

Role profile

The Group Chairman (“the Chairman”) provides effective leadership of the Board (the “Board”) of HSBC Holdings plc (the “Company”). The Chairman is not responsible for executive matters regarding the Group’s business.

The Chairman is a Senior Manager under the Senior Managers and Certification Regimes established in the UK by the Prudential Regulation Authority and Financial Conduct Authority.

The Chairman’s principal duties and responsibilities are:

A. Board leadership

- a. Leading the Board in providing strong strategic oversight, setting the agenda, challenging management’s thinking and proposals to ensure sharpness of thinking and creativity in a challenging, complex and fast-changing environment, thereby ensuring clear decisions are made and actioned.
- b. Ensuring the Board is a high-performing team with a shared sense of purpose and open and constructive debate amongst all the directors.
- c. Providing ethical leadership of the Group, setting clear expectations of integrity, culture, values and business principles, including sustainability.
- d. Forging a strong relationship with the Group Chief Executive (“GCEO”), based on a mutual understanding of their respective roles and responsibilities to ensure that s/he is in a position to settle into and develop in the role; providing active, constructive and open challenge and acting as a trusted sounding board, coach and mentor.
- e. Working with the GCEO and Board to ensure the group’s strategy, risk and corporate governance frameworks are fully understood and endorsed and adapted as necessary to changes in the commercial and/or regulatory environment.
- f. Holding the GCEO and the Executive team accountable for the execution and delivery of agreed business plans and key strategic goals.
- g. Investing time in the business, being an effective conduit between the Board and the GCEO, with emphasis on driving pace, execution and accountability. Being visible internally across the business, building effective relationships with senior executives and travelling sufficiently across the group to develop and maintain a first-hand knowledge of the key operations.
- h. Leading the GCEO succession process when required and ensuring the necessary quality and depth of leadership across the senior levels of the Group.
- i. Leveraging other Board colleagues in the detail of financial risk and regulatory management and external relationships including the chair of the UK ring-fenced bank and the senior independent director.

B. External relationships

- a. Focusing external leadership on critical high level regulatory and political relationships, preserving the Group's influence and licence to operate.
- b. Ensure effective, regular communication with shareholders and that their views are communicated to the Board as a whole.
- c. Chair the Informal Shareholder Meeting and Annual General Meeting and any other general meeting of the Company's shareholders.

C. Board, committee and director development and evaluation

- a. With the support of the Group Company Secretary, lead on director development, including through induction programmes for new directors and regular reviews with all directors.
- b. Manage Board and committee succession so that they have the diversity of culture, skills and experience to be effective.
- c. Organise periodic monitoring and evaluation, including externally facilitated evaluation of the performance of the Board and its committees and individual directors.
- d. Hold regular meetings with the Senior Independent Director and the non-executive directors without the executives present.

D. Corporate governance

- a. Promote the highest standard of corporate governance, seeking compliance with the Hong Kong Corporate Governance Code and UK Corporate Governance Code.
- b. Chair and lead the Nomination & Corporate Governance Committee to ensure the Company's corporate governance framework is consistent with best corporate governance standards and practices, build a well-balanced board that takes account of the Board's existing experience and skills and the Company's future needs, also ensuring that the Board committees are appropriately structured and resourced to meet their objectives.

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