

## **HSBC NORTH AMERICA HOLDINGS INC. CORPORATE GOVERNANCE GUIDELINES**

The following , together with the Bylaws and the charters of the committees of the Board of Directors (the “Board”), provide the guidelines for the corporate governance of HSBC North America Holdings Inc. (“HNAH”) and its Material Subsidiaries<sup>1</sup> HSBC USA Inc. (“HUSI”) and HSBC Bank USA, N.A. (“HBUS”, and each of HNAH, HUSI and HBUS, the “Corporation”). These guidelines will be reviewed by the Board periodically in order to ensure the Corporation maintains “best practices” in corporate governance.

For purposes of these guidelines:

**“Non-Executive (Independent) Directors”** shall mean Directors who are not employees of any entity within the HSBC Group and have been determined by the Board to be independent in character and judgment, free of relationships or circumstances that could affect, or appear to affect their exercise of independent judgment. *See Appendix A Independent Director Guidelines.*

**“Executive Directors”** shall mean Directors who are employees of any entity within the HSBC Group.

### **Powers of the Board**

The Board is responsible for overseeing the business of the Corporation, and may exercise all the powers of the Corporation, subject to applicable laws and regulations and the Certificate of Incorporation or Articles of Association, as applicable.

### **Role and Responsibilities of the Non-Executive Chair of the HNAH Board<sup>2</sup>**

The role of the Non-Executive Chair of the HNAH Board is to provide leadership for the Board of the Corporation. In undertaking this role, the Chair is responsible for:

- Chairing and overseeing the performance of the Board;
- Leading the development of the Corporation’s culture with the Board;
- Leading the Board in the overall stewardship of the business and reporting thereon to the shareholder and other key stakeholders;
- In conjunction with the Chief Executive Officer (“CEO”), maintaining top level relationships with regulators, governments, shareholder and other key stakeholders, as applicable;
- Overseeing and providing feedback on the performance of the CEO;
- In conjunction with HSBC Holdings plc (“Group” or “HSBC”) management and Human Resources, planning for the orderly and timely succession of the CEO, including having a detailed succession plan in place in the event that the CEO becomes unavailable or fails to meet performance expectations;

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<sup>1</sup> Consistent with the HSBC Subsidiary Accountability Framework (“SAF”).

<sup>2</sup> Pursuant to SAF Section 4.1.1 and derived from the Group Corporate Governance & Secretariat (“CG&S”) Guidance 4 - Effective Board: Division of responsibilities between Role of the Chairman and the Chief Executive.

- In conjunction with Human Resources, and taking into account recommendations from the CEO, detailed succession planning for certain senior executive roles within the Corporation;
- Facilitating interaction between the Non-Executive Directors and members of senior management, in particular introducing those named in the succession plan to the Board;
- Ensuring the Board has sufficient information to properly discharge its responsibility for maintaining the Corporation's reputation and character at the highest level;
- In conjunction with the CEO and management team, building sustainability into the way the Corporation conducts business, tracking progress against Board determined priorities and reporting thereon in a transparent way to stakeholders, including regulators;
- In consultation with an external expert, as necessary, and with the HNAH Nominating and Governance Committee, planning for a smooth succession of Non-Executive Directors, identifying skills and attributes necessary to balance the Board and securing the nomination and interview of director candidates;
- Promoting conditions for overall Board and individual director effectiveness;
- In conjunction with the Corporate Secretary, leading director development, including a thorough induction program for new Directors, on-going director education and regular reviews with all Directors;
- In conjunction with the Corporate Secretary, facilitating periodic monitoring and evaluation of the Board's own performance and thereafter taking actions designed to deliver progressive improvement in Board performance;
- Leading and managing any board committees chaired at the Board's request, including, but not limited to, the HNAH Chair's Committee;
- In conjunction with the CEO and Corporate Secretary, ensuring the effectiveness of Board meetings, including setting the Board agenda, ensuring the timely flow of high-quality supporting information to the Board, balancing the allocation of time between strategic discussions, performance, value creation and accountability, and risk review, regulatory and corporate governance matters;
- In conjunction with the HNAH Nominating and Governance Committee and respective Committee Chairs, ensuring the Board's committees are properly structured with appropriate charters;
- Maintaining a close working relationship with the CEO, keeping them routinely informed of stakeholder and regulatory interactions and developments, as applicable, and providing counseling support and guidance; and
- In conjunction with the CEO and Chief Risk Officer ("CRO"), ensuring that all material risks, including contingent risks and stress events are brought to the attention of the Board, or Board Risk Committee, in a timely and coherent manner.

