





# Corporate Governance Statement

Standard Chartered is a leading international banking group with over a 150-year history in some of the world's most dynamic markets. We bank the people and companies driving investment, trade and the creation of wealth across Asia, Africa and the Middle East. With its headquarters in London, it has a dual primary listing on the London and Hong Kong Stock Exchanges, and ranks among the companies listed in the FTSE 100 by market capitalisation. Standard Chartered's roots in trade finance and commercial banking have been at the core of its success throughout its history. The Bank's brand promise, Here for good, is embedded in every decision made, and is the cornerstone of the commitment to clients, shareholders and the countries in which it operates.

## Our integrated approach to Corporate Governance

Standard Chartered believes that effective governance is achieved through a culture of transparency and openness between management and the Board and across the Group.

Standard Chartered has a Group structure operated through both subsidiaries and branches, and maintains a consistent approach to overall governance, while respecting local legal, regulatory and governance requirements. During the year under review, governance was managed across the Group's four geographic regions – through the respective regional chief executive officer offices, the business and functions. In addition to clients, the Bank's stakeholders include governments, regulators, shareholders, employees, suppliers and the communities in which it operates.

As a leading international bank, Standard Chartered strives for best practice in corporate governance across its footprint. The Bank believes that it is vital for companies to have an underlying culture with behaviours and values that support effective corporate governance. It is the responsibility of all employees to be responsive and vigilant to ensure compliance with both the letter and the spirit of the governance framework.

At Standard Chartered, every employee is expected to live the Group's brand promise, Here for good, be part of a culture that is open and challenging, yet cohesive and collaborative, and demonstrates the necessary skills, values and experience commensurate with responsibilities, placing as much emphasis on the way employees behave as on what they deliver.

## The Standard Chartered Group Board

Standard Chartered PLC is made up of global and regional client segments, all supported by business functions. The Group's Board is headed by the Chairman, José Vifiañs. Its Management Team is led by Group Chief Executive, Bill Winters; supported by Group Chief Financial Officer, Andy Halford. Naguib Kheraj is Deputy Chairman with effect from 1 December 2016, providing the Chairman additional support and capacity in representing the Group.

The Board comprises directors with a broad range of skills, experience, backgrounds and perspectives. As at the end of December 2016, nine directors on the Board have lived and/or worked across our key markets of Asia, Africa or the Middle East and over half of the independent non-executive directors have some combination of banking, finance, risk and accounting experience.

We remain mindful of the need to ensure that the tenure of our non-executive directors is well balanced.

## Diversity and Inclusion

Standard Chartered has a distinctive footprint and a long history of diverse board membership. This mix of skills, knowledge, experience and cultural difference enriches the Board discussion and contributes towards a high performing and effective Board. Good progress continues to be made in the area of gender diversity, since the Bank set its ambition to increase the proportion of women to 25 per cent by 2017. This commitment was further strengthened during the year with the introduction of the Board Diversity policy. It sets out the Board's broad ambitions and objectives in this area and remains supportive and engaged in further increasing the representation of women on the Board to 33 per cent.

## Focus on Strategic Issues

The Bank is realistic regarding the complexity of the challenges that lie ahead, for the Group and the global banking sector as a whole. Significant regulatory uncertainty will persist as policymakers grapple with the task of harmonising rules and enhancing the control environment while allowing banks to add value to the economies they serve and generate sustainable returns to shareholders. Meanwhile, economic conditions in the markets in which the Bank operates are expected to remain uncertain. The business plan set out in 2015 to execute the Bank's strategy remains sensible and appropriate for the prevailing conditions. Investing in technology as a catalyst for better client experiences and stronger controls is the right way forward.

The Standard Chartered Group now has a stronger capital base and is more resilient to headwinds. The Bank will remain focused on delivering the plan while being willing to adapt where necessary as conditions evolve. Having substantially strengthened foundations, the Bank recognises the importance of re-engendering growth in income together with strong cost and risk management so that returns to shareholders can be restored to a more appropriate and sustainable level.

