

**NOTIFICATION OF TRANSACTIONS OF PERSONS DISCHARGING MANAGERIAL  
RESPONSIBILITY AND/OR CONNECTED PERSONS**

This notification relates to a transaction notified in accordance with DTR 3.1.2 R and 3.1.4 R (1)(a)

<b>1</b>	<b>Name of the issuer</b>
	HSBC Holdings plc
<b>2</b>	<b>Name of the person discharging managerial responsibilities or, where applicable, the name of the person connected with a person discharging managerial responsibilities</b>
	D J Flint, a person discharging managerial responsibilities
<b>3</b>	<b>Description of shares (including class), debentures, derivatives or any other financial instruments relating to shares</b>
	US\$0.50 ordinary shares
<b>4</b>	<b>State the nature of the transaction</b>
	<ul style="list-style-type: none"> <li>i) Acquisition / scrip dividend on conditional awards under the HSBC Share Plan</li> <li>ii) Acquisition / scrip dividend on shares held jointly with spouse in The Soggs No. 1 Settlement Trust</li> <li>iii) Acquisition / reinvestment of dividend on HSBC Holdings UK Share Ownership Plan holding</li> <li>iv) Acquisition / reinvestment of dividend in ISAs</li> <li>v) The Trustees have released and subsequently sold 1,216 shares representing the scrip dividend for the 2009 fourth interim dividend in respect of the total shareholder return part of the Performance Share award under the HSBC Share Plan that vested on 31 March 2010.</li> </ul>
<b>5</b>	<b>Number of shares, derivatives or any other financial instruments relating to shares acquired</b>
	<ul style="list-style-type: none"> <li>i) 7,500</li> <li>ii) 322</li> <li>iii) 21</li> <li>iv) 54</li> <li>v) 1,216</li> </ul>
<b>6</b>	<b>Number of shares, derivatives or any other financial instruments relating to shares disposed</b>
	v) 1,216
<b>7</b>	<b>Price per share or value of transactions</b>
	<ul style="list-style-type: none"> <li>i) - ii) US\$10.2149</li> <li>iii) £6.608</li> <li>iv) £6.52898</li> <li>v) £6.645</li> </ul>

<b>8</b>	<b>Date and place of transactions</b>
	5 May 2010, London
<b>9</b>	<b>Date issuer informed of transactions</b>
	7 May 2010
<b>10</b>	<b>Total holding following notification</b>
	951,445
<b>11</b>	<b>Name of duly authorised officer/official of issuer responsible for making notification</b>
	Peter Harvey, Senior Assistant Secretary, 020 7992 1401
<b>12</b>	<b>Date of notification</b>
	10 May 2010