### **Role of the Board and Management<sup>3</sup>**

The Board may delegate any of its powers and authorities to any Directors holding executive office or to any committee consisting of one or more Directors. The Board delegates responsibility for management and day-to-day operation of the business to the HNAH Operating Committee (“OPCO”), and the OPCO manages the day-to-day operations of the Corporation and its subsidiaries through a reporting and control structure in which all of the line operations are accountable to individual members of the OPCO who directly or indirectly report to the Corporation’s CEO.

The OPCO retains authority and is responsible for collective decisions that impact the US businesses and functions, including broad policy, enterprise-wide operations and reputational matters, except where decision-making authority is the responsibility of another member of the OpCo in line with their individual roles and responsibilities.

This structure establishes a framework under which there are clear lines of authority and accountability to support executive management in discharging their responsibilities to the Board. Policy, operations, and administration will be aligned to be responsive to the broad strategies and policies as established by the Board and the strategy and policies of HSBC Holdings plc. (“Group”) as established by the Group Board of Directors and Group Operating Committee (“Group OPCO”).

The conduct of the Corporation’s business under the direction of the CEO and the OPCO is subject to the oversight of the Board, all with the purpose of enhancing long-term value of the Corporation to its ultimate parent, HSBC Holdings plc. The Board shall provide leadership to the Corporation within a framework of appropriate controls that are designed to assess and manage risk.

The Board has responsibility for governing the affairs of the Corporation, including to:

- contribute to and endorse a business strategy formulated by management and HSBC;
- provide input on and approve the annual operating and capital plans, strategic plan<sup>4</sup>, risk appetite and performance targets, as applicable, proposed by management;
- monitor the implementation of strategy by management and the Corporation’s performance relative to approved operating and capital plans, risk appetite and performance targets;
- lead the implementation of HSBC’s values and business principles and compliance with HSBC principles, policies, and procedures throughout the Corporation;
- review and provide input with respect to proposed variable compensation award funding and specific award proposals for senior executives of the Corporation;
- with prior approval of the Group Nominating & Corporate Governance Committee, appoint the CEO<sup>5</sup>;

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<sup>3</sup> Portions derived from SAF Appendix 1 Matters Reserved to the Board.

<sup>4</sup> Pursuant to the Office of the Comptroller of the Currency’s Guidelines Establishing Heightened Standards for Certain Large Insured National Banks (“Heightened Standards”), the strategic plan should cover, at a minimum, a three-year period.

<sup>5</sup> Pursuant to SAF, Section 3.3.2, Appendix 1. Appointments to Group companies requiring prior approval of the

- review at least annually, succession planning for the CEO, CRO, Chief Financial Officer, Chief Audit Officer, at a minimum, and their direct reports, and other potential successors, and receive updates on leadership talent and development;<sup>6</sup>
- review and provide input to HSBC concerning evaluation of the CEO's performance, at least annually;
- review and approve annually the Corporate Governance Guidelines and monitor compliance with the Corporate Governance Guidelines;
- review and approve annually the Risk Management Framework, as applicable, and monitor compliance with the Risk Management Framework;<sup>7</sup>
- assess and monitor the major risks facing the Corporation consistent with the Board's responsibilities to HSBC; and
- review the effectiveness of the risk management and internal controls structures designed by management to ensure compliance with applicable law and regulation, HSBC policies, ethical standards and business strategies.

