HSBC HOLDINGS PLC

NOMINATION & CORPORATE GOVERNANCE COMMITTEE

Approved by the Board on 18 September 2025

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 ensuring that the composition of the Board, and that of its committees, remains appropriate and diverse.
- Assist the Group Chairman in their leadership of 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 applicable 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 ('SID') will chair such meetings.

3. 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 three members, including the Group Chairman or their delegate from among the members of the Committee.

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

The Secretary of the Committee will be nominated by the Group Chief People and Governance Officer.

4. Responsibility of the Chair

The role of the Chair requires:

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

- Facilitating the running of the Committee.

- Reporting to the Board on the activities of the Committee.

5. **Areas of responsibility**

The Committee's responsibilities shall include:

5.1 **Board composition and succession**

5.1.1 Review the structure, size and composition of the Board and Committees, including the skills matrix of the Board.

5.1.2 Review the composition of the Board and its committees and make recommendations to the Board on appointments based on merit and aligned with objective criteria promoting diversity, inclusion and equal opportunity in line with the Board's Diversity and Inclusion Policy.

5.1.3 In making recommendations to the Board, the Committee should consider the balance of skills, experience, independence and knowledge of candidates so as to ensure that those who are appointed are best able to meet the challenges and opportunities facing the Group and to promote its success. Other demands on the time of Directors and candidates for appointment as Directors, including actual or potential conflicts should also be considered.

5.1.4 Plan for the orderly succession of members of the Board, particularly for the key roles of the Group Chairman, and Group CEO, and make recommendations for appointment and reappointment by the Board of both executive and non-executive Directors.

5.1.5 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, use open advertising and/or the services of an external search consultancy.

5.1.6 Develop and annually review measurable objectives for the implementation of the Board's Diversity and Inclusion Policy and monitor progress towards the achievement of such objectives.

5.1.7 Review the effectiveness of diversity and inclusion initiatives of the Company.

5.1.8 Determine and oversee the process by which the Board, its committees and individual Directors assess their effectiveness (which shall include a formal and rigorous annual performance review in each case), and report to the Board on findings and recommendations and review progress against these findings and recommendations.

5.2 **Senior management appointments and succession**

5.2.1 Approve appointments (including interim appointments) to the Group Operating Committee, as set out in the Appendix, on the recommendation of the Group CEO.

5.2.2 Review and approve succession plans for Group Operating Committee and Enterprise Critical Roles.

5.3 **Corporate Governance**

5.3.1 Review and develop the Group's corporate governance framework, including policies and practices on corporate governance, on behalf of the Board and ensure it is consistent with best corporate governance standards and practices while remaining appropriate for and proportionate to the size, complexity and strategy of the Group.

5.3.2 Review the effectiveness, composition and succession plans, and approve appointment proposals, for the Group's Principal Subsidiaries (as specified in the Appendix) taking into account the principles of the Subsidiary Accountability Framework.

5.3.3 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.

5.3.4 Agree the process for the annual performance review of the Board and its committees, and recommend to the Board the appointment of any external facilitator to conduct the performance review at least every three years.

5.3.5 Review the independence of the non-executive Directors of the Board.

5.3.6 Agree the role, responsibilities, accountabilities and expectations of the key roles on the Board, including Group Chairman, Group CEO, SID and Designated NED for workforce engagement.

5.3.7 Review annually the time commitment required from Directors, taking into account the findings of performance reviews. The Committee should also assess that each Director has sufficient time to be able to fulfil their duties to the Company.

5.3.8 Consider the induction process, training and development of Directors and senior management.

5.3.9 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 success.

5.4 **Reporting and disclosure**

5.4.1 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.

5.4.2 Shall produce a report, to be included in the Company's annual report, describing the Committee's work.

6. **Operation of the Committee**

The Committee:

- 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 (or equivalent) 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 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 noted 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); plus any other subsidiaries the Committee determine they should oversee.

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 – require prior endorsement from the Committee.

Group *	
HSBC Holdings plc	Group Operating Committee members
Principal Subsidiaries*	
HSBC Bank plc The Hongkong and Shanghai Banking Corporation Limited HSBC North America Holdings Inc. HSBC Latin America Holdings (UK) Ltd HSBC Middle East Holdings B.V. HSBC UK Bank plc	Chair Deputy Chair Directors Board Committee Chairs and Members (e.g. Audit, Risk, Remuneration and Nomination) Chief Executive (or equivalent, e.g. President)

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

Related Board Committee Approvals

The Group Audit Committee is required by its Terms of Reference, and the Global Internal Audit Charter, to recommend the appointment or removal of the Group Head of Internal Audit.

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