

The following regulated information, disseminated pursuant to DTR 6.3.5, comprises the Notice of Annual General Meeting for 2013, which was sent to shareholders of HSBC Holdings plc on 3 April 2013.

HSBC Holdings plc

Notice of Annual General Meeting

Friday 24 May 2013 11.00am

Barbican Hall, Barbican Centre, London EC2

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult a stockbroker, solicitor, accountant or other appropriate independent professional adviser.

If you have sold or transferred all your shares in HSBC Holdings plc (the “Company”) you should at once forward this document and the accompanying Form of Proxy to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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A Chinese translation of this Notice of Annual General Meeting is available at www.hsbc.com. Alternatively, the Chinese translation of this and future documents may be obtained by contacting the Company’s Registrars (see page 20).

本文件乃滙豐控股有限公司之股東周年大會通告。本公司謹訂於2013年5月24日星期五假座倫敦 Barbican Hall (地址為 Barbican Centre, London EC2) 舉行股東周年大會。是次股東周年大會通告的中文譯本可於 www.hsbc.com 查閱。如需索取本文件及日後本公司文件的中文譯本，亦可選擇聯絡本公司的股份登記處：Computershare Investor Services PLC，地址為 The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom (透過網站發出電郵：www.investorcentre.co.uk/contactus)；香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716室 (電郵：hsbc.ecom@computershare.com.hk)；或百慕達滙豐銀行有限公司，地址為 Investor Relations Team, HSBC Bank Bermuda Limited, 6 Front Street, Hamilton HM 11, Bermuda (電郵：hbbm.shareholder.services@hsbc.bm)。美國預託股份持有人可致電 +1 800 555 2470 或致函索取本文件，地址為 Proxy Services, 200 A Executive Dr., Edgewood, New York 11717, USA。

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Access to the Annual General Meeting

The Barbican Centre is wheelchair accessible, the auditorium is fitted with an induction loop, and parking spaces are available for disabled drivers.

To help us ensure the Annual General Meeting is fully accessible to all shareholders, please contact Peter Harvey (telephone +44 (0)20 7992 1401, email peterharvey@hsbc.com) if you have any particular access or other needs.

Security at the Annual General Meeting

For security reasons, security checks will be carried out on entry to the Annual General Meeting. Shareholders are reminded that cameras and recording equipment will not be allowed in the Annual General Meeting and that all mobile telephones must be switched off or to silent. Shareholders will be encouraged to deposit coats, briefcases and bags in the cloakrooms provided.



3 April 2013

Dear Shareholder

I am pleased to invite you to the HSBC Holdings plc 2013 Annual General Meeting (“AGM”) which will be held at the Barbican Centre, London on Friday 24 May 2013 starting at 11.00am. I hope you will be able to join us there but if you are unable to attend in person, you have the opportunity to watch the meeting live via webcast which can be accessed through www.hsbc.com/agmwebcast.

Notice of the AGM and particulars of the business to be considered at the meeting are enclosed with this letter. The AGM is an important occasion for us to reflect together on our progress over the past year and on our priorities in the coming year. We look forward to our dialogue with you.

The first item of business concerns the Annual Accounts and Reports of the Directors and of the Auditor for the year ended 31 December 2012 (“*Annual Report and Accounts*”). You will note the inclusion of significantly more detailed information this year responding to user and regulatory feedback as to how risk disclosures could be made more understandable. This feedback was delivered through a private sector initiative, the Enhanced Disclosure Task Force, with the encouragement of the Financial Stability Board. HSBC is one of the first adopters of what is universally seen to be disclosure best practice and I hope you find it informative. The document also contains a comprehensive operating and financial review and describes in some detail the principal risks we face and how we manage them.

Included within the very comprehensive *Annual Report and Accounts* and in the summary of it, the *Annual Review*, you will find statements by the Group Chief Executive and myself giving a review of business performance, an update on progress on delivering against strategic priorities, a regulatory update and information about our work to enforce the highest behavioural and compliance standards within HSBC. We also cover Board changes and recognise the contribution many of our staff make in their communities. I hope you find these statements informative.