In all actions taken by the Board, the Directors will exercise their business judgment in what they reasonably believe to be in the best interests of the Corporation. In discharging that obligation, Directors may rely on the honesty and integrity of the Corporation's management, its outside advisors and independent auditors. Management is expected to be loyal to the Corporation, implement the approved business strategy, appropriately resolve day-to-day operations issues, keep the Board informed, and maintain and promote high ethical standards while seeking to maximize returns to the Corporation within the risk tolerance as agreed with HSBC. Directors must consider:

- (1) the likely consequences of any decision in the long term;
- (2) the interests of the Corporation's employees;
- (3) the need to foster the Corporation's business relationships with suppliers, customers and others;
- (4) the impact on the Corporation's operations on the community and the environment; and
- (5) the desirability of the Corporation maintaining a reputation for high standards of business conduct.

### **Matters Reserved to the Board<sup>8</sup>**

The Board reserves for itself the responsibilities set forth below, subject to any resolutions of the Board, or reservation to the Board by applicable law or regulation or the Corporation's Certificate of Incorporation or Articles of Association, as applicable. Only the Board may make

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Board/Nomination & Corporate Governance Committee of HSBC Holdings plc.

<sup>6</sup> Required pursuant to Heightened Standards.

<sup>7</sup> Required pursuant to Heightened Standards.

<sup>8</sup> Portions derived from SAF Appendix 1 Matters Reserved to the Board, as required by SAF Section 3.3.7.

Senior Executive Appointments, take Routine Annual Actions, resolve Policy Issues or approve Significant Transactions as defined below:

- “*Senior Executive Appointments*” include (i) appointments to the positions of Chair (if an executive), the Policy Making Officers of the Corporation which include the President, Chief Executive Officer, Chief Financial Officer, Chief Risk Officer, Chief Compliance Officer, Chief Operating Officer, Head of People, Chief Audit Officer, General Counsel, Corporate Secretary, the heads of the principal business lines and heads of certain other functions as may be determined by the Board; and (ii) other appointments as required by law or regulation.
- “*Routine Annual Actions*” include review and approval of a Financial Resource Plan, Capital Plan, Strategic Plan and Risk Appetite Statement, as applicable. In addition, the Board will review and approve the Comprehensive Capital Analysis and Review (“CCAR”) and Dodd Frank Act Stress Testing (“DFAST”) submissions to regulatory authorities, as applicable.
- “*Policy Issues*” are activities, transactions, events and functions that:
  - (i) may adversely affect the Corporation’s and/or its subsidiaries’ and affiliates’ reputation, standing or rating with investors, regulators, rating agencies, the public or other relevant constituencies;
  - (ii) involve or impact approved operating plans, strategic focus or objectives that have been communicated to the Board, such as the establishment of new significant business ventures outside the scope of the Corporation’s and/or its subsidiaries’ current business operations;
  - (iii) may result in significant publicity;
  - (iv) will have or has potential to have a direct and material impact on the Corporation’s and/or its subsidiaries’ existing or targeted capital structure or operating results;
  - (v) involve the acquisition of stock or substantially all of the assets of a business that is publicly traded in any jurisdiction;
  - (vi) would result in any settlement of any legal or regulatory action that names the Corporation or any of its subsidiaries and by which the Corporation or such subsidiary will admit to the violation of any material law or regulation;
  - (vii) relate to any transaction, arrangement or relationship, or series of similar transactions, arrangements or relationships, requiring approval pursuant to the Corporation’s Conflicts of Interest – US Regulation O and Dodd Frank Policy;
  - (viii) involve or impact Risk Appetite Limits approved by the Board, as applicable, or that would revise the approved Risk Appetite.
- “*Significant Transactions*” include matters that may be in the “ordinary and necessary course of business” but are significant to the Corporation due to the size of the transaction, expenditure, or risk exposure to a counterparty, in a geographic region or to a new line of business or product. Such matters include, but are not limited to:

