

HSBC Holdings plc

Poll results of 2014 Annual General Meeting and Retirement of two Directors

23 May 2014

HSBC Holdings plc (the "Company") announces that at its Annual General Meeting ("AGM") held on 23 May 2014, all resolutions as set out in the Notice of AGM were passed on a poll.

Resolutions 1 to 3, 5 to 8 and 10 to 12 were passed as ordinary resolutions and resolutions 9, 13 and 14 were passed as special resolutions. Resolution 4 was passed as a resolution requiring the approval of at least 66% of the voting rights represented in the vote.

The following table shows the votes cast on each resolution:

Resolution	Total Votes For (%)	Total Votes Against (%)	Votes Total (% of Issued Share Capital)	Votes Withheld
1. To receive the Annual Report and Accounts 2013	9,757,667,883 (98.77)	121,991,215 (1.23)	9,879,659,098 (51.81)	67,631,467
2. To approve the Directors' remuneration policy	7,762,051,505 (79.35)	2,019,902,686 (20.65)	9,781,954,191 (51.29)	167,509,544
3. To approve the Directors' Remuneration Report	8,180,579,271 (83.95)	1,563,541,883 (16.05)	9,744,121,154 (51.10)	205,528,859
4. To approve the variable pay cap	9,722,737,304	197,867,631	9,920,604,935	29,824,365

	(98.01)	(1.99)	(52.06)	
5. (a) To elect Kathleen Casey as a Director	9,919,351,912 (99.90)	9,703,995 (0.10)	9,929,055,907 (52.07)	22,579,886
(b) To elect Sir Jonathan Evans as a Director	9,919,562,434 (99.90)	9,445,023 (0.10)	9,929,007,457 (52.07)	22,647,584
(c) To elect Marc Moses as a Director	9,903,345,079 (99.76)	24,023,003 (0.24)	9,927,368,082 (52.06)	22,605,039
(d) To elect Jonathan Symonds as a Director	9,909,069,564 (99.80)	19,845,278 (0.20)	9,928,914,842 (52.07)	22,747,741
(e) To re-elect Safra Catz as a Director	9,907,586,080 (99.79)	21,027,161 (0.21)	9,928,613,241 (52.06)	22,549,669
(f) To re-elect Laura Cha as a Director	9,780,982,617 (99.65)	34,767,318 (0.35)	9,815,749,935 (51.47)	134,402,361
(g) To re-elect Marvin Cheung as a Director	9,896,844,476 (99.68)	32,093,388 (0.32)	9,928,937,864 (52.07)	22,444,096
(h) To re-elect Joachim Faber as a Director	9,777,856,091	41,751,739	9,819,607,830	130,404,838

	(99.57)	(0.43)	(51.49)	
(i) To re-elect Rona Fairhead as a Director	9,850,526,539 (99.23)	75,986,608 (0.77)	9,926,513,147 (52.05)	23,410,104
(j) To re-elect Renato Fassbind as a Director	8,877,803,961 (89.45)	1,047,345,520 (10.55)	9,925,149,481 (52.05)	26,491,483
(k) To re-elect Douglas Flint as a Director	9,648,640,713 (97.44)	253,257,525 (2.56)	9,901,898,238 (51.92)	49,764,237
(l) To re-elect Stuart Gulliver as a Director	9,901,917,449 (99.73)	27,013,216 (0.27)	9,928,930,665 (52.07)	22,318,409
(m) To re-elect Sam Laidlaw as a Director	9,905,841,880 (99.76)	23,398,827 (0.24)	9,929,240,707 (52.07)	22,425,383
(n) To re-elect John Lipsky as a Director	9,916,726,269 (99.88)	11,952,583 (0.12)	9,928,678,852 (52.06)	22,478,974
(o) To re-elect Rachel Lomax as a Director	9,907,427,658 (99.78)	21,476,877 (0.22)	9,928,904,535 (52.07)	22,307,009
(p) To re-elect Iain Mackay as a Director	9,896,296,230	32,591,433	9,928,887,663	22,328,752

	(99.67)	(0.33)	(52.06)	
(q) To re-elect Sir Simon Robertson as a Director	8,879,523,428 (89.43)	1,049,218,853 (10.57)	9,928,742,281 (52.06)	22,459,665
6. To reappoint KPMG Audit Plc as auditor to the Company	9,858,281,428 (99.29)	70,691,207 (0.71)	9,928,972,635 (52.07)	22,181,297
7. To authorise the Group Audit Committee to determine the auditor's remuneration	9,899,311,128 (99.70)	30,047,667 (0.30)	9,929,358,795 (52.07)	22,178,082
8. To authorise the Directors to allot shares	8,960,671,117 (90.89)	898,368,702 (9.11)	9,859,039,819 (51.70)	92,477,179
9. To disapply pre-emption rights	9,782,952,816 (98.97)	101,914,263 (1.03)	9,884,867,079 (51.83)	66,129,918
10. To authorise the Directors to allot repurchased shares	9,397,626,368 (95.18)	475,964,720 (4.82)	9,873,591,088 (51.77)	77,459,228
11. To authorise the Company to purchase its own ordinary shares	9,785,002,326 (99.58)	41,076,933 (0.42)	9,826,079,259 (51.53)	123,932,000
12. To authorise the Directors to allot equity securities in relation to Contingent	9,558,599,010	246,293,361	9,804,892,371	142,376,638

Convertible Securities	(97.49)	(2.51)	(51.41)	
13. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities	8,915,406,730 (89.85)	1,007,452,174 (10.15)	9,922,858,904 (52.03)	25,542,467
14. To approve general meetings (other than annual general meetings) being called on a minimum of 14 clear days' notice	8,798,744,951 (88.64)	1,127,707,377 (11.36)	9,926,452,328 (52.05)	23,437,179

A 'vote withheld' is not a vote in law and has not been counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.