

**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 transactions</b>
	In respect of the earnings per share, economic profit and total shareholder return parts of the 2008 Performance Share award made to D J Flint under the HSBC Share Plan:  (i) 373,193 shares have been forfeited; and  (ii) The Trustee has released 101,003 shares following partial vesting of the total shareholder return part of the award. The Trustee sold 51,512 shares to meet the tax liability and transferred 49,491 shares to D J Flint as beneficial owner.
<b>5</b>	<b>Number of shares, derivatives or any other financial instruments relating to shares acquired</b>
	N/A
<b>6</b>	<b>Number of shares, derivatives or any other financial instruments relating to shares disposed</b>
	(i) 373,193 (ii) 51,512
<b>7</b>	<b>Price per share or value of transactions</b>
	(i) N/A (ii) £6.4933
<b>8</b>	<b>Date and place of transactions</b>
	4 April 2011, London
<b>9</b>	<b>Date issuer informed of transactions</b>
	5 April 2011
<b>10</b>	<b>Total holding following notification</b>
	613,494

<b>11</b>	<b>Name of duly authorised officer/official of issuer responsible for making notification</b>
	Kalpna Dubasia, Assistant Secretary, 020 7991 0592
<b>12</b>	<b>Date of notification</b>
	6 April 2011