- any equity investment in any one enterprise or capital contribution to any one subsidiary in any twelve-month period that would exceed \$50 million, unless it is: contemplated by the Corporation's then current investment policy, an investment resulting from the workout of any loan or investment made by the Corporation or its subsidiaries, an investment held by one of HNAH's subsidiaries, or the equity investment is comparable to project finance debt risk rather than true equity risk and is subject to the new product due diligence process including Wholesale Market Risk approval;
- any acquisition of assets consisting solely of receivables or other assets of a type currently owned by the Corporation or any of its subsidiaries in one transaction or a series of related transactions in any twelve-month period if the book value of such assets or the amount paid for such assets exceeds ten percent of the total assets of the Corporation on a consolidated basis as of the end of the most recent fiscal quarter for which the Corporation's financial statements are available;
- any acquisition of assets of a type not contemplated by the previous paragraph in one transaction or a series of related transactions in any twelve-month period if the book value of such assets or the amount paid for such assets exceeds five percent of the total assets of the Corporation on a consolidated basis as of the end of the most recent fiscal quarter for which the Corporation's financial statements are available;
- any disposition of a product line, line of business or subsidiary in one transaction or a series of related transactions in any twelve-month period if the disposition pertains to assets with an aggregate book value that exceeds five percent of the total assets of the Corporation on a consolidated basis as of the end of the most recent fiscal quarter for which the Corporation's financial statements are available;
- any disposition of assets not contemplated by the previous paragraph in one transaction or a series of related transactions in any twelve-month period if the book value of such assets or the amount paid for such assets exceeds ten percent of the total assets of the Corporation on a consolidated basis as of the end of the most recent fiscal quarter for which the Corporation's financial statements are available;
- the creation or acquisition of any entity or new business or the entry into any new geographic area, which has, or is projected to have: (i) if the creation or acquisition relates to a lending business, managed receivables with an aggregate book value in excess of five percent of the total assets of the Corporation on a consolidated basis as of the end of the most recent fiscal quarter for which the Corporation's financial statements are available or, (ii) if the creation or acquisition does not relate to a lending business, tangible assets in excess of \$50 million, in either case on the closing date of the transaction or the date of implementation or within one year thereafter;
- any acquisition of a business or part of a business that requires the Corporation or any of its subsidiaries to assume unfunded employee benefit obligations in excess of \$50 million; and

- the execution of any contract relating to critical services or activities that poses significant residual risk to the Corporation or any of its subsidiaries as rated by Third Party Risk Management as an “A” or “B” risk and for which the projected cumulative annual cost is in excess of \$50 million.

Subject to the foregoing, for subsidiaries of HNAH, HUSI or HBUS, in addition to any applicable internal controls, any of the approval items set forth in the Delegation of Authority Framework in excess of \$100 million will require the endorsement of the HNAH Board.

### **Composition, Qualification and Term**

The Board should have the appropriate balance of skills, experience, independence and knowledge of the Corporation to enable it to discharge its duties and responsibilities effectively. Consistent with the HSBC Subsidiary Accountability Framework (“SAF”)<sup>9</sup>, appointments to the Board should aim to establish an appropriate balance of skills, expertise, diversity of perspectives and objectivity assessed on merit and against objective criteria and should promote diversity in its widest sense so that the Board collectively benefits from a broad range of perspectives and attributes.

In accordance with the Bylaws of HNAH, the size of the Board shall consist of the number of Directors established by the Board from time to time. In the case of HUSI and HBUS, the number of Directors shall not be less than five nor more than twenty-five.<sup>10</sup> A majority of the Board, and in the case of HBUS, a minimum of two Directors, shall be Independent Non-Executive Directors.<sup>11</sup>

Each Non-Executive Director will be appointed for an initial three-year term. Pursuant to the terms of the SAF, the initial term of appointment will commence from either (i) the date the Non-Executive Director’s appointment takes effect or (ii) the date that shareholder approval was obtained. Upon completion of the initial three-year term, Non-Executive Directors may serve one additional three-year term subject to (i) election by the shareholder, (ii) rigorous review by the

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<sup>9</sup> Derived from SAF Sections 3.3.1 Board Composition and 4.1.3 Diversity

<sup>10</sup> As required by 12 CFR §7.2024 and the Bylaws.

