

HSBC Holdings plc
Poll results of 2015 Annual General Meeting
24 April 2015

HSBC Holdings plc (the "Company") announces that at its Annual General Meeting ("AGM") held on 24 April 2015, all resolutions as set out in the Notice of AGM were passed on a poll.

Resolutions 1 to 6, 8 to 10 and 12 were passed as ordinary resolutions and resolutions 7, 11 and 13 were passed as special resolutions.

The following table shows the votes cast on each resolution:

Resolution	Total Votes For (%)	Total Votes Against (%)	Votes Total (% of Issued Share Capital)	Votes Withheld
1. To receive the Annual Report and Accounts 2014	9,340,160,307 (98.80)	113,682,546 (1.20)	9,453,842,853 (49.04)	41,294,402
2. To approve the Directors' Remuneration Report	6,720,428,674 (76.29)	2,088,530,798 (23.71)	8,808,959,472 (45.70)	677,821,869
3. (a) To elect Phillip Ameen as a Director	9,459,023,817 (99.90)	9,012,480 (0.10)	9,468,036,297 (49.12)	32,680,294
(b) To elect Heidi Miller as a Director	9,443,905,977	23,496,531	9,467,402,508	32,543,484

	(99.75)	(0.25)	(49.11)	
(c) To re-elect Kathleen Casey as a Director	9,458,891,803 (99.91)	8,547,866 (0.09)	9,467,439,669 (49.11)	32,438,260
(d) To re-elect Safra Catz as a Director	9,455,583,709 (99.88)	11,671,079 (0.12)	9,467,254,788 (49.11)	32,567,538
(e) To re-elect Laura Cha as a Director	9,303,056,308 (99.10)	84,065,631 (0.90)	9,387,121,939 (48.70)	111,291,419
(f) To re-elect Lord Evans of Weardale as a Director	9,455,524,737 (99.87)	11,874,993 (0.13)	9,467,399,730 (49.11)	32,622,299
(g) To re-elect Joachim Faber as a Director	9,452,953,492 (99.85)	14,364,873 (0.15)	9,467,318,365 (49.11)	32,561,965
(h) To re-elect Rona Fairhead as a Director	9,144,120,186 (96.59)	322,607,648 (3.41)	9,466,727,834 (49.11)	33,199,339
(i) To re-elect Douglas Flint as a Director	9,067,875,368 (95.90)	387,864,445 (4.10)	9,455,739,813 (49.05)	36,832,078
(j) To re-elect Stuart Gulliver as a Director	9,438,909,453	29,360,384	9,468,269,837	31,483,615

	(99.69)	(0.31)	(49.12)	
(k) To re-elect Sam Laidlaw as a Director	8,317,803,050 (87.86)	1,149,583,204 (12.14)	9,467,386,254 (49.11)	32,573,081
(l) To re-elect John Lipsky as a Director	8,335,050,210 (88.04)	1,132,173,688 (11.96)	9,467,223,898 (49.11)	32,614,861
(m) To re-elect Rachel Lomax as a Director	9,458,328,102 (99.90)	9,132,745 (0.10)	9,467,460,847 (49.11)	32,443,782
(n) To re-elect Iain Mackay as a Director	9,436,045,734 (99.67)	31,438,641 (0.33)	9,467,484,375 (49.11)	32,469,588
(o) To re-elect Marc Moses as a Director	9,442,355,344 (99.73)	25,127,084 (0.27)	9,467,482,428 (49.11)	32,464,337
(p) To re-elect Sir Simon Robertson as a Director	8,191,676,916 (87.13)	1,209,918,157 (12.87)	9,401,595,073 (48.77)	97,700,820
(q) To re-elect Jonathan Symonds as a Director	9,451,337,959 (99.83)	16,111,584 (0.17)	9,467,449,543 (49.11)	32,484,172
4. To appoint PricewaterhouseCoopers LLP as auditor of the Company	9,443,723,129	25,734,330	9,469,457,459	30,213,375

