



28 May 2021

**HSBC Holdings plc**  
**Poll results of 2021 Annual General Meeting**  
**and**  
**Changes to Board and Committee Composition**

**1. Poll Results**

Following its Annual General Meeting (“AGM”) held today, HSBC Holdings plc (the “Company”) announces the results of the poll vote for each of the resolutions set out in the Notice of AGM.

Resolutions 1 to 7, 10 and 12 were passed as ordinary resolutions and resolutions 8, 9, 11 and 13 to 15 were passed as special resolutions.

In line with the Board’s recommendation, resolution 16 was not passed.

The following table shows the votes cast on each resolution:

|   | VOTES FOR     | % OF VOTES CAST | VOTES AGAINST | % OF VOTES CAST | VOTES TOTAL   | % OF ISC VOTED* | VOTES WITHHELD |
|---|---------------|-----------------|---------------|-----------------|---------------|-----------------|----------------|
| 1. To receive the Annual Report and Accounts 2020               | 8,975,639,562 | 98.47           | 139,733,519   | 1.53            | 9,115,373,081 | 44.63%          | 42,542,124     |
| 2. To approve the Directors’ Remuneration Report                | 8,898,898,415 | 97.30           | 246,557,676   | 2.70            | 9,145,456,091 | 44.77%          | 12,404,292     |
| 3.(a) To elect James Forese as a Director                       | 9,001,158,881 | 98.39           | 146,846,467   | 1.61            | 9,148,005,348 | 44.79%          | 8,063,224      |
| 3.(b) To elect Steven Guggenheimer as a Director                | 9,001,270,911 | 98.39           | 146,863,813   | 1.61            | 9,148,134,724 | 44.79%          | 7,936,528      |
| 3.(c) To elect Eileen Murray as a Director                      | 9,074,179,751 | 99.19           | 74,549,741    | 0.81            | 9,148,729,492 | 44.79%          | 7,340,086      |
| 3.(d) To re-elect Irene Lee as a Director                       | 8,806,744,612 | 96.25           | 342,711,481   | 3.75            | 9,149,456,093 | 44.79%          | 6,615,719      |
| 3.(e) To re-elect Dr José Antonio Meade Kuribreña as a Director | 8,997,888,508 | 98.35           | 150,828,671   | 1.65            | 9,148,717,179 | 44.79%          | 7,352,383      |
| 3.(f) To re-elect David Nish as a Director                      | 8,887,215,064 | 97.14           | 261,827,764   | 2.86            | 9,149,042,828 | 44.79%          | 7,026,734      |
| 3.(g) To re-elect Noel Quinn as a Director                      | 9,115,892,860 | 99.63           | 33,640,396    | 0.37            | 9,149,533,256 | 44.79%          | 6,535,389      |
| 3.(h) To re-elect Ewen Stevenson as a Director                  | 9,107,594,754 | 99.55           | 41,255,334    | 0.45            | 9,148,850,088 | 44.79%          | 7,218,759      |

**HSBC Holdings plc**

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*Incorporated in England with limited liability. Registered in England: number 617987*

|   | VOTES FOR     | % OF VOTES CAST | VOTES AGAINST | % OF VOTES CAST | VOTES TOTAL   | % OF ISC VOTED* | VOTES WITHHELD |
|---|---------------|-----------------|---------------|-----------------|---------------|-----------------|----------------|
| 3.(i) To re-elect Jackson Tai as a Director   | 8,971,052,787 | 98.06           | 177,893,333   | 1.94            | 9,148,946,120 | 44.79%          | 7,117,053      |
| 3.(j) To re-elect Mark E Tucker as a Director   | 8,755,791,196 | 95.70           | 393,741,046   | 4.30            | 9,149,532,242 | 44.79%          | 6,537,004      |
| 3.(k) To re-elect Pauline van der Meer Mohr as a Director   | 8,985,364,554 | 98.31           | 154,426,855   | 1.69            | 9,139,791,409 | 44.75%          | 16,280,316     |
| 4. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company   | 9,039,485,981 | 98.78           | 111,997,771   | 1.22            | 9,151,483,752 | 44.80%          | 6,362,355      |
| 5. To authorise the Group Audit Committee to determine the remuneration of the Auditor                                  | 9,118,334,348 | 99.68           | 29,087,713    | 0.32            | 9,147,422,061 | 44.78%          | 10,392,073     |
| 6. To authorise the Company to make political donations   | 8,827,558,809 | 97.32           | 242,722,442   | 2.68            | 9,070,281,251 | 44.41%          | 87,469,065     |
| 7. To authorise the Directors to allot shares   | 8,736,425,791 | 95.47           | 414,575,997   | 4.53            | 9,151,001,788 | 44.80%          | 6,857,093      |
| 8. To disapply pre-emption rights (special resolution)  | 9,005,142,084 | 98.44           | 142,482,468   | 1.56            | 9,147,624,552 | 44.78%          | 10,217,030     |
| 9. To further disapply pre-emption rights for acquisitions (special resolution)   | 8,760,225,065 | 95.76           | 387,859,876   | 4.24            | 9,148,084,941 | 44.79%          | 9,768,042      |
| 10. To authorise the Directors to allot any repurchased shares  | 8,968,181,589 | 98.03           | 180,399,679   | 1.97            | 9,148,581,268 | 44.79%          | 9,281,435      |
| 11. To authorise the Company to purchase its own ordinary shares (special resolution)                                   | 9,008,975,373 | 98.90           | 99,910,779    | 1.10            | 9,108,886,152 | 44.59%          | 48,970,855     |
| 12. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities              | 8,916,564,970 | 97.45           | 232,944,859   | 2.55            | 9,149,509,829 | 44.79%          | 8,347,135      |
| 13. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities (special resolution)   | 8,850,179,018 | 96.75           | 297,690,677   | 3.25            | 9,147,869,695 | 44.79%          | 9,986,035      |
| 14. To call general meetings (other than an AGM) on 14 clear days' notice (special resolution)                          | 8,486,756,732 | 92.74           | 664,797,296   | 7.26            | 9,151,554,028 | 44.80%          | 6,308,163      |
| 15. Climate change resolution (special resolution)  | 9,090,908,610 | 99.71           | 26,823,124    | 0.29            | 9,117,731,734 | 44.64%          | 40,097,856     |
| 16. Shareholder requisitioned resolution regarding the Midland Bank defined benefit pension scheme (special resolution) | 409,529,723   | 4.53            | 8,623,769,555 | 95.47           | 9,033,299,278 | 44.22%          | 124,553,703    |