<sup>11</sup> HNAH, HUSI and HBUS follow the requirements of Section 303A.01 of the New York Stock Exchange (NYSE) Listed Company Manual, which requires that a majority of the Board be determined to be independent. As a debt issuer, HUSI is not required to adhere to the NYSE director independence requirements, however following the NYSE director independence requirements is consistent with best practice in US corporate governance and meets regulatory expectations under Heightened Standards:

Heightened Standards requires that at least two members of the board of directors:

1. Should not be an officer or employee of the parent company or covered bank and has not been an officer or employee of the parent company or covered bank during the previous three years;
2. Should not be a member of the immediate family of a person who is, or has been within the last three years, an executive officer of the parent company or covered bank; and
3. Should qualify as an independent director under the listing standards of a national securities exchange, as demonstrated to the satisfaction of the OCC.

Board of whether there are relationships or circumstances that may affect, or could appear to affect, the Non-Executive Director's exercise of independent judgment, and (iii) the Board taking into account the need for progressive refreshing of the Board. Any extension of a Non-Executive Director's tenure beyond two three-year terms will require prior endorsement by HSBC, to be obtained via the Group Company Secretary & Chief Governance Officer<sup>12</sup> and supported by a clear rationale.<sup>13</sup>

Notwithstanding the foregoing, Non-Executive Directors should not serve on the Board beyond nine years from the date of their first appointment to any HSBC company. Any exception should be for a time-limited basis only and is subject to the prior endorsement of HSBC, to be obtained via the Group Company Secretary & Chief Governance Officer.<sup>1415</sup>

Executive Directors will serve one-year terms and will resign from the Board when their employment with HSBC and its subsidiaries ends.<sup>16</sup>

A Non-Executive Director is expected to offer to resign from the Board whenever there is (i) a major change in their career position or status (unless such change in position or status results from normal retirement), (ii) a change in their status as an "Independent Director" or (iii) a conflict of interest arises that could reasonably be expected to lead to reputational risk for the Corporation and/or HSBC as a whole. The Chair, in consultation with the Corporation's CEO and HSBC senior executive management, shall determine whether to present the offer of resignation to the Board for action. If presented, the Board has discretion, after consultation with HSBC management, to either accept or reject such resignation.

### **Director Independence and Conflicts of Interest<sup>17</sup>**

Directors shall not be a director, consultant to or employee of any direct competitor of the Corporation (i.e., a company that has a business segment offering products or seeking customers served by any business segment of the Corporation). To avoid potential conflicts of interest, senior executive officers of the Corporation (i.e., the Chair, CEO, or any direct report to the CEO) may not serve on the board or as a trustee of a company or institution that employs any Non-Executive Director of HSBC or the Corporation (i.e., reciprocal directorship).

In the event a Non-Executive Director becomes aware of any potential or actual direct or indirect conflict of interest or circumstances that could lead to reputational risk for the Corporation and/or the HSBC Group, he/she should disclose the existence of such a conflict or reputational

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<sup>12</sup> The SAF provides that endorsement should be sought from the Head of Business and Subsidiary Governance, however, since the incumbent in that role currently also serves as Corporate Secretary for HNAH, the endorsement should instead be sought from the Group Company Secretary & Chief Governance Officer.

<sup>13</sup> Derived from SAF Section 4.1.9(i) Tenure and the Bylaws.

<sup>14</sup> Derived from SAF Section 4.1.9(i) Tenure and the Bylaws.

<sup>15</sup> The SAF provides that endorsement should be sought from the Head of Business and Subsidiary Governance, however, since the incumbent in that role currently also serves as Corporate Secretary for HNAH, the endorsement should instead be sought from the Group Company Secretary & Chief Governance Officer.

<sup>16</sup> Derived from SAF Section 4.1.9(iii) Tenure and the Bylaws.

