

**HSBC USA INC.
HSBC BANK USA, N.A.**

**CHARTER OF THE
CHAIRMAN'S COMMITTEE**

I. Committee Purpose

The Chairman's Committee (the "Committee") is appointed by the Boards of Directors of HSBC USA Inc. (the "Corporation") and HSBC Bank USA, N.A. (the "Bank") (collectively the "Board") to support the efficiency of the Board in handling matters (1) which, in the opinion of the Chairman of the Board, should not be postponed until the next scheduled meeting of the Board, and (2) as the Board may delegate to the Committee from time to time.

II. Committee Composition, Meetings and Quorum

Except as otherwise provided by the Board of Directors, the members of the Committee shall be the Chairman of the Board, the Chief Executive Officer, any Chief Executive Officer Designate, and the chairmen of each of the Audit, Risk, and Compliance and Conduct Committees of the Board. The Chairman of the Risk Committee shall also act as the Chairman of the Committee. Upon appointment as Chief Executive Officer, election as the Chairman of the Board or the chairperson of the foregoing Committees, such individual shall automatically become a member of the Chairman's Committee (and Committee Chairman in the case of the Chairman of the Risk Committee) and shall serve until such person no longer holds a chairman position qualifying for membership on the Committee, or the person otherwise is no longer the Chief Executive Officer or a Director. The Board of Directors may from time to time appoint additional members to the Committee that it has determined to be independent.

The Committee shall meet with such frequency as the Committee Chairman considers appropriate and may act by unanimous written consent. The Committee will be supported by the Committee Secretary (who shall be the Corporate Secretary or his/her nominee). The Committee Secretary shall produce materials and minutes of all meetings as are appropriate and distribute them to all Committee members. The Committee shall make regular reports to the Board on all its activities since its last report. The Committee shall also provide information believed to be pertinent to the performance of responsibilities of other committees of the Board to those committees as appropriate.

The Committee may invite any director, executive or other person to attend any meeting of the Committee as it may from time to time consider desirable to assist the Committee in satisfying its responsibilities.

So long as the Chairman of the Board is also the Chief Executive Officer, the quorum for meetings shall be three members of the Committee, including the Committee Chairman.

No action may be taken unless a majority of those voting are independent, non-executive Directors. If the Committee Chairman is unable to attend due to exceptional circumstances, another non-executive Committee member may be designated by the Committee Chairman to chair the meeting and the quorum requirement for Chairman attendance will be satisfied.

If the Chairman of the Board is not also the Chief Executive Officer, the quorum for meetings shall be four members of the Committee, including the Chairman of the Board and the Chief Executive Officer or Chief Executive Officer Designate, and two of the non-executive members of the Committee. All Directors of the Corporation shall be advised of each Chairman's Committee meeting and invited to attend and participate. However, the Committee may act on behalf of the Board as set forth under Article III below.

III. Committee Authority and Responsibilities

- 1) During the interval between meetings of the Board of Directors, the Committee shall have and may exercise the powers of the Board of Directors to act upon any matters which, in the opinion of the Chairman of the Board, should not be postponed until the next previously scheduled meeting of the Board of Directors. However, the Committee shall not have the power or authority of the Board of Directors to: (1) approve or adopt, or recommend to the shareowners, any action or matter expressly required by the Delaware General Corporation Law to be submitted to shareowners for approval, (2) adopt, amend or repeal any By-Law of the Corporation, (3) take any action prohibited in the Corporation's Certificate of Incorporation, or Bylaws, or (4) take action with respect to the appointment of Senior Executive Officers, the Annual Operating Plan, Risk Appetite Statement or Risk Appetite Limits. The Board may authorize the Committee to provide final approval on matters previously reviewed by the Board.
- 2) To undertake on behalf of the Chairman of the Corporation or the Board such other related tasks as the Chairman of the Corporation or the Board may from time to time entrust to it.
- 3) To review and assess the adequacy of the Committee's charter at least annually and recommend any proposed changes to the Board for approval; and to make recommendations to the Board concerning the scope of authority and responsibilities of the Committee.
- 4) In its discretion, to retain special counsel, advisors, or other consultants and to consider from time to time any other matters which the Committee believes are required of it in keeping with its responsibilities. In its discretion, the Committee may obtain such professional external advice as it shall deem appropriate to take account of relevant experience outside the Corporation and challenge its analysis and assessment. The Committee shall evaluate the

independence of any compensation consultant, legal counsel or adviser during the selection process. Any such appointment shall be made through the Corporate Secretary, who shall be responsible, on behalf of the Committee, for the contractual arrangements and payment of fees by the Corporation.

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