

HSBC HOLDINGS PLC**NOMINATION & CORPORATE GOVERNANCE COMMITTEE****Terms of Reference****1. Purpose**

The Board (the “Board”) of HSBC Holdings plc (the “Company”) has delegated responsibility to the Nomination & Corporate Governance Committee (the “Committee”) to:

- Assist the Group Chairman in keeping the composition of the Board and its committees under review and to lead the process for nominations to the Board and its committees.
- Oversee a continuous and proactive process for planning and assessment of candidates to ensure plans are in place for the orderly succession for members of the Board, Group Executive and other senior appointments within the Company and its subsidiaries (the “Group”) as set out in the Appendix.
- Oversee and monitor the corporate governance framework of the Group and make recommendations to the Board to ensure that the framework is consistent with corporate governance standards and best practice.

2. Membership

The Committee shall be comprised of the independent non-executive directors of the Company and the Group Chairman.

The Chair of the Committee shall be the Group Chairman or their delegate from among the members of the Committee. Where the Committee meet to discuss the Group Chairman’s succession or performance, the Senior Independent Director will chair such meetings of the Committee.

3. Attendance

Only members have the right to attend Committee meetings; others may attend by invitation for the whole or part of the meeting.

Members are expected to attend Committee meetings in person where possible, but may also attend by telephone or video conference.

4. Meetings and quorum

The Committee shall meet with sufficient notice and frequency and at such times as it may determine.

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

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

5. Responsibility of the Chair of the Committee

The role of the Chair requires:

- Fostering an open, inclusive and, where appropriate, challenging discussion.
- Ensuring the Committee has the information necessary to perform its tasks and that it devotes sufficient attention to the matters within its remit.
- Facilitating the running of the Committee.

- Reporting to the Board on the Committee's activities.
- Attending the Company's Annual General Meeting to answer any shareholder questions on the Committee's activities.

6. **Areas of responsibility**

The Committee's responsibilities shall include:

6.1 **Review of the Board and senior management.**

- 6.1.1 Review the composition of the Board and its committees and make recommendations to the Board on appointments based on merit and against objective criteria promoting diversity of gender, social and ethnic backgrounds, cognitive and personal strengths in line with the Board's Diversity and Inclusion Policy.
- 6.1.2 Plan for the orderly succession of members of the Board, particularly for the key roles of the Group Chairman and Group Chief Executive Officer ("Group CEO"), and make recommendations for appointment and reappointment by the Board of both executive and non-executive Directors.
- 6.1.3 Make recommendations for approval by the Board of the membership of Board committees.
- 6.1.4 Approve Group Executive appointments (including interim appointments) and other senior executive appointments on the recommendation of the Group CEO.
- 6.1.5 Give full consideration to succession planning for Group Executive and other senior management appointments (see Appendix) and oversee the development of a diverse pipeline for succession.
- 6.1.6 In identifying suitable candidates for appointment as the Group Chairman or as a non-executive Director of the Company, the Committee shall, at the Group Chairman's discretion, generally use open advertising and/or the services of an external search consultancy.
- 6.1.7 In making its recommendations, the Committee shall take account of the following:
- The leadership needs of the Group.
 - The structure, size, composition and time requirements of the Board to ensure Board responsibilities can be met.
 - The balance of skills, experience, independence and knowledge of candidates so as to ensure that those who are best able to meet the challenges and opportunities facing the Group and to promote its success are appointed.
 - The Board's Diversity and Inclusion Policy, including the need to consider candidates from a wide range of backgrounds.
 - Other demands on the time of Directors and potential Directors.
- 6.1.8 Develop and periodically review measurable objectives for the implementation of the Board's Diversity and Inclusion Policy and monitor progress towards the achievement of such objectives.
- 6.1.9 Oversee the process by which the Board, its committees and individual Directors assess their effectiveness (which shall include a formal and rigorous annual evaluation in each case), and report to the Board on findings and recommendations.

6.2 **Independence of Directors**

The Committee is responsible for reviewing the independence of the non-executive Directors of the Board including:

- The balance of the number of independent non-executive Directors;
- The length of service and renewal of the terms of office of independent non-executive Directors;
- The re-election by shareholders of Directors retiring annually;
- Any situational conflict which a Director may have with the interests of the Group;
- Any other relevant matter.

6.3 **Conflicts of Interest**

The Committee shall:

- 6.3.1 Conduct an annual review of the Directors' Conflicts of Interest Policy and recommend for approval of the Board any such changes as the Committee deems appropriate.
- 6.3.2 Conduct an annual review of the Directors' Conflicts Register and recommend for approval of the Board any corrective action that may be required.