<sup>17</sup> Portions derived from SAF, Appendix 6 – Director Conflicts of Interest.



risk, including its nature and extent, to the Chair and the Corporate Secretary as soon as apparent and, if necessary, the matter will be referred to the Board to determine if a conflict or reputational risk requires resignation or any other action. If the potential or actual conflict of interest or reputational risk may arise from a new appointment or a change in an existing appointment, the Non-Executive Director shall not accept the new or changed appointment without the prior agreement of the Chair or, if applicable, the Board. If a Director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the company on which he/she is a Director, he/she must declare the nature and extent of that interest to the Chair and the Corporate Secretary as soon as apparent and, if necessary, the matter will be referred to the Board as soon as practicable and before the Corporation enters into the transaction. If the transaction has already been entered into by the Corporation at the time the Director is appointed, the declaration must be made as soon as the Director becomes aware of the transaction.

If a Director has declared a conflict, directly or indirectly, he or she may not be counted in the quorum for that part of the meeting or vote when any matters relating to that conflict are considered by the Board or one of its committees. In addition, the Corporate Secretary may choose not to distribute relevant Board/committee papers to that Director, as appropriate.

### **Time Commitment<sup>18</sup>**

Non-Executive Directors are expected to be able to devote such time as is necessary to ensure the proper performance of their duties to the Board, with capacity to deal with additional demands during times of stress or heightened activity. Prior to appointment and before taking on any additional commitments that will have a significant impact on the time commitments of the Non-Executive Director, the Non-Executive Director shall advise the Corporate Secretary, who will consult with the Chair. Before accepting an external appointment, the Non-Executive Director should seek approval/authorization from the Chair, or if applicable, the Board as to potential conflict and any adverse impact on their time commitments. In addition, the Nominating and Governance Committee shall consider that information in recommending the slate of directors for election at the next shareholders meeting.

### **Director Standards**

Each Director, while representing the best interests of HSBC and the Corporation, shall:

- promote HSBC's values and business principles and compliance with HSBC standards and policies throughout the Corporation in performing their responsibilities;
- have the ability to spend the necessary time required to function effectively and satisfy the appropriate duty of care as a Director;
- develop and maintain a sound understanding of the strategies, businesses and risks related to the Corporation;
- diligently review all Board materials and provide active, objective and constructive participation with appropriate credible challenge at meetings of the Board and its committees;
- assist in positively and affirmatively representing HSBC to the world;

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<sup>18</sup> Derived from SAF Section 4.1.10 Time Commitment.

- be available to advise and consult on key organizational changes and to counsel on corporate issues;
- develop and maintain a solid understanding of global economic issues and trends that are pertinent to the operations of the Corporation; and
- seek clarification from experts retained by the Corporation (including employees of the Corporation) to better understand legal, compliance, risk, financial and business issues affecting the Corporation.

## **Meetings**

Annually, all Directors shall be provided with a schedule identifying all regularly scheduled Board and Committee meetings for the next succeeding year and as soon as practicable, for the second succeeding year. There will generally be four regularly scheduled meetings of the Board each year. At least once per year, the Non-Executive Directors shall meet in executive session.

Personal attendance of the Directors at Board and Committee meetings is expected. The use of current technology to facilitate attendance should be requested by Directors only in extraordinary situations that prevent a Director from attending a meeting in person.

While meetings are in session, Directors should not access electronic devices concerning matters that are not under discussion at the meeting.

The Corporate Secretary and the Chair, in consultation with the CEO will establish the agenda for each Board meeting. The Chair of a Committee in consultation with the Corporate Secretary and senior management will develop the agenda for each Committee meeting. Directors are encouraged to suggest to the Chair topics for inclusion on future agendas.

If the total number of Directors on the Board is odd, a quorum to transact business at the meeting will be a majority of the Directors. If the total number of Directors is even, a quorum will exist if one-half of the Directors are present. If at any meeting of the Board there is less than a quorum, the majority of those present may adjourn the meeting until a quorum is present. A quorum must be present for any vote taken to be effective. In the event a Director has a conflict of interest, that Director must recuse him or herself from discussing or voting on any matter related to such conflict.

At each Board and Committee meeting, the Directors will be provided the opportunity to question, respond to and advise management on all matters presented as well as other topics of relevance to the Corporation.