The Directors’ Remuneration Report will be the second matter for consideration. This report has been prepared to meet the fuller disclosure and transparency guidelines set out in draft regulations from the UK Government’s Department of Business, Innovation and Skills. I hope the comprehensive disclosures about our remuneration strategy and structure and the details of individual awards will help to answer some of the questions frequently raised by shareholders.

We are delighted to welcome two new faces to the Board, Renato Fassbind and Jim Comey, who were appointed earlier this year and will be standing for election at the AGM. Brief biographical details of them and of the Directors who will be seeking re-election can be found on pages 7 to 12.

Resolution 4 covers the reappointment of KPMG Audit plc as Auditor of the Company. KPMG has been the Company’s auditor since 1991 when HSBC Holdings became the ultimate holding company of the Group. KPMG has served the Group very well but has not faced competition for its role as Auditor. It is our intention that a tender process for the

external audit contract will be undertaken, with the outcome of that process being concluded later this year and any transition being effected in early 2015.

At the AGM we shall again be seeking to renew the general authorities to allot shares and the authority for general meetings (other than AGMs) to be called by giving a minimum of 14 days' notice. We shall also seek your authority once again to make market purchases of up to 10 per cent of our own shares. It remains our policy to maintain a strong capital base and we have no plans to purchase Ordinary Shares. As we execute our strategy, however, it makes sense to keep under review the capital we hold. This authority, if approved by shareholders, will give us the flexibility to take action if we feel it is in the interests of the Company and shareholders to do so.

Your Board considers that the proposals set out in this Notice of AGM are in the best interests of the Company and its shareholders and recommends that you should vote in favour of all resolutions. The Directors intend to do so in respect of their own beneficial holdings.

A form of proxy is enclosed or can be accessed at www.hsbc.com/proxy. Whether or not you propose to attend the AGM, I encourage you to complete and submit a form of proxy. Appointing a proxy will not prevent you from attending the AGM and voting in person, if you subsequently find that you are able to do so.

I look forward to welcoming you to the 2013 AGM.

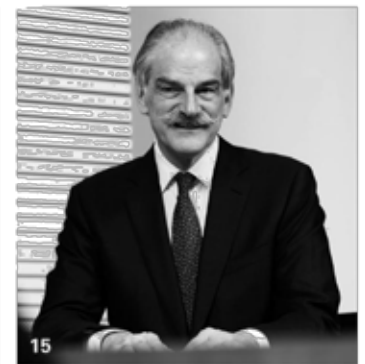
Yours sincerely



D J Flint
Group Chairman

Your Board

- | | |
|--|---|
| 1 Sir Simon Robertson, <i>Deputy Chairman</i> | 10 John Coombe |
| 2 Douglas Flint, <i>Group Chairman</i> | 11 Joachim Faber |
| 3 Stuart Gulliver, <i>Group Chief Executive</i> | 12 Jim Comey |
| 4 Iain Mackay, <i>Group Finance Director</i> | 13 Rachel Lomax |
| 5 Rona Fairhead | 14 James Hughes-Hallett |
| 6 Marvin Cheung | 15 John Lipsky |
| 7 Renato Fassbind | 16 Laura Cha |
| 8 John Thornton | 17 Safra Catz |
| 9 Sam Laidlaw | 18 Ralph Barber, <i>Group Company Secretary and Head of Corporate Governance</i> |



HSBC Holdings plc

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at the Barbican Hall, Barbican Centre, London EC2 on Friday 24 May 2013 at 11.00am to transact the following business:

Ordinary business

1. Annual Accounts and Reports

To receive and consider the Annual Accounts and Reports of the Directors and of the Auditor for the year ended 31 December 2012;

2. Directors' Remuneration Report

To approve the Directors' Remuneration Report for the year ended 31 December 2012;

3. Election and re-election of Directors

To elect or re-elect Directors. Separate resolutions will be proposed for the election or re-election of:

