

**NOTIFICATION OF TRANSACTIONS OF PERSONS DISCHARGING MANAGERIAL
RESPONSIBILITY AND/OR CONNECTED PERSONS**

This notification relates to a transaction notified in accordance with DTR 3.1.2 R and 3.1.4 R (1)(a)

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| 1 | Name of the issuer |
| | HSBC Holdings plc |
| 2 | Name of the person discharging managerial responsibilities or, where applicable, the name of the person connected with a person discharging managerial responsibilities |
| | S K Green, a person discharging managerial responsibilities |
| 3 | Description of shares (including class), debentures, derivatives or any other financial instruments relating to shares |
| | US\$0.50 ordinary shares |
| 4 | State the nature of the transactions |
| | <p>Following acceptance of rights in accordance with the terms of the Rights Issue announced on 2 March 2009:</p> <p>A - Acquisition of shares</p> <p>B - (i) Under the terms and conditions of the HSBC All Employee Share Ownership Plan the trustee automatically sold sufficient rights attaching to the participant's plan shares in order to fund the take up of the rights attached to the balance of the plan shares (ii) Acquisition of shares in the HSBC All Employee Share Ownership Plan.</p> |
| 5 | Number of shares, derivatives or any other financial instruments relating to shares acquired |
| | <p>A - 282,076</p> <p>B(ii) - 246</p> |
| 6 | Number of shares, derivatives or any other financial instruments relating to shares disposed |
| | B(i) - 413 |
| 7 | Price per share or value of transaction |
| | <p>A, B(ii) - £2.54</p> <p>B(i) - £1.517</p> |
| 8 | Date and place of transactions |
| | <p>A, B(ii) 6 April 2009, London</p> <p>B(i) 27 March 2009, London (Director made aware 9 April 2009)</p> |
| 9 | Date issuer informed of transactions |
| | 6 April 2009 |
| 10 | Total holding following notification |

| | |
|-----------|---|
| | 3,051,540 |
| 11 | Name of duly authorised officer/official of issuer responsible for making notification |
| | Nicola Black, Assistant Group Company Secretary, 020 7991 2652 |
| 12 | Date of notification |
| | 9 April 2009 |