	(99.73)	(0.27)	(49.12)	
5. To authorise the Group Audit Committee to determine the remuneration of the auditor	9,454,699,721 (99.85)	14,212,868 (0.15)	9,468,912,589 (49.12)	30,815,356
6. To authorise the Directors to allot shares	8,747,667,960 (92.46)	713,487,303 (7.54)	9,461,155,263 (49.08)	38,420,820
7. To disapply pre-emption rights	8,729,514,669 (92.32)	726,423,494 (7.68)	9,455,938,163 (49.05)	43,771,078
8. To authorise the Directors to allot any repurchased shares	9,154,217,028 (96.74)	308,482,870 (3.26)	9,462,699,898 (49.09)	34,698,581
9. To authorise the Company to purchase its own ordinary shares	9,348,078,869 (99.49)	47,795,315 (0.51)	9,395,874,184 (48.74)	102,258,468
10. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities	9,149,392,011 (96.80)	302,391,205 (3.20)	9,451,783,216 (49.03)	45,584,992
11. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities	8,570,088,097 (90.69)	879,490,094 (9.31)	9,449,578,191 (49.02)	45,737,225
12. To extend the final date on which	9,373,459,127	92,544,476	9,466,003,603	33,019,920

options may be granted under UK Sharesave	(99.02)	(0.98)	(49.11)	
13. To approve general meetings (other than annual general meetings) being called on a minimum of 14 clear days' notice	8,386,696,695 (88.59)	1,080,639,157 (11.41)	9,467,335,852 (49.11)	31,742,417

As at 12.01am (London time) on Thursday 23 April 2015, the total number of ordinary shares of US\$0.50 each eligible to be voted at the AGM was 19,276,984,434. There was no share entitling the holder to attend and abstain from voting in favour of any of the resolution as set out in Rule 13.40 of the Hong Kong Listing Rules. No shareholder was required under the Hong Kong Listing Rules to abstain from voting. A 'vote withheld' is not a vote in law and has not been counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

The Board of Directors notes that resolution 2 relating to the approval of the 2014 Directors' Remuneration Report, received a vote of 76.29% in favour. As set out in the Directors' Remuneration Report, further significant regulatory changes to executive remuneration are expected from the UK's Prudential Regulatory Authority and the Financial Conduct Authority, as well as from the European Banking Authority during 2015. Once these changes are finalised, the Group Remuneration Committee will consider their effect on the current remuneration policy and will consult with shareholders to understand the reasons behind today's vote result and on any changes to be made to our remuneration policy for 2016.

Computershare Investor Services PLC acted as scrutineer of the poll on all resolutions.

Copies of the special business resolutions passed at the AGM have been submitted to the UK Listing Authority, and will shortly be available for inspection at the UK Listing Authority's National Storage Mechanism which is located at <http://www.hemscott.com/nsm.do>

From the conclusion of the AGM, the following changes became effective:

Sir Simon Robertson stepped down as Senior Independent Director but will continue as Deputy Chairman. Sir Simon will also step down as chairman of the Group Remuneration Committee, chairman of the Nomination Committee and as a member of the Financial System

Vulnerabilities Committee.

Rachel Lomax will become Senior Independent Director. She will also become a member of the Nomination Committee.

Sam Laidlaw will become chairman of the Group Remuneration Committee and chairman of the Nomination Committee.

As at the date of this announcement, the following are Directors of the Company: Douglas Flint, Stuart Gulliver, Phillip Ameen[†], Kathleen Casey[†], Safra Catz[†], Laura Cha[†], Lord Evans of Weardale[†], Joachim Faber[†], Rona Fairhead[†], Sam Laidlaw[†], John Lipsky[†], Rachel Lomax[†], Iain Mackay, Heidi Miller[†], Marc Moses, Sir Simon Robertson[†] and Jonathan Symonds[†].

[†] Independent non-executive Director

For and on behalf of
HSBC Holdings plc

Ben J S Mathews
Group Company Secretary