



HSBC Holdings plc Notice of the 2018 Annual General Meeting

Notice is hereby given that the 2018 Annual General Meeting of HSBC Holdings plc will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, London SW1P 3EE, United Kingdom at 11.00am on Friday, 20 April 2018 to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 7, 10, 12 and 14 will be proposed as ordinary resolutions. Resolutions 8, 9, 11, 13, 15 and 16 will be proposed as special resolutions.

1. Annual Report & Accounts*

To receive the Annual Accounts and Report of the Directors and of the Auditor for the year ended 31 December 2017.

2. Directors' Remuneration Report*

To approve the Directors' Remuneration Report set out on pages 141 to 164 of the Annual Report & Accounts for the year ended 31 December 2017, excluding the Directors' Remuneration Policy set out on pages 143 to 144.

3. Election and re-election of Directors*

To elect by separate resolutions each of:

- (a) Mark Tucker; and
- (b) John Flint;

To re-elect by separate resolutions each of:

- (c) Kathleen Casey;
- (d) Laura Cha;
- (e) Henri de Castries;
- (f) Lord Evans of Weardale;
- (g) Irene Lee;
- (h) Iain Mackay;
- (i) Heidi Miller;
- (j) Marc Moses;
- (k) David Nish;
- (l) Jonathan Symonds;
- (m) Jackson Tai; and
- (n) Pauline van der Meer Mohr.

4. Re-appointment of Auditor*

To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company.

5. Remuneration of Auditor*

To authorise the Group Audit Committee to determine the remuneration of the Auditor.

6. Political Donations*

THAT in accordance with sections 366 and 367 of the UK Companies Act 2006 (the "Act") the Company, and any company which is a subsidiary of the Company at any time during the period for which this resolution has effect, be authorised to:

- (a) make political donations to political parties and/or independent election candidates;
- (b) make political donations to political organisations other than political parties; and
- (c) incur political expenditure,

in each case during the period starting on the date of passing of this Resolution 6 and expiring at the conclusion of the Annual General Meeting of the Company to be held in 2019 or at the close of business on 30 June 2019, whichever is earlier, provided the aggregate amount of any such donations and expenditure shall not exceed £200,000 during the period for which this Resolution 6 has effect. For the purposes of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' shall have the meanings given to them by sections 363 to 365 of the Act.

* Ordinary Resolution

Special Resolution

7. Authority to allot shares*

THAT the Directors be generally and unconditionally authorised pursuant to and for the purposes of section 551 of the UK Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- (a) up to an aggregate nominal amount of US\$1,999,610,418 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (b) or (c) of this resolution so that in total no more than US\$3,332,684,030 can be allotted or granted under paragraphs (a) and (b) of this resolution and no more than US\$6,665,368,060 can be allotted under paragraphs (a), (b) and (c) of this resolution); and
- (b) up to an aggregate nominal amount of US\$3,332,684,030 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (a) or (c) of this resolution so that in total no more than US\$3,332,684,030 can be allotted or granted under paragraphs (a) and (b) of this resolution and no more than US\$6,665,368,060 can be allotted under paragraphs (a), (b) and (c) of this resolution) in connection with an offer or invitation to:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and
 - (ii) holders of other securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such an offer or invitation or as the Directors consider necessary,

but in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to record dates, fractional entitlements, treasury shares or securities represented by depositary receipts or having regard to any restrictions, obligations, practical or legal problems under the laws of or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; and

- (c) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of US\$6,665,368,060 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (a) or (b) of this resolution so that in total no more than US\$6,665,368,060 can be allotted under paragraphs (a), (b) and (c) of this resolution) in connection with a rights issue to:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and
 - (ii) holders of other securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such an issue or as the Directors consider necessary,

but in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to record dates, fractional entitlements, treasury shares or securities represented by depositary receipts or having regard to any restrictions, obligations, practical or legal problems under the laws of or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; and

- (d) up to an aggregate nominal amount of £150,000 (in the form of 15,000,000 non-cumulative preference shares of £0.01 each), €150,000 (in the form of 15,000,000 non-cumulative preference shares of €0.01 each) and US\$150,000 (in the form of 15,000,000 non-cumulative preference shares of US\$0.01 each),

provided that such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2019 or at the close of business on 30 June 2019, whichever is the earlier, save that this authority shall allow the Company before the expiry of this authority to make offers, and enter into agreements, which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

