

HSBC HOLDINGS PLC
BOARD OF DIRECTORS - TERMS OF REFERENCE

Terms of Reference

Composition

The Board of Directors (“Board”) of HSBC Holdings plc (the “Company”) should have the appropriate balance of skills, experience, independence and knowledge of the Company as well as the support required to enable it to discharge its duties and responsibilities effectively.

The Board should be of sufficient size that the requirements of the business can be met and that changes to the Board’s composition can be managed without undue disruption. The Board should not be so large as to be unwieldy. The Board should comprise a balance of executive and non-executive directors such that no individual or small group of individuals can dominate the Board’s decision-making. If not already a member, the Chief Risk Officer should be a standing attendee at Board meetings.

More than half of the Board, excluding the Chairman, will be non-executive Directors who have been determined by the Board to be independent in character and judgement, meaning that Directors are free from relationships or circumstances which are likely to affect their judgement or any relationships or circumstances which could appear to do so have been considered not to be material.

Meetings and Quorum

The Board should meet with sufficient regularity to discharge its duties effectively. The Board shall meet with such frequency and at such times as it may determine. It is expected that the Board shall meet at least seven times a year.

When participating in Meetings of the Board, executive Directors are expected to discharge their responsibilities as Directors of the Company and not to act solely as the representative of the activity for which they bear executive responsibility.

The quorum for meetings of the Board is three Directors.

Objective

The role of the Board is to provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enables risks to be assessed and managed. The Board is collectively responsible for the long-term success of the Company and delivery of sustainable value to shareholders. It establishes the

strategy, risk appetite for the Company and its subsidiaries (the “Group”), and approves capital and operating plans presented by management for the achievement of the strategic objectives it has set. Implementation of the strategy established by the Board is delegated to the Group Chief Executive.

Powers of the Board

The Board is responsible for managing the business of the Company and, in doing so, may exercise all the powers of the Company, subject to any relevant laws and regulations and to the Articles of Association (“Articles”).

Matters reserved to the Board

The Board delegates the management and day-to-day running of the Group to the Group Chief Executive in accordance with such policies and directions as the Board may from time to time determine with the exception of the following matters which require the approval of the Board:

- (i) annual plans, risk appetite and performance targets for the Group;
- (ii) the establishment of effective procedures for monitoring and control of operations including internal procedures for audit, risk and compliance;
- (iii) the authority or the delegation of authority to approve (a) credit, or (b) market risk limits;
- (iv) an acquisition, disposal, investment, capital expenditure or realisation or creation of a new venture with a value in excess of the delegated amount, as may be specified from time to time;
- (v) appointments to the positions listed in the Appendix (including, for the avoidance of doubt, appointments that are analogous, appointments of successors by whatever title and appointments of alternate directors);
- (vi) any substantial change in the policies established from time to time by the Board for balance sheet management including capital adequacy, credit, liquidity, maturity structure of assets and liabilities, interest rate and exchange rate risks and asset concentration both geographically, by sector and global business; and
- (vii) such other matters as the Board may from time to time determine.

Responsibilities of the Board

The Board's responsibilities include, but are not limited to:

1. the oversight of corporate governance. It shall oversee or delegate responsibility for the oversight of corporate governance to one or more Committees of the Board, as it sees fit, for:
 - (i) development and review of Group policies and practices on corporate governance;
 - (ii) review and monitoring of training and continuous professional development of Directors and senior management;
 - (iii) review and monitoring of Group policies and practices on compliance with legal and regulatory requirements;
 - (iv) development, review and monitoring of the application of HSBC Values and Business Principles and the compliance manual (if any) applicable to employees and Directors; and
 - (v) review of the Group's compliance with the UK Corporate Governance Code, The Hong Kong Code on Corporate Governance Practices, and any other corporate governance code the Board considers appropriate from time to time and the disclosures on corporate governance made in the Annual Report and Accounts.
2. the oversight of large-scale change and transformation programmes.
3. the oversight of philanthropic and community investment initiatives in support of the Group's corporate sustainability objectives.
4. the cascade of key information and decisions relating to risk, strategy and planning, people, governance, legal, regulatory and internal controls to its Principal Subsidiaries.

Powers of the Board to delegate

- (i) The Board may delegate and confer on any Directors holding executive office any of its powers, authorities and discretions (including the power to sub-delegate) for such time and on such terms as it thinks fit.

- (ii) The Board may delegate any of its powers, authorities and discretions (including the power to sub-delegate) for such time and on such terms as it thinks fit to any committee consisting of one or more Directors and (if thought fit) one or more other persons, provided that where the committee consists of more than one member, not less than two members of such committee shall be Directors or alternate Directors, and no resolution of a committee shall be effective unless one of those present when it is passed is a Director (or his alternate).
- (iii) The Board may establish any local or divisional boards or agencies for managing the business of the Group in any specified locality and delegate and confer on any local or divisional board, manager or agent so appointed any of its powers, authorities and discretions (including the power to sub-delegate) for such time and on such terms as it thinks fit.
- (iv) The Board may also, by power of attorney or otherwise, appoint any person or persons to be the agent of the Company and may delegate to any such person or persons any of its powers, authorities and discretions (including the power to sub-delegate) for such time and on such terms as it thinks fit.

Independent Advice

Directors may appoint, employ or retain such professional advisors as they may consider appropriate. Any such appointment shall be made through the Company Secretary, who shall be responsible for the contractual arrangements and payment of fees by HSBC on behalf of the Board.

Review of terms of reference

The Board shall review its own performance and effectiveness on an annual basis, excluding the year that the Board shall appoint an external provider.

Inconsistency with Articles of Association

To the extent that there is any inconsistency between these Terms of Reference and the Articles, the Articles will prevail.

APPENDIX

APPOINTMENTS REQUIRING BOARD APPROVAL

The appointments to the positions listed below require the approval of the Board (including, for the avoidance of doubt, appointments that are analogous, appointments of successors by whatever title, any interim appointments and appointments of alternate directors that may otherwise require the approval of the Board):

HSBC Holdings plc

Group Chairman/Deputy Chairman, Group Chief Executive Officer, Group Chief Finance Officer, Group Chief Risk Officer, Directors to the Holdings Board. To the extent not included in the prior categories, Board approval shall be required for the following: Group Company Secretary, Group Chief Accounting Officer, Group Chief Compliance Officer and Group Money Laundering Reporting Officer.