Kookmin Bank (“KB Kookmin”). Based on total asset value, KBFG is the largest financial group in Korea. KBFG, through its subsidiaries, engage in a broad range of business, including commercial banking, credit cards, asset management, life insurance, capital markets activities and international banking and finance. As of December 31, 2017, we had consolidated total assets of KRW 437 trillion(USD 409, 198 million), consolidated total deposits of KRW 256 trillion(USD 239,643 million) and consolidated total equity of KRW 34 trillion(USD 31,895 million). As of December 2017, the KB Kookmin New York branch(“KB NY Branch”) had total assets of USD 1,060 million.

The Group is organized into the following business segments based on the nature of the products and services provided, the type or class of customer, and the Group’s management organization.

#### Retail Banking

KBFG has strength in retail banking through its largest and foremost subsidiary, KB Kookmin, which is one of the largest commercial bank in Korea in terms of total assets. KB Kookmin was formed through a merger of the former Kookmin Bank and the Housing and Commercial Bank (“H&CB”) in 2001. The former Kookmin Bank and H&CB were both incorporated under the special legislative objective of providing banking services to individuals as well as small- and medium-sized enterprises. Due to such history, KB Kookmin was able to accumulate special know-how and expertise in retail banking. This area of business has been and is expected to remain one of KBFG’s core businesses.

As of December 31, 2017, KBFG operated a combined banking network of 1,062 branches in Korea. As of December 31, 2017, KBFG had a customer base of approximately 33.6 million retail customers, representing more than half of the entire Korean population.

#### Corporate Banking

KBFG’s small- and medium-sized enterprise banking business has traditionally been and is expected to remain one of KBFG’s core businesses. Corporate banking makes up the single largest component of

KBFG's non-retail credit portfolio and represents a widely diversified exposure to a broad spectrum of the Korean corporate community. KBFG's corporate banking business segment is organized to meet the needs of small- and medium-sized enterprises. In addition to lending and deposit activities with small- and medium-sized enterprises, KB Kookmin has recently emphasized widening its client base to large corporate customers.

### Credit Card Business

KBFG considers the credit card business to be one of its core areas of growth in the non-banking business sector. The activities within this segment include credit sales, extensions of short-term credit card loans, including cash advances, and other supporting activities. As of December 2017, KBFG had approximately 9.7 million credit cardholders.

### Investment & Securities Business

The Group invests and trades in debt and equity securities, extends loans repayable on demand to financial market participants, and, to a lesser extent, engages in derivatives and asset securitization transactions. In investment banking, KBFG's subsidiary KB Securities leads the industry in underwriting corporate bond and issuing asset backed securities. In institutional sales, KBFG offers a wide array of services to domestic and overseas institutional investors. These services include brokerage and sales of financial products, the brokerage of domestic and overseas futures products, and over-the-counter derivatives. In the retail sector, KBFG offers comprehensive wealth management services through KB Kookmin's extensive network.

### Insurance

KBFG, through its subsidiary KB Life Insurance, provides life insurance and wealth management services to customers. KB Life Insurance offers financial insurance services through bancassurance agency marketing, direct marketing channels and total consultant channels, which provide face-to-face services. KB Insurance offers a variety of non-life insurance products, including long-term insurance products, automobile insurance products, and general property and casualty insurance products. KB Insurance operates a multi-channel platform in Korea, comprising agencies(which are independent insurance brokerage companies), a network of financial consultants, bancassurance arrangements with commercial banks and other financial institutions, direct marketing channels(including home shopping television networks and the Internet) and a corporate sales force.

### U.S. Operations

The KB NY Branch engages primarily in wholesale banking services and export and import financing. The KB NY Branch's primary lending market is composed of the U.S. subsidiaries and branches of Korea-based multinational companies.

On June 18, 2015, the FRB approved each of KBFG's and KB Kookmin's election to be treated as a financial holding company ("FHC") pursuant to sections 4(k) and 4(l) of the Bank Holding Company Act of 1956, as amended (see Appendix I, separately attached).

