

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 Chair 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 the orderly succession for executive and non-executive directors, Group Managing Directors and other senior appointments (see Appendix).
- Oversee and monitor the corporate governance framework of the Company and its subsidiaries (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 Chair

The Chair of the Committee shall be the Group Chair or their delegate from among the members. Where the Committee meet to discuss the Group Chair’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.

4. Meetings and quorum

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

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 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.

6. Areas of responsibility

The Committee's responsibilities shall include:

6.1 Review of Board and senior management

- 6.1.1 Review the composition of the Board and its committees and make recommendations to the Board on appointments against an objective criteria promoting diversity of gender, social and ethical backgrounds, cognitive and personal strengths in line with the Board's Diversity and Inclusion Policy.
- 6.1.2 Plan for the orderly succession 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 Managing Director (including interim appointments) and Group General Manager appointments, on recommendation of the Group CEO.

- 6.1.5 Give full consideration to succession planning for Group Managing Directors and other senior appointments (see Appendix).
- 6.1.6 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.
 - The balance of skills, experience, independence and knowledge of candidates who are best able to meet the challenges and opportunities facing the Group and to promote its success.
 - The Board's Diversity and Inclusion Policy, including the need to consider candidates from a wide range of backgrounds.
- 6.1.7 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.
- 6.1.8 Oversee the process by which the Board, its committees and individual directors assess their effectiveness 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 by rotation;
- 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 Take the necessary action to identify and manage conflicts of interest, including those from significant shareholdings, and ensure that the influence of third parties does not compromise or override independent judgement.
- 6.3.2 Consider and authorise any actual or potential conflicts of interest of a director on such terms as may be considered appropriate.
- 6.3.3 Conduct an annual review of the directors' conflicts of interest and report and conflict decisions to the Board.

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.

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 composition of Principal Subsidiary boards and ensure when considering appointments that an appropriate balance of skills, experience, diversity, and succession planning is maintained.
- 6.5.3 Approve appointments, including interim appointments where specified, to the positions listed in the Appendix (including for the avoidance of doubt, appointments that are analogous thereof).

- 6.5.4 Review the Group's Corporate Governance Charter annually and recommend to the Board any revisions deemed necessary.

6.6 Reporting and disclosure

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.

7. Operation of the Committee

The Committee:

- Shall recommend to the Board the appointment of an external facilitator to conduct the review of the performance of the Board.
- Shall review reports of the effectiveness 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 as it considers appropriate from any of the nomination committees of the Company'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.
- Shall work 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 HSBC Private Banking Holdings (Suisse) SA ("PBSU") and HSBC Global Asset Management Limited ("AMGB"), as appropriate. 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**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.

Group Management Level*	
HSBC Holdings plc	Group Management Board members Group Managing Directors Group General Managers
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 Bank Middle East Limited HSBC UK Bank plc	Chair /Deputy Chair Directors Chief Executive (or President) Chief Financial Officer Company Secretary Chief Risk Officer Chief Operating Officer
The Hongkong and Shanghai Banking Corporation Limited	Alternate Chief Executives

*This includes all interim appointments for the roles set out in the table above with the exception of Group General Managers.

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.