

HSBC HOLDINGS PLC
GROUP REMUNERATION COMMITTEE

Terms of Reference

1. Purpose

- 1.1. The Board of HSBC Holdings plc ('the Company') has delegated responsibility for matters related to remuneration for the Company and its subsidiaries (the 'Group') to the Group Remuneration Committee (the 'Committee'), in particular, for:
- (a) Reviewing and approving the principles, parameters and governance of the Group's remuneration framework as applicable to the Group's workforce;
 - (b) Reviewing and approving the remuneration of executive Directors, including setting the Directors' Remuneration Policy, and members of the Group Executive Committee (including the Group Company Secretary and Chief Governance Officer), together 'Senior Executives';
 - (c) Satisfying itself that remuneration practices comply with the regulatory and other legislative requirements that the Group is subject to; and
 - (d) Satisfying itself that remuneration framework is in line with the risk appetite, business strategy, culture and values, and long-term interests of the Group and its stakeholders, and is free from any form of bias.
- 1.2. The Committee is concerned with the business of the whole Group and accordingly its authority extends to all relevant matters relating to the Group.

2. Membership

- 2.1. The Committee (including the Chair) will comprise at least three members, all of whom shall be independent non-executive directors.
- 2.2. At least one member of the Committee shall also sit on the Risk Committee.
- 2.3. The Chair shall be appointed by the Board from among the independent non-executive directors and shall have served for at least 12 months on the Committee or another remuneration committee before taking up the role.
- 2.4. Members of the Committee will collectively have appropriate knowledge, expertise and professional experience concerning remuneration policies and practices, risk management and control activities.

3. Attendance

- 3.1. 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.
- 3.2. The Group Chief Risk Officer will attend meetings to report on the alignment of the Group's remuneration framework and proposals with its risk profile and risk

management. The Group Chief Financial Officer will attend meetings, at the invitation of the Committee, as necessary to report on the alignment of the Group's remuneration framework and proposals with its capital profile.

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

4. Meetings and quorum

- 4.1. The Chair shall ensure that the Committee meets with sufficient notice and frequency.
- 4.2. The quorum for meetings is two members, including the Chair or their delegate from among the members.
- 4.3. The Secretary of the Committee is the Group Company Secretary and Chief Governance Officer (or their nominee).

5. Responsibility of the Chair

The Chair's role requires:

- 5.1. Fostering an open, inclusive and, where appropriate, challenging discussion;
- 5.2. Ensuring the Committee and its members have the information necessary to perform their tasks and devote sufficient time and attention to the matters within their remit;
- 5.3. Facilitating the running of the Committee to assist it in providing independent oversight of relevant executive decisions; and
- 5.4. Reporting to the Board on the Committee's activities.

6. Areas of Responsibility

The Committee's responsibilities shall include:

6.1. Remuneration framework and governance

- 6.1.1. Reviewing and approving the principles, parameters and governance of the Group's remuneration framework as applicable to the Group's workforce, with input from subsidiary board committees as necessary, including:
- (a) the methods for measuring performance;
 - (b) fixed and variable pay plans;
 - (c) retirement plans where the aggregate funding arrangements exceed an amount as specified by the Committee from time to time (the 'Committee Plan Threshold');
 - (d) employee share plans (prior to referral to shareholders, as applicable);
 - (e) shareholding requirements;
 - (f) malus, clawback and other risk adjustment mechanisms; and

(g) severance plans.

6.1.2. Satisfying itself that the framework is:

- (a) aligned with the business strategy, risk appetite, culture and values, and long-term sustainable success of the Group;
- (b) aligned with the interests of its shareholder and other stakeholders; and
- (c) free from bias of any form.

6.1.3. Reviewing and approving:

- (a) the aggregate variable pay pool to be distributed to the Group's workforce; and
- (b) new hire packages, fixed pay changes, international assignment terms, exceptional payments, annual total remuneration and severance packages (together, the 'remuneration') for any Group employee where it exceeds an amount specified by the Committee from time to time (the 'Committee Individual Threshold');
- (c) individual discretions in accordance with the terms of any deferred remuneration plan; and
- (d) individual awards that require regulatory approval.

6.2. **Senior Executive Remuneration**

6.2.1. Reviewing and approving the remuneration for Senior Executives.

6.2.2. Recommending to the Board, for approval by shareholders, the Directors' Remuneration Policy and any other remuneration matters that may require shareholder approval.

6.3. **Regulatory, risk and audit**

6.3.1. Assessing that there are effective safeguards in place to ensure that the remuneration framework complies with regulatory and other legislative requirements that the Group (and, where relevant, its subsidiaries) are subject to.

