

STANDARD CHARTERED PLC
(the “Company”)

GOVERNANCE AND NOMINATION COMMITTEE

TERMS OF REFERENCE

APPOINTED BY:	The Board of Standard Chartered PLC
MEMBERS:	At least four members, one of whom should be the Chairman of the Board. All members shall be Non-Executive Directors and a majority of members should be independent
QUORUM:	Two
MEETINGS:	Not less than twice a year and at such other times as the Chairman of the Committee shall require
CHAIRMAN:	The Chairman of the Board
SECRETARY:	Group Company Secretary or nominee
EXTERNAL ADVICE:	The Committee is authorised to obtain, at the Company’s expense, outside legal or other professional advice on any matters within its terms of reference
ATTENDEES:	Group Chief Executive, Director, Compliance, People and Communication and guests by invitation

The Committee shall:

1. oversee the process for ensuring that Directors have individualised induction programmes and ongoing development programmes designed to maximise their effectiveness;
2. oversee the process by which the Board, each Committee and individual Directors assess their effectiveness (including the use of an external facilitator periodically) and report to the Board on the findings and recommendations;
3. regularly review the structure, size and composition (including the skills, knowledge, experience and compliance with corporate governance best practice) of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
4. evaluation the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities

- required for a particular appointment;
5. identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 6. determine Board composition diversity guidelines and oversee plans to achieve these;
 7. keep under review the leadership needs of and succession planning for the Group in relation to both directors and other senior executives with a view to ensure the continued ability to compete effectively in the marketplace and make consequential recommendations to the Board;
 8. consider with the Group Chief Executive recommendations made by the Group Chief Executive or the Committee for changes to the executive membership of the Board;
 9. make recommendations for the appointment or removal of the Group Chairman, Group Chief Executive or any director and the related terms (except for where the consideration of such terms fall within the remit of the Board Remuneration Committee) for approval by the Board. The Group Chairman will not chair any meeting of the Committee at which the Committee is considering the appointment of a successor to the Group Chairmanship;
 10. make recommendations to the Board on:
 - a) the re-appointment of any non-executive director at the conclusion of the specified term of office; and
 - b) the re-election by shareholders of directors;
 11. in relation to actual or potential conflicts of interest of directors to report to the Board on:
 - a) the authorisation of directors' conflicts of interest;
 - b) any terms to be imposed in relation to the authorisation of a director's conflict of interest;
 - c) the annual renewal of directors' conflicts of interest on behalf of the Board; and
 - d) the statement on the Company's procedures for the authorisation of conflicts of interest to be included in the Annual Report;
 12. review the geographical governance that is applied across the Group, including oversight of the Group's approach to governance of its subsidiaries;
 13. oversee all material corporate governance issues affecting the Group and

monitor developing and emerging best practices in corporate governance making recommendations to the Board as appropriate;

14. review and recommend to the Board, any reports required or recommended on corporate governance for inclusion in public disclosure documents of the Company;
15. review its terms of reference annually and propose to the Board any changes that it considers appropriate;
16. make a statement in the annual report about its activities, membership of the Committee, number of Committee meetings and attendance over the course of the year; and
17. request the Chairman of the Committee or his nominee to report to the Board on its proceedings periodically.