\* based on total issued share capital (the "ISC") (excluding 325,273,407 ordinary shares held in treasury) as at 12.01am (London time) on Thursday 27 May 2021.

## 2. Board & Committee Changes

Laura Cha, Henri de Castries and Heidi Miller retired from the Board at the conclusion of the AGM. For the purposes of section 430(2B) of the Companies Act 2006, they will each receive their pro-rata entitlement to non-executive director fees for the month of May 2021 and are not entitled to any payments for loss of office.

The following changes to the Committee structure took effect from the conclusion of the AGM:

- Laura Cha, Henri de Castries and Heidi Miller stepped down from the Committees of which they were members following their retirement from the Board;
- Eileen Murray stepped down as a member of the Group Audit Committee;
- Pauline van der Meer Mohr stepped down as a member of the Group Risk Committee;
- Irene Lee stepped down as a member of the Group Remuneration Committee; and
- Dr José Antonio Meade Kuribreña was appointed as an additional member of the Group Remuneration Committee.

Accordingly, at the conclusion of the 2021 AGM, the composition of the principal Board committees will be as follows:

| Group Audit Committee     | Group Risk Committee <sup>1</sup> | Group Remuneration Committee <sup>1,2</sup> | Nomination & Corporate Governance Committee <sup>1</sup> |
|---------------------------|-----------------------------------|---|--|
| David Nish<br>(Chair)     | Jackson Tai<br>(Chair)            | Pauline van der Meer Mohr (Chair)           | Mark Tucker<br>(Chair)                                   |
| James Forese              | Steven Guggenheimer               | James Forese                                | James Forese   |
| Jackson Tai               | Dr José Antonio Meade Kuribreña   | Dr José Antonio Meade Kuribreña             | Steven Guggenheimer                                      |
| Pauline van der Meer Mohr | Eileen Murray                     |   | Irene Lee  |
|                           | David Nish                        |   | Dr José Antonio Meade Kuribreña                          |
|                           |                                   |   | Eileen Murray  |
|                           |                                   |   | David Nish   |
|                           |                                   |   | Jackson Tai  |
|                           |                                   |   | Pauline van der Meer Mohr                                |

<sup>1</sup> The Company announced earlier in the year that Dame Carolyn Fairbairn and Rachel Duan will be joining the Board on 1 September 2021. They will both become members of the Group Remuneration Committee and Nomination & Corporate Governance Committee. Dame Carolyn Fairbairn will also become a member of the Group Risk Committee.

<sup>2</sup> David Nish stepped down from the Group Remuneration Committee on 23 February 2021.

### 3. Other

- Computershare Investor Services PLC, the Company's Share Registrar, acted as scrutineer of the poll on all resolutions.
- Copies of the resolutions passed at the AGM (other than resolutions concerning ordinary business) have been submitted to the UK Listing Authority, and will shortly be available for inspection at the UK Listing Authority's National Storage Mechanism which is located at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.
- As at 12.01am (London time) on Thursday 27 May 2021, the total number of issued ordinary shares of US\$0.50 each entitling the holders to attend and vote on all the resolutions at the AGM was 20,426,038,216, which excludes 325,273,407 ordinary shares held in treasury. A 'vote withheld' is not a vote in law and is therefore not counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
- In accordance with Rule 13.40 of the Hong Kong Listing Rules there were no shares entitling the holder to attend and abstain from voting in favour of any of the resolutions. No shareholder was required under the Hong Kong Listing Rules to abstain from voting.

As at the time of this announcement, the following are Directors of the Company: Mark Tucker\*, Noel Quinn, James Anthony Forese†, Steven Guggenheimer†, Irene Lee†, José Antonio Meade Kuribreña†, Eileen K Murray†, David Nish†, Ewen Stevenson, Jackson Tai† and Pauline van der Meer Mohr†.

\* Non-executive Group Chairman

† Independent non-executive Director

For and on behalf of  
**HSBC Holdings plc**

Aileen Taylor  
Group Company Secretary and Chief Governance Officer