* Ordinary Resolution

Special Resolution

8. Disapplication of pre-emption rights#

THAT if Resolution 7 set out in the Notice convening this meeting is passed, the Directors be authorised to allot equity securities (as defined in the UK Companies Act 2006 (the "Act")) for cash under the authority given by Resolution 7 and/or to sell shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities or sale of treasury shares for cash in connection with any rights issue, or other offer or invitation (but in the case of the authority granted under paragraph (c) of Resolution 7, by way of a rights issue only) to:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and
 - (ii) holders of other securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such an issue, offer or invitation or as the Directors consider necessary,

but in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to record dates, fractional entitlements, treasury shares or securities represented by depositary receipts or having regard to any restrictions, obligations, practical or legal problems under the laws of or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; and

- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of US\$499,902,604,

provided that such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2019 or at the close of business on 30 June 2019, whichever is the earlier, save that this authority shall allow the Company before expiry of this authority to make offers, and enter into agreements, which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not expired.

9. Further disapplication of pre-emption rights for acquisitions etc.#

THAT if Resolution 7 set out in the Notice convening this meeting is passed, the Directors be authorised (in addition to any authority granted under Resolution 8 set out in the Notice convening this meeting) to allot equity securities (as defined in the UK Companies Act 2006 (the "Act")) for cash under the authority given by Resolution 7 and/or to sell shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of US\$499,902,604; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice convening this meeting,

provided that such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2019 or at the close of business on 30 June 2019, whichever is the earlier, save that this authority shall allow the Company before expiry of this authority to make offers, and enter into agreements, which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not expired.

10. Addition of any repurchased shares to general authority to allot shares*

THAT the authority granted to the Directors to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company pursuant to paragraph (a) of Resolution 7 set out in the Notice convening this meeting be extended by the addition of such number of ordinary shares of US\$0.50 each representing the nominal amount of the Company's share capital repurchased by the Company under the authority granted pursuant to Resolution 11 set out in the Notice convening this meeting, to the extent that such extension would not result in any increase

* Ordinary Resolution

Special Resolution

in the authority to allot shares or grant rights to subscribe for or convert securities into shares pursuant to paragraphs (b) and (c) of Resolution 7 set out in the Notice convening this meeting.

11. Purchases of Ordinary Shares by the Company*

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the UK Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693 of the Act) of Ordinary Shares of US\$0.50 each ("Ordinary Shares") and on such terms and in such manner as the Directors shall from time to time determine provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 1,999,610,418 Ordinary Shares;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is US\$0.50 or the equivalent in the relevant currency in which the purchase is effected calculated by reference to the spot rate of exchange for the purchase of United States dollars with such other currency as quoted by HSBC Bank plc in the London Foreign Exchange Market at or about 11.00am (London time) on the business day (being a day on which banks are ordinarily open for the transaction of normal banking business in London) prior to the date on which the Ordinary Share is contracted to be purchased, in each case such rate to be the rate as conclusively certified by an officer of HSBC Bank plc;
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the lower of (i) 105 per cent of the average of the middle market quotations for the Ordinary Shares (as derived from the Daily Official List of the London Stock Exchange plc) for the five dealing days immediately preceding the day on which the Ordinary Share is contracted to be purchased, or (ii) 105 per cent of the average of the closing prices of the Ordinary Shares on The Stock Exchange of Hong Kong Limited for the five dealing days immediately preceding the day on which the Ordinary Share is contracted to be purchased, in each case converted (where relevant) into the relevant currency in which the purchase is effected calculated by reference to the spot rate of exchange for the purchase of such currency with the currency in which the quotation and/or price is given as quoted by HSBC Bank plc in the London Foreign Exchange Market at or about 11.00am (London time) on the business day prior to the date on which the Ordinary Share is contracted to be purchased, in each case such rate to be the rate as conclusively certified by an officer of HSBC Bank plc;
- (d) unless previously revoked or varied this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2019 or at the close of business on 30 June 2019, whichever is the earlier; and
- (e) the Company may prior to the expiry of this authority make a contract or contracts to purchase Ordinary Shares under this authority which will or may be completed or executed wholly or partly after such expiry and may make a purchase of Ordinary Shares pursuant to any such contract or contracts as if the authority conferred hereby had not expired.

