



Shareholder Reference Number

Personal Identification Number (PIN)

If you would like to submit your form of proxy electronically via the internet go to www.hsbc.com/proxy. For best results, we recommend you use the latest vendor supported release of the following browsers: Microsoft Internet Explorer, Mozilla Firefox, Apple Safari or Google Chrome. You will be asked to enter the Shareholder Reference Number and PIN which are printed above and agree to certain terms and conditions.

FORM OF PROXY

HSBC Holdings plc Annual General Meeting to be held on 23 May 2014

I/We, being a shareholder/shareholders of HSBC Holdings plc, hereby appoint as my/our proxy to vote and act for me/us and on my/our behalf at the Annual General Meeting and at any adjournment thereof, the chairman of the AGM (*see note 1 overleaf*)

or *

(**Insert here the number of shares your proxy may vote if less than your total holding – see note 1 overleaf*):

Please tick here if this proxy appointment is one of multiple appointments being made (*see note 1 overleaf*).

I/We desire this form of proxy to be used as indicated by an 'X' in the relevant box below (*see note 2 overleaf*).

	FOR	AGAINST	VOTE WITHHELD		FOR	AGAINST	VOTE WITHHELD
1. To receive the Annual Report and Accounts 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(m) To re-elect Sam Laidlaw as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(n) To re-elect John Lipsky as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(o) To re-elect Rachel Lomax as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the Variable pay cap (see section 4 of the Explanatory Notes in the Notice of AGM for voting threshold applicable to this resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(p) To re-elect Iain Mackay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. (a) To elect Kathleen Casey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(q) To re-elect Sir Simon Robertson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To elect Sir Jonathan Evans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To reappoint KPMG Audit Plc as auditor of the Company to hold office until completion of the audit of the consolidated accounts for the year ending 31 December 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To elect Marc Moses as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To authorise the Group Audit Committee to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To elect Jonathan Symonds as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Safra Catz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To disapply pre-emption rights (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect Laura Cha as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To authorise the Directors to allot any repurchased shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect Marvin Cheung as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Company to purchase its own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) To re-elect Joachim Faber as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) To re-elect Rona Fairhead as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(j) To re-elect Renato Fassbind as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To approve general meetings (other than annual general meetings) being called on 14 clear days' notice (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(k) To re-elect Douglas Flint as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(l) To re-elect Stuart Gulliver as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature(s)

(*see notes 5, 6 and 7*)

Dated 2014

Notes

1. If you wish to appoint as proxy another person (who need not be a shareholder), please insert the name of that other person in the box provided and delete the words “the chairman of the AGM”. Any alteration made to this form of proxy must be initialled by the person who signs it. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. To appoint more than one proxy, a photocopy of this form of proxy may be used or additional forms may be obtained from: Computershare Investor Services PLC, PO Box 1064, The Pavilions, Bridgwater Road, Bristol BS99 6BD, United Kingdom; Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong SAR; or Investor Relations team, HSBC Bank Bermuda Limited, 6 Front Street, Hamilton HM 11, Bermuda. If the proxy is being appointed with authority to vote less than your total holding please indicate in the box marked with an asterisk the number of shares your proxy is to vote. If the box marked with an asterisk is left blank your proxy will be deemed to be authorised to vote your total holding (or if this form of proxy has been issued in respect of a designated account for a shareholder, the total holding for that designated account).
2. If you wish your proxy to cast your votes for or against a resolution you may insert an ‘X’ in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert an ‘X’ in the ‘Vote Withheld’ box. A ‘Vote Withheld’ is not a ‘vote’ and will not be counted in the calculation of the votes ‘For’ and ‘Against’ a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or to withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the AGM.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), changes to entries on the principal register of members of the Company maintained in England (the ‘Principal Register’) or either the Hong Kong or Bermuda Overseas Branch Registers of the Company (the ‘Branch Registers’) after 12.01 a.m. (London time) on Thursday, 22 May 2014 or 12.01 a.m. (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be disregarded in determining the rights of a shareholder to attend or vote at the AGM or any adjourned meeting (as the case may be). Accordingly, a shareholder entered on either the Principal Register or the Branch Registers at 12.01 a.m. (London time) on Thursday, 22 May 2014 or 12.01 a.m. (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be entitled to attend and vote at the AGM or any adjourned meeting (as the case may be) in respect of the number of such shares entered against the shareholder’s name at that time.
4. Particulars of the Directors standing for election and re-election are set out in section 5 of the explanatory notes in the Notice of AGM.
5. This form of proxy must be signed by the shareholder or the shareholder’s attorney or, if the shareholder is a corporation, be under seal or signed by a duly authorised representative.
6. In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Principal Register or the Branch Registers as appropriate.
7. In order to be valid, this form of proxy (and any power of attorney or other authority, if any, under which it is signed, or a copy of such authority certified notarially or in some other way approved by the Board) must be deposited by 11.00 a.m. (London time) on Wednesday, 21 May 2014 or not less than 48 hours before the time of the holding of any adjourned meeting at the offices of the Registrar, Computershare Investor Services PLC, PO Box 1064, The Pavilions, Bridgwater Road, Bristol BS99 6BD, United Kingdom; or Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong SAR; or Investor Relations team, HSBC Bank Bermuda Limited, 6 Front Street, Hamilton HM 11, Bermuda. Instructions to appoint another proxy must also be received by the Registrar by the deadline for receipt of a form of proxy. In the case of an appointment of a proxy submitted in electronic form, such appointment must be received by 11.00 a.m. (London time) on Wednesday, 21 May 2014 or not less than 48 hours before the time of the holding of any adjourned meeting. It should be noted, however, that any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid. Completion and return of the form of proxy will not preclude a shareholder from attending or voting in person.