



29 April 2022

**HSBC Holdings plc**  
**Poll results of 2022 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 8, 11, 14 and 16 were passed as ordinary resolutions and resolutions 9, 10, 12, 13, 15, 17(a) and 18 were passed as special resolutions.

In line with the Board’s recommendation, resolution 19 was not passed.

As disclosed in the announcement dated 20 April 2022, resolution 17(b) was withdrawn from the agenda of the AGM.

The following table shows the votes cast on each resolution:

|  | <b>VOTES FOR</b> | <b>% OF VOTES CAST</b> | <b>VOTES AGAINST</b> | <b>% OF VOTES CAST</b> | <b>VOTES TOTAL</b> | <b>% OF ISC VOTED*</b> | <b>VOTES WITHHELD</b> |
|--|------------------|------------------------|----------------------|------------------------|--------------------|------------------------|-----------------------|
| 1. To receive the Annual Report and Accounts 2021    | 7,882,455,636    | 98.66                  | 107,396,923          | 1.34                   | 7,989,852,559      | 39.70%                 | 26,708,614            |
| 2. To approve the Directors’ Remuneration Report     | 7,675,588,519    | 95.83                  | 334,152,471          | 4.17                   | 8,009,740,990      | 39.80%                 | 6,830,718             |
| 3. To approve the Directors’ Remuneration Policy     | 7,666,488,029    | 95.73                  | 342,320,697          | 4.27                   | 8,008,808,726      | 39.80%                 | 7,773,468             |
| 4. (a) To elect Rachel Duan as a Director            | 7,905,275,435    | 98.66                  | 107,573,372          | 1.34                   | 8,012,848,807      | 39.82%                 | 3,728,636             |
| 4. (b) To elect Dame Carolyn Fairbairn as a Director | 7,942,369,302    | 99.12                  | 70,501,174           | 0.88                   | 8,012,870,476      | 39.82%                 | 3,719,825             |
| 4. (c) To re-elect James Forese as a Director        | 7,671,440,640    | 95.74                  | 341,486,529          | 4.26                   | 8,012,927,169      | 39.82%                 | 3,641,985             |

**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 |
|---|---------------|-----------------|---------------|-----------------|---------------|-----------------|----------------|
| 4.(d) To re-elect Steven Guggenheimer as a Director   | 7,722,520,006 | 96.38           | 290,318,879   | 3.62            | 8,012,838,885 | 39.82%          | 3,675,823      |
| 4.(e) To re-elect Dr José Antonio Meade Kuribreña as a Director   | 7,668,711,808 | 95.70           | 344,203,905   | 4.30            | 8,012,915,713 | 39.82%          | 3,597,463      |
| 4.(f) To re-elect Eileen Murray as a Director   | 7,751,490,480 | 97.22           | 221,470,339   | 2.78            | 7,972,960,819 | 39.62%          | 43,552,357     |
| 4.(g) To re-elect David Nish as a Director  | 7,710,592,560 | 96.23           | 302,340,367   | 3.77            | 8,012,932,927 | 39.82%          | 3,588,004      |
| 4.(h) To re-elect Noel Quinn as a Director  | 7,992,951,746 | 99.75           | 20,081,970    | 0.25            | 8,013,033,716 | 39.82%          | 3,478,998      |
| 4.(i) To re-elect Ewen Stevenson as a Director  | 7,988,807,690 | 99.70           | 24,150,230    | 0.30            | 8,012,957,920 | 39.82%          | 3,555,256      |
| 4.(j) To re-elect Jackson Tai as a Director   | 7,717,859,471 | 96.34           | 293,569,439   | 3.66            | 8,011,428,910 | 39.81%          | 3,632,781      |
| 4.(k) To re-elect Mark E Tucker as a Director   | 7,373,134,392 | 92.48           | 599,675,538   | 7.52            | 7,972,809,930 | 39.62%          | 43,698,815     |
| 5. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company   | 7,917,427,995 | 98.81           | 95,645,836    | 1.19            | 8,013,073,831 | 39.82%          | 3,415,717      |
| 6. To authorise the Group Audit Committee to determine the remuneration of the Auditor                                | 7,997,149,596 | 99.80           | 15,998,976    | 0.20            | 8,013,148,572 | 39.82%          | 3,362,313      |
| 7. To authorise the Company to make political donations   | 7,723,573,072 | 97.34           | 210,921,142   | 2.66            | 7,934,494,214 | 39.43%          | 81,954,059     |
| 8. To authorise the Directors to allot shares   | 7,502,224,961 | 93.63           | 510,829,491   | 6.37            | 8,013,054,452 | 39.82%          | 3,455,387      |
| 9. To disapply pre-emption rights (special resolution)  | 7,802,359,557 | 97.39           | 208,770,187   | 2.61            | 8,011,129,744 | 39.81%          | 5,380,568      |
| 10. To further disapply pre-emption rights for acquisitions (special resolution)                                      | 7,605,699,914 | 94.94           | 405,556,313   | 5.06            | 8,011,256,227 | 39.81%          | 5,233,399      |
| 11. To authorise the Directors to allot any repurchased shares  | 7,812,354,327 | 97.52           | 199,042,589   | 2.48            | 8,011,396,916 | 39.81%          | 5,087,264      |
| 12. To authorise the Company to purchase its own ordinary shares (special resolution)                                 | 7,894,160,832 | 98.53           | 117,904,263   | 1.47            | 8,012,065,095 | 39.81%          | 4,423,531      |
| 13. To approve the form of share repurchase contract (special resolution)   | 7,896,332,043 | 98.56           | 115,127,370   | 1.44            | 8,011,459,413 | 39.81%          | 5,026,977      |
| 14. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities            | 7,736,470,390 | 96.56           | 275,594,821   | 3.44            | 8,012,065,211 | 39.81%          | 4,421,106      |
| 15. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities (special resolution) | 7,627,990,264 | 95.21           | 383,541,425   | 4.79            | 8,011,531,689 | 39.81%          | 4,958,782      |
| 16. To authorise the Directors to offer a scrip dividend alternative  | 8,005,307,775 | 99.91           | 7,557,046     | 0.09            | 8,012,864,821 | 39.82%          | 3,614,412      |

