SUPPLEMENTARY LISTING PARTICULARS DATED 26 MAY 2020

HSBC Holdings plc

(a company incorporated in England with registered number 617987; the liability of its members is limited)

as Issuer

USD 50,000,000,000
PROGRAMME FOR THE ISSUANCE OF PERPETUAL SUBORDINATED CONTINGENT CONVERTIBLE SECURITIES

This supplement (the "**Supplement**") to the offering memorandum dated 30 March 2020 relating to the Programme for the Issuance of Perpetual Subordinated Contingent Convertible Securities (the "**Offering Memorandum**", which constitutes listing particulars for the purposes of listing on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin ("**Listing**" and "**Euronext Dublin**", respectively) and trading on the Global Exchange Market of Euronext Dublin (and, for the avoidance of doubt, which does not constitute (i) a prospectus for the purposes of Part VI of the United Kingdom Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Regulation (EU) 2017/1129) constitutes supplementary listing particulars (pursuant to rule 3.10 of the Global Exchange Market Listing and Admission to Trading – Rules) for the purposes of Listing.

Terms defined in the Offering Memorandum have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Memorandum and any other supplements to the Offering Memorandum prepared by HSBC Holdings plc, as issuer (the "**Issuer**") in relation to its USD 50,000,000,000 Programme for the Issuance of Perpetual Subordinated Contingent Convertible Securities.

This Supplement has been approved by Euronext Dublin for the purposes of Listing.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to:

- disclose that on 28 April 2020 the Issuer published its earnings release for the three month period ended 31 March 2020 (the "**Q1 2020 Earnings Release**"). The Q1 2020 Earnings Release includes statements by the Issuer in relation to the COVID-19 outbreak and impact on the Issuer's business and the Issuer's approach to risk management. The Q1 2020 Earnings Release is available on the Issuer's website at: https://www.hsbc.com/investors/results-and-announcements. The Q1 2020 Earnings Release is hereby incorporated by reference into the Offering Memorandum. Any document or information incorporated by reference into the Q1 2020 Earnings Release, either expressly or impliedly, does not form part of this Supplement;

- disclose that S&P Global Ratings Europe Limited announced on 13 May 2020 that the long-term and short-term credit ratings of the Issuer were revised as follows:

Previous long-term credit rating of the Issuer	**Revised long-term credit rating of the Issuer as of 13 May 2020**
A	A-
Previous short-term credit rating of the Issuer	**Revised short-term credit rating of the Issuer as of 13 May 2020**
A-1	A-2

- replace paragraph 10 of the "*General Information*" section of the Offering Memorandum with the following statement:

  "There has been no significant change in the financial or trading position of the Issuer and its subsidiaries since 31 March 2020.";

- update the risk factor entitled "*The circumstances surrounding or triggering a conversion are inherently unpredictable and may be caused by factors outside of the Issuer's control. The Issuer has no obligation to operate its businesses in such a way, or take any mitigating actions, to maintain or restore the Group's Common Equity Tier 1 Capital Ratio to avoid a Capital Adequacy Trigger and actions the Issuer takes could result in the Group's Common Equity Tier 1 Capital Ratio falling*" starting on page 13 of the Offering Memorandum as set out in Annex 1 hereto; and

- update the risk factor entitled *"Changes to the calculation of the CET1 Capital and/or risk weighted assets may negatively affect the Group's Common Equity Tier 1 Capital Ratio, thereby increasing the risk of a Capital Adequacy Trigger which will lead to conversion, as a result of which the Securities will automatically be converted into Ordinary Shares."* starting on page 14 of the Offering Memorandum as set out in Annex 2 hereto.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Memorandum has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.

To the extent that any document or information incorporated by reference itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement or the Offering Memorandum, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated into the Offering Memorandum by this Supplement and (b) any other statement in or incorporated by reference in the Offering Memorandum prior to the date of this Supplement, the statement in this Supplement will prevail.

