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HSBC Holdings plc

Overseas Regulatory Announcement

The attached announcement has been released to the other stock exchanges on which HSBC Holdings plc is listed.

The Board of Directors of HSBC Holdings plc as at the date of this announcement comprises: Mark Tucker*, Noel Quinn, Kathleen Casey†, Laura Cha†, Henri de Castries†, Irene Lee†, José Meade†, Heidi Miller†, Marc Moses, David Nish†, Ewen Stevenson, Jonathan Symonds†, Jackson Tai† and Pauline van der Meer Mohr†.

* Non-executive Group Chairman

† Independent non-executive Director

Hong Kong Stock Code: 5

HSBC Holdings plc

Registered Office and Group Head Office:

8 Canada Square, London E14 5HQ, United Kingdom

Web: www.hsbc.com

Incorporated in England with limited liability. Registered in England: number 617987



6 August 2019

HSBC HOLDINGS PLC SHARE BUY-BACK

HSBC Holdings plc ('**HSBC**') announces that, as outlined in its announcement on 5 August 2019, it will commence a share buy-back of HSBC's ordinary shares of US\$0.50 each ('**Ordinary Shares**') for up to a maximum consideration of US\$1,000,000,000 (the '**Buy-back**'). The purpose of the Buy-back is to reduce HSBC's outstanding Ordinary Shares.

HSBC has entered into an irrevocable, non-discretionary agreement (the '**Agreement**') with Morgan Stanley & Co. International plc ('**Morgan Stanley**') to enable the purchase of Ordinary Shares by Morgan Stanley acting as principal, during the period running from 6 August 2019 and ending no later than 18 October 2019 (subject to regulatory approval remaining in place), for an aggregate purchase price of no greater than US\$1,000,000,000 and the simultaneous on-sale of such Ordinary Shares by Morgan Stanley to HSBC.

Any purchases of Ordinary Shares will be carried out on the London Stock Exchange in accordance with certain pre-set parameters and in accordance with (and subject to limits prescribed by) HSBC's general authority to repurchase Ordinary Shares granted by its shareholders at the annual general meeting on 12 April 2019 (the '**2019 Authority**'), Chapter 12 of the Financial Conduct Authority's Listing Rules, Article 5(1) of the Market Abuse Regulation (EU) No 596/2014, the Commission Delegated Regulation (EU) No 2016/1052, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Hong Kong Codes on Takeovers and Mergers and Share Buy-Backs and applicable US federal securities laws. Ordinary Shares purchased under the Buy-back will be cancelled.

The maximum number of Ordinary Shares that may be repurchased under the Buy-back is 2,003,673,053, being the number of Ordinary Shares able to be repurchased under the 2019 Authority.

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Note to editors:

HSBC Holdings plc

HSBC Holdings plc, the parent company of the HSBC Group, is headquartered in London. The HSBC Group serves customers worldwide across 65 countries and territories in Europe, Asia, North America, Latin America, and Middle East and North Africa. With assets of US\$2,751bn at 30 June 2019, HSBC is one of the world's largest banking and financial services organisations.

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