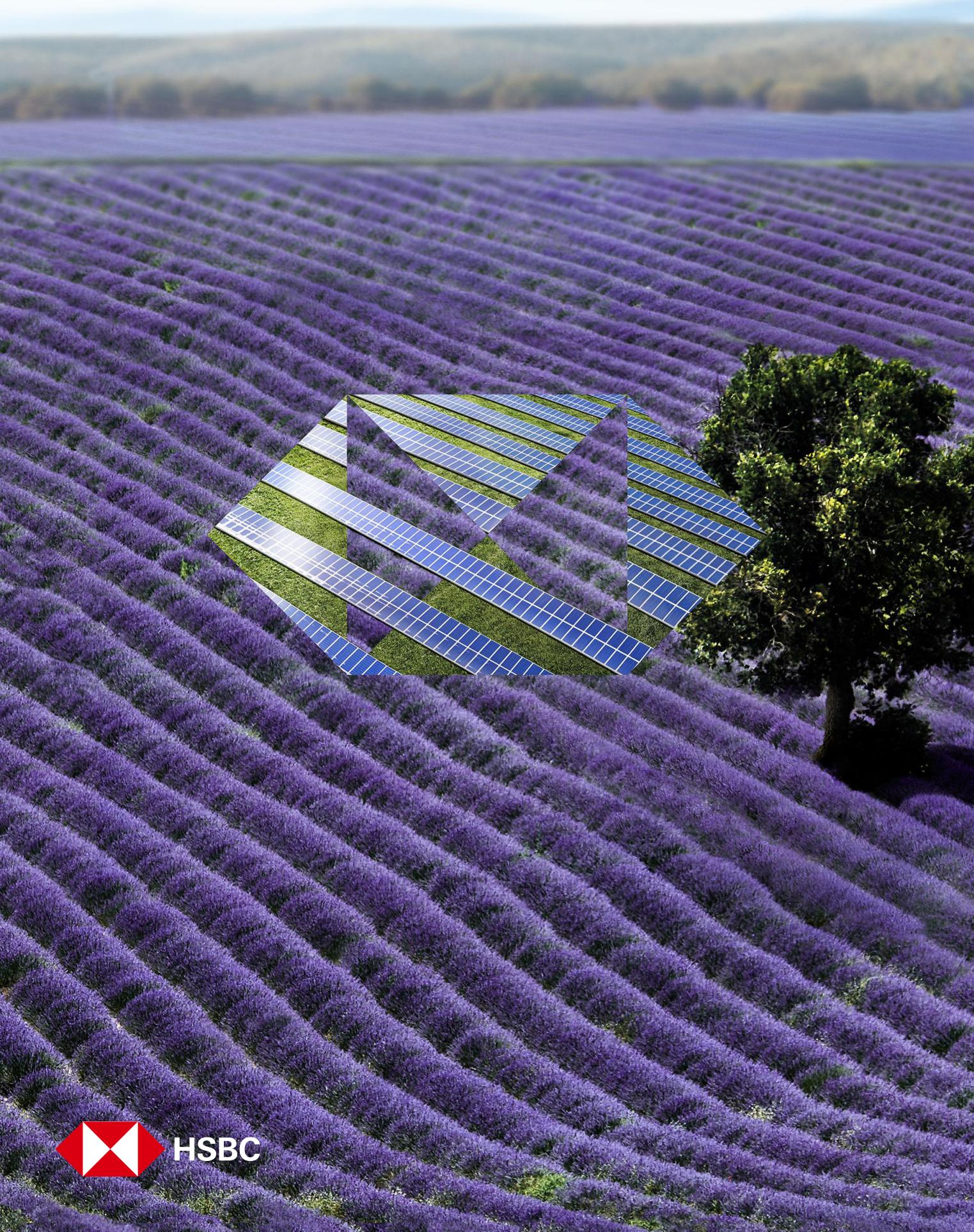


The HongKong and Shanghai Banking Corporation Limited Mauritius Branch



Statement of Accountabilities

The operating Committee ("OpCo") supports the Chief Executive Officer & Head of Banking ("CEO") of The Hongkong and Shanghai Banking Corporation Limited Mauritius Branch ("PTL") & HSBC Bank (Mauritius) Limited ("HBMU") in the day-to-day management of the HSBC banking entities in Mauritius. The OpCo also supports the CEO in the exercise of his / her individual responsibilities to the Branch (PTL) and Subsidiary (HBMU).

