

BOARD NOMINATION COMMITTEE

TERMS OF REFERENCE

APPOINTED BY:	The Board of Standard Chartered PLC
MEMBERS:	The Chairman of the Board and not less than two Non-Executive Directors
QUORUM:	Two
MEETINGS:	Not less than twice a year and at such other times as the Chairman of the Committee shall require
CHAIRMAN:	The Chairman of the Board
SECRETARY:	Group Company Secretary or his nominee
EXTERNAL ADVICE:	The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference
ATTENDEES:	Group Chief Executive, Group Head of Human Resources and guests by invitation

The Committee shall:

1. regularly review the structure, size and composition (including the skills, knowledge, experience and compliance with corporate governance best practice) of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
2. evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, 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 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 to the Board;
5. 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;
6. 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;

7. make recommendations to the Board on the re-appointment of any non-executive director at the conclusion of his specified term of office;
8. in relation to actual or potential conflicts of interest of directors make recommendations to the Board on;
 - a) the authorisation of directors' conflicts of interest;
 - b) any terms to be imposed in relation to the authorisation of a director's conflict of interest;
 - c) the annual renewal of directors' conflicts of interest authorised by the Board; and
 - d) the statement on the Company's procedures for the authorisation of conflicts of interest to be included in the Annual Report;
9. review its terms of reference annually and propose to the Board any changes that it considers appropriate;
10. make a statement in the annual report about its activities, membership of the Committee, number of Committee meetings and attendance over the course of the year; and
11. request the Chairman of the Committee or his nominee to report to the Board on its proceedings after each Committee meeting.

Approved by the Board: 16 September 2008