

FORM OF PROXY

or

ATTENDANCE FORM

The Annual General Meeting ("AGM") of HSBC Holdings plc will be held on Friday, 2 May 2025 at 10.00am London time (5.00pm Hong Kong time).

Please see information overleaf on how to attend, participate and vote at the AGM electronically. You will need your Shareholder Reference Number and Personal Identification Number ("PIN") to do so.

If you wish to attend the AGM in person please bring this attendance form with you and hand it in on arrival to facilitate your entry. Venue details can be found in the Notice of AGM.

(*Insert here the number of shares your proxy may vote if less than your total holding –

Shareholder Reference Number

PIN



PLEASE DETACH THIS ATTENDANCE FORM BEFORE POSTING THE PROXY FORM.

If you would like to submit your form of proxy electronically go to www.hsbc.com/proxy or scan the QR code located above. You will be asked to enter the Shareholder Reference Number and PIN printed above and agree to certain terms and conditions.

Shareholder Reference Number

see note 1 overleaf):

HSBC Holdings plc Annual General Meeting - 10.00am London time (5.00pm Hong Kong time) on Friday, 2 May 2025

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

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

Please refer to the Notice of AGM for the full wording of the below resolutions and the biographical details of Directors who are standing for election or re-election at the AGM. **The Board recommends that you vote in favour of all resolutions, with the exception of resolution 20** for which shareholders are recommended to vote <u>against</u>.

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

			FOR	VOTE AGAINST WITHHE			FOR	AGAINST	VOTE WITHHELD
1.	To r	receive the Annual Report & Accounts 2024			7.	To authorise the Company to make political donations			
2.	To a	approve the Directors' Remuneration Report			8.	To authorise the Directors to allot shares			
3.	To approve the Directors' Remuneration Policy				9.	To disapply pre-emption rights (special resolution)			
4.	(a)	To elect Manveen (Pam) Kaur as a Director			10). To further disapply pre-emption rights for			
	(b)	To re-elect Geraldine Buckingham as a Director			11	acquisitions (special resolution) . To authorise the Directors to allot any repurchased shares			
	(c)	To re-elect Rachel Duan as a Director					Ш		
	(d)	To re-elect Georges Elhedery as a Director			12	 To authorise the Company to purchase its own ordinary shares (special resolution) 			
	(e)	To re-elect Dame Carolyn Fairbairn as a Director			13	 To approve the form of share repurchase contract (special resolution) 			
	(f)	To re-elect James Forese as a Director			14	I. To authorise the Directors to allot equity securities in relation to the issue of Contingent			
	(g)	To re-elect Ann Godbehere as a Director				Convertible Securities			
	(h)	To re-elect Steven Guggenheimer as a Director			15	 To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities 			
	(i)	To re-elect Dr José Antonio Meade Kuribreña as a Director			16	(special resolution) 3. To authorise the Directors to offer a scrip	_		
	(j)	To re-elect Kalpana Morparia as a Director				dividend alternative	Ц		
	(k)	To re-elect Eileen Murray as a Director				7. To amend the rules of the HSBC Share Plan 2011			
	(I)	To re-elect Brendan Nelson as a Director			18	 Cancellation of share premium account and capital redemption reserve (special resolution) 			
	(m)	To re-elect Swee Lian Teo as a Director			19	 To call general meetings (other than an AGM) on 14 clear days' notice (special resolution) 			
	(n)	To re-elect Sir Mark E Tucker as a Director			Tł	ne Board recommends that you vote <u>against</u> the	follov	ving reso	lution
5.		re-appoint PricewaterhouseCoopers LLP as ditor of the Company			20). Shareholder requisitioned resolution: Midland Clawback Campaign (special resolution)			
6.		authorise the Group Audit Committee to ermine the remuneration of the Auditor							
Plea	ase in	ndicate with a ' \mathbf{v} ' if you intend to attend the AGM	in per	son					

Signature(s)

Electronic attendance at the AGM

The full guide to attending the AGM electronically is shown in the Notice of AGM and at www.hsbc.com/agm. A summary of the steps required is set out below:

- Visit https://web.lumiagm.com/172020475 on your PC, laptop, or internet-enabled device such as a tablet or smartphone. Lumi AGM can be accessed online using the latest versions of internet browsers such as Microsoft Edge, Chrome, Firefox and Safari. Please ensure your browser is compatible. You can access the Lumi online platform from 8.00am London time (3.00pm Hong Kong time) on Friday, 2 May 2025.
- 2. Thereafter, please enter your Shareholder Reference Number and PIN as printed on the first page of this document.

If you appoint a corporate representative or proxy, and they wish to attend the meeting electronically, you or they will need to contact the Company's registrar before 10.00am London time (5.00pm Hong Kong time) on Wednesday, 30 April 2025 to arrange for a Unique Username and Personal Identification Number to be sent to them in order to be able to access the Lumi online platform. Please refer to the Notice of AGM for further details.

Notes

- 1. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy, even if they intend to attend the AGM in person or electronically. This is to ensure that your vote is counted if you are unable to attend in person or electronically on the day of the AGM. If you wish to appoint as proxy another person (who need not be a shareholder of the Company), 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, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, 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, 37 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 a ' \checkmark ' in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert a ' \checkmark ' in the 'Vote Withheld' box. A 'Vote Withheld' is not a vote in law 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 12.01am London time (7.01am Hong Kong time) on Thursday, 1 May 2025 or 12.01am London time (7.01am Hong Kong 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 12.01am London time (7.01am Hong Kong time) on Thursday, 1 May 2025 or 12.01am London time (7.01am London time (7.01am Hong Kong time) on the day immediately before the day of any adjourned meeting (as the case may be). Accordingly, a shareholder entered on either the Principal Register or the Branch Registers at 12.01am London time (7.01am Hong Kong time) on Thursday, 1 May 2025 or 12.01am London time (7.01am Hong Kong 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 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 (the first-named being the most senior).
- 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 10.00am London time (5.00pm Hong Kong time) on Wednesday, 30 April 2025 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, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; or Computershare Hong Kong Investor Services Limited, 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong SAR; or Investor Relations team, HSBC Bank Bermuda Limited, 37 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 10.00am London time (5.00pm Hong Kong time) on Wednesday, 30 April 2025 or not less than 48 hours before the time of the holding of any adjourned meeting.
- 8. If you would like to submit your form of proxy electronically via the internet go to www.hsbc.com/proxy. You will be asked to enter the Shareholder Reference Number and PIN which are printed on the first page of this proxy form in the top right corner and agree to certain terms and conditions. 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. For shares held through CREST, proxy appointments may be submitted via the CREST proxy voting system by following the procedures described in the CREST manual. If you are an institutional investor on the Principal Register in the UK, you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00am London time (5.00pm Hong Kong time) on Wednesday, 30 April 2025 or not less than 48 hours before the time of the holding of any adjourned meeting in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. Completion and return of the form of proxy will not preclude a shareholder from attending or voting in person or electronically at the AGM.