The overarching duty of OpCO is to support the individual accountabilities of the CEO including his/her responsibilities to PTL and HBMU. Decision-making authority in relation to all matters considered remains with the CEO, except where decision-making authority is the responsibility of another member of the OpCo, in line with their individual roles and responsibilities

The main Roles and Responsibilities of OpCo are:

- Oversee strategic, financial and operational performance;

Review performance of market share by segment/product, assessment of customer feedback (through Net Promoter Scores, complaint numbers, customer engagement etc) and key business won/lost;

- Review initiatives and projects of the bank.
- Oversee the sustainability related strategies, including strategic changes to policy and ongoing execution against targets;
- Lead the tone from the top on organisational culture and behaviours;
- Review and recommend the People strategy, and underlying components such as Talent Development strategies, Organisational Design, Succession Planning, Employee Listening, Inclusion strategies and policies, Performance policies and Reward strategies; as well as review of attrition levels; 1
- Oversee the internal and external communications, and brand and marketing strategies;
- Where PTL and/or HBMU are experiencing a financial stress event, the Committee will be the primary executive forum to support the CEO in determining appropriate recovery strategies.

Statement of Accountabilities

The Accountabilities of the OpCo members, including knowledge, skills and expertise:

- Each OpCO member should be familiar with terms of reference of the committees on which he/she serves, the Company's policies, and other key documents that are part of the framework of the Company's
- corporate governance system
 - Each OpCO member will be well informed on the major affairs and operations of the Company and the economic and political environment in which the Company operates; with a particular emphasis on those elements that fall within the mandate of any committee of which he/she is a member
- Members of the MAR OpCo are individually responsible for ensuring that matters under the scope of their responsibility which fall within the OpCo Terms of Reference or any other matters of which the OpCo (or CEO) might reasonably expect to be made aware, are escalated on a timely basis.

The CEO will also consider if any issues addressed by the OpCo should be notified or escalated to the HBMU Board or its Committees; to the Head of Banking, International Market Asia; and the Hong Kong, Asia and Middle East Operating Committee; as appropriate .

Personal Qualities

- Each OpCo member will foster and promote the integrity of the Committee and a culture where the Committee works collectively for the long-term benefit of the Company and its shareholder(s) • OpCO members are selected for their integrity and character, sound and independent judgment, breadth of experience, insight and knowledge and business acumen. OpCO members are expected to bring these personal qualities to their role, and apply sound business judgment to help the CEO to make informed decisions and provide thoughtful and insightful counsel to senior management .

Integrity

OpCo members are expected to possess and demonstrate the highest personal and professional integrity at all times, to adhere, in letter and spirit, to the standards of the HSBC's Code of Conduct

Statement of Accountabilities

Compliance with Company Policies

- The HSBC maintains written policies that address a number of subjects. It is each OpCo member's individual accountability to ensure their adherence to these matters in both letter and spirit Participation in Committee Meetings
- OpCo members are expected to demonstrate their commitment to the Committee through preparation for and participation in committee meetings 3
- OpCO meeting dates will be established sufficiently in advance to minimize conflict with other commitments with OpCO members' schedules. Accordingly, OpCO members are expected to make every reasonable effort to attend all committee meetings
- The OpCO materials are provided to the members in advance of all meetings. members are expected to (a) have reviewed these materials prior to attending, and (b) be prepared to engage in meaningful discussion and provide considered, constructive and thoughtful feedback and commentary at meetings, expressing opinions and asking such questions to enable the Committee to exercise its sound and prudent judgment in its decision making.

Chairperson – CEO and Head of Banking

The accountabilities of the OpCo Chairperson include the following:

- Provides leadership to the OpCo members
- Ensures that the OpCO is effective in its duties of setting out and implementing the strategy
- Ensures that the OpCo is properly structured with appropriate terms of reference
- Presides over and conducts meetings effectively
- Ensures that the OpCo members receive accurate, timely and clear information
- Ensures that the development needs of the OpCo members are identified and that appropriate training is provided to continuously update their skills and knowledge
- Oversees the succession planning process with the Head of People