HSBC HOLDINGS PLC

EMPLOYEE SHARE PLANS

30 June 2013

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 2 to 3 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 266 in the *Interim Report 2013*.

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. It is planned to commence the launch of a new international all-employee share plan in the third quarter of 2013.

For options granted under the all-employee share plans prior to 2013, employees may make contributions of up to £250 (or equivalent) each month over a period of one, three or five years which may be used on the first, 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. One-year options were only available under the HSBC Holdings Savings-Related Share Option Plan: International and are exercisable within three months following the first anniversary of the commencement of the savings contract. Three or five-year options are exercisable within six months following the third or fifth anniversary of the commencement of the relevant savings contract. In the case of redundancy, retirement on grounds of injury or ill health, retirement, 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.

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% (except for the one-year options awarded under the US sub-plan where a 15% discount is applied). 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 all-employee share option plans will terminate on 27 May 2015 unless the Directors resolve to terminate the plans at an earlier date.

HSBC Holdings Savings-Related Share Option Plan

					HSBC Ho	ldings ordinar	y shares	
	Exercise	Exercisable		At	Awarded	Exercised	Lapsed	At
Date of award	price (£)	from	until	1 Jan 2013	in period	in period ¹	in period	30 Jun 2013
25 Apr 2007	6.1760	1 Aug 2012	31 Jan 2013	946,901	_	117,673	828,168	1,060
30 Apr 2008	5.9397	1 Aug 2013	31 Jan 2014	1,166,613	_	29,901	28,785	1,107,927
29 Apr 2009	3.3116	1 Aug 2012	31 Jan 2013	1,005,930	-	766,538	236,629	2,763
29 Apr 2009	3.3116	1 Aug 2014	31 Jan 2015	24,171,480	_	614,371	490,045	23,067,064
21 Apr 2010	5.4573	1 Aug 2013	31 Jan 2014	2,155,270	_	38,426	73,391	2,043,453
21 Apr 2010	5.4573	1 Aug 2015	31 Jan 2016	1,382,881	_	18,214	55,736	1,308,931
20 Apr 2011	5.0971	1 Aug 2014	31 Jan 2015	3,247,146	_	32,196	193,162	3,021,788
20 Apr 2011	5.0971	1 Aug 2016	31 Jan 2017	1,597,341	_	9,209	85,299	1,502,833
24 Apr 2012	4.4621	1 Aug 2015	31 Jan 2016	15,406,611	_	68,027	1,042,810	14,295,774
24 Apr 2012	4.4621	1 Aug 2017	31 Jan 2018	3,895,892		10,334	209,695	3,675,863
				54,976,065	-	1,704,889	3,243,720	50,027,456

 $^{1\ \}textit{The weighted average closing price of the shares immediately before the dates on which options were exercised was £7.00.}$

