

HSBC HOLDINGS PLC

EMPLOYEE SHARE PLANS

30 June 2015

Employee Share Plans

In accordance with the terms of a waiver granted by the Hong Kong Stock Exchange on 24 December 2010, full details of options under Employee Share Plans required pursuant to Listing Rules 17.07 and 17.09 are disclosed below. These disclosures are also available on the Hong Kong Stock Exchange's website at www.hkex.com.hk and can be obtained upon request from the Group Company Secretary, 8 Canada Square, London E14 5HQ.

Share options and discretionary awards of shares are granted under HSBC Share plans to help align the interests of employees with those of shareholders. Set out on pages 1 to 2 are particulars of outstanding options, including those held by employees working under employment contracts that are regarded as 'continuous contracts' for the purposes of the Hong Kong Employment Ordinance. The options were granted for nil consideration. No options have been granted to substantial shareholders, suppliers of goods or services or in excess of the individual limit for each share plan. No options were cancelled by HSBC during the period. No discretionary share options have been granted under the HSBC Share Plan 2011, which replaced the HSBC Share Plan on 27 May 2011. The options which were awarded, exercised or lapsed during the period are detailed in the tables below. Particulars of options held by Directors of HSBC Holdings are set out on page 143 in the *Interim Report 2015*.

All-employee share plans

The HSBC Holdings Savings-Related Share Option Plan and the HSBC Holdings Savings-Related Share Option Plan: International are all-employee share plans under which eligible employees have been granted options to acquire HSBC Holdings ordinary shares. There will be no further grant of options under the HSBC Holdings Savings-Related Share Option Plan: International; the final grant was in 2012. A new international all-employee share purchase plan was launched in the third quarter of 2013.

For options granted under the HSBC Holdings Savings-Related Share Option Plan, employees make contributions of up to £500 (or equivalent) each month over a period of three or five years which may be used within six months following the third or fifth anniversary of the commencement of the relevant savings contract, at the employee's election, to exercise the options. Alternatively, the employee may elect to have the savings, plus (where applicable) any interest or bonus, repaid in cash. In the case of redundancy, retirement including on grounds of injury or ill health, the transfer of the employing business to another party, or a change of control of the employing company, options may be exercised before completion of the relevant savings contract. In certain circumstances, the exercise period of options awarded under the all-employee share plans may be extended, for example, on the death of a participant, the executors may exercise the option up to six months beyond the normal exercise period.

The terms set out in the preceding paragraph also applied to options granted up to April 2012 under the HSBC Holdings Savings-Related Share Option Plan: International with the exception that contributions were capped at the equivalent of £250. In addition, employees granted options under the HSBC Holdings Savings-Related Share Option Plan: International could elect to make monthly contributions over a period of one year which were exercisable within three months following the first anniversary of the commencement of the savings contract.

Under the HSBC Holdings Savings-Related Share Option Plan and the HSBC Holdings Savings-Related Share Option Plan: International the option exercise price has been determined by reference to the average market value of the ordinary shares on the five business days immediately preceding the invitation date, then applying a discount of 20%. Where applicable, the US dollar, Hong Kong dollar and euro exercise prices were converted from the sterling exercise price at the applicable exchange rate on the working day preceding the relevant invitation date. The HSBC Holdings Savings-Related Share Option Plan will terminate on 23 May 2025 unless the Directors resolve to terminate the plans at an earlier date.

HSBC Holdings Savings-Related Share Option Plan

Date of award	Exercise price (£)	Exercisable		HSBC Holdings ordinary shares				
		from	until	At 1 Jan 2015	Awarded in period	Exercised in period ¹	Lapsed in period	At 30 Jun 2015
29 Apr 2009	3.3116	1 Aug 2014	1 Feb 2015	627,035	–	528,757	93,081	5,197
21 Apr 2010	5.4573	1 Aug 2015	1 Feb 2016	1,158,530	–	9,849	13,605	1,135,076
20 Apr 2011	5.0971	1 Aug 2014	1 Feb 2015	224,429	–	159,283	63,553	1,593
20 Apr 2011	5.0971	1 Aug 2016	1 Feb 2017	1,308,426	–	8,081	38,279	1,262,066
24 Apr 2012	4.4621	1 Aug 2015	1 Feb 2016	12,030,320	–	139,699	219,614	11,671,007
24 Apr 2012	4.4621	1 Aug 2017	1 Feb 2018	3,227,514	–	15,815	90,926	3,120,773
20 Sep 2013	5.4738	1 Nov 2016	1 May 2017	5,334,406	–	14,370	342,267	4,977,769
20 Sep 2013	5.4738	1 Nov 2018	1 May 2019	1,639,031	–	3,228	79,037	1,556,766
23 Sep 2014	5.1887	1 Nov 2017	1 May 2018	18,186,785	–	11,223	1,026,481	17,149,081
23 Sep 2014	5.1887	1 Nov 2019	1 May 2020	10,007,479	–	1,236	347,461	9,658,782
				53,743,955	–	891,541	2,314,304	50,538,110

1 The weighted average closing price of the shares immediately before the dates on which options were exercised was £6.07.