- | | |
|-------------------|------------------------------|
| (a) S A Catz; | (k) J W J Hughes-Hallett; |
| (b) L M L Cha; | (l) W S H Laidlaw; |
| (c) M K T Cheung; | (m) J P Lipsky; |
| (d) J B Comey; | (n) J R Lomax; |
| (e) J D Coombe; | (o) I J Mackay; |
| (f) J Faber; | (p) Sir Simon Robertson; and |
| (g) R A Fairhead; | (q) J L Thornton. |
| (h) R Fassbind; | |
| (i) D J Flint; | |
| (j) S T Gulliver; | |

4. Reappointment of Auditors

To reappoint KPMG Audit Plc as Auditor at remuneration to be determined by the Group Audit Committee.

Special business

By way of special business, to consider and (if thought fit) pass the following resolutions of which resolutions 5 and 7 will be proposed as ordinary resolutions and resolutions 6 and 8 will be proposed as special resolutions:

5. Authority to Directors to allot shares

THAT the Directors be generally and unconditionally authorised pursuant to and for the purposes of section 551 of the UK Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £150,000 (in the form of 15,000,000 non-cumulative preference shares of £0.01 each), €150,000 (in the form of 15,000,000 non-cumulative preference shares of €0.01 each), US\$150,000 (in the form of 15,000,000 non-cumulative preference shares of US\$0.01 each) and US\$1,856,400,000 (in the form of 3,712,800,000 Ordinary Shares of US\$0.50 each ("Ordinary Shares")) (the latter being equal to approximately 20 per cent of the nominal amount of Ordinary Shares in issue on 21 March 2013, being the latest practicable date prior to the printing of the Notice of this Meeting), provided that this authority shall be limited so that, otherwise than pursuant to:

- (a) a rights issue or other issue the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to:

- (i) holders of Ordinary Shares where the shares respectively attributable to the interests of all holders of Ordinary Shares are proportionate (or as nearly as may be) to the respective number of Ordinary Shares held by them; and
- (ii) holders of securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such a rights issue or other issue or as the Directors consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to record dates, fractional entitlements or securities represented by depository receipts or having regard to any restrictions, obligations, practical or legal problems under the laws of or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; or

- (b) the terms of any share plan for employees of the Company or any of its subsidiary undertakings; or
- (c) any scrip dividend scheme or similar arrangements implemented in accordance with the Articles of Association of the Company; or
- (d) the allotment of up to 15,000,000 non-cumulative preference shares of £0.01 each, 15,000,000 non-cumulative preference shares of €0.01 each and 15,000,000 non-cumulative preference shares of US\$0.01 each in the capital of the Company,

the nominal amount of shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted by the Directors pursuant to this authority wholly for cash shall not in aggregate exceed US\$464,100,000 (being equal to approximately 5 per cent of the Ordinary Shares in issue on 21 March 2013, being the latest practicable date prior to the printing of the Notice of this Meeting), and such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2014 save that this authority shall allow the Company before the expiry of this authority to make offers or agreements which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

6. Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 5 set out in the Notice convening this Meeting, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the UK Companies Act 2006 (the “Act”) to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority granted by Resolution 5 or by way of a sale of treasury shares as if section 561 (1) of the Act did not apply to any such allotment, provided that this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2014 save that this authority shall allow the Company before the expiry of this power to make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

7. Purchases of Ordinary Shares by the Company

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the UK Companies Act 2006 (the “Act”) to make market purchases (within the meaning of section 693 of the Act) of Ordinary Shares of US\$0.50 each (“Ordinary Shares”) and on such terms and in such manner as the Directors shall from time to time determine provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 1,856,400,000 Ordinary Shares;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is US\$0.50 or the equivalent in the relevant currency in which the purchase is effected calculated by reference to the spot rate of exchange for the purchase of United States dollars with such other currency as quoted by HSBC Bank plc in the London Foreign Exchange Market at or about 11.00am (London time) on the business day (being a day on which banks are ordinarily open for the transaction of normal banking business in London) prior to the date on which the Ordinary Share is contracted to be purchased, in each case such rate to be the rate as conclusively certified by an officer of HSBC Bank plc;
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the lower of (i) 105 per cent of the average of the middle market quotations for the Ordinary Shares (as derived from the Daily Official List of London Stock Exchange plc) for the five dealing days immediately preceding the day on which the Ordinary Share is contracted to be purchased or (ii) 105 per cent of the average of the closing prices of the Ordinary Shares on

