

**HSBC HOLDINGS PLC**

**EMPLOYEE SHARE PLANS**

**30 June 2016**

## Employee share plans

In accordance with the terms of a waiver granted by the Hong Kong Stock Exchange on 24 December 2010, full details of options under Employee Share Plans required pursuant to Listing Rules 17.07 and 17.09 are disclosed below. These disclosures are also available on the Hong Kong Stock Exchange's website at [www.hkex.com.hk](http://www.hkex.com.hk) and can be obtained upon request from the Group Company Secretary, 8 Canada Square, London E14 5HQ.

### Employee share plans

Share options and discretionary awards of shares are granted under HSBC Share plans to help align the interests of employees with those of shareholders.

Set out on pages 1 and 2 are particulars of outstanding options, including those held by employees working under employment contracts that are regarded as 'continuous contracts' for the purposes of the Hong Kong Employment Ordinance. The options were granted for nil consideration. No options have been granted to substantial shareholders, suppliers of goods or services or in excess of the individual limit for each share plan. No options were cancelled by HSBC during the period. The options which were granted, exercised or lapsed during the period are detailed in the tables below. Particulars of options held by Directors of HSBC Holdings are set out on page 142 in the *Interim Report 2016*.

### All-employee share plans

The HSBC Holdings Savings-Related Share Option Plan and the HSBC Holdings Savings-Related Share Option Plan: International are all-employee share plans under which eligible employees have been granted options to acquire HSBC Holdings ordinary shares. There will be no further grant of options under the HSBC Holdings Savings-Related Share Option Plan: International; the final grant was in 2012. The HSBC International Employee Share Purchase Plan was introduced in 2013 and now includes employees based in 25 jurisdictions.

For options granted under the HSBC Holdings Savings-Related Option Plan, employees make contributions of up to £500 each month over a period of three or five years which may be used within six months following the third or fifth anniversary of the commencement of the relevant savings contract, at the employee's election, to exercise the options. Alternatively, the employee may elect to have the savings, plus (where applicable) any interest or bonus, repaid in cash. In the case of redundancy, retirement including on grounds of injury or ill health, the transfer of the employing business to another party, or a change of control of the employing company, options may be exercised before completion of the relevant savings contract. In certain circumstances, the exercise period of options granted under the all-employee share plans may be extended, for example, on the death of a participant the executors may exercise the option up to six months beyond the normal exercise period.

The terms set out in the preceding paragraph also applied to options granted up to April 2012 under the HSBC Holdings Savings-Related Share Option Plan: International with the exception that contributions were capped at the equivalent of £250.

Under the HSBC Holdings Savings-Related Share Option Plan and the HSBC Holdings Savings-Related Share Option Plan: International the option exercise price has been determined by reference to the average market value of the ordinary shares on the five business days immediately preceding the invitation date, then applying a discount of 20%. Where applicable, the US dollar, Hong Kong dollar and euro exercise prices were converted from the sterling exercise price at the applicable exchange rate on the working day preceding the relevant invitation date. The HSBC Holdings Savings-Related Share Option Plan will terminate on 23 May 2025 unless the Directors resolve to terminate the plan at an earlier date.