6.3.2. Reviewing any matters relating to remuneration that need to be reported to the Board, shareholders or the Group's primary regulator, including the review and approval of:

- (a) the content of the Directors' Remuneration Report in the annual report and accounts for approval by the Board as a whole;
- (b) the Group's regulatory submissions including the Group's 'Remuneration Policy Statement' for each financial year; and
- (c) any statement required by the Group's primary regulator from the Committee about the Group's remuneration framework.

6.3.3. Satisfying itself that the remuneration framework:

- (a) takes into account all types of risks, liquidity and capital levels;

- (b) is consistent with and promotes the sound and effective risk management of the Group;
- (c) does not encourage risk-taking that exceeds the level of tolerated risk of the Group; and
- (d) does not encourage any company within the Group to bear any risk that would undermine its ability to comply with any regulatory obligation.

6.3.4. Seeking advice from the Group Risk Committee ('GRC') on the alignment of remuneration with risk appetite and conduct.

6.3.5. Considering material issues communicated to it by the Group Audit Committee arising from the work of Internal Audit relating to matters within these terms of reference.

In carrying out the above responsibilities the Committee shall:

6.4. Determine the governance of, and delegated mandates for, approving individual remuneration packages and any changes to framework as covered in 6.1;

6.5. Satisfy itself that remuneration for employees in Risk and Compliance functions is determined independently of other business areas;

6.6. Ensure that no employee is involved in deciding their own remuneration;

6.7. Regularly review the effectiveness of the Group's remuneration framework, to ensure practices continue to react appropriately to external and internal events and to allow the Committee to test the criteria used for determining remuneration awards and risk adjustment; and

6.8. Ensure that the remuneration structures and procedures implemented to achieve compliance with remuneration regulations are subject to both central and independent internal review at least annually.

6.9. **Principal Subsidiaries**

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

6.9.1. Endorsing proposals by any Principal Subsidiary to establish a committee with responsibility for remuneration matters (a "Principal Subsidiary Remuneration Committee");

6.9.2. Endorsing fees to be paid to external Directors by Principal Subsidiaries in accordance with the Committee's Subsidiary NED Fee Framework;

6.9.3. Setting the core terms of reference for adoption by Principal Subsidiary Remuneration Committees and agreeing any material deviations¹;

6.9.4. Liaising with the Principal Subsidiaries and/or Principal Subsidiary Remuneration

¹ Where a Remuneration Committee is not in place, Principal Subsidiary *Boards* will adopt key points extracted from the core terms of reference to the extent possible.

Committees in relation to remuneration matters applicable to each Principal Subsidiary and the subsidiaries in their respective regions.

- 6.9.5. Considering any concerns raised by a Principal Subsidiary or a Principal Subsidiary Remuneration Committee regarding the application of the Group's remuneration framework to that Principal Subsidiary.
- 6.9.6. In exercising its responsibilities, the Committee will have the right to request the boards of the Principal Subsidiaries and, as applicable, the Principal Subsidiary Remuneration Committees to take action or provide information and documentation from time to time such as it shall determine.

7. Operation of the Committee

To ensure effective operation, the Committee:

- 7.1. Shall review annually these terms of reference and its own effectiveness, as well as review the quality of information it receives and recommend any necessary changes.
- 7.2. 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.
- 7.3. May delegate to the Chair authority to make decisions on its behalf on matters which may need attention between Committee meetings, provided that such decisions are notified to the Committee members and ratified at the next scheduled Committee meeting.
- 7.4. May delegate decisions which are not material.
- 7.5. Shall seek confirmation on an annual basis (at least) from the relevant executive management members that remuneration policies and procedures have been implemented as approved by the Committee.
- 7.6. Is authorised by the Board to engage independent professional advisers and have access to such resources including employees as it may consider appropriate.
- 7.7. Shall review the appointment of external remuneration consultants that the Board or Committee may decide to engage for advice or support.
- 7.8. Shall give consideration to laws and regulations of all applicable jurisdictions and regulators.

APPENDIX

Group Remuneration Committee Terms of Reference

Principal Subsidiary companies of HSBC Holdings plc

1. The Hongkong and Shanghai Banking Corporation Limited
2. HSBC North America Holdings Inc.
3. HSBC Bank Canada
4. HSBC Bank plc
5. HSBC Latin America Holdings (UK) Limited
6. HSBC Middle East Holdings B.V.
7. HSBC UK Bank plc