The Bank has implemented significant improvements to its client coverage model in Corporate & Institutional Banking and is transforming its Retail Banking business to a more digital delivery model. Both sets of initiatives make Standard Chartered more efficient and easier to deal with. The Bank has repositioned its Commercial Banking business for longer-term sustainable growth and better returns. The refreshed organisational structure of the Group is now firmly embedded, with local management now better able to influence the delivery of the Group's products and services while leveraging the Bank's strong central capabilities.

## Financial Reporting

The primary role of the Committee in relation to financial reporting is to monitor the integrity of the Group's published financial statements and formal announcements relating to the Group's financial performance, reviewing significant financial reporting judgements and accounting issues contained in them.

Group Finance has oversight and is responsible for the consolidation of financial information from country reporting teams for entities within the Group, the application of accounting policies and practices, including key estimates and judgements, and providing adequate accounting and financial records over reporting of published financial statements and formal announcements relating to the Group.

The Group Finance team and country reporting teams perform analytical procedures, ensuring compliance with accounting standards, legal and regulatory matters in relation to financial reporting and interact on a regular basis to evaluate, manage and resolve relevant matters relating to financial reporting, including significant accounting policies and financial reporting judgements and changes in estimates. All financial information submitted by country reporting teams is certified by the in-country Financial Controller.

The Committee is satisfied that the Group's accounting policies and practices are appropriate, including significant accounting estimates and judgements made.

During 2016, the Committee has considered on behalf of the Board, the Q1 and Q3 Interim Management Statements. In 2016, the Committee paid particular attention to impairment of loans and advances, valuation of financial instruments, and goodwill impairment testing.

## Risk Management

Effective risk management is essential to consistent and sustainable performance for all of the Bank's stakeholders and is therefore a central part of the financial and operational management of the Group. The Group adds value to clients and therefore the communities in which they operate, generating returns for shareholders by taking and managing risk. Through Standard Chartered's Risk Management Framework the Bank manages enterprise-wide risks, with the objective of maximising risk-adjusted returns while remaining within our risk appetite.

2016 has been a year of progress on many fronts from a risk and compliance perspective. The year ended with a balance sheet that is less concentrated, with more granular risk appetite levels that have broader coverage, and a risk governance structure that is better aligned to support the execution of the Group's strategy.

It is imperative that risks are identified, measured and managed in a holistic manner and that the risk and compliance function supports and enables sustainable performance for the Group despite the uncertainties in the external environment.

The risk and compliance function is an integral part of the Group's strategic decision-making process and plays a key role in building a stronger and more efficient business with the potential to produce better returns. The Group's business plans to execute its strategy are fully aligned with its tightened risk appetite and both have appropriate Board level oversight. The Bank has a strong capital and liquidity position and a robust risk governance structure managed by an experienced senior team which enables the support of the Bank's clients.

Good risk management is not just about reducing exposures and Standard Chartered has selectively increased exposures in certain sectors and locations, further diversifying the portfolio. The focus is on ensuring that risk and compliance work effectively as control functions to holistically identify and manage risks. A healthy risk culture owned collectively by everyone within the Group is critical to the successful delivery of business objectives and to facilitate safe and sustainable growth.

## Brand and Values

Towards the end of 2015, a review of the Group's Here for good brand promise was undertaken, including the launch, execution and impact of this commitment. One of the insights gained was that while Here for good had resonated well with employees, it had become overly linked to community engagement, rather than the Group's core activity of serving clients. The Bank endorsed the importance of working on brand and culture in tandem, in order to ensure consistency, and carried out a Brand and Culture Review.

Standard Chartered remains passionate about advancing the Group's conduct agenda. The Bank has made a lot of progress in 2016 and invested heavily to build effective and sustainable systems and infrastructure to ensure it can play a leading role in discovering and disrupting financial crime. The Bank has created a new platform at [sc.com/fightingfinancialcrime](http://sc.com/fightingfinancialcrime) to demonstrate the contribution that Standard Chartered and others are making. The Bank has sharpened its focus on all aspects of conduct, not simply on combating financial crime, and has taken appropriate action where conduct has been found to be inconsistent with its standards. The Bank is focusing on the behaviours, values and principles that individuals follow to enable each employee to make the right decisions and exercise good judgement. The Bank does this because it is the right thing to do, and because it makes for a stronger and more sustainable entity, and reinforces stakeholder confidence.