#### HSBC Holdings Savings-Related Share Option Plan

Date of award	Exercise price (£)	Exercisable		HSBC Holdings ordinary shares				
		from	until	At 1 Jan 2016	Granted in period	Exercised in period <sup>1</sup>	Lapsed in period	At 30 Jun 2016
21 Apr 2010	5.4573	1 Aug 2015	31 Jan 2016	199,426	—	569	194,589	4,268
20 Apr 2011	5.0971	1 Aug 2016	31 Jan 2017	1,086,255	—	1,022	137,027	948,206
24 Apr 2012	4.4621	1 Aug 2015	31 Jan 2016	948,905	—	787,112	133,282	28,511
24 Apr 2012	4.4621	1 Aug 2017	31 Jan 2018	2,696,353	—	22,192	251,547	2,422,614
20 Sep 2013	5.4738	1 Nov 2016	30 Apr 2017	3,222,870	—	1,721	562,070	2,659,079
20 Sep 2013	5.4738	1 Nov 2018	30 Apr 2019	915,544	—	985	101,915	812,644
23 Sep 2014	5.1887	1 Nov 2017	30 Apr 2018	7,824,592	—	4,674	1,386,435	6,433,483
23 Sep 2014	5.1887	1 Nov 2019	30 Apr 2020	3,213,062	—	866	476,260	2,735,936
22 Sep 2015	4.0472	1 Nov 2018	30 Apr 2019	34,982,199	—	109,684	4,208,133	30,664,382
22 Sep 2015	4.0472	1 Nov 2020	30 Apr 2021	16,620,613	—	22,794	1,479,016	15,118,803
				<b>71,709,819</b>	<b>—</b>	<b>951,619</b>	<b>8,930,274</b>	<b>61,827,926</b>

1 The weighted average closing price of the shares immediately before the dates on which options were exercised was £4.79.

# Employee share plans

## HSBC Holdings Savings-Related Share Option Plan: International

Date of award	Exercise price (£)	Exercisable		HSBC Holdings ordinary shares				
		from	until	At 1 Jan 2016	Granted in period	Exercised in period <sup>1</sup>	Lapsed in period	At 30 Jun 2016
21 Apr 2010	5.4573	1 Aug 2015	31 Jan 2016	116,956	—	—	116,956	—
20 Apr 2011	5.0971	1 Aug 2014	31 Jan 2015	191	—	—	191	—
20 Apr 2011	5.0971	1 Aug 2016	31 Jan 2017	129,041	—	—	18,233	110,808
24 Apr 2012	4.4621	1 Aug 2015	31 Jan 2016	422,266	—	333,065	89,201	—
24 Apr 2012	4.4621	1 Aug 2017	31 Jan 2018	462,537	—	—	34,306	428,231
				<b>1,130,991</b>	<b>—</b>	<b>333,065</b>	<b>258,887</b>	<b>539,039</b>
	(\$)							
21 Apr 2010	8.1232	1 Aug 2015	31 Jan 2016	51,891	—	—	51,891	—
20 Apr 2011	8.2094	1 Aug 2014	31 Jan 2015	438	—	—	438	—
20 Apr 2011	8.2094	1 Aug 2016	31 Jan 2017	84,054	—	—	10,916	73,138
24 Apr 2012	7.1456	1 Aug 2015	31 Jan 2016	331,586	—	13,569	318,017	—
24 Apr 2012	7.1456	1 Aug 2017	31 Jan 2018	197,476	—	—	34,242	163,234
				<b>665,445</b>	<b>—</b>	<b>13,569</b>	<b>415,504</b>	<b>236,372</b>
	(€)							
21 Apr 2010	6.0657	1 Aug 2015	31 Jan 2016	4,012	—	1,384	2,628	—
20 Apr 2011	5.7974	1 Aug 2016	31 Jan 2017	37,676	—	—	1,707	35,969
24 Apr 2012	5.3532	1 Aug 2015	31 Jan 2016	35,502	—	22,393	13,109	—
24 Apr 2012	5.3532	1 Aug 2017	31 Jan 2018	76,420	—	—	2,109	74,311
				<b>153,610</b>	<b>—</b>	<b>23,777</b>	<b>19,553</b>	<b>110,280</b>
	(HK\$)							
21 Apr 2010	62.9770	1 Aug 2015	31 Jan 2016	55,072	—	—	55,072	—
20 Apr 2011	63.9864	1 Aug 2016	31 Jan 2017	136,240	—	—	25,794	110,446
24 Apr 2012	55.4701	1 Aug 2015	31 Jan 2016	372,971	—	60,141	311,631	1,199
24 Apr 2012	55.4701	1 Aug 2017	31 Jan 2018	550,547	—	—	113,392	437,155
				<b>1,114,830</b>	<b>—</b>	<b>60,141</b>	<b>505,889</b>	<b>548,800</b>

<sup>1</sup> The weighted average closing price of the shares immediately before the dates on which the options were exercised was £4.91.