

STANDARD CHARTERED PLC
(the Company)
CULTURE AND SUSTAINABILITY COMMITTEE

TERMS OF REFERENCE

1. Purpose

The Committee is appointed by the Board to assist and advise the Board in fulfilling its oversight responsibilities in relation to the Group's culture and key sustainability priorities.

2. Responsibilities

The Committee shall:

CULTURE

- 2.1. Review the way the Group develops, manages and embeds its culture and the associated expectations of employees, including the Group's approach to its purpose, values, diversity and inclusion, employee engagement and workforce policies and practices.
- 2.2. Set the Group's framework facilitating engagement between the Board and the workforce and on an annual basis receive a report on key themes .

SUSTAINABILITY

- 2.3. Review the Group's overall Sustainability Strategy.
- 2.4. Review progress against the Group's external commitments, Sustainability Aspirations and delivery against key sustainability priorities including Nature and Biodiversity, Sustainable Finance, Position Statements, Human Rights and Modern Slavery.
- 2.5. Monitor the implementation and delivery of the bank's public commitment to net zero emissions by 2050.
- 2.6. Monitor emerging sustainability issues that require board-level oversight and/or external stakeholder engagement.
- 2.7. Monitor progress against the ESG Ratings Strategy Roadmap. (Responsibility for the Group's corporate governance framework remains with the Governance and Nomination Committee.)
- 2.8. Review sustainability measures included in the Group annual and/or Long-term Incentive Plan (LTIP) scorecards, as applicable and make recommendations to the Board, Remuneration Committee and Audit Committee as necessary.

THE STANDS

- 2.9. Monitor progress against achievement of the Stands, seek clarification of remedial action from the responsible person as required.
- 2.10. Review the Stands measures included in the Group and/or LTIP scorecards, as applicable and make recommendations to the Board, Remuneration Committee and Audit Committee as necessary.

INTERNAL AUDIT

- 2.11. Receive reports, annually, from the Group Head of Internal Audit (GIA) on GIA work around culture, sustainability and other matters relevant to the Committee's remit.

3. Committee Governance

Authority

- 3.1. The Committee is concerned with the business of Standard Chartered PLC and its subsidiaries (the Group) and is authorised by the Board to:
 - (i) seek any information that it requires in connection with its purpose and responsibilities from any employee of the Group;
 - (ii) request the attendance of any employee at a meeting of the Committee as and when required; and
 - (iii) have access to sufficient resources to carry out its duties and to seek appropriate independent professional advice on any matters within its terms of reference at the Company's expense as and when it considers it necessary but should consult the Board before material expenditure is incurred.

Membership

- 3.2. Members shall be appointed by the Board.
- 3.3. The Committee shall comprise at least two independent Non-Executive Directors.

Committee Chair

- 3.4. The appointment of the Committee Chair shall be recommended by the Governance and Nomination Committee and approved by the Board.
- 3.5. In the absence of the Committee Chair, meetings of the Committee shall be chaired by either the Committee Chair's nominee or, in the absence of such nomination, the remaining members present shall elect one of their number to chair the meeting. The Chair (or nominee) shall be an independent Non-Executive Director.

Quorum

- 3.6. The quorum for the transaction of business shall be any two independent Non-Executive Director members.

Committee Secretary

- 3.7. The Group Company Secretary or his/her nominee shall act as the Committee

Secretary and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

- 3.8. The Secretary shall minute the proceedings and decisions of all Committee meetings and draft minutes of Committee meetings shall be circulated to all members of the Committee.

Meetings

- 3.9. The Committee shall schedule at least three meetings each year and on such other occasions as the Committee Chair deems necessary.
- 3.10. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, the Group Chief Executive and other relevant or expert persons would normally be invited to attend all or part of any meeting by invitation from the Committee Chair.

Reporting and Shareholder Engagement

- 3.11. The Committee shall report to the Board on the Committee's activities and will make recommendations as necessary.
- 3.12. The Committee shall review any reports required or recommended on areas within the Committee's responsibilities for inclusion in documents for public disclosure by the Company and provide a description of its activities in the Company's annual report.
- 3.13. The Committee Chair shall attend the Annual General Meeting and answer any shareholder questions, through the Board Chairman, on the Committee's activities and responsibilities. In addition, the Committee Chair should make themselves available when requested by shareholders to discuss significant matters related to the Committee's areas of responsibility.

Other Matters

- 3.14. The Committee shall:
- (i) consider such other matters as the Board requires and make recommendations or reports to the Board as appropriate;
 - (ii) give due consideration to applicable laws, regulations and the requirements of the London and Hong Kong Stock Exchanges, as appropriate;
 - (iii) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
 - (iv) liaise and collaborate with other Board Committees as necessary and the respective Committee Chairs shall have discretion to agree the most appropriate Board Committee to fulfil an obligation in the event of a perceived overlap; with the obligation being deemed fulfilled by the Board irrespective which Board Committee fulfilled the obligation.

4. Review of Operations

The Committee shall annually conduct:

- 4.1. a performance review of the Committee's work and effectiveness, including the quality of the information it receives, with the results and action plan to address any issues raised submitted to the Board; and
- 4.2. a review of these Terms of Reference, including performance against the Terms of Reference and recommend any proposed changes to the Board for approval.