## Sustainability

The Bank collaborates with its clients and partners to promote social and economic development by financing key sectors of the economy that drive sustainable growth, minimising the impact of lending and operations on the environment and investing in communities. In 2016, 11 Sustainability Aspirations, which demonstrate how the financing that the Bank provides contributes to sustainable development, were agreed on. The Aspirations are supported by targets to reduce the environmental impact of operations and to support local community programmes, including Seeing is Believing (SiB), to eliminate avoidable blindness; Goal, to empower girls and young women through sports and life skills training; financial education, to build the capability of youth and entrepreneurs.

From 2008 to 2016, the Bank reduced its energy consumption by 37 per cent, water consumption by 35 per cent and paper use by 71 per cent. In 2016, Standard Chartered invested \$52.3 million in community programmes, and employees contributed to 67,611 volunteering days. Through fundraising and matching from the Group, \$6.5 million was raised for SiB in 2016. Fundraising from 2003 to 2016 is \$92.8 million, impacting 133.8 million people. The Bank celebrated the 10th anniversary of Goal in 2016 and reached nearly 69,000 girls, bringing the total since 2006 to 285,000 girls in 2016. Through Financial Education programmes, our staff trained more than 106,000 young people and 1,020 entrepreneurs, including 57 per cent women, in 2016.

The Position Statement covering Climate Change was published in March 2016, and the Group remains differentiated with high-quality skills based employee volunteering (EV) time.

## Client Focus

In 2016, Standard Chartered took a series of measures to put clients at the heart of the business and invested heavily in improving their experience in each of the four client segments. For example, in Corporate & Institutional Banking the Bank prioritised banking the end-to-end supply chain of clients and improved digital operations; in Retail Banking video banking was launched, including voice biometric technology, and offered clients innovative new payment options; in Commercial Banking the Bank improved the client on-boarding process and turnaround time, and focused on banking clients' networks; and in Private Banking the Wealth Management proposition was enhanced, and the account opening process simplified. Standard Chartered is investing to make the Bank a simpler, faster and better organisation, focusing on technology innovation, process streamlining and faster turnaround times.

The cost efficiencies the Bank achieved in 2016 created capacity for Standard Chartered to invest significantly to reinforce the Group's competitive advantages. These investments will enhance the quality of service that can be provided to clients, improve the ability to capture profitable and safe growth opportunities and differentiate the Bank from its competitors.

Standard Chartered is increasingly recognised as an innovator and the Bank can leverage its innovation to generate higher returns over the coming years.

## Government and Regulatory Relationships

Standard Chartered is committed to complying with all legislation, rules and other regulatory requirements applicable to its businesses and operations in the jurisdictions within which the Bank operates. Compliance with legal and regulatory frameworks across the markets ensures that the Group meets its obligations. In turn, this supports the resilience and effective functioning of the Group and the broader financial system and economy.

The Board, supported by the Brand, Values and Conduct Committee, is responsible for overseeing the Group's approach to its main government and regulatory relationships, focusing on the quality of these relationships and the engagement in place. On a day-to-day basis, Compliance and Public Affairs functions are responsible for identifying changes in the legal and regulatory environment, ensuring that the Bank complies with all requirements, and help to manage relationships.

The Bank actively engages with governments, regulators and policymakers at a global, regional and national level to share insights and technical expertise on key policy issues. This engagement supports the development of best practice and the adoption of consistent approaches across markets. The Bank complies with all relevant transparency requirements and discloses information about its political activities.

Standard Chartered's engagement with governments and regulators is through ongoing dialogue, submission of responses to formal consultations and by joining and participating in industry working groups. In 2016, for example, the Bank submitted written and verbal responses to proposed changes to the regulatory framework for banks being developed by global standard-setters.

The above is a selective extract from the Group's Annual Report. The full report is available for download at [www.sc.com](http://www.sc.com)