

GROUP AUDIT COMMITTEE

Terms of Reference

Membership

The Committee shall comprise not less than three independent non-executive directors.

The Chairman of the Committee shall be appointed by the Board from among the non-executive directors it has determined to be independent.

The Board may from time to time appoint additional members to the Committee from among the non-executive directors it has determined to be independent.

The Committee may invite any director, executive, external auditor or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective.

Meetings and Quorum

The Committee shall meet with such frequency and at such times as it may determine. It is expected that the Committee shall meet at least four times each year.

The quorum for meetings shall be two Directors, one of whom should be the Committee Chairman, unless he or she is unable to attend due to exceptional circumstances.

Objective

The Committee shall be accountable to the Board and shall have non-executive responsibility for oversight of and advice to the Board on matters relating to financial reporting.

Responsibilities of the Committee

Without limiting the generality of the Committee's objective, the Committee shall have the following non-executive responsibilities, powers, authorities and discretion.

1. To monitor the integrity of the financial statements of the Company, and any formal announcements relating to the Company's financial performance or supplementary regulatory information, reviewing significant financial reporting judgements contained in them. In reviewing the Company's financial statements before submission to the Board, the Committee shall focus particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgemental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting standards;

- (vi) compliance with listing and other legal requirements in relation to financial reporting;
- (vii) regulatory guidance on disclosure of areas of special interest
- (viii) comment letters from the Securities Exchange Commission, Financial Reporting Review Panel or other appropriate regulatory authorities; and
- (ix) matters drawn to the attention of the Committee by the Group's external auditor.

In regard to the above:

- (i) members of the Committee shall liaise with the Board, members of senior management and the external auditor and head of internal audit; and
 - (ii) the Committee shall consider any significant or unusual items that are, or may need to be, highlighted in the annual report and accounts and shall give due consideration to any such matters raised by the staff responsible for the accounting and financial reporting function, Head of Internal Audit, Head of Compliance, Group General Counsel or the external auditor.
2. To review the Company's financial and accounting policies and practices.
 3. To provide advice to the Board on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.
 4. To review and report to the Board on the Group's compliance with the UK Corporate Governance Code, the Hong Kong Corporate Governance Code, and any other corporate governance code in relation to financial reporting that the Board considers appropriate from time to time.
 5. To review and discuss with management the effectiveness of the Company's internal control systems relating to financial reporting and to endorse the content of the statement relating to internal controls over financial reporting in the annual report for submission to the Board.
 6. To monitor and review the effectiveness of the internal audit function, consider the major findings of internal investigations and management's response, and ensure that the internal audit function is adequately resourced, has appropriate standing within the Group and is free from constraint by management or other restrictions. Any material issues arising which relate to risk shall be referred to the Group Risk Committee. The Committee shall approve the appointment and removal of the head of internal audit.
 7. To satisfy itself that there is appropriate co-ordination between the internal and external auditors.
 8. To make recommendations to the Board, for it to put to the shareholders for their approval in general meeting, in relation to the appointment, re-appointment and removal of the external auditor and shall be directly responsible for the approval of the remuneration and terms of engagement of the external auditor.
 9. To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant professional and

regulatory requirements and reports from the external auditors on their own policies and procedures regarding independence and quality control and to oversee the appropriate rotation of audit partners with the external auditor.

