

## **HSBC DEPUTY GROUP CHAIRMAN AND SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR**

The principal role of the Deputy Group Chairman is to deputise formally for the Group Chairman and to focus external leadership on critical high level regulatory and political relationships, preserving the Group's influence and licence to operate. The Deputy Group Chairman shall also deputise for the Group Chairman at internal and external meetings and lead the Board in relation to specific projects.

The principal role of the Senior Independent Director (SID) is to support the Chairman in his role; to act as an intermediary for other non-executive directors when necessary; to lead the non-executive directors in the oversight of the Chairman and to ensure there is a clear division of responsibility between the Chairman and Chief Executive.

1. The SID, taking into account the views of executive directors as appropriate, shall lead the non-executive directors in the annual performance evaluation of the Chairman, including the working relationship between the Chairman and the Chief Executive.
2. The SID shall lead the non-executive directors, in meetings without the Chairman present, to enable:
  - a) the non-executive directors to relay to the SID any issues, concerns or observations they may have.
  - b) the SID to relay to the non-executives his observations and any views he may have received from major shareholders.
3. The SID is expected to keep in touch with the non-executive directors between meetings as appropriate as indeed are the non-executives with the SID.

Nothing in points 2 and 3 above is designed to preclude the non-executive directors talking directly to the Chairman and vice versa; on all normal matters the Chairman should be the primary point of contact.

4. The SID shall be available to shareholders if they have concerns that contact through the normal channels of chairman, chief executive or other executive directors has failed to resolve or for which such contact is inappropriate.
5. The SID shall attend sufficient meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of a major shareholder.
6. The SID shall act as a conduit for regulators into the Board as and when required.
7. While the Chairman of the Nomination & Corporate Governance Committee and the Committee itself remain responsible for the recommendation to the Board of any successor to the Chairman, the SID plays a leading role in the planning for the succession of the Chairman and the appointment of the Chairman of the Nomination & Corporate Governance Committee.

8. The SID shall meet or speak with the Chairman regularly and act as a sounding board for him. It is important for the SID and indeed the non-executive directors to be able to judge the effectiveness of the Chairman's leadership of the Group.
9. While the Chairman has the primary responsibility for the composition of the Board, the SID shall ensure that at least half the Board remains independent.
10. The SID shall, consulting with the Chairman, delegate some of the above to other independent non-executive directors as appropriate

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