

**STANDARD CHARTERED PLC**  
**(the “Company”)**  
**GOVERNANCE AND NOMINATION COMMITTEE**

**TERMS OF REFERENCE**

- APPOINTED BY:** The Board of Standard Chartered PLC
- MEMBERS:** The Governance and Nomination Committee (the “Committee”) shall be appointed by the Board and comprise 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.
- CHAIRMAN:** The Chairman of the Board or his/her nominee.
- ATTENDANCE:** Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Group Chief Executive, Group Head, Human Resources and other relevant or expert persons may be invited to attend all or part of any meeting by invitation from the Committee Chairman.
- SECRETARY:** The Group Company Secretary or his/her nominee
- QUORUM:** Two
- MEETINGS:** The Committee shall meet at least twice a year and on such other occasions the Committee Chairman deems necessary.
- EXTERNAL ADVICE:** The Committee may seek appropriate professional advice on any matters within its terms of reference, at the Company’s expense as and when it considers it necessary.
- PURPOSE:** The Committee shall be responsible for keeping the composition of the Board and its Committees under review and shall lead the process for Board appointments and make recommendations to the Board. In addition, the Committee shall be responsible for the consideration of material changes to corporate governance regulation and legislation affecting the Company and oversee Standard Chartered PLC and its subsidiaries’ (the “Group”) approach to subsidiary corporate governance.

## RESPONSIBILITIES:

The responsibilities of the Committee are to:

1. oversee the process by which the Board, its committees and individual Directors assess their effectiveness (including the use of an external facilitator at least every three years for the Board, and if deemed appropriate its committees) and make recommendations to the Board;
2. regularly review and evaluate the structure, size and composition (including the balance of skills, knowledge, experience and diversity) of the Board and its Committees, taking into account current skills and experience and the Group's future strategy. Make recommendations to the Board with regard to any adjustments that are deemed necessary and prepare a description of the role and capabilities required for a particular appointment;
3. identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise;
4. keep under review the Board Diversity Policy, make recommendations to the Board for its approval and monitor progress towards achieving its objectives;
5. 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, regarding directors, to the Board;
6. 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;
7. 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;
8. make recommendations to the Board on:
  - a) the independence of non-executive directors;
  - b) the re-appointment of any non-executive director at the conclusion of the specified term of office; and
  - c) the re-election by shareholders of directors;
9. In relation to directors' actual or potential conflicts of interest:
  - a) consider and if appropriate authorise directors' conflicts of interest;
  - b) agree any terms to be imposed in relation to the authorisation of a director's conflict of interest;

- c) report any conflict decisions to the Board and review the annual renewal of directors' conflicts of interest.
- 10. oversee the Group's approach to subsidiary corporate governance;
- 11. consider the impact of material changes to corporate governance regulation and legislation affecting the Group;
- 12. review its terms of reference annually and propose to the Board any changes that it considers appropriate;
- 13. make a statement in the annual report about its activities, the process used to make appointments and a description of the Board's Diversity Policy, including objectives of the policy and progress on achieving those objectives; and
- 14. request the Chairman of the Committee or his nominee to report to the Board on its proceedings periodically.