The Stock Exchange of Hong Kong Limited for the five dealing days immediately preceding the day on which the Ordinary Share is contracted to be purchased, in each case converted (where relevant) into the relevant currency in which the purchase is effected calculated by reference to the spot rate of exchange for the purchase of such currency with the currency in which the quotation and/or price is given as quoted by HSBC Bank plc in the London Foreign Exchange Market at or about 11.00am (London time) on the business day prior to the date on which the Ordinary Share is contracted to be purchased, in each case such rate to be the rate as conclusively certified by an officer of HSBC Bank plc;

- (d) unless previously revoked or varied this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2014; and
- (e) the Company may prior to the expiry of this authority make a contract or contracts to purchase Ordinary Shares under this authority which will or may be completed or executed wholly or partly after such expiry and may make a purchase of Ordinary Shares pursuant to any such contract or contracts as if the authority conferred hereby had not expired.

8. Notice of general meetings

THAT the Company hereby approves general meetings (other than annual general meetings) being called on a minimum of 14 clear days' notice.

By Order of the Board

R G Barber
Group Company Secretary

3 April 2013

HSBC Holdings plc
Incorporated in England with limited liability. Registered in England: number 617987
Registered Office and Group Head Office:
8 Canada Square, London E14 5HQ, United Kingdom

Explanatory Statement

Information about the business to be considered at the AGM is set out below.

This document should be read in conjunction with the *Annual Report and Accounts* and/or the *Annual Review* in respect of the year ended 31 December 2012. The Notice of AGM, the *Annual Report and Accounts* and the *Annual Review* are available on our website, www.hsbc.com.

For the purpose of this Notice, the issued share capital of the Company with voting rights on 21 March 2013, being the latest practicable date prior to the printing of this document, was 18,564,001,123 Ordinary Shares of US\$0.50 each.

1. Annual Accounts and Reports

The purpose of this item is for shareholders to receive and consider the Annual Accounts and Reports of the Directors and of the Auditor for the year ended 31 December 2012.

2. Directors' Remuneration Report

The purpose of this item is to seek shareholder approval of the Directors' Remuneration Report for the year ended 31 December 2012. The Directors' Remuneration Report is contained in the *Annual Report and Accounts* on pages 347 to 367.

3. Election and re-election of Directors

R Fassbind and J B Comey offer themselves for election as Directors, having been appointed by the Board on 1 January 2013 and 4 March 2013 respectively. The Board has determined that all of the other Directors should offer themselves for re-election. Following formal performance evaluation, the Group Chairman has confirmed that all of the independent non-executive Directors continue to perform effectively and demonstrate commitment to their roles. It is the belief of the Board that each of the independent non-executive Directors is fully able to discharge his or her duties as an independent non-executive Director. Brief biographical details of the Directors standing for election and re-election are set out below.

Brief biographical details

†*Independent non-executive Director*

Safra Ada Catz[†], 51

Skills and experience: a background in international business leadership, having helped transform Oracle into the largest producer of business management software and the world's leading supplier of software for information management.

Appointed to the Board: 2008

Current appointments include: President and Chief Financial Officer of Oracle Corporation. Joined Oracle in 1999 and appointed to the board of directors in 2001.

Former appointments include: Managing Director of Donaldson, Lufkin & Jenrette.

Laura May Lung Cha[†], GBS, 63

Chairman of the Corporate Sustainability Committee.

Skills and experience: extensive regulatory and policy making experience in the finance and securities sector in Hong Kong and mainland China; formerly Vice Chairman of the China Securities Regulatory Commission, being the first person outside mainland China to join the Central Government of the People's Republic of China at vice-ministerial rank; awarded Gold and Silver Bauhinia Stars by the Hong Kong Government for public service; formerly Deputy Chairman of the Securities and Futures Commission in Hong Kong; and has worked in the US and Asia.

