

## **Procedures for shareholders of HSBC Holdings plc to propose a person for election as a Director of HSBC Holdings plc**

Shareholders can propose a person for election as a Director of HSBC Holdings plc (the “Company”) at the Company’s Annual General Meeting (the “AGM”) or by convening a general meeting for this purpose.

### **Annual General Meeting**

Under section 338 of the UK Companies Act 2006, members of the Company may require the Company to give, to members of the Company entitled to receive notice of the next annual general meeting, notice of a resolution to propose a person for election as a Director of the Company which may properly be moved and is intended to be moved at the AGM. A resolution may properly be moved unless (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company’s constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person or persons making it, must be received by the Company not later than six weeks before the AGM to which the request relates or, if later, the time notice is given of the AGM.

A company is required to give notice of a resolution once it has received requests that it do so from:

- (1) members representing at least five per cent of the total voting rights of all the members who have a right to vote on the resolution at the AGM to which the requests relate (excluding any voting rights attached to any shares in the Company held as treasury shares), or
- (2) at least 100 members who have a right to vote on the resolution at the AGM to which the requests relate and hold shares in the company on which there has been paid up an average sum, per member, of at least £100.

Under section 153(2)(c)-(f) of the UK Companies Act 2006 a company is required to act under section 338 only if it receives a request in relation to which the following conditions are met:

- (i) In the case of any of those persons who is not a member of the company, it is accompanied by a statement:
  - (a) of the full name and address of a person (“the member”) who is a member of the company and holds shares on behalf of that person;
  - (b) that the member is holding those shares on behalf of that person in the course of a business;
  - (c) of the number of shares in the company that the member holds on behalf of that person;
  - (d) of the total amount paid up on those shares;
  - (e) that those shares are not held on behalf of anyone else or, if they are, that the other person or persons are not among the other persons making the request;

- (f) that some or all of those shares confer voting rights that are relevant for the purposes of making a request under the section in question, and
  - (g) that the person has the right to instruct the member how to exercise those rights.
- (ii) in the case of any of those persons who is a member of the company, it is accompanied by a statement:
- (a) that he holds shares otherwise than on behalf of another person, or
  - (b) that he holds shares on behalf of one or more other persons but those persons are not among the other persons making the request; and
- (iii) it is accompanied by such evidence as the company may reasonably require of the matters mentioned in paragraph (i) and (ii).

### **Convening a general meeting**

Shareholders may require the Directors to call a general meeting, other than an annual general meeting as provided by section 303 of the UK Companies Act 2006. Requests to call a general meeting may be made by members representing at least five per cent of the paid-up capital of the company as carries the right of voting at general meetings of the Company (excluding any paid-up capital held as treasury shares). A request must state that the nature of the business to be dealt with at the meeting is to propose a person for election as a Director of the Company and may include the text of the resolution that may properly be moved (as described above) and is intended to be moved at the meeting. A request may be in hard copy form or in electronic form and must be authenticated by the person or persons making it. At any meeting convened on such request no business shall be transacted except that stated by the requisition or proposed by the Board.

### **How to submit a request**

A request may be made in writing to the Group Company Secretary, HSBC Holdings plc, 8 Canada Square, London E14 5HQ or by sending an email to [shareholdersquestions@hsbc.com](mailto:shareholdersquestions@hsbc.com).