$HSBC\ Holdings\ Savings-Related\ Share\ Option\ Plan:\ International$

				HSBC Holdings ordinary shares				
	Exercise	Exerci	sable	At	Awarded	Exercised	Lapsed	At
Date of award	price	from	until	1 Jan 2013	in period	in period 1	in period	30 Jun 2013
	(£)							
25 Apr 2007	6.1760	1 Aug 2012	31 Jan 2013	148,061	_	12,261	135,800	_
30 Apr 2008	5.9397	1 Aug 2013	31 Jan 2014	155,480	_	_	18,235	137,245
29 Apr 2009	3.3116	1 Aug 2012	31 Jan 2013	911,818	_	536,135	375,090	593
29 Apr 2009	3.3116	1 Aug 2014	31 Jan 2015	5,958,324	_	94,166	148,743	5,715,415
21 Apr 2010	5.4573	1 Aug 2013	31 Jan 2014	1,039,435	_	1,423	134,002	904,010
21 Apr 2010	5.4573	1 Aug 2015	31 Jan 2016	250,822	_	56	20,675	230,091
20 Apr 2011	5.0971	1 Aug 2012	31 Oct 2012	908	_	588	_	320
20 Apr 2011	5.0971	1 Aug 2014	31 Jan 2015	794,257	_	3,532	43,351	747,374
20 Apr 2011	5.0971	1 Aug 2016	31 Jan 2017	246,641	_	´ _	33,738	212,903
24 Apr 2012	4.4621	1 Aug 2013	31 Oct 2013	4,410,375	_	7,338	260,281	4,142,756
24 Apr 2012	4.4621	1 Aug 2015	31 Jan 2016	2,931,672	_	948	130,096	2,800,628
24 Apr 2012	4.4621	1 Aug 2017	31 Jan 2018	620,944	_	675	37,839	582,430
•				17,468,737		657,122	1,337,850	15,473,765
				17,100,727		037,122	1,557,650	13,473,703
	(US\$)							
25 Apr 2007	12.0958	1 Aug 2012	31 Jan 2013	127,311	_	_	127,311	_
30 Apr 2008	11.8824	1 Aug 2013	31 Jan 2014	103,916	_		33,318	70,598
29 Apr 2009	4.8876	1 Aug 2012	31 Jan 2013	631,342	-	254,442	376,900	-
29 Apr 2009	4.8876	1 Aug 2014	31 Jan 2015	1,660,535	-	43,263	37,696	1,579,576
21 Apr 2010	8.1232 8.1232	1 Aug 2013	31 Jan 2014	639,346	_	9,122	41,465	588,759
21 Apr 2010 20 Apr 2011	8.1232 8.2094	1 Aug 2015 1 Aug 2014	31 Jan 2016 31 Jan 2015	161,992 546,715	_	1,421 2,643	15,207 56,413	145,364 487,659
20 Apr 2011 20 Apr 2011	8.2094	1 Aug 2014 1 Aug 2016	31 Jan 2013	151,849	_	2,045 356	19,730	131,763
24 Apr 2012	7.5922^2	1 Aug 2010	31 Oct 2013	423,566	_	330	34,294	389,272
24 Apr 2012 24 Apr 2012	7.1456	1 Aug 2013	31 Oct 2013	291,250	_	543	23,148	267,559
24 Apr 2012	7.1456	1 Aug 2015	31 Jan 2016	1,415,140	_	7,413	54,048	1,353,679
24 Apr 2012	7.1456	1 Aug 2017	31 Jan 2018	335,932	_	1,370	26,159	308,403
r				6,488,894	_	320,573	845,689	5,322,632
				.,,		020,070	010,007	0,022,002

HSBC Holdings Savings-Related Share Option Plan: International (continued)

				HSBC Holdings ordinary shares				
	Exercise	Exerci	sable	At	Awarded	Exercised	Lapsed	At
Date of award	price	from	until	1 Jan 2013	in period	in period ¹	in period	30 Jun 2013
	(€)							
25 Apr 2007	9.0818	1 Aug 2012	31 Jan 2013	20,680	_	_	20,680	_
30 Apr 2008	7.5571	1 Aug 2013	31 Jan 2014	19,351	_	2,622	261	16,468
29 Apr 2009	3.6361	1 Aug 2012	31 Jan 2013	60,829	_	40,750	20,079	_
29 Apr 2009	3.6361	1 Aug 2014	31 Jan 2015	873,704	_	2,016	20,681	851,007
21 Apr 2010	6.0657	1 Aug 2013	31 Jan 2014	154,301	_	455	11,094	142,752
21 Apr 2010	6.0657	1 Aug 2015	31 Jan 2016	46,851	_	_	6,156	40,695
20 Apr 2011	5.7974	1 Aug 2014	31 Jan 2015	172,240	_	1,049	14,523	156,668
20 Apr 2011	5.7974	1 Aug 2016	31 Jan 2017	55,151	_	_	7,724	47,427
24 Apr 2012	5.3532	1 Aug 2013	31 Oct 2013	263,277	_	502	7,669	255,106
24 Apr 2012	5.3532	1 Aug 2015	31 Jan 2016	415,672	_	711	9,302	405,659
24 Apr 2012	5.3532	31 Aug 2017	31 Jan 2018	98,207	_	_	672	97,535
				2,180,263		48,105	118,841	2,013,317
	(HK\$)							
25 Apr 2007	94.5057	1 Aug 2012	31 Jan 2013	32,240	_	_	32,240	_
30 Apr 2008	92.5881	1 Aug 2013	31 Jan 2014	27,827	_	_	3,072	24,755
29 Apr 2009	37.8797	1 Aug 2012	31 Jan 2013	653,168	_	439,626	213,542	· –
29 Apr 2009	37.8797	1 Aug 2014	31 Jan 2015	17,865,138	_	53,530	172,291	17,639,317
21 Apr 2010	62.9770	1 Aug 2013	31 Jan 2014	765,626	_	2,723	19,395	743,508
21 Apr 2010	62.9770	1 Aug 2015	31 Jan 2016	240,382	_	_	11,848	228,534
20 Apr 2011	63.9864	1 Aug 2014	31 Jan 2015	433,188	_	2,792	17,303	413,093
20 Apr 2011	63.9864	1 Aug 2016	31 Jan 2017	181,183	_	934	3,422	176,827
24 Apr 2012	55.4701	1 Aug 2013	31 Oct 2013	4,898,853	_	21,924	214,958	4,661,971
24 Apr 2012	55.4701	1 Aug 2015	31 Jan 2016	5,781,663	_	6,541	149,704	5,625,418
24 Apr 2012	55.4701	1 Aug 2017	31 Jan 2018	758,572	_	_	52,938	705,634
				31,637,840	_	528,070	890,713	30,219,057