Appointed to the Board: 2011

Current appointments include: non-executive Deputy Chairman of The Hongkong and Shanghai Banking Corporation Limited; non-official member of the Executive Council of Hong Kong SAR; a Hong Kong Deputy to the 12th National People's Congress of China; non-executive director of China Telecom Corporation Limited; member of the advisory board of the Yale School of Management; Senior International Advisor for Foundation Asset Management Sweden AB; member of the State Bar of California; and Chairman of the Financial Services Development Council of Hong Kong SAR since 17 January 2013. Appointed a non-executive director of Unilever PLC with effect from 14 May 2013.

Former appointments include: non-executive director of Bank of Communications Co. Ltd., Baoshan Iron and Steel Co. Limited and Johnson Electric Holdings Limited; and Chairman of the University Grants Committee in Hong Kong. Ceased to be director of Hong Kong Exchanges and Clearing Limited on 23 April 2012; director of Tata Consultancy Services Limited on 29 June 2012; Chairman of the ICAC Advisory Committee on Corruption on 31 December 2012; and Chairman of the Task Force on the Financial Services Development Council of Hong Kong SAR on 17 January 2013.

Marvin Kin Tung Cheung[†], GBS, OBE, 65

Member of the Group Audit Committee.

Skills and experience: a background in international business and financial accounting, particularly in Greater China and the wider Asian economy; retired from KPMG Hong Kong in 2003 after more than 30 years; awarded the Gold Bauhinia Star by the Hong Kong Government. Fellow of the Institute of Chartered Accountants in England and Wales.

Appointed to the Board: 2009

Current appointments include: non-executive director of Hang Seng Bank Limited and HKR International Limited; non-executive Chairman of the Airport Authority Hong Kong and the Council of the Hong Kong University of Science and Technology; director of The Association of Former Council Members of The Stock Exchange of Hong Kong Limited and The Hong Kong International Film Festival Society Ltd; and a member of the Working Group on Transportation under the Economic Development Commission of the Hong Kong SAR Government since 17 January 2013.

Former appointments include: non-executive director of Sun Hung Kai Properties Limited and Hong Kong Exchanges and Clearing Limited; Chairman and Chief Executive Officer of KPMG Hong Kong; and council member of the Open University of Hong Kong. Ceased to be a non-official member of the Executive Council of the Hong Kong SAR on 1 July 2012.

James Brien Comey[†], 52

Member of the Financial System Vulnerabilities Committee.

Skills and experience: extensive experience in both the public and private sectors including in the US federal and state justice systems and as General Counsel to leading international businesses. Former US Deputy Attorney General responsible for supervising operations of the US Department of Justice. As US Attorney for the Southern District of New York, oversaw the prosecution of corporate executives on fraud and securities-related charges and international drug cartels.

Appointed to the Board: 4 March 2013

Current appointments include: Columbia University Law School, Senior Research Scholar and Hertog Fellow on National Security Law.

Former appointments include: General Counsel of Bridgewater Associates, LP; Senior Vice President and General Counsel of Lockheed Martin Corporation; US Deputy Attorney General; US Attorney for the Southern District of New York; and Assistant US Attorney for the Eastern District of Virginia.

John David Coombe[†], 68

Chairman of the Group Audit Committee and member of the Group Risk Committee and Group Remuneration Committee.

Skills and experience: a background in international business, financial accounting and the pharmaceutical industry. Formerly Chief Financial Officer of GlaxoSmithKline plc with responsibility for the group's financial operations globally. Fellow of the Institute of Chartered Accountants in England and Wales.

Appointed to the Board: 2005

Current appointments include: non-executive Chairman of Hogg Robinson Group plc and non-executive Chairman of Home Retail Group plc since 4 July 2012.

Former appointments include: executive director and Chief Financial Officer of GlaxoSmithKline plc; non-executive director of GUS plc; member of the supervisory board of Siemens AG; Chairman of The Hundred Group of Finance Directors; and member of the Accounting Standards Board. Ceased to be a council member of The Royal Academy of Arts on 18 September 2012.