12. Additional authority to allot equity securities in relation to the issue of Contingent Convertible Securities*

THAT in addition to any authority granted pursuant to Resolution 7 set out in the Notice convening this meeting, the Directors be generally and unconditionally authorised under and for the purposes of section 551 of the UK Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of US\$1,999,610,418 in relation to any issue by the Company or any member of the Group of Contingent Convertible Securities ("CCSs") that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances where the Directors consider such an issue of CCSs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with regulatory capital requirements or targets applicable to the Group from time to time and otherwise on terms as may be determined by the Directors, provided that such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2019 or at the close of business on 30 June 2019, whichever is the earlier, save that this authority shall allow the Company before the expiry of this authority to make offers, and enter into agreements, which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

* Ordinary Resolution

Special Resolution

13. Limited disapplication of pre-emption rights in relation to the issue of Contingent Convertible Securities#

THAT if Resolution 12 set out in the Notice convening this meeting is passed, the Directors be authorised (in addition to any authority granted under Resolutions 8 and 9 set out in the Notice convening this meeting) to allot equity securities (as defined in the UK Companies Act 2006 (the "Act")) for cash under the authority given by Resolution 12 and/or to sell shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2019 or at the close of business on 30 June 2019, whichever is the earlier, save that this authority shall allow the Company before expiry of this authority to make offers, and enter into agreements, which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. Renewal of scrip dividend authority*

THAT the Directors be and are hereby empowered to exercise the powers conferred upon them by Article 157.1 of the Articles of Association of the Company or, if Resolution 15 set out in the Notice convening this meeting is passed, Article 155.1 of the Articles of Association of the Company (as from time to time varied) so that, to the extent and in the manner determined by the Directors, the holders of Ordinary Shares of US\$0.50 each ("Ordinary Shares") be permitted to elect to receive Ordinary Shares instead of all or part of any dividend (including interim dividends) declared up to the conclusion of the Annual General Meeting of the Company to be held in 2019.

15. Amendment to the Articles of Association#

THAT, with effect from the conclusion of the Annual General Meeting, the Articles of Association produced to the meeting, and initialled for the purpose of identification by the Chairman, be and are hereby adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association.

16. Notice of general meetings#

THAT the Company hereby approves general meetings (other than annual general meetings) being called on a minimum of 14 clear days' notice.

By order of the Board



B J S Mathews
Group Company Secretary

7 March 2018

* Ordinary Resolution

Special Resolution

HSBC Holdings plc

Incorporated in England with limited liability. Registered in England: number 617987
Registered Office and Group Head Office:
8 Canada Square, London E14 5HQ, United Kingdom

Appendix

Summary of the proposed changes to the Articles of Association – Resolution 15

It is proposed to adopt new Articles of Association (“New Articles”) with effect from the conclusion of the AGM principally to reflect developments in market practice and to reflect certain amendments to the UK Companies Act 2006 (the “Act”). A copy of the proposed New Articles, marked to show all changes proposed, and a copy of the current Articles of Association (“Current Articles”) will be available for inspection on the Company’s website (www.hsbc.com/agm) and at the Company’s registered office at 8 Canada Square, London E14 5HQ, United Kingdom from the date of this Notice until the close of the AGM. They will be available for inspection at the registered office during normal business hours, Monday to Friday (excluding public holidays). The documents will also be available for inspection at the Queen Elizabeth II Conference Centre, Broad Sanctuary, London SW1P 3EE, United Kingdom, from 10.30am on the day of the AGM until the conclusion of the AGM. The principal changes to the Current Articles, which are included in the proposed New Articles, are summarised below. As a result of the proposed amendments the numbering of provisions in the New Articles does not always correspond to the Current Articles and references to an Article are references to the proposed New Articles unless otherwise stated:

Electronic facility

A new definition of “electronic facility” has been incorporated and is referred to in relevant Articles to reflect the electronic means for participating in, attending and voting at general meetings (Articles 53.2, 54.4, 54.8, 56.1, 58.1, 61.1, 61.2, 62.1, 64.4, 64.5, 66.1, 70.1 and 74.1).

Share warrants to bearer

The Small Business, Enterprise and Employment Act 2015 amended the Act to prohibit the creation of bearer shares and required existing bearer shares to be converted into registered shares or cancelled. Since it is now unlawful to issue bearer shares, Article 13 in the Current Articles has been deleted.

Uncertificated shares

Article 17.4 permits the Company to assume the completeness and accuracy of entries on any record of securities maintained in accordance with regulations and reconciled with the relevant operator.

Transmission of shares

Article 44.1 clarifies that all limitations, restrictions and provisions in the Articles apply to any person entitled to a share in consequence of death or bankruptcy or transmission by operation of law. Article 44.3 provides that a person entitled to a share who has elected for that share to be transferred to another person ceases to be entitled to any rights in relation to the share once the other person is registered as the holder of the share.

