

HSBC HOLDINGS PLC
GROUP RISK COMMITTEE

Terms of Reference

1. Purpose

The Board of HSBC Holdings plc (the “Company”) has delegated responsibility to the Group Risk Committee (the “Committee”) for the oversight of risk related matters and the enterprise risks, impacting the Company and its subsidiaries (the “Group”), risk governance and internal control systems (other than internal financial control systems).

2. Membership

The Committee (including the Chair) will comprise of at least three members, all of whom shall be independent non-executive directors.

The Chair of the Committee shall be appointed by the Board.

3. Attendance

Only members have the right to attend Committee meetings. Any other person can attend, by invitation of the Chair for the whole or part of the meeting.

Members may attend Committee meetings by telephone or video conference provided they obtain the prior consent of the Committee Chairman or Committee Secretary. Members need to attend the majority of scheduled Committee meetings in person in any given year.

4. Meetings and quorum

The Chair shall ensure that the Committee meets with sufficient notice and frequency.

The quorum for meetings is two members, including the Chair or their delegate from among the members.

The Secretary of the Committee is the Group Company Secretary (or their nominee).

5. Responsibility of the Chair

The Chair's role requires:

- Fostering an open, inclusive and, where appropriate, challenging discussion;
- Ensuring the Committee has the information necessary to perform its tasks and devoting sufficient time and attention to the matters within its remit;
- Facilitating the running of the Committee to assist it in providing independent oversight of executive decisions;
- Safeguarding the independence of, and overseeing the performance of, the Risk Function and the Compliance Function; and
- Reporting to the Board on the Committee's activities.

6. Areas of responsibility

The Committee's responsibilities shall include:

6.1 Risk-related matters

6.1.1 To oversee and advise the Board on risk-related matters, including both financial and non-financial risks.

6.1.2 To review and provide independent challenge on risk management reports, including the Group's enterprise risk reports, to:

- enable the Committee to assess the risk profile of the Group and how the risks arising from the Group's businesses are controlled, monitored and mitigated by management;
- provide clear focus on current and forward-looking risks to enable the Committee to assess the Group's vulnerability and resiliency to potential risks;
- review the effectiveness of the Group's conduct framework designed to deliver fair outcomes for customers, preserve the orderly and transparent operation of financial markets, and protect the Group against adverse outcomes (including reputational damage) to the Group's financial and non-financial condition and prospects;
- enable the Committee to provide additional assurance as the Board may require regarding the reliability of risk information submitted to it; and
- enable the Committee to assess the Group's framework of controls and procedures designed to identify areas where HSBC may become exposed, and through that exposure the financial system more broadly may be exposed, to financial crime or system abuse.

6.1.3 To conduct forward looking thematic reviews and deep dives to address key risks and areas of regulatory concerns.

6.2 Risk Appetite

6.2.1 To satisfy itself that risk appetite informs the Group's strategy and business plans and that account has been taken of the macroeconomic and financial environment, drawing on financial stability assessments and other authoritative sources that may be relevant.

6.2.2 To advise the Board on risk appetite and risk tolerance related matters.

6.2.3 To review and recommend the Global Risk Appetite Framework, on an annual basis, to the Board for approval.

6.2.4 To review and recommend the Group Risk Appetite Statement, on a six-monthly basis, to the Board for approval.

6.2.5 To receive reports and draw independent external advice, where appropriate, to satisfy itself that the Group's approach to the determination of its risk appetite is in line with regulatory requirements.

6.2.6 To review and recommend the Internal Capital Adequacy Assessment Process to the Board for approval.

6.2.7 To review and recommend the Group's Individual Liquidity Adequacy Assessment Process to the Board for approval.

6.2.8 To review and recommend the regulatory submissions of the Group Recovery Plan, Resolvability Assessments, Solvent Wind Down Exercises and the US Resolution Plan to the Board for approval, satisfying itself with regards the completeness of the submissions and their consistency with the principles of the Group's Risk Appetite.