Information with respect to any Board or Committee meeting should be sent to Directors at least five days in advance of the meeting, if practicable. Materials relating to any matter in which a Director has a personal interest will be withheld from that Director. Financial statements included in this information should be condensed with commentary focused on important issues, trends or variances, noting the perceived reasons therefor and the opportunities or risks, if any, which may result.

Minutes of all Board and Committee meetings shall be sent to all Directors unless it is legally required that such minutes be kept confidential or such minutes relate to a matter in which a Director has a personal interest.

## **Committees**

The Committee structure of the Board shall be reviewed annually. It is anticipated that the Board will have Audit, Risk, and Chair's Committees. Additionally, the HNAH Board will also have a Nominating and Governance Committee. The Board may also appoint other ad hoc Committees for limited purposes and duration as it deems appropriate. The Corporate Secretary and the Chair, in consultation with the CEO, shall make recommendations to the Board regarding membership on the Committees. The Board will appoint and remove all Committee members and the Chair of each Committee.

Each standing Committee of the Board shall adopt and approve a charter. Each such charter, and any amendments thereto, must be approved by the Board. At least annually, each Committee will review the appropriateness of its charter and evaluate and report on the satisfaction of its responsibilities to the Board.

The Chair of each Committee, in consultation with Committee members and senior management of the Corporation will determine the frequency and length of the meetings of the Committee.

Unless otherwise stated in a Committee charter, a quorum and the vote required at any Committee meeting shall be determined in the same manner as a quorum for a meeting of the Board as set forth above under the heading "Meetings."

### **Director Compensation<sup>19</sup>**

Non-Executive Director compensation will be in the form of cash compensation. The amount of compensation to be paid to Non-Executive Directors will be determined by the Board in consultation with HSBC senior executive management and shall be in accordance with the Subsidiary Non-executive Director Fee Framework approved by the Remuneration Committee of the Board of Directors of HSBC ("REMCO"), or as specifically approved by the REMCO.

### **Access to Senior Management and Independent Advisors**

Directors shall have free and full access to senior management and other employees of the Corporation. The CEO or Corporate Secretary may assist in arranging any contacts or meetings at a Director's request.

The Board and its Committees shall have the right at any time to retain independent outside financial, legal or other advisors and any expenses related thereto will be the responsibility of the Corporation.

### **Director Orientation and Continuing Education<sup>20</sup>**

All Non-Executive Directors are required to attend an orientation program. Non-Executive Director orientation may include written materials and presentations by senior management on matters including, but not limited to, HSBC's businesses and functions, strategic plans, significant financial, accounting and risk management issues, compliance programs, risk framework, management structure, executive officers and internal and independent auditors.

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<sup>19</sup> Derived from SAF Section 4.1.11 Fees and Expenses and Subsidiary NED Fee Framework

<sup>20</sup> Portions derived from SAF Sections 3.1.3 and 3.1.4

Directors shall also be provided with the Corporation's Memorandum for Directors, which, in addition to other matters, covers their responsibilities under UK and US law, as applicable.

All Directors shall be required to attend continuing education and training programs. Education and training programs shall be provided or arranged by the Corporation and may include: (i) the Corporation's products, services, lines of business and risks that have a significant impact on the Corporation; (ii) laws, regulations and supervisory requirements applicable to the Corporation; and (iii) other topics identified by the Board as pertinent to effective oversight.<sup>21</sup> Directors may request reimbursement of attendance fees and travel related expenses for attendance at training sessions provided by third parties, upon approval of the Board Chair to attend a training session.

Directors are expected to regularly review their professional and educational development needs and to continually update their skills and knowledge of the roles of Directors, the Corporation and its products and target markets.

### **Annual Evaluation<sup>22</sup>**

Annually, the Board shall undertake a formal and rigorous evaluation of its own performance and that of its Committees. The evaluation should consider how the Board works together as a unit and other factors relevant to its effectiveness including, but not limited to, the balance of skills, experience, independence, diversity of perspectives in the widest sense, and knowledge of the Corporation and its businesses. The HBUS Board annual evaluation shall also include an evaluation of that Board's effectiveness in meeting the Office of the Comptroller of the Currency's Guidelines Establishing Heightened Standards for Certain Large Insured National Banks.<sup>23</sup> The Chair of the HNAH Nominating and Governance Committee and the Chair, in consultation with the Corporate Secretary and the CEO, shall determine the process to be followed in connection with the evaluation.

