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**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**

(ia)(iia) and (iii) R E T Bennett, a person discharging managerial responsibilities

(ib)and (iib)H M Bennett, spouse of R E T Bennett (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**

(i) Acquisition / Scrip dividend  
(ii) Acquisition / reinvestment of dividend in ISAs  
(iii) Acquisition / reinvestment of dividend in HSBC Holdings UK Share Incentive Plan holding

**5 Number of shares, derivatives or any other financial instruments relating to shares acquired**

(ia) 1,975 (ib) 985  
(iia) 65 (iib) 54  
(iii) 27

**6 Number of shares, derivatives or any other financial instruments relating to shares disposed**

N/A

**7 Price per share or value of transactions**

- (i) US\$9.8255
- (ii) £6.4291
- (iii) £6.43

**8 Date and place of transactions**

12 December 2012, London

**9 Date issuer informed of transactions**

14 December 2012

**10 Name of duly authorised officer/official of issuer responsible for making notification**

Steve Owen, Assistant Secretary, 020 7991 3879

**11 Date of notification**

14 December 2012

The Board of Directors of HSBC Holdings plc as at the date of this announcement are: D J Flint, S T Gulliver, S A Catz<sup>†</sup>, L M L Cha<sup>†</sup>, M K T Cheung<sup>†</sup>, J D Coombe<sup>†</sup>, J Faber<sup>†</sup>, R A Fairhead<sup>†</sup>, J W J Hughes-Hallett<sup>†</sup>, W S H Laidlaw<sup>†</sup>, J P Lipsky<sup>†</sup>, J R Lomax<sup>†</sup>, I J Mackay, N R N Murthy<sup>†</sup>, Sir Simon Robertson<sup>†</sup> and J L Thornton<sup>†</sup>.

<sup>†</sup> Independent non-executive Director

Hong Kong Stock Code: 5