6.2.9 To consider and, if appropriate, advise the Board on the risks associated with proposed acquisitions/disposals, focussing in particular on the resulting implications for the risk appetite and tolerance of the Group.

6.2.10 To review and advise the Board on the effective management of risks relating to Group's Operational and IT Resilience, including risks relating to cyber security and serious, large scale, organised crime relating to information security.

6.2.11 To review and advise the Board and/or the Remuneration Committee on alignment of remuneration with risk appetite and conduct.

6.2.12 To approve the Group's cost of equity on an annual basis.

6.3 Stress Testing

6.3.1 To review and satisfy itself that the Group's stress testing framework, governance and related internal controls are robust.

6.3.2 To review and challenge management's interpretation of the scenario(s) prescribed by the regulator, including areas of judgement.

6.3.3 To review and challenge the results of, and supporting information for, enterprise wide stress tests presented by management.

6.3.4 To review and approve Group-wide final Stress Testing submissions to the Prudential Regulatory Authority; the European Banking Authority or any other regulatory authority.

6.4 Enterprise risk management framework and internal control systems

6.4.1 To approve and annually review the Group's enterprise risk management framework and review the assessment by management that it is operating effectively across the Group.

6.4.2 To review the effectiveness of internal control systems (other than internal financial control systems).

6.4.3 To review how effectively management is embedding and maintaining an effective risk management culture and a strong internal control environment designed to foster compliance with HSBC Group policies and compliance requirements.

In carrying out its oversight role, the Committee will:

6.4.3.1 consider any material findings from regulators relating to risk governance, conduct of business, risk assessment or management processes;

6.4.3.2 review Group's controls relating to compliance risks and satisfy itself that they are adequate and that the Group is maintaining an appropriate relationship with its regulators;

6.4.3.3 review internal control systems to satisfy itself that these are effective. The Group Audit Committee shall have primary responsibility in relation to internal financial control systems;

- 6.4.3.4 consider risk management and internal control reports;
- 6.4.3.5 receive Internal Audit reports on the Group's internal control processes; and
- 6.4.3.6 report to the Board on the effectiveness of risk management and internal control other than in relation to internal financial control systems, which are the responsibility of the Group Audit Committee.

6.5 Internal Audit

- 6.5.1 To review reports from Internal Audit that pertain to the purpose and the areas of responsibilities of the Committee.
- 6.5.2 To respond to other Internal Audit matters referred to it by the Group Audit Committee.
- 6.5.3 To ensure that the Group Audit Committee is advised of the Committee's work in relation to Internal Audit reports and, in particular, any shortcomings perceived in the scope or adequacy of the work of Internal Audit.

6.6 Compliance

- 6.6.1 To approve the annual plan for the Compliance function and receive regular reports on progress against the plan and other matters relating to compliance risk and the Group's relationship with its regulators.

6.7 Group Chief Risk Officer and Risk Management Function

- 6.7.1 To monitor the effectiveness and independence of the Group Chief Risk Officer ("GCRO") and to review the composition and effectiveness of the risk management function including that it is of sufficient stature, independent of the business and adequately resourced (qualifications, experience and training of staff).
- 6.7.2 The Committee shall ensure the GCRO:
 - 6.7.2.1 participates in the risk management and oversight on an enterprise-wide basis;
 - 6.7.2.2 is satisfied that risk owners in the business lines are aware of, and aligned with, the Group's risk appetite;

6.7.2.3 has direct access to the Chair of the Committee;

6.7.2.4 reports to the Committee, alongside the internal reporting line to the Group Chief Executive; and

6.7.2.5 is independent from individual business units.

6.7.3 To recommend to the Board the appointment or removal of the GCRO.

6.8 External auditors

6.8.1 To review, and track remediation of any issue raised by the external auditor in respect of the audit of the Group's annual report and accounts (and management's response), which relates to the management of risk or internal control systems (other than internal financial control systems).