If appropriate, the Chair shall also review and provide feedback to each Director regarding his/her effectiveness on the Board. The Corporate Secretary will assist the Chair in discharging this responsibility, including through providing information on the Director's attendance at meetings and continuing education opportunities, and a third party may also be engaged to assist with the evaluation process. Each Non-Executive Director may also provide feedback to the Chair concerning their performance as a part of the annual evaluation process of the Board.

**[JULY 2025]**

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<sup>21</sup> Required pursuant to Heightened Standards.

<sup>22</sup> Portions derived from SAF Section 3.3.4 and Appendix 2 – Board and Committee Proceedings, Section 3 Performance Reviews.

<sup>23</sup> Required pursuant to Heightened Standards.

**INDEPENDENT DIRECTOR STANDARDS<sup>24</sup>**

The Board shall consider all relevant facts and circumstances in assessing the independence of Directors. As a foundation for such determinations, the Board will consider:

- if the Director or any immediate family member has personal loans from the Corporation, other than mortgage loans, credit cards and charge cards made in the ordinary course of business on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated persons;
- if the Director is, or has been, an employee of the Corporation or any of its affiliates, or any immediate family member is, or has been, an executive officer of the Corporation or any of its affiliates, in each case, within the last five years;
- if the Director, or any immediate family member, has received during any 12 month period within the last three years, more than \$120,000 in direct compensation from the Corporation or any of its affiliates or is a member of any performance related compensation plan, any HSBC pension plan or is otherwise financially dependent on any HSBC company (other than for service on the Board of Directors of one or more HSBC subsidiaries or deferred compensation for prior service or benefits under a tax-qualified retirement plan);
- (i) if the Director, is a current partner or employee of a firm that is an internal or external auditor of the Corporation;
- (ii) if the Director has an immediate family member who is a current partner of such a firm;
- (iii) if the Director has an immediate family member who is a current employee of such a firm and personally works on the Corporation's audit; or
- (iv) if the Director, or any immediate family member, was within the last three years, a partner or employee of such a firm and personally worked on the Corporation's audit during such time;
- if the Director, or any immediate family member, is an employee, partner, significant shareholder, director or executive officer of any significant vendor or customer of the Corporation or any of its affiliates, or a pension, profit sharing or employee benefit plan sponsored by the Corporation or any of its affiliates that makes payments to, or receives payments from the Corporation or any of its affiliates in an amount that in any of the last three fiscal years exceeded the greater of \$1 million, or 2% of such entity's consolidated gross revenues for the same fiscal year;
- if the Director, or any immediate family member, is an executive officer, director or trustee of a charitable organization to which the Corporation or any of its affiliates made contributions that, exceeded the greater of \$1 million, or 2% of the charitable organization's consolidated gross revenues in a single fiscal year within the past three years;

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<sup>24</sup> Based upon the independence standards set forth in Section 303A.02(b) of the New York Stock Exchange Listed Company Manual and SAF Section 4.1.5 Determination of Independence and Appendix 5 – Group Determination of Non-Executive Director's Independence

- if the Director, or any immediate family member, has an interest in any significant transactions or business relationships with the Corporation or its affiliates that are required to be disclosed by the rules and regulations of the Securities and Exchange Commission;
- if the Director, or any immediate family member, represents a significant external shareholder other than HSBC;
- if the Director holds cross-directorships or has significant links with other directors of the Corporation through involvement with other companies or entities;
- if the Director, or an immediate family member, is, or has been within the last three years, employed as an executive officer of another company where any of the Corporation's present executive officers at the same time serves or served on that company's compensation committee; and
- if the Director has close family ties with any advisers, directors or senior employees of the Corporation or any of its affiliates.

*“Immediate family members”* are the Director’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares the Director’s home.