Destruction of documents

In line with market practice, Article 46 incorporates additional categories of documents that may be destroyed, which includes the following: (i) all paid dividends, warrants and cheques after one year from the date of payment; (ii) all proxy appointments used for the purposes of a poll can be destroyed after one year from the date of use; and (iii) all proxy appointments not used for the purposes of a poll can be destroyed after one month from the date of the end of the meeting to which the proxy appointment relates and no poll was demanded.

General meetings

Amendments are proposed to allow for meetings to be held electronically as well as physically, in accordance with the Companies (Shareholders’ Rights) Regulations 2009 and the Act and to clarify the circumstances in which satellite meetings can be held in addition to meetings at a principal meeting place. The changes will allow for meetings to be held and conducted in such a way that persons who are not present together at the same place may attend, speak and vote at the meeting by electronic means or at a different satellite meeting location. This will allow the Board greater flexibility to align with technological advances and changes in investor sentiment and market practice. In line with the views expressed by the Investment Association and Institutional Shareholder Services, the changes will not permit meetings to be held solely by electronic means. A physical meeting will still be required.

The New Articles also contain consequential changes to allow for physical, satellite and electronic participation in meetings so that the Company can continue to operate and comply with its legal and regulatory obligations (Articles 53.2, 54.3 to 54.5, 54.7, 54.8, 56.1, 58.1, 61, 62, 64, 65, 66.1, 70.1 and 74).

Special business

To reflect that there is no longer a requirement to distinguish between ordinary and special business at a general meeting, Article 58 in the Current Articles has been deleted.

Voting

Article 66.1 is amended to provide that where a resolution is voted on at a general meeting where shareholders are participating electronically as well as at a physical meeting such a vote will be decided on a poll.

Validity of meeting

Article 74 clarifies that any person attending or participating electronically in a general meeting will be responsible for maintaining adequate facilities to enable them to do so.

Form of proxy

Article 77.2 incorporates changes to permit a proxy instruction from a holder of shares in an uncertificated form to be appointed by electronic communication in the form of an uncertificated proxy instruction. Articles 77.3 and 77.4 provide for the Board to determine how and when such instruction is received and validated.

Untraced shareholders

Articles 85 and 86 amend the provisions of the Current Articles relating to shareholders who are considered to be untraced after a period of 12 years. Under the Current Articles, the Company may sell the shares of shareholders who have been untraced for a period of 12 years or more and can use the proceeds of that sale for the purposes of its business. The former shareholder remains a creditor of the Company, so they may subsequently claim the proceeds at any time. Article 86 treats the proceeds of sale as forfeited by the former shareholder following the sale of the shares and the former shareholder will have no further rights to claim the proceeds. The Company may use the money for such good causes as the Board thinks fit.

The New Articles also contain related changes in respect of unclaimed dividends or other money payable on shares of untraced shareholders which are sold.

Retirement of Directors

In line with the recommendations in the UK Corporate Governance Code and to reflect the Company's established practice, the New Articles incorporate amendments to provide for automatic retirement of all of the Company's Directors at each annual general meeting and that they will be subject to annual re-election by shareholders (Articles 94 and 95). The requirement for retirement by rotation has been deleted. The New Articles also contain: (i) necessary related changes (to allow additional appointments or automatic re-election (Article 95)) so that the Company can continue to operate, and comply with its legal and regulatory obligations in the event that not enough Directors are able to act because the resolutions for re-election put to the annual general meeting have not been passed (Article 96); and (ii) minor consequential changes for drafting, numbering and cross-referencing (Articles 94, 95 and 96).

Vacation of office by Director

To reflect a provision in the Mental Health (Discrimination) Act 2013, Article 100.1(d) in the Current Articles has been removed from Article 98.1.

Proceedings of Directors and Committees – Quorum

Article 123.1 has been amended to clarify that if a Director ceases to be a Director during a meeting of the Board that person may continue to be present and to act as a Director and be counted in the quorum until the end of the meeting provided that no other Director objects and if otherwise a quorum would not be present.

Proceedings of Directors and Committees – Voting

Article 125.1 incorporates amended wording to clarify that the Chairman will not have a second or casting vote, in the case of an equality of votes by the Board, if the Chairman is not entitled to vote on the resolution in question, for example due to a conflict of interest.

Application of seal

Article 142 is amended to reflect the change that a laser seal can be adopted for the purposes of share certificates. The Company can move away from the process of applying an embossed seal to every share certificate produced.