As a result of recent transactions, the Group's entities conducting U.S. activities now include KB Insurance Co., Ltd., which operates in the U.S through (i) Leading Insurance Services, Inc., and (ii) Kookmin Best Insurance Co., Ltd. U.S. Branch, which is a branch office of Kookmin Best Insurance Co., Ltd. ("KBIC"), and (iii) KB Insurance., Ltd. Los Angeles Liaison Office. KB Securities Co., Ltd. operates in the U.S through KBFG Securities America Inc..

KBFG has the following business lines in the U.S.: corporae and wholesale banking, securities brokerage and underwriting.

## 2. Core Business Lines

The Joint Rule defines Core Business Lines (“CBLs”) as those business lines of the covered company, including associated operations, services, functions and support, that, upon failure, would result in a material loss of revenue, profit or franchise value. Under the Joint Rule, because KBFG is a foreign banking organization, the scope of CBL analysis is limited to those operations conducted in whole or material part in the United States. KBFG has determined that none of its U.S. operations satisfies the definition of a CBL for purposes of the Joint Rule.

## 3. Material Entities

The Joint Rule defines Material Entities (“MEs”) as those legal entities of KBFG that are significant to the activities of a CBL or critical operation. Under the Joint Rule, because KBFG is a foreign banking organization, the scope of ME analysis is limited to those entities domiciled, or who conduct operations in whole or material part, in the United States. Because KBFG has no CBLs or critical operations in the United States under the Joint Rule, KBFG also has no MEs for purposes of the Joint Rule.

## 4. Summary of financial information regarding assets, liabilities, capital and major funding sources

The following table summarizes the consolidated balance sheet of KBFG as of December 31, 2017.

KB FINANCIAL GROUP INC. AND SUBSIDIARIES	(in millions of Korean won)
	2017
<b>Assets</b>	
Cash and due from financial institutions	19,817,825
Financial assets at fair value through profit or loss	32,227,345
Derivative financial assets	3,310,166
Loans	290,122,838
Financial investments	66,608,243
Investments in associates	335,070
Property and equipment	4,201,697
Investment property	848,481
Intangible assets	2,943,060
Deferred income tax assets	6,324
Assets held for sale	155,506
Other assets	16,204,169
<b>Total assets</b>	<b>436,785,609</b>
<b>Liabilities</b>	
Financial liabilities at fair value through profit or loss	12,023,058
Derivative financial liabilities	3,142,765
Deposits	255,800,048

Debts	28,820,928
Debentures	44,992,724
Provisions	568,033
Defined benefit liabilities	154,702
Current income tax liabilities	433,870
Deferred income tax liabilities	533,069
Other liabilities	24,470,308
<b>Total liabilities</b>	<b>402,740,780</b>
<b>Equity</b>	
Capital Stock	2,090,558
Capital surplus	17,122,228
Accumulated other comprehensive income	537,668
Retained earnings	15,044,204
<b>Equity attributable to shareholders of the parent</b>	<b>34,038,685</b>
<b>Non-controlling interests</b>	<b>6,144</b>
<b>Total equity</b>	<b>34,044,829</b>
<b>Total liabilities and equity</b>	<b>436,785,609</b>

The following table summarizes the capital ratios of KBFG and KB Kookmin as of December 31, 2017.

	Capital Adequacy (as of Dec. 31, 2017)	
	KBFG	KB Kookmin
BIS Capital Ratio (actual)	15.23%	16.01%
Tier 1 Capital Ratio (actual)	14.60%	14.86%

## 5. Derivatives and hedging activities

None of KBFG's U.S. entities and offices is a party to any swaps, repurchase agreements, or derivative transactions, and therefore, KBFG does not have any exposure related to such activities in connection with its U.S. operations.

## 6. Memberships in material payment, clearing and settlement systems

KBFG uses payment, settlement and clearing systems to conduct its operations and meet customer needs. In particular, the KB NY Branch relies on the Fedwire Funds Service and the Society for Worldwide Interbank Financial Telecommunication (SWIFT) messaging service. These systems are used by the KB NY Branch to facilitate customer payment services and to support its financial market activity.

