

## SUPPLEMENTARY LISTING PARTICULARS



### HSBC Holdings plc

*(a company incorporated with limited liability in England with registered number 617987)*

*as Issuer*

**USD 50,000,000,000**

### **PROGRAMME FOR ISSUANCE OF PERPETUAL SUBORDINATED CONTINGENT CONVERTIBLE SECURITIES**

This supplement (the "**Supplement**") to the offering memorandum dated 2 September 2014 relating to the Programme for the Issuance of Perpetual Subordinated Contingent Convertible Securities (as supplemented by the supplement dated 13 March 2015, the "**Offering Memorandum**", which constitutes listing particulars for the purposes of listing on the Official List of the Irish Stock Exchange ("**Listing**") and trading on the Global Exchange Market of the Irish Stock Exchange and, for the avoidance of doubt, which does not constitute (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC (as amended)) constitutes supplementary listing particulars (pursuant to rule 3.10 of the Global Exchange Market Listing and Admission to Trading – Rules) for the purposes of Listing.

Terms defined in the Offering Memorandum have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Memorandum prepared by HSBC Holdings plc, as issuer (the "**Issuer**") in relation to its USD 50,000,000,000 Programme for the Issuance of Perpetual Subordinated Contingent Convertible Securities.

This Supplement has been approved by the Irish Stock Exchange for the purposes of Listing.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to:

- incorporate by reference into the Offering Memorandum, the published Earnings Release of the Issuer for the three months ended 31 March 2015 (the "**Earnings Release**"). The Earnings Release is available on the Issuer's website at <http://www.hsbc.com/investor-relations/financial-and-regulatory-reports>. The Earnings Release, other than information incorporated by reference therein, is hereby incorporated by reference into the Offering Memorandum;
- replace the definition of "Approved Entity" appearing in Condition 20 (*Definitions*) on page 77 of the section entitled "Terms and Conditions of the Securities" of the Offering Memorandum with the following:

""**Approved Entity**" means a body corporate which, on the occurrence of the Relevant Event, has in issue Relevant Shares;" and

- replace the definition of "Lead Regulator applicable to the Issuer" appearing in Condition 20 (*Definitions*) on page 85 of the section entitled "Terms and Conditions of the Securities" of the Offering Memorandum with the following:

""**Lead Regulator applicable to the Issuer**" means the PRA or any successor or other entity primarily responsible for the prudential supervision of the Issuer;"

Any non-incorporated parts of the Earnings Release are either not relevant for an investor or are covered elsewhere in the Offering Memorandum.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Offering Memorandum prior to the date of this Supplement, the statement in this Supplement will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Memorandum has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.

19 May 2015