



The Annual General Meeting ("AGM") of HSBC Holdings plc will be held on Friday, 28 May 2021 at 11.00am London time (6.00pm Hong Kong time).

Please see information overleaf on how you may attend, participate and vote at the AGM electronically. You will need your Shareholder Reference Number and Personal Identification Number ("PIN") to do so.

Shareholder Reference Number

PIN



If you would like to submit your form of proxy electronically go to www.hsbc.com/proxy or scan the QR code located above. You will be asked to enter the Shareholder Reference Number and PIN printed opposite and agree to certain terms and conditions.

Shareholder Reference Number

Personal Identification Number (PIN)

FORM OF PROXY

HSBC Holdings plc Annual General Meeting – 11.00am London time (6.00pm Hong Kong time) on Friday, 28 May 2021

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 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 16 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).

	FOR	AGAINST	VOTE WITHHELD		FOR	AGAINST	VOTE WITHHELD
1. To receive the Annual Report & Accounts 2020	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To authorise the Directors to allot shares	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To disapply pre-emption rights (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. (a) To elect James Forese as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To further disapply pre-emption rights for acquisitions (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To elect Steven Guggenheimer as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To authorise the Directors to allot any repurchased shares	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To elect Eileen Murray as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Company to purchase its own ordinary shares (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-elect Irene Lee as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Dr José Antonio Meade Kuribreña as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect David Nish as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To call general meetings (other than an AGM) on 14 clear days' notice (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect Noel Quinn as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Climate change resolution (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) To re-elect Ewen Stevenson as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board recommends that you vote against the following resolution			
(i) To re-elect Jackson Tai as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Shareholder requisitioned resolution regarding the Midland Bank defined benefit pension scheme (special resolution)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(j) To re-elect Mark E Tucker as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(k) To re-elect Pauline van der Meer Mohr as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5. To authorise the Group Audit Committee to determine the remuneration of the Auditor	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. To authorise the Company to make political donations	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature(s)

(see notes 5, 6 and 7)

Dated 2021



Electronic attendance at the AGM

As explained in the Notice of AGM, the meeting at 8 Canada Square, London, E14 5HQ will be a closed meeting with no shareholders attending in person. However, for the first time, facilities will be made available to allow shareholders to attend, participate and vote electronically at the AGM and to ask questions via a telephone line in real time should they wish to do so.

The full guide to attending the AGM electronically is shown on pages 29, 30 and 47 of our Notice of AGM and at www.hsbc.com/agm. A summary of the steps required is set out below:

1. Visit <https://web.lumiagm.com> on your PC, laptop, or internet-enabled device such as a tablet or smartphone. Lumi AGM can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari. Please ensure your browser is compatible. You can access the Lumi AGM website from 2.00pm London time (9.00pm Hong Kong time) on Thursday, 27 May 2021.
2. You will then need to enter the Meeting ID: **126-225-642**
3. Thereafter, please enter your **Shareholder Reference Number** and **PIN** as printed on the first page of this document.

If you appoint a corporate representative or proxy, and they wish to attend the meeting electronically, you or they will need to contact the Company's registrar before 11.00am London time (6.00pm Hong Kong time) on Wednesday, 26 May 2021 to arrange for a Unique Username and Personal Identification Number to be sent to them in order to be able to access the Lumi AGM website. Please refer to the Notice of AGM for further details.

Notes

1. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy, even if they intend to attend the AGM electronically. This is to ensure that your vote is counted if you are unable to attend electronically on the day of the AGM. 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 initialled 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, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, 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 (7.01am Hong Kong time) on Thursday, 27 May 2021 or 12.01am London time (7.01am Hong Kong 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 (7.01am Hong Kong time) on Thursday, 27 May 2021 or 12.01am London time (7.01am Hong Kong 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 notarially or in some other way approved by the Board) must be deposited by 11.00am London time (6.00pm Hong Kong time) on Wednesday, 26 May 2021 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, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, 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 (6.00pm Hong Kong time) on Wednesday, 26 May 2021 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 and agree to certain terms and conditions. It should be noted, however, that any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid. For shares held through CREST, proxy appointments may be submitted via the CREST proxy voting system by following the procedures described in the CREST manual. Completion and return of the form of proxy will not preclude a shareholder from attending or voting electronically at the AGM (or attending and voting in person if Covid-19 restrictions have eased by the day of the AGM).