

**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>
	A A Flockhart, 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>
	Release by the Trustee of 28,745 ordinary shares following the partial vesting of the 2011 deferred award of Restricted Shares made to A A Flockhart under the HSBC Share Plan. The Trustee of the Plan has (i) sold 14,948 shares to meet the tax liability arising on the vesting and (ii) transferred the balance of 13,797 shares to A A Flockhart as beneficial owner which must be retained for six months.
<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>
	14,948
<b>7</b>	<b>Price per share or value of transactions</b>
	(i) £5.7268
<b>8</b>	<b>Date and place of transactions</b>
	15 March 2012, London
<b>9</b>	<b>Date issuer informed of transactions</b>
	16 March 2012
<b>10</b>	<b>Total holding following notification</b>
	1,507,835
<b>11</b>	<b>Name of duly authorised officer/official of issuer responsible for making notification</b>

	Peter Harvey, Senior Assistant Secretary, 020 7992 1401
<b>12</b>	<b>Date of notification</b>
	16 March 2012