6.4 **Serving Directors**

- 6.4.1 The Committee is responsible for ensuring that the Directors are able to fulfil their duties to the Company.

The Committee shall:

- 6.4.2 Review annually the time commitment required from Directors, taking into account the findings of performance evaluations.
- 6.4.3 Consider the training and development of Directors and senior management.
- 6.4.4 Review any matters relating to the continuation in office of Directors at any time including, where a Director is to be subject to annual re-election, the reasons why that Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

6.5 **Corporate Governance**

- 6.5.1 Review and develop the Group's corporate governance framework on behalf of the Board and ensure it is consistent with best corporate governance standards and practices while remaining appropriate to the size, complexity and strategy of the Group.
- 6.5.2 Review the Board composition and succession plans, and approve appointment proposals, for the Group's Principal Subsidiaries (as specified in the Appendix).
- 6.5.3 Develop and review Group policies and practices on corporate governance, including those required to comply with the Group's legal and regulatory obligations;
- 6.5.4 Review 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 Committee or Board considers appropriate.

6.6 **Reporting and disclosure**

- 6.6.1 The Committee will review and recommend to the Board for approval any corporate governance statements for inclusion in public disclosures or regulatory responses to be made on behalf of the Company, including the process used for appointments, in the annual report.
- 6.6.2 Shall produce a report, to be included in the Company's annual report, describing the Committee's work, including:

- the process used in relation to appointments, the Committee's approach to succession planning and how both support developing a diverse pipeline;
- how the Board evaluation has been conducted, the nature and extent of the external evaluator's contact with the Board and individual Directors, the outcomes and actions taken, and how it has or will influence Board composition;
- the Board's Diversity and Inclusion Policy, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and
- the gender balance of those in senior management and their direct reports.

7. **Operation of the Committee**

The Committee:

- Shall recommend to the Board the appointment of an external facilitator to conduct a review of the effectiveness of the Board at least every three years.
- Shall review reports of the effectiveness of the boards of HSBC's Principal Subsidiaries.
- Shall review annually 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 nomination committees of the Group's subsidiaries.
- Is authorised by the Board to engage independent professional advisers and have access to such resources, including employees, as it may consider appropriate to enable it to meet its responsibilities under these terms of reference.
- Authorises the Group Chairman and one independent non-executive Director of the Company as the Group Chairman may from time to time determine, to approve, on behalf of the Committee, any appointments set out in the Appendix which require the Committee's approval between Committee meetings, provided that all such approvals are notified to the members of the Committee and ratified at the next scheduled Committee meeting.
- Shall work with and liaise as necessary with all other Board committees (including to determine where there is an overlap in responsibilities) as well as with the Group's Principal Subsidiaries and their nomination committees (setting clear expectations for the latter); this requirement extends to working with and liaising with the boards of HSBC Private Banking Holdings (Suisse) SA ("PBSU") and HSBC Global Asset Management Limited ("AMGB"), as appropriate.

APPOINTMENTS REQUIRING COMMITTEE APPROVAL

The appointments to the positions listed in the table below - including, for the avoidance of doubt, appointments that are analogous thereof – require prior endorsement from the Committee

| Group Management Level* | |
|--|---|
| HSBC Holdings plc | Group Executive Committee members Group Head of Compliance |
| Principal Subsidiaries* | |
| HSBC Bank plc The Hongkong and Shanghai Banking Corporation Limited HSBC North America Holdings Inc. HSBC Bank Canada HSBC Latin America Holdings (UK) Ltd HSBC Middle East Holdings B.V. HSBC UK Bank plc | Chair Deputy Chair Directors Committee Chairs and Members (Audit, Risk, Remuneration and Nomination) Chief Executive (or President) |

*This includes all interim appointments for the roles set out in the table above.

Principal Subsidiaries

The Committee will take into account the principles of the Subsidiary Accountability Framework for the appointments to Principal Subsidiary positions listed in the table above.

All proposed appointments that require the approval (or where applicable endorsement) of the Committee are required to have been approved through all relevant entity governance pathways prior to submission to the Committee for consideration unless prior exception is granted by the Chair of the Committee or Group Company Secretary and Chief Governance Officer.

Related Board Committee Approvals

The Group Audit Committee is required by its Terms of Reference to recommend the appointment or removal of the Group Head of Audit.

The Group Risk Committee is required by its Terms of Reference to recommend the appointment or removal of the Group Chief Risk Officer.