

**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>
	P A Thurston, 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>
	(i) Acquisition / Scrip dividend (ii) Release by the Trustee of 1,141 shares representing the scrip dividend for the 2010 fourth interim dividend in respect of the 2008 restricted share award under the HSBC Share Plan that vested on 31 March 2011. The Trustee of the Plan: (a) sold 567 shares to meet the tax liability; and (b) transferred 574 shares to P A Thurston as beneficial owner.
<b>5</b>	<b>Number of shares, derivatives or any other financial instruments relating to shares acquired</b>
	(i) 725 (ii)(b) 574
<b>6</b>	<b>Number of shares, derivatives or any other financial instruments relating to shares disposed</b>
	(ii)(a) 567
<b>7</b>	<b>Price per share or value of transaction</b>
	(i) and (ii)(b) US\$10.2564 (ii)(a) £6.4877
<b>8</b>	<b>Date and place of transaction</b>
	5 May 2011, London
<b>9</b>	<b>Date issuer informed of transaction</b>
	10 May 2011
<b>10</b>	<b>Name of duly authorised officer/official of issuer responsible for making notification</b>

	Louisa Jenkinson, Senior Assistant Secretary, 0207 991 0593
<b>11</b>	<b>Date of notification</b>
	10 May 2011