## 7. Foreign operations

KBFG have subsidiaries in Cambodia, Singapore, Hong Kong, China, Myanmar, Vietnam, Laos, Indonesia, the United States and the United Kingdom and branches of KB Kookmin in Tokyo in Japan,

Auckland in New Zealand, New York in the United States and Ho Chi Minh City in Vietnam and Hong Kong, as well as branches of Kookmin Bank Cambodia PLC in Toul Kork, Toul Tom Pounh and Tuek Thla in Cambodia, a branch of KB Microfinance Myanmar Co., Ltd. in Hlaingtharya in Myanmar and branches of Kookmin Bank (China) Ltd. in Beijing, Guangzhou, Harbin, Shanghai and Suzhou in China. Kookmin Bank Hong Kong Ltd., previously one of our operating subsidiaries, was converted to a branch as of January 4, 2017. We also have representative offices of KB Kookmin in Gurgaon in India, Yangon in Myanmar and Hanoi in Vietnam, as well as a representative office of KB Securities in Shanghai in China and a representative office of KB Kookmin Card in Yangon in Myanmar.

KBFG's international banking activities focus on foreign exchange services, derivatives dealing, import and export-related services, offshore lending, syndicated loans, and foreign currency securities investment and non-life insurance. These services are provided primarily to KBFG's Korean corporate clients and their overseas subsidiaries as well as affiliates of Korean corporations. KBFG also raises foreign currency funds through its international banking operations.

## 8. Material supervisory authorities

KBFG is subject to the laws and regulations that are conditions for authorization to conduct banking and financial services business in each country of incorporation and operation. These requirements are largely prescribed on a jurisdictional basis by the applicable government central bank, regulatory authorities or other applicable bodies.

KBFG and KB Kookmin are regulated by the Korean Financial Services Commission and the Financial Supervisory Service. KB Kookmin is also regulated by the Korean Ministry of Strategy and Finance and the Financial Services Commission regarding its foreign exchange businesses. Because KBFG is a foreign banking organization treated as a bank holding company, the FRB has general regulatory oversight over KBFG and its U.S. entities in connection with the U.S. operations.

That FHC status of each of KBFG and KB Kookmin is conditioned on compliance with any future rule implementing section 606(a) of the Dodd-Frank Act and meeting the regulatory requirements set forth in section 4(l) of the Bank Holding Company Act, as amended by section 606(a) of the Dodd-Frank Act, and the FRB's Regulation Y.

The KB NY Branch and KBIC are principally regulated by the New York State Department of Financial Services (the "NYDFS"). KBFG Securities America Inc. is regulated by SEC.

## 9. Principal officers

The following table summarizes KBFG's Board of Directors as of December 31, 2017.

### KBFG Board of Directors

Executive Director		
Name	Position	Director Since
Jong Kyoo Yoon	Chairman and CEO	2014

**Non-standing Director**

<b>Name</b>	<b>Position</b>	<b>Director Since</b>
Yin Hur	Non-standing director; President and Chief Executive Officer of Kookmin Bank	2017

**Non-executive Directors**

<b>Name</b>	<b>Position</b>	<b>Director Since</b>
Suk Ryul Yoo	Non-executive Director	2015
Stuart B. Solomon	Non-executive Director	2017
Suk Ho Sonu	Non-executive Director	2018
Myung Hee Choi	Non-executive Director	2018
Kouwhan Jeong	Non-executive Director	2018
Jae Ha Park	Non-executive Director	2015
Jongsoo Han	Non-executive Director	2015

The following table summarizes KBBG's Executive Officers as of December 31, 2017.

