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9 May 2023

(Hong Kong Stock Code: 5)

HSBC HOLDINGS PLC SHARE BUY-BACK

HSBC Holdings plc ("**HSBC**") announces that, as outlined in its announcement on 2 May 2023, 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\$2,000,000,000 (the "**Buy-back**"). The purpose of the Buy-back is to reduce HSBC's outstanding Ordinary Shares.

HSBC has entered into irrevocable, non-discretionary buy-back agreements 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 10 May 2023 and ending no later than 30 September 2023 (subject to regulatory approval remaining in place), for an aggregate purchase price of up to US\$2,000,000,000 and the simultaneous on-sale of such Ordinary Shares by Morgan Stanley to HSBC.

Morgan Stanley will make trading decisions in relation to the Buy-back independently of HSBC. Any purchases of Ordinary Shares will be carried out on the London Stock Exchange, Aquis Exchange, Cboe Europe Limited (through the BXE and CXE order books) and/or Turquoise (together, the "**UK Venues**") and/or The Stock Exchange of Hong Kong Limited ("**Hong Kong Stock Exchange**").

The repurchases on the UK Venues will be implemented as "on Exchange" transactions (as such term is defined in the rules of the London Stock Exchange) and will be "market purchases" for the purposes of the Companies Act 2006. The repurchases on the Hong Kong Stock Exchange will be "off-market" for the purposes of the Companies Act 2006 but will be transactions which occur "on Exchange" for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Hong Kong Listing Rules**") and which constitute an "on-market share buy-back" for the purposes of the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs ("**Hong Kong Buy-back Code**").

The repurchases will take place 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 HSBC's annual general meeting on 5 May 2023 (the "**2023 Authority**"), Chapter 12 of the Financial Conduct Authority's Listing Rules, Article 5(1) of the Market Abuse Regulation (EU) No 596/2014 (as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**Withdrawal Act**")), the Commission Delegated Regulation (EU) No 2016/1052 (as it forms part of domestic law of the United Kingdom by virtue of the Withdrawal Act), the Hong Kong Listing Rules, the Hong Kong Buy-back Code 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 1,997,127,937, being the number of Ordinary Shares able to be repurchased under the 2023 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 from offices in 62 countries and territories in its geographical regions: Europe, Asia, North America, Latin America, and Middle East and North Africa. With assets of US\$2,990bn at 31 March 2023, HSBC is one of the world's largest banking and financial services organisations.

As at the time of this announcement, the following are Directors of the Company: Mark Tucker*, Noel Quinn, Geraldine Buckingham†, Rachel Duan†, Georges Elhedery, Carolyn Julie Fairbairn†, James Anthony Forese†, Steven Guggenheimer†, José Antonio Meade Kuribreña†, Kalpana Morparia†, Eileen K Murray† and David Nish†.

* Non-executive Group Chairman

† Independent non-executive Director

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