10. To develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm; and to approve in advance any non-audit services provided by the external auditor that are not prohibited by the Sarbanes-Oxley Act of 2002 (in amounts to be pre-determined by the Group Audit Committee) and the fees for any such services; to report to the board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken. For this purpose “external auditor” shall include any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally.
11. To review the external auditor’s annual report on the progress of the audit, its management letter, any material queries raised by the external auditor to management in respect of the accounting records, financial accounts or systems of control and, in each case, responses from management. Any material issues arising which relate to the management of risk or internal controls (other than internal financial controls) shall be referred to the Group Risk Committee as appropriate.
12. To require a timely response is provided to the financial reporting and related control issues raised in the external auditor’s management letter.
13. To discuss with the external auditor their general approach, nature and scope of their audit and reporting obligations before the audit commences including, in particular, the nature of any significant unresolved accounting and auditing problems and reservations arising from their interim reviews and final audits, major judgemental areas (including all critical accounting policies and practices used by the Company and changes thereto), all alternative accounting treatments that have been discussed with management together with the potential ramifications of using those alternatives, the nature of any significant adjustments, the going concern assumption, compliance with accounting standards and stock exchange and legal requirements, reclassifications or additional disclosures proposed by the external auditor which are significant or which may in the future become material, the nature and impact of any material changes in accounting policies and practices, any written communications provided by the external auditor to management and any other matters the external auditor may wish to discuss (in the absence of management where necessary).
14. To review and discuss the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting function, their training programmes and budget and succession planning for key roles throughout the function.
15. To consider any findings of major investigations of internal control over financial reporting matters as delegated by the Board or on the Committee’s initiative and management’s response.

16. To receive an annual report, and other reports from time to time as required by applicable laws and regulations, from the Group Chief Executive and Group Finance Director to the effect that such persons have disclosed to the Committee and to the external auditor all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which could adversely affect the Company's ability to record and report financial data and any fraud, whether material or not, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting.
17. To receive reports and minutes of the Disclosure Committee from time to time.
18. To provide to the Board such assurances as it may reasonably require regarding compliance by the Company, its subsidiaries and those of its associates for which it provides management services with all supervisory and other regulations to which they are subject.
19. To provide to the Board such additional assurance as it may reasonably require regarding the reliability of financial information submitted to it.
20. To establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Whistleblowing procedures not related to accounting, internal accounting controls or auditing matters are the responsibility of the Group Conduct & Values Committee.
21. To annually review the effectiveness of the procedures outlined under 20 (above).
22. To receive reports on complaints relating to accounting, internal accounting controls or auditing matters that are reported through whistleblowing procedures, including those outlined under 20 (above).
23. To report any significant actual, suspected or alleged fraud (involving misconduct or unethical behaviour related to financial reporting) or misrepresentation of assets to the Group Risk Committee.
24. To agree with the Board the Company's policy for the employment of former employees of the external auditor.
25. To review the composition, powers, duties and responsibilities of other non-executive Audit Committees within the Group and where appropriate, to establish core terms of reference for adoption by such committees and approve material deviations from such core terms.
26. To undertake or consider on behalf of the Chairman or the Board such other related tasks or topics as the Chairman or the Board may from time to time entrust to it.
27. The Committee shall meet alone with the external auditor and with the Head of Internal Audit at least twice each year to ensure that there are no unresolved issues or concerns.

28. The Committee may appoint, employ or retain such professional advisors as the Committee may consider appropriate. Any such appointment shall be made through the Committee Secretary, who shall be responsible for the contractual arrangements and payment of fees by HSBC on behalf of the Committee.
29. The Committee shall review annually the Committee's terms of reference and its own effectiveness and recommend to the Board any necessary changes arising therefrom.
30. To report to the Board on the matters set out in these terms of reference and how the Committee has discharged its responsibilities.

The Committee may consider any matter relating to and may request any information as it considers appropriate from any audit committee of any HSBC Group company.

Where there is a perceived overlap of responsibilities between the Group Audit Committee and the Group Risk Committee, the respective Committee Chairmen shall have the discretion to agree the most appropriate Committee to fulfil any obligation. An obligation under the terms of reference of the Group Risk Committee or the Group Audit Committee will be deemed by the Board of HSBC Holdings plc to have been fulfilled providing it is dealt with by either the Group Audit Committee or the Group Risk Committee.

Where the Committee's monitoring and review activities reveal cause for concern or scope for improvement, it shall make recommendations to the Board on action needed to address the issue or to make improvements.