

**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)

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
	D J Flint, 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 / scrip dividend on shares held jointly with spouse in The Soggs No. 1 Settlement Trust</p> <p>(iii) Acquisition / reinvestment of dividend on HSBC Holdings UK Share Incentive Plan holding</p> <p>(iv) Acquisition / reinvestment of dividend in ISAs</p> <p>(v) Sale of 603 ordinary shares following the release by the Trustee of 1,181 ordinary shares representing the scrip dividend for the 2010 fourth interim dividend in respect of the partial vesting of the total shareholder return part of the 2008 Performance Share award under the HSBC Share Plan that vested on 4 April 2011. The remaining 578 shares have been transferred to Mr Flint as beneficial owner.</p>
5	Number of shares, derivatives or any other financial instruments relating to shares acquired
	<p>(i) 5,190</p> <p>(ii) 398</p> <p>(iii) 28</p> <p>(iv) 63</p>
6	Number of shares, derivatives or any other financial instruments relating to shares disposed
	(v) 603
7	Price per share or value of transactions
	<p>i) - ii) US\$10.2564</p> <p>iii) £6.5150</p> <p>iv) £6.4799</p>

	(v) £6.4877
8	Date and place of transactions
	5 May 2011, London
9	Date issuer informed of transactions
	10 May 2011
10	Total holding following notification
	618,590
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 2011