ANNEX 1

The circumstances surrounding or triggering a conversion are inherently unpredictable and may be caused by factors outside of the Issuer's control. The Issuer has no obligation to operate its businesses in such a way, or take any mitigating actions, to maintain or restore the Group's Common Equity Tier 1 Capital Ratio to avoid a Capital Adequacy Trigger and actions the Issuer takes could result in the Group's Common Equity Tier 1 Capital Ratio falling.

The occurrence of a Capital Adequacy Trigger and, therefore, conversion, is inherently unpredictable and depends on a number of factors, some of which may be outside of the Issuer's control.

The Issuer currently publicly reports the Group's Common Equity Tier 1 Capital Ratio on a non-transitional basis (i.e. on a consolidated basis and without applying the transitional provisions set out in Part Ten of the CRR) and on a transitional basis (i.e. applying the transitional provisions set out in Part Ten of the CRR (which currently means the phase-in arrangements for the regulatory capital impact of IFRS 9)). Although such reporting is currently only as of each quarterly period end, the Lead Regulator applicable to the Issuer, as part of its supervisory activity, may instruct the Issuer to calculate the Group's non-transitional Common Equity Tier 1 Ratio (which is the ratio relevant to the Securities) as of any date, including if the Issuer is subject to recovery and resolution actions by the relevant UKRA, or the Issuer might otherwise determine to calculate such ratio in its own discretion. As such, conversion could occur at any time.

A Capital Adequacy Trigger could occur at any time if the Issuer determines that the non-transitional Common Equity Tier 1 Capital Ratio of the Group is below 7.00 per cent. as of any date.

Such calculation could be affected by, among other things, the growth of the Issuer's business and the Issuer's future earnings, dividend payments, regulatory changes (including changes to definitions and calculations of regulatory capital, including CET1 Capital and Risk Weighted Assets (each of which shall be calculated by the Issuer on a non-transitional, consolidated basis)), actions that the Issuer is required to take at the direction of the Lead Regulator applicable to the Issuer, and the Group's ability to manage risk weighted assets in both its ongoing businesses and those which it may seek to exit. In addition, the Group has capital resources and risk weighted assets denominated in foreign currencies, and changes in foreign exchange rates will result in changes in the U.S. Dollars equivalent value of non-U.S. Dollars denominated capital resources and risk weighted assets.

Actions that the Issuer takes could also affect the Group's Common Equity Tier 1 Capital Ratio, including causing it to decline. The Issuer has no obligation to increase the Group's CET1 Capital, reduce its Risk Weighted Assets or otherwise operate its business in such a way, take mitigating actions in order to prevent the Group's Common Equity Tier 1 Capital Ratio from falling below 7.00 per cent., to maintain or increase the Group's Common Equity Tier 1 Capital Ratio or otherwise to consider the interests of the Securityholders in connection with any of its business decisions that might affect the Group's Common Equity Tier 1 Capital Ratio.

The calculation of the Group's Common Equity Tier 1 Capital Ratio may also be affected by changes in applicable accounting rules, or by changes to regulatory adjustments which modify the regulatory capital impact of accounting rules. Moreover, even if changes in applicable accounting rules, or changes to regulatory adjustments which modify accounting rules, are not yet in force as of the relevant calculation date, the Lead Regulator applicable to the Issuer could require the Issuer to reflect such changes in any particular calculation of the Group's Common Equity Tier 1 Capital Ratio.