Interim dividends

Article 147, which relates to interim dividends, has been updated in connection with the proposal to permit treasury shares to be used to satisfy scrip dividends and the related changes to Article 155. In order to permit treasury shares to be used to satisfy elections for a scrip dividend, the dividend needs to represent a debt of the Company before the dividend is paid. In the ordinary course, an interim dividend does not represent a debt of the Company until it is paid. The changes to Article 147 permit the Company to resolve that an interim dividend represents a debt at a time to be specified by the Board. The consideration for the sale of the treasury shares will be the release of the Company's liability to pay the dividend.

Distribution in specie

Article 150.1 has been amended to require the Board to have the authority of an ordinary resolution of the Company to enable it to make payment of any dividend declared either wholly or partly by a distribution of assets of any kind, or of paid up shares, securities or debentures of the Company.

Payment of dividends

Article 152 incorporates amendments to update the provisions of the Current Articles that relate to the way dividends are paid. The Institute of Chartered Secretaries and Administrators Registrars Group issued guidance in 2014 that included recommended wording for articles of association to allow sufficient flexibility for electronic payment (or other similar means) of dividends. Article 152 allows the payment of dividends by different methods (including by cheque, bank transfer, electronic and other means). Additionally, it permits the Board to decide which payment method is to be used on any particular occasion.

Payment of scrip dividends

Article 155 incorporates amendments to permit use of treasury shares for the payment of scrip dividends in addition to new shares and to make changes to bring Article 155 in line with market practice.

Strategic report and supplementary materials

Changes to the Act mean that the Company is no longer required to prepare a summary financial statement. Instead, if a shareholder agrees not to receive the full annual report and accounts, the Company may provide a copy of the strategic report together with certain supplementary materials. Article 162.1 reflects the updated provisions in the Act. However, shareholders can always view the full annual report and accounts on the Company's website or request a hard copy from the Company's registrar.

General

As it is proposed to adopt the New Articles in order to effect the changes noted above, the opportunity has been taken to generally include clarificatory amendments in other parts of the New Articles to update them in line with common market practice. By way of example, ensuring terminology is gender balanced by replacing "he" with "he or she" and "him" with "him or her". Other such minor, technical and clarifying changes have not been noted.

Information about the 2018 Annual General Meeting

Venue

The AGM will be held at the Queen Elizabeth II Conference Centre (“QEII Centre”) which is located on Broad Sanctuary in Westminster, central London and can easily be reached by public transport. The full address is Broad Sanctuary, Westminster, London SW1P 3EE, United Kingdom. A location map is below.

Refreshments will be available prior to the AGM. Take-away lunch bags will be provided in the catering area at the conclusion of the AGM.



Access

The QEII Centre is accessible by wheelchair. The auditorium is fitted with an induction loop.

To help us ensure that the AGM is fully accessible to all shareholders, please contact Romana Lewis, Assistant Group Company Secretary (telephone: +44 (0)20 7991 0100, email: romana.lewis@hsbc.com) if you have any particular access requirements or other needs.

Security

Security checks will be carried out on entry to the AGM. Shareholders are reminded that cameras and recording equipment will not be allowed and all mobile telephones must be switched off or set to silent. Shareholders are encouraged to leave coats and bags in the cloakroom provided.

To ensure optimum security within the auditorium, please note that you will be provided with a wristband once you have been through the security checks at the venue. You must show your wristband to gain entry to the AGM.

Attendance and voting

Pursuant to the Uncertificated Securities Regulations 2001 (as amended), changes to entries on the principal register of members of the Company maintained in England (the “Principal Register”) or either the Hong Kong or Bermuda Overseas Branch Registers of the Company (the “Branch Registers”), as appropriate, after 12.01am (London time) on Thursday, 19 April 2018 or 12.01am (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be disregarded in determining the rights of a member to attend or vote at the AGM or any adjourned meeting (as the case may be). Accordingly, a member entered on the Principal Register or the Branch Registers at 12.01am (London time) on Thursday, 19 April 2018 or 12.01am (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be entitled to attend and vote at the AGM or any adjourned meeting (as the case may be) in respect of the number of such shares entered against the member’s name at that time.

Voting

Voting at the AGM will be conducted by way of a poll. This means that each shareholder present or represented will be able to exercise one vote for each share held. In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Principal Register or the Branch Registers of the Company, as appropriate.

Voting results will be published on our website following the conclusion of the AGM.

