HSBC

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 24 May 2013

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 the Form of Proxy to be used as indicated by an '✗' in the relevant box below *(see note 2 overleaf)*.

	FOR	AGAINST	VOTE WITHHELD
1. To receive the Annual Report and Accounts 2012	☐	☐	☐
2. To approve the Directors' Remuneration Report for 2012	☐	☐	☐
3. (a) To re-elect S A Catz a Director	☐	☐	☐
(b) To re-elect L M L Cha a Director	☐	☐	☐
(c) To re-elect M K T Cheung a Director	☐	☐	☐
(d) To elect J B Comey a Director	☐	☐	☐
(e) To re-elect J D Coombe a Director	☐	☐	☐
(f) To re-elect J Faber a Director	☐	☐	☐
(g) To re-elect R A Fairhead a Director	☐	☐	☐
(h) To elect R Fassbind a Director	☐	☐	☐
(i) To re-elect D J Flint a Director	☐	☐	☐
(j) To re-elect S T Gulliver a Director	☐	☐	☐
(k) To re-elect J W J Hughes-Hallett a Director	☐	☐	☐
(l) To re-elect W S H Laidlaw a Director	☐	☐	☐
(m) To re-elect J P Lipsky a Director	☐	☐	☐
(n) To re-elect J R Lomax a Director	☐	☐	☐
(o) To re-elect I J Mackay a Director	☐	☐	☐
(p) To re-elect Sir Simon Robertson a Director	☐	☐	☐
(q) To re-elect J L Thornton a Director	☐	☐	☐
4. To reappoint the Auditor at remuneration to be determined by the Group Audit Committee	☐	☐	☐
5. To authorise the Directors to allot shares	☐	☐	☐
6. To disapply pre-emption rights (Special Resolution)	☐	☐	☐
7. To authorise the Company to purchase its own ordinary shares	☐	☐	☐
8. To approve general meetings (other than annual general meetings) being called on 14 clear days' notice (Special Resolution)	☐	☐	☐

Signature(s) ☐ *(see notes 5, 6 and 7)* Dated 2013

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 the Investor Relations Team, HSBC Bank Bermuda Limited, 6 Front Street, Hamilton HM11, 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 23 May 2013 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 23 May 2013 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 3 of the Explanatory Statement 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 22 May 2013 or not less than 48 hours before the time of the holding of any adjourned meeting at the offices of the Registrars: 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 the 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 Registrars 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 22 May 2013 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.

GPS60660 Printed by Toppan Forms (Hong Kong) Limited, Hong Kong