<b>Name</b>	<b>Position</b>
Ki Heon Kim	Deputy President and Chief Information Technology Officer
Kyung Eun Yoon	Deputy President; Capital Market Business Units
Jeong Rim Park	Deputy President; Wealth Management Planning Department
Ki-Hwan Kim	Senior Managing Director and Chief Finance Officer
Young-Tae Park	Senior Managing Director and Chief Data Officer
Phil Kyu Im	Senior Managing Director and Chief Compliance Officer
Kyung Yup Cho	Senior Managing Director; KB Research
Bo Youl Oh	Senior Managing Director; Corporate and Investment Banking Planning Department
Young Hyuk Jo	Senior Managing Director, Audit Department
Chang Kwon Lee	Managing Director and Chief Strategy Officer
Hyun Jin Shin	Managing Director and Chief Risk Management Officer
Dong Whan Han	Managing Director and Chief Digital Innovation Officer
Nam Hoon Cho	Managing Director and Chief Global Strategy Officer
Soon Bum Kwon	Managing Director and Chief Human Resources Officer



<u>Name</u>	<u>Position</u>
Chai Hyun Sung	Managing Director and Chief Public Relation Officer

## 10. **Resolution planning corporate governance structure and processes related to resolution planning**

Currently, the only resolution planning requirement to which KBFG is subject is the U.S. resolution planning requirement in the Joint Rule. Accordingly, KBFG's resolution planning governance in 2016 was focused on the proper preparation and timely submission of the U.S. Resolution Plan.

In 2018, an ad hoc team of internal experts whose members include experts from strategic planning, global business and compliance from KBFG, KB Kookmin, KB Insurance Co., Ltd. and KB Securities Co., Ltd. (the "Resolution Team") was assembled to prepare the U.S. Resolution Plan. The Resolution Team was responsible for providing coordination and consistency in preparing the U.S. Resolution Plan. Additional members were included in response to project requirements on an as-needed basis so as to ensure that all aspects of the U.S. Resolution Plan received due attention. All processes related to the development of the U.S. Resolution Plan were coordinated by the Resolution Team, which directly reported to KBFG's Chief Global Strategy Officer, who is responsible for global strategy. KBFG's U.S. Operations were also involved from the initial stages, actively gathering relevant data and participating in the formulation of the U.S. Resolution Plan.

KBFG also retained external legal counsel with relevant expertise and experience to work alongside KBFG's internal members.

The KBFG Board of Directors delegated the authority to annually finalize, approve and submit the U.S. Resolution Plan to the executive officer responsible for strategy, on November 29, 2013. The Chief Financial Officer who was responsible for both strategy and finance at that time signed and submitted KBFG's U.S. Resolution Plans in 2013 and 2014. On January 9, 2015, responsibility for KBFG's strategy was reassigned from the Chief Financial Officer to the Senior Managing Director as part of an organizational structure change. 2015 and 2016 U.S. Resolution Plan has been approved by Senior Managing Director who is responsible for global strategy. The submission of the 2018 U.S. Resolution Plan has been approved by Mr. Nam Hoon Cho, the Chief Global Strategy Officer of KBFG.

## 11. **Material management information systems**

KBFG has robust operational and management information systems to monitor the financial health and risk, and support the operations, of its global operations. The KB NY Branch relies on systems developed by KB Kookmin to support its day-to-day operations.

These systems are used for credit and market risk management, banking and trading transaction recordkeeping, trade reporting, middle office processing, and client and referential data maintenance and analysis. KBFG's management information systems are a combination of customized commercial systems and custom systems developed in-house.

## 12. **Resolution strategy summary**

Because KBFG does not have CBLs, critical operations or MEs under the Joint Rule, KBFG's U.S. Resolution Plan is not required to provide a detailed strategy for the resolution of its U.S. entities and operations in the event of its failure. Nonetheless, KBFG's U.S. Resolution Plan does include a high-

level discussion of the insolvency of its U.S. entities under applicable U.S. insolvency law in order to provide context to KBFG's determination that it does not have CBLs, critical operations, or MEs, and that its failure would not pose risks to U.S. financial stability.

The KB NY Branch would be subject to liquidation proceedings overseen by the Superintendent of the NYDFS ("Superintendent") pursuant to Article 13 of the New York Banking Law ("NYBL"). Upon its seizure by the Superintendent, the property of the KB NY Branch would be "ring fenced," meaning that title to all property on the books of the KB NY Branch, wherever located, and all property of KB Kookmin situated in New York, would immediately vest with the Superintendent. The Superintendent would use the ring-fenced assets to satisfy the claims of unaffiliated creditors of the KB NY Branch and would return any remaining assets to KB Kookmin or its insolvency estate.