FORM OF PROXY

HSBC Holdings plc Annual General Meeting – 11.00am London time (6.00pm Hong Kong time) on Friday, 5 May 2023

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 you intend to attend the AGM in person

# Special Resolution

The Board recommends that you vote against the following resolutions:

16. Shareholder requisitioned resolution: Midland Bank defined benefit pension scheme*

17. Shareholder requisitioned resolution: Strategy Review*

18. Shareholder requisitioned resolution: Dividend Policy*

* Special Resolution

Please indicate with a ‘✔’ if you intend to attend the AGM in person

Signature(s) _____________________________

(see notes 5, 6 and 7) Dated _____________________________ 2023
Electronic attendance at the AGM

As well as being able to attend the AGM in person, 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 in the 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/105855637 on your PC, laptop, or internet-enabled device such as a tablet or smartphone. Lumi AGM can be accessed online using the latest versions of internet browsers such as Microsoft Edge, 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, 4 May 2023.

2. 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, 3 May 2023 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 in person or electronically. This is to ensure that your vote is counted if you are unable to attend in person or 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, Bridgewater Road, Bristol BS99 6ZY, United Kingdom; or 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, 4 May 2023 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, 4 May 2023 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 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 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, 3 May 2023 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 document.

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, 3 May 2023 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, Bridgewater 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. 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, 3 May 2023 or not less than 48 hours before the time of the holding of any adjourned meeting.

8. In order to be valid, this form of proxy must be submitted via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00am London time (9.00pm Hong Kong time) on Thursday, 4 May 2023.