Appointing a proxy

You may appoint the chairman of the AGM or a person of your choice to be your proxy to attend, speak and vote on your behalf. A proxy need not be a member of the Company. You may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you require additional forms of proxy, you may photocopy the original form of proxy enclosed or ask our registrar to send you additional forms (see "How to submit your form of proxy" below for the registrar's address).

A form of proxy is enclosed with this document or may be accessed at www.hsbc.com/proxy.

Whether or not you propose to attend the AGM, you are requested to complete and submit a form of proxy in accordance with the instructions shown on it. The completion and submission of a form of proxy will not preclude you from attending and voting in person at the AGM.

How to submit your form of proxy

The form of proxy must be received by **11.00am (London time) on Wednesday, 18 April 2018**, or not less than 48 hours before the time of the holding of any adjourned meeting.

You may submit your form of proxy electronically at www.hsbc.com/proxy by entering your Shareholder Reference Number and the Personal Identification Number which is either printed on your form of proxy or which has been sent to you by email if you have registered an email address to receive electronic communications.

Alternatively, you may send your completed form of proxy to:

- Computershare Investor Services PLC, PO Box 1064, The Pavilions, Bridgwater Road, Bristol, BS99 6BD, United Kingdom;
- Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong SAR; or
- Investor Relations Team, HSBC Bank Bermuda Limited, 37 Front Street, Hamilton HM 11, Bermuda.

For shares held through CREST, proxy appointments may be submitted via the CREST proxy voting system (see section on "CREST" set out below).

In order to be valid, the completed form of proxy (together with any power of attorney or other authority under which it is signed, or a copy of such authority certified notarially or in some other way approved by the Board) must be deposited by 11.00am (London time) on Wednesday, 18 April 2018, or not less than 48 hours before the time of the holding of any adjourned meeting, at the offices of the Company's registrar (see above for the registrar's address). Any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid.

Asking questions at the AGM

You have the right to ask questions in relation to the business of the AGM but no answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or good order of the AGM that the question be answered.

If you have any questions relating to the business of the AGM that you would like to be addressed, please send an email to shareholderquestions@hsbc.com including your Shareholder Reference Number and we will endeavour to address the issues raised.

Any questions submitted that are not relevant to the business of the AGM will be forwarded for the attention of a relevant executive or the registrar, as appropriate. These might include matters relating to a shareholder's bank account or affairs which are unlikely to be relevant to the business of the AGM.

Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend and speak at the AGM.

Webcast

The AGM will be webcast live at www.hsbc.com/agmwebcast and a recording will be available for viewing until Sunday, 20 May 2018.

CREST

CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so for the AGM or any adjourned meeting by following the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.00am (London time) on Wednesday, 18 April 2018, or not less than 48 hours before the time of the holding of any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointees through other means.

CREST members, and, where applicable, their CREST sponsor or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

Pursuant to Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended) the Company may treat as invalid a CREST Proxy Instruction if the Company has actual notice that:

- information in the instruction is incorrect;
- the person expressed to have sent the instruction did not in fact send it; or
- the person sending the instruction on behalf of the relevant shareholder did not have the authority to do so.

Nominated persons

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person who has been nominated to receive communications from the Company in accordance with section 146 of the UK Companies Act 2006 (the "Act") ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights at the AGM.

The main point of contact for nominated persons remains the registered shareholder (for example the stockbroker, investment manager, custodian or other person who manages the investment). Any changes or queries relating

to nominated persons' personal details and holdings (including any administration thereof) must continue to be directed to the registered shareholder and not the Company's registrar. The only exception is where the Company, in exercising one of its powers under the Act, writes to nominated persons directly for a response.

Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same share or shares. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.

Members' power to require website publication of audit concerns

Under section 527 of the Act, members meeting the threshold requirements in that section may require the Company to publish on its website a statement setting out any matter that the members propose to raise at the AGM relating to (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's Auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.

If you have general queries about your shareholding, please contact the relevant registrar at the address shown on page 25.

The Board of Directors of HSBC Holdings plc as at the date of this announcement comprise: Mark Tucker*, John Flint, Phillip Ameen†, Kathleen Casey†, Laura Cha†, Henri de Castries†, Lord Evans of Weardale†, Joachim Faber†, Irene Lee†, John Lipsky†, Iain Mackay, Heidi Miller†, Marc Moses, David Nish†, Jonathan Symonds†, Jackson Tai† and Pauline van der Meer Mohr†.

* Non-executive Group Chairman

† Independent non-executive Director