6.9 Annual report and accounts

6.9.1 To review and endorse the content of the Group Risk Committee Report in the annual report and accounts. In recommending the Group Risk Committee Report to the Board, the Committee shall focus on the following:

6.9.1.1 the Group's risk disclosures, including the articulation of the Group's strategy within a risk management context, including inherent risks to which the strategy exposes the Group, the associated risk appetite and tolerance and how actual risk appetite is assessed over time;

6.9.1.2 forward looking information indicating the expected impact of potential risks facing the Group;

6.9.1.3 the articulation of how risk is managed across the Group and the role of the Committee in providing oversight.

6.9.2 To review and endorse the statements relating to internal controls (other than internal financial control systems) and viability, including the assessment of principal risks facing the Group that are contained in the annual report for submission to the Board.

6.10 Risk Committees of the Company's Principal Subsidiaries

The Group's principal subsidiary companies are shown in Appendix 1 attached to these terms of reference. The Committee's responsibilities in relation to these subsidiary companies are as follows:

- 6.10.1 To review the composition, powers and responsibilities of principal subsidiary committees with responsibility for oversight of risk within the Group.
- 6.10.2 To endorse proposed appointments to principal subsidiary risk committees.
- 6.10.3 To review core terms of reference for adoption by such committees and approve material deviations.
- 6.10.4 To work and liaise as necessary with the Group's principal subsidiaries and their risk committees (setting clear expectations for the latter). In exercising its responsibilities, the Committee will have the right to request but not direct principal subsidiary risk committees to take action or provide information and documentation from time to time such as it shall determine. This may include the following:
 - (i) receiving copies of the minutes from each principal subsidiary risk committee;
 - (ii) receiving an update on the emerging risks of a principal subsidiary company;
 - (iii) receiving appropriate assurance certificates on demand and at least half-yearly, to support the Group's external reporting;
 - (iv) encouraging information sharing and best practice to be adopted; and
 - (v) encouraging interaction with the Committee and between the Chairs of principal subsidiary risk committees.

6.11 Other responsibilities

- 6.11.1 To consider whether external advice on risk matters should be taken, in particular, to challenge analysis undertaken and assessments made by the Committee and the risk management function. Where it is deemed necessary, the Committee is authorised by the Board to obtain such professional external advice.
- 6.11.2 Whilst in force, the Committee will have responsibility to ensure that all of the requirements of:

1) the FCA Direction Notice dated 2 April 2013, and
2) the consent Cease & Desist Order dated 11 December 2012 issued by the Federal Reserve Board,

are complied with.

7. Operation of the Committee

The Committee:

- Shall meet alone with the Group Head of Internal Audit and with the external auditor at least twice annually.
- Shall meet with the GCRO, without management present, at least twice annually.
- Shall periodically review these terms of reference and its own effectiveness as well as the quality of information it receives and recommend any necessary changes.
- Shall report to the Board on the matters set out in these terms of reference, how the Committee has discharged its responsibilities and will make recommendations on action needed to resolve concerns or make improvements.
- May request any information it considers appropriate from any of the Company's subsidiaries and their risk committees.
- Is authorised by the Board to engage independent professional advisers and have access to such resources including employees as it may consider appropriate.
- Shall give consideration to the laws and regulations of all applicable jurisdictions and regulators.
- Shall work and liaise as necessary with all other Board committees (including to determine where there is an overlap or any gaps in responsibilities). The Committee's interaction with other relevant Boards and Committees of the Group will be reflected in the detailed plans and processes for the Committee which are developed on an ongoing basis throughout each calendar year.

APPENDIX 1

Group Risk Committee

Terms of Reference

Principal Subsidiary companies of HSBC Holdings plc:

The Hongkong and Shanghai Banking Corporation

HSBC North America Holdings Inc

HSBC Bank Canada

HSBC Bank plc

HSBC Latin America Holdings (UK) Limited

HSBC Bank Middle East Ltd

HSBC UK Bank plc