¹ The weighted average closing price of the shares immediately before the dates on which the options were exercised was £6.95.

Discretionary share option plans

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

				HSBC Holdings ordinary shares					
	Exercise	Exercisable		At	Exercised	Lapsed	At		
Date of award	price (£)	from	until	1 Jan 2013	in period	in period	30 Jun 2013		
HSBC Holdings Group Share Option Plan ^{1,2}									
2 May 2003	6.0216	2 May 2006	2 May 2013	23,490,127	14,785,110	8,705,017	_		
29 Aug 2003	7.0848	29 Aug 2006	29 Aug 2013	346,319	68,243	7,023	271,053		
3 Nov 2003	7.9606	3 Nov 2006	3 Nov 2013	4,612,854	_	_	4,612,854		
30 Apr 2004	7.2181	30 Apr 2007	30 Apr 2014	51,866,598	2,140,299	461,492	49,264,807		
27 Aug 2004	7.5379	27 Aug 2007	27 Aug 2014	281,651	_	_	281,651		
20 Apr 2005	7.2869	20 Apr 2008	20 Apr 2015	6,575,374	22,951	14,343	6,538,080		
				87,172,923	17,016,603	9,187,875	60,968,445		
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.

² Exercisable at a 15% discount to the average market value of the ordinary shares on the five business days immediately preceding the invitation date.

² The weighted average closing price of the shares immediately before the dates on which the options were exercised was £7.08.

Subsidiary company share plans

HSBC Bank Bermuda

Upon the acquisition of HSBC Bank Bermuda Limited ('HSBC Bank Bermuda') in 2004, all outstanding options over HSBC Bank Bermuda shares were converted into options to acquire HSBC Holdings ordinary shares using an exchange ratio calculated by dividing US\$40 (being the consideration paid for each HSBC Bank Bermuda share) by the average price of HSBC Holdings ordinary shares over the five-day period to the completion of the acquisition. The exercise price payable for each option was adjusted using the same ratio.

Details of options to acquire shares in HSBC Holdings under the share plans of HSBC Bank Bermuda are set out in the following table. No further options will be granted under the share plans of HSBC Bank Bermuda.

HSBC Bank Bermuda

				HSBC Holdings ordinary shares			
	Exercise	Exercisable		At	Exercised	Lapsed	At
Dates of award	price (US\$)	from	until	1 Jan 2013	in period	in period	30 Jun 2013 ¹
Share Option Plan 2000							
4 Feb 2003	9.32	4 Feb 2004	4 Feb 2013	142,082	_	142,082	_
21 Apr 2003	10.33	21 Apr 2004	21 Apr 2013	7,842		7,842	
				149,924	_	149,924	_

¹ At 30 June 2013, the HSBC (Bank of Bermuda) Employee Benefit Trust 2004 held 2,108,830 HSBC Holdings ordinary shares. As there are no options outstanding the remaining shares in the trust will be utilised in accordance with the terms of the trust deed.