Employee Share Plans (Continued)

HSBC Holdings Savings-Related Share Option Plan: International

Date of award	Exercise price (£)	Exercisable		HSBC Holdings ordinary shares				
		from	until	At 1 Jan 2015	Awarded in period	Exercised in period ¹	Lapsed in period	At 30 Jun 2015
29 Apr 2009	3.3116	1 Aug 2014	1 Feb 2015	385,923	–	288,819	97,104	–
21 Apr 2010	5.4573	1 Aug 2015	1 Feb 2016	202,930	–	–	2,898	200,032
20 Apr 2011	5.0971	1 Aug 2014	1 Feb 2015	89,523	–	35,140	54,192	191
20 Apr 2011	5.0971	1 Aug 2016	1 Feb 2017	153,041	–	–	–	153,041
24 Apr 2012	4.4621	1 Aug 2015	1 Feb 2016	2,388,360	–	8,506	59,148	2,320,706
24 Apr 2012	4.4621	1 Aug 2017	1 Feb 2018	494,670	–	–	7,114	487,556
				3,714,447	–	332,465	220,456	3,161,526
	(\$)							
29 Apr 2009	4.8876	1 Aug 2014	1 Feb 2015	175,762	–	101,365	74,397	–
21 Apr 2010	8.1232	1 Aug 2015	1 Feb 2016	115,465	–	–	4,796	110,669
20 Apr 2011	8.2094	1 Aug 2014	1 Feb 2015	145,417	–	45,007	98,920	1,490
20 Apr 2011	8.2094	1 Aug 2016	1 Feb 2017	97,417	–	292	6,047	91,078
24 Apr 2012	7.1456	1 Aug 2015	1 Feb 2016	1,105,458	–	7,326	37,120	1,061,012
24 Apr 2012	7.1456	1 Aug 2017	1 Feb 2018	227,809	–	–	13,809	214,000
				1,867,328	–	153,990	235,089	1,478,249
	(€)							
29 Apr 2009	3.6361	1 Aug 2014	1 Feb 2015	43,302	–	31,715	11,587	–
21 Apr 2010	6.0657	1 Aug 2015	1 Feb 2016	34,565	–	–	1,410	33,155
20 Apr 2011	5.7974	1 Aug 2014	1 Feb 2015	18,281	–	7,820	10,461	–
20 Apr 2011	5.7974	1 Aug 2016	1 Feb 2017	41,833	–	–	4,157	37,676
24 Apr 2012	5.3532	1 Aug 2015	1 Feb 2016	353,281	–	1,008	8,053	344,220
24 Apr 2012	5.3532	1 Aug 2017	1 Feb 2018	80,240	–	–	403	79,837
				571,502	–	40,543	36,071	494,888
	(HK\$)							
29 Apr 2009	37.8797	1 Aug 2014	1 Feb 2015	273,880	–	261,289	12,591	–
21 Apr 2010	62.9770	1 Aug 2015	1 Feb 2016	200,317	–	3,136	8,975	188,206
20 Apr 2011	63.9864	1 Aug 2014	1 Feb 2015	69,745	–	59,045	10,700	–
20 Apr 2011	63.9864	1 Aug 2016	1 Feb 2017	150,537	–	–	1,907	148,630
24 Apr 2012	55.4701	1 Aug 2015	1 Feb 2016	5,152,416	–	37,369	91,391	5,023,656
24 Apr 2012	55.4701	1 Aug 2017	1 Feb 2018	621,887	–	–	15,138	606,749
				6,468,782	–	360,839	140,702	5,967,241

1 The weighted average closing price of the shares immediately before the dates on which the options were exercised was £6.10.

Discretionary share option plans

There have been no awards of discretionary share options under employee share plans since 30 September 2005.

Date of award	Exercise price (£)	Exercisable		HSBC Holdings ordinary shares			
		from	until	At 1 Jan 2015	Exercised in period	Lapsed in period	At 30 Jun 2015
HSBC Holdings Group Share Option Plan¹							
20 Apr 2005	7.2869	20 Apr 2008	20 Apr 2015	6,373,982	–	6,373,982	–
HSBC Share Plan							
30 Sep 2005	7.9911	30 Sep 2008	30 Sep 2015	86,046	–	–	86,046

1 The HSBC Holdings Group Share Option Plan expired on 26 May 2005. No options have been granted under the Plan since that date.