Because of the inherent uncertainty regarding whether a Capital Adequacy Trigger will occur and there being no obligation on the Issuer's part to prevent its occurrence, it will be difficult to predict when, if at all, conversion could occur. Accordingly, the trading behaviour of any Securities may not necessarily follow the trading behaviour of other types of subordinated securities, including the Issuer's other subordinated debt securities and the trading behaviour of any Affected Securities may not necessarily follow the trading behaviour of other Securities (if any) which are not Affected Securities. Fluctuations in the Common Equity Tier 1 Capital Ratio may be caused by changes in the amount of CET1 Capital and Risk Weighted Assets as well as changes to their respective definitions under the capital adequacy standards and guidelines set by the Lead Regulator applicable to the Issuer. Any indication that the Group's Common Equity Tier 1 Capital Ratio is moving towards the level which would cause the occurrence of a Capital Adequacy Trigger may have an adverse effect on the market price and liquidity of the Securities. Therefore,

investors may not be able to sell their Securities (including Affected Securities) easily or at prices that will provide them with a yield comparable to other types of subordinated securities, including the Issuer's other subordinated debt securities. In addition, the risk of conversion could drive down the price of the Ordinary Shares and have a material adverse effect on the market value of Ordinary Shares received upon conversion.

ANNEX 2

Changes to the calculation of the CET1 Capital and/or risk weighted assets may negatively affect the Group's Common Equity Tier 1 Capital Ratio, thereby increasing the risk of a Capital Adequacy Trigger which will lead to conversion, as a result of which the Securities will automatically be converted into Ordinary Shares.

The Basel Committee on Banking Supervision (the "**Basel Committee**") proposed a number of fundamental reforms to the regulatory capital framework for internationally active banks which are designed, in part, to ensure that capital instruments issued by such banks fully absorb losses before tax payers are exposed to loss (the "**Basel III Reforms**"). The implementation of the Basel III Reforms by relevant authorities in the EU consisted of a legislative package including the CRD and the CRR, collectively known herein as the "**EU Capital Requirements Legislative Package**". The EU Capital Requirements Legislative Package was published in the Official Journal of the European Union on 27 June 2013 and has been effective in the United Kingdom since 1 January 2014. Although the EU Capital Requirements Legislative Package was originally subject to a number of transitional arrangements, the majority of these have now expired although there are still phase-in arrangements for the regulatory capital impact of IFRS 9. The EU Capital Requirements Legislative Package and the BRRD were amended in 2019 by CRDV, CRR2 and BRRD2, respectively. Certain of these amendments are themselves subject to transitional arrangements and/or implementation by domestic legislation.

For the purposes of the Securities, the Issuer will determine the Group's CET1 Capital and Risk Weighted Assets without applying the transitional provisions set out in Part Ten of the CRR (which currently means the phase-in arrangements for the regulatory capital impact of IFRS 9). As a result, the Issuer's Common Equity Tier 1 Capital Ratio may be lower and, accordingly, there is less headroom before a Capital Adequacy Trigger occurs than it or there would be were the Issuer to calculate its Common Equity Tier 1 Capital Ratio applying the IFRS 9 phase-in arrangements.

As of 31 December 2019, the Group's Common Equity Tier 1 Capital Ratio, giving full effect to the EU Capital Requirements Legislative Package on a consolidated basis (and without applying the transitional phase-in arrangements in relation to IFRS 9), based on the Issuer's interpretation of the current rules was estimated to be 14.5 per cent. The Group's Common Equity Tier 1 Capital Ratio is a non-IFRS measure, and the Issuer's interpretation of the EU Capital Requirements Legislative Package and the basis of the Issuer's calculation of this financial measure may be different from those of other financial institutions. The Issuer's estimates are also based on a number of assumptions. For further information, see the section entitled '*Capital Overview*' in the 2019 Form 20-F, which is incorporated by reference herein.

The actual impact of the EU Capital Requirements Legislative Package on United Kingdom capital ratios may also be subject to future change, whether as a result of further changes to the EU Capital Requirements Legislative Package (including CRR2), binding regulatory technical standards adopted or to be developed by the EBA or changes to the way in which the PRA interprets and applies these requirements to UK banks (including as regards individual model approvals granted under the predecessors to the EU Capital Requirements Legislative Package). In addition, the single rulebook Q&A tool introduced by the EBA, although having no binding force, may influence the interpretation and application of the EU Capital Requirements Legislative Package, including the related delegated or implementing acts adopted by the European Commission. Further, following Brexit, there remains some uncertainty as to how regulatory developments may impact the existing framework relating to capital requirements. See further under "*Change of law*" below.