|  | VOTES FOR            | % OF VOTES CAST | VOTES AGAINST | % OF VOTES CAST | VOTES TOTAL   | % OF ISC VOTED* | VOTES WITHHELD |
|--|----------------------|-----------------|---------------|-----------------|---------------|-----------------|----------------|
| 17. (a) To approve amendments to the Articles of Association (special resolution)                          | 7,991,488,755        | 99.78           | 17,526,174    | 0.22            | 8,009,014,929 | 39.80%          | 7,475,461      |
| 17. (b) To insert new Article 171 into the Articles of Association (special resolution)                    | RESOLUTION WITHDRAWN |                 |               |                 |               |                 |                |
| 18. To call general meetings (other than an AGM) on 14 clear days' notice (special resolution)             | 7,278,132,064        | 90.83           | 734,685,946   | 9.17            | 8,012,818,010 | 39.82%          | 3,667,108      |
| 19. Shareholder requisitioned resolution: Midland Bank defined benefit pension scheme (special resolution) | 477,024,768          | 5.97            | 7,519,988,627 | 94.03           | 7,997,013,395 | 39.74%          | 19,456,579     |

\* 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 28 April 2022.

## 2. Board and Committee Changes

Irene Lee and Pauline van der Meer Mohr 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 April 2022 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:

- Irene Lee and Pauline van der Meer Mohr stepped down from the Committees of which they were members following their retirement from the Board; and
- Dame Carolyn Fairbairn succeeded Pauline van der Meer Mohr as Chair of the Group Remuneration Committee.

Accordingly, at the conclusion of the 2022 AGM, the composition of the principal Board Committees will be as follows:

| Group Audit Committee                             | Group Risk Committee   | Group Remuneration Committee   | Nomination & Corporate Governance Committee <sup>1</sup>   |
|---|--|--|--|
| David Nish (Chair)<br>James Forese<br>Jackson Tai | Jackson Tai (Chair)<br>Dame Carolyn Fairbairn<br>Steven Guggenheimer<br>Dr José Antonio Meade Kuribreña<br>Eileen Murray<br>David Nish | Dame Carolyn Fairbairn (Chair)<br>Rachel Duan<br>James Forese<br>Dr José Antonio Meade Kuribreña | Mark Tucker (Chair)<br>Rachel Duan<br>Dame Carolyn Fairbairn<br>James Forese<br>Steven Guggenheimer<br>Dr José Antonio Meade Kuribreña<br>Eileen Murray<br>David Nish<br>Jackson Tai |

<sup>1</sup> As disclosed in the announcement dated 20 April 2022, Geraldine Buckingham will be joining the Board on 1 May 2022. Upon appointment she will become a member of the Nomination & Corporate Governance Committee.

### 3. Other

- Computershare Investor Services PLC, the Company's Share Registrar, acted as scrutineer of the poll on all resolutions.
- A copy of the resolutions passed at the AGM (other than resolutions concerning ordinary business) has been submitted to the UK Financial Conduct Authority for publication, and will shortly be available for inspection via the National Storage Mechanism which is located at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.
- As at 12.01am (London time) on Thursday 28 April 2022, 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 20,124,647,248, 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 13.39(5A) of the Hong Kong Listing Rules all Directors attended the AGM.
- 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 stated in the Notice of AGM for 2022, the Directors did not vote on resolution 3 due to their interest in the 2022 Directors' Remuneration Policy.

As at the time of this announcement, the following are Directors of the Company: Mark Tucker\*, Noel Quinn, Rachel Duan†, Carolyn Julie Fairbairn†, James Anthony Forese†, Steven Guggenheimer†, José Antonio Meade Kuribreña†, Eileen K Murray†, David Nish†, Ewen Stevenson and Jackson Tait.

\* 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