FORM OF PROXY
HSBC Holdings plc Annual General Meeting – 11.00am on Friday, 24 April 2020

I/We, being a shareholder/shareholders of HSBC Holdings plc (the “Company”), hereby appoint as my/our proxy to vote and act for me/us and on my/our behalf at the Annual General Meeting (“AGM”) and at any adjournment thereof, the chairman of the AGM (see note 1 overleaf)
or

(*Insert here the number of shares your proxy may vote if less than your total holding – see note 1 overleaf):

☐ Please tick here if this proxy appointment is one of multiple appointments being made (see note 1 overleaf).

Please refer to the Notice of AGM for the full wording of the below resolutions and the biographical details of Directors who are standing for election or re-election at the AGM. The Board recommends that you vote in favour of all resolutions, with the exception of resolution 18 for which shareholders are recommended to vote against.

I/We desire this form of proxy to be used as indicated by a ✔ in the relevant box below (see note 2 overleaf).

1. To receive the Annual Report & Accounts 2019
2. To approve the Directors’ Remuneration Report
3. (a) To elect Noel Quinn as a Director
   (b) To re-elect Laura Cha as a Director
   (c) To re-elect Henri de Castries as a Director
   (d) To re-elect Irene Lee as a Director
   (e) To re-elect José Antonio Meade Kuribreña as a Director
   (f) To re-elect Heidi Miller as a Director
   (g) To re-elect David Nish as a Director
   (h) To re-elect Even Stevenson as a Director
   (i) To re-elect Jackson Tai as a Director
   (j) To re-elect Mark Tucker as a Director
   (k) To re-elect Pauline van der Meer Mohr as a Director
4. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company
5. To authorise the Group Audit Committee to determine the remuneration of the Auditor
6. To authorise the Company to make political donations
7. To authorise the Directors to allot shares
8. To disapply pre-emption rights (special resolution)
9. To further disapply pre-emption rights for acquisitions (special resolution)
10. To authorise the Directors to allot any repurchased shares
11. To authorise the Company to purchase its own ordinary shares (special resolution)
12. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities
13. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities (special resolution)
14. To amend the rules of the HSBC Share Plan 2011
15. To amend the rules of the HSBC Holdings Savings-Related Share Option Plan (UK)
16. To amend the rules of the HSBC Holdings UK Share Incentive Plan and the HSBC International Employee Share Purchase Plan
17. To call general meetings (other than an AGM) on 14 clear days’ notice (special resolution)
18. Shareholder requisitioned resolution regarding the Midland Bank defined benefit pension scheme (special resolution)

The Board recommends that you vote against the following resolution:

Please indicate with a ✔ if you intend to attend the AGM

Signature(s) (see notes 5, 6 and 7) Dated ............................................. 2020

Job No: 42366 Proof Event: 11
Park Communications Ltd Alpine Way London E6 6LA
Customer: HSBC Project Title: UK PROXY FORM 2020
T: 0207 055 6500 F: 020 7055 6600
6. In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the
5. This form of proxy must be signed by the shareholder or the shareholder’s attorney or, if the shareholder is a corporation, be under seal or signed by a duly
4. Particulars of the Directors standing for election and re-election are set out in the explanatory notes in the Notice of AGM.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), changes to entries on the principal register of members of the
2. If you wish your proxy to cast your votes for or against a resolution you may insert a ✔ in the appropriate box. If you do not wish your proxy to vote on
1. If you wish to appoint as proxy another person (who need not be a shareholder of the Company), please insert the name of that other person in the box
Notes
1.  If you wish to appoint as proxy another person (who need not be a shareholder of the Company), please insert the name of that other person in the box
provided and delete the words “the chairman of the AGM”. Any alteration made to this form of proxy must be initialed by the person who signs it. A
shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by
the shareholder. To appoint more than one proxy, a photocopy of this form of proxy may be used or additional forms may be obtained from: Computershare
Investor Services PLC, PO Box 1084, The Pavilions, Bridgewater Road, Bristol BS39 6BD, United Kingdom; Computershare Hong Kong Investor Services
Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong SAR; or Investor Relations team, HSBC Bank Bermuda
Limited, 37 Front Street, Hamilton HM 11, Bermuda. If the proxy is being appointed with authority to vote less than your total holding please indicate in
the box marked with an asterisk the number of shares your proxy is to vote. If the box marked with an asterisk is left blank your proxy will be deemed to be
authorised to vote your total holding (or if this form of proxy has been issued in respect of a designated account for a shareholder, the total holding for that
designated account).
2. If you wish your proxy to cast your votes for or against a resolution you may insert a ✔ in the appropriate box. If you do not wish your proxy to vote on
any particular resolution, you may insert a ✗ in the ‘Vote Withheld’ box. A ‘Vote Withheld’ is not a vote in law and will not be counted in the calculation of
the votes ‘For’ and ‘Against’ a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or to
withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the AGM.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), changes to entries on the principal register of members of the
Company maintained in England (the ‘Principal Register’) or either the Hong Kong or Bermuda Overseas Branch Registers of the Company (the ‘Branch
Registers’) after 12.01am (London time) on Thursday, 23 April 2020 or 12.01am (London time) on the day immediately before the day of any adjourned
meeting (as the case may be) shall be disregarded in determining the rights of a shareholder to attend or vote at the AGM or any adjourned meeting (as the
case may be). Accordingly, a shareholder entered on either the Principal Register or the Branch Registers at 12.01am (London time) on Thursday, 23 April
2020 or 12.01am (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be entitled to attend and vote
at the AGM or any adjourned meeting (as the case may be) in respect of the number of such shares entered against the shareholder’s name at that time.
4. Particulars of the Directors standing for election and re-election are set out in the explanatory notes in the Notice of AGM.
5. This form of proxy must be signed by the shareholder or the shareholder’s attorney or, if the shareholder is a corporation, be under seal or signed by a duly
authorised representative.
6. In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the
exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the
Principal Register or the Branch Registers as appropriate (the first-named being the most senior).
7. In order to be valid, this form of proxy (and any power of attorney or other authority, if any, under which it is signed, or a copy of such authority certified
certificably or in some other way approved by the Board) must be deposited by 11.00am (London time) on Wednesday, 22 April 2020 or not less than 48
hours before the time of the holding of any adjourned meeting at the offices of the registrar, Computershare Investor Services PLC, PO Box 1084, The
Pavilions, Bridgewater Road, Bristol BS39 6BD, United Kingdom; or Computershare Hong Kong Investor Services Limited, 1712-1716, 17th Floor, Hopewell
Centre, 183 Queen’s Road East, Hong Kong SAR; or Investor Relations team, HSBC Bank Bermuda Limited, 37 Front Street, Hamilton HM 11, Bermuda.
Instructions to appoint another proxy must also be received by the registrar by the deadline for receipt of a form of proxy. In the case of an appointment of a
proxy submitted in electronic form, such appointment must be received by 11.00am (London time) on Wednesday, 22 April 2020 or not less than 48 hours
before the time of the holding of any adjourned meeting. If you would like to submit your form of proxy electronically via the internet go to www.hsbc.com/
proxy. You will be asked to enter the Shareholder Reference Number and PIN which are printed on the first page of this proxy form in the top right corner
of your designated account).