

**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)

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| 1 | Name of the issuer |
| | HSBC Holdings plc |
| 2 | Name of the person discharging managerial responsibilities or, where applicable, the name of the person connected with a person discharging managerial responsibilities |
| | S K Green, a person discharging managerial responsibilities |
| 3 | Description of shares (including class), debentures, derivatives or any other financial instruments relating to shares |
| | US\$0.50 ordinary shares |
| 4 | State the nature of the transactions |
| | <p>i) Acquisition / scrip dividend on conditional awards under the HSBC Share Plan</p> <p>ii) Acquisition / reinvestment of scrip dividend on HSBC Holdings UK Share Ownership Plan holding</p> <p>iii)a) Release of 2,073 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.</p> <p>iii)b) The Trustees of the Plan sold 850 shares to meet the tax liability and subsequently transferred the remaining 1,223 shares to S K Green as beneficial owner.</p> |
| 5 | Number of shares, derivatives or any other financial instruments relating to shares acquired |
| | <p>i) 12,336</p> <p>ii) 21</p> <p>iii)a) 2,073</p> |
| 6 | Number of shares, derivatives or any other financial instruments relating to shares disposed |
| | iii)b) 850 |
| 7 | Price per share or value of transactions |
| | <p>i)and iii)a) US\$10.2149</p> <p>ii) £6.608</p> <p>iii)b) £6.645</p> |
| 8 | Date and place of transactions |
| | 5 May 2010, London |

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| 9 | Date issuer informed of transactions |
| | 10 May 2010 |
| 10 | Total holding following notification |
| | 2,399,888 (of which 224,979 is non-beneficial) |
| 11 | Name of duly authorised officer/official of issuer responsible for making notification |
| | Peter Harvey, Senior Assistant Secretary, 020 7992 1401 |
| 12 | Date of notification |
| | 10 May 2010 |