Joachim Faber[†], 62

Member of the Group Risk Committee.

Skills and experience: a background in banking and asset management with significant international experience, having worked in Germany, Tokyo, New York and London. Former Chief Executive Officer of Allianz Global Investors AG and member of the management board of Allianz SE until December 2011; 14 years' experience with Citigroup Inc. holding positions in Trading and Project Finance and as Head of Capital Markets for Europe, North America and Japan. Has a doctorate from the University of Administrative Sciences in Speyer.

Appointed to the Board: 1 March 2012

Current appointments include: Chairman of the supervisory board of Deutsche Börse AG; Chairman of the Shareholder Committee of Joh A. Benckiser SARL from 1 January 2012; independent director of Coty Inc.; director of Allianz France S.A., Allianz Investment Management GmbH and Allianz Climate Solutions GmbH; and member of the advisory boards of the Siemens Group Pension Board, the European School for Management and Technology and the German Council for Sustainable Development.

Former appointments include: Chairman of Allianz Global Investors Kapitalanlagegesellschaft and Allianz Global Investors Deutschland GmbH; Chairman of the board of Allianz Global Investors SGR; and member of the board of Allianz SpA and of the supervisory board of Bayerische Boerse AG.

Rona Alison Fairhead[†], CBE, 51

Chairman of the Group Risk Committee and member of the Group Audit Committee until the conclusion of this AGM. Chairman of the Financial System Vulnerabilities Committee and member of the Nomination Committee.

Skills and experience: a background in international industry, publishing, finance and general management; formerly Finance Director of Pearson plc with responsibility for overseeing the day-to-day running of the finance function and directly responsible for global financial reporting and control, tax and treasury. Has a Master's in Business Administration from the Harvard Business School.

Appointed to the Board: 2004

Current appointments include: Chairman and director of Financial Times Group Limited; director of Pearson plc and non-executive director of The Economist Newspaper Limited. Will retire from these appointments on 27 April 2013. Non-executive member of the board of the UK Government's Cabinet Office.

Former appointments include: Executive Vice President, Strategy and Group Control of Imperial Chemical Industries plc; Finance Director of Pearson plc; and Chairman and director of Interactive Data Corporation.

Renato Fassbind[†], 57

Member of the Group Audit Committee and the Group Remuneration Committee.

Skills and experience: a background in financial accounting and international business. Formerly Chief Financial Officer of Credit Suisse Group SA and ABB Group. Has a Master's in Business Administration and a PhD in Economics from the University of Zurich.

Appointed to the Board: 1 January 2013

Current appointments include: Vice Chairman of the supervisory board and member of the audit and compensation committees of Swiss Reinsurance Company; member of the supervisory board and audit committee of Kühne + Nagel International AG; independent director of Oanda Corporation; and member of the supervisory board of the Swiss Federal Audit Oversight Authority.

Former appointments include: Chief Financial Officer of Credit Suisse Group AG; Senior Advisor to the Chief Executive, Credit Suisse Group AG; Chief Executive Officer of Diethelm Keller Group; Chief Financial Officer of ABB Group; Chairman of ABB (Switzerland) AG and DKSH AG; and a member of the supervisory board of Winterthur Insurance Company.

Douglas Jardine Flint, CBE, 57
Group Chairman

Skills and experience: extensive governance experience gained through membership of the Boards of HSBC and BP p.l.c.; considerable knowledge of finance and risk management in banking, multinational financial reporting, treasury and securities trading operations; honoured with a CBE in recognition of his services to the finance industry; member of the Institute of Chartered Accountants of Scotland and the Association of Corporate Treasurers. Fellow of The Chartered Institute of Management Accountants. Joined HSBC in 1995.

Appointed to the Board: 1995

Current appointments include: director of The Hong Kong Association; and Chairman of the Institute of International Finance since 6 June 2012. A member of the Mayor of Beijing's International Business Leaders' Advisory Council as well as the Mayor of Shanghai's International Business Leaders' Advisory Council; and a member of the