The PRA has published several supervisory statements and consultation papers setting out the PRA's expectations in relation to capital and leverage ratios and the quality of capital, respectively, including SS 45/15 (as amended by PS 28/18) and PS 27/15 (each released on 7 December 2015) along with PS 28/18, released in November 2018. Nonetheless, if the PRA rules, guidance or expectations in relation to capital or leverage were to be amended in the future in a manner other than as set out in the statements, and depending on the content of final binding regulatory technical standards developed by the EBA, it could be materially more difficult for the Group to maintain compliance with prudential requirements. Moreover, the Basel Committee remains focused on changes that will increase, or recalibrate, measures of risk weighted assets. While they are at different stages of maturity, a number of initiatives across risk types and business lines are in progress which are expected to impact the calculation of risk weighted assets. Any

such changes, either individually and/or in aggregate, may lead to further unexpected enhanced requirements in relation to the Group's capital and may result in a need for further management actions to meet the changed requirements, such as: increasing capital, reducing leverage and risk weighted assets, modifying legal entity structure (including with regard to issuance and deployment of capital and funding for the Group) and changing the Group's business mix or exiting other businesses and/or undertaking other actions to strengthen the Group's capital position.

CRR2 includes measures intended to make the Leverage Ratio and the Net Stable Funding Ratio binding on EU institutions with effect from June 2021.

On 7 December 2017 the Basel Committee on Banking Supervision published "*Basel III: Finalising Post-Crisis Reforms*". This sets out proposals for a major reform of the calculation of bank capital requirements. The primary aim of these proposals is to reduce variability in bank capital, but some elements of the proposals may have the effect of significantly increasing the capital requirements applied to some aspects of the Group's business. It is likely that these proposals will be implemented both in the EU and by the PRA (in the EU, consultations for further amendments to the CRR are already underway). However, the proposals themselves suggest that they should not be brought fully into force until 2022 (with extensions to 2027 in some cases).

In March 2020 the Basel Committee's oversight body, the Group of Central Bank Governors and Heads of Supervision, endorsed a set of measures to provide additional operational capacity for banks and supervisors to respond to the immediate financial stability priorities resulting from the impact of the coronavirus disease (COVID-19) on the global banking system, including the delay by one year of the implementation of certain of these proposals. In addition, on 28 April 2020 the European Commission announced a banking package in response to the COVID-19 outbreak which, among other things, extends the transitional phase-in arrangements in relation to IFRS 9 under CRR to the end of 2024 and postpones the date of application of the new leverage ratio buffer requirement on G-SIIs by one year to 1 January 2023. These changes will require legislative approval and the European Commission is targeting an approval date in June 2020.

Investors should be aware that the implementation of future changes to the regulatory regime under the EU Capital Requirements Legislative Package or any successor legislation in the United Kingdom subsequent to the date hereof may individually and/or in the aggregate further negatively affect the Group's Common Equity Tier 1 Capital Ratio and thus increase the risk of a Capital Adequacy Trigger, which will lead to conversion.

Further, the value of the Securities is expected to be affected by changes in the Group's Common Equity Tier 1 Capital Ratio. Any indication that the Group's Common Equity Tier 1 Capital Ratio is moving towards the level of a Capital Adequacy Trigger may have an adverse effect on the value of the Securities. Moreover, the Issuer currently only publicly reports the Group's Common Equity Tier 1 Capital Ratio quarterly as of the last day of each financial quarter of the Issuer and therefore there may be no prior warning of adverse changes in the Group's Common Equity Tier 1 Capital Ratio. Any unexpected change in the Group's Common Equity Tier 1 Capital Ratio that the Issuer reports or anticipates in its financial statements or otherwise, or that is anticipated by the market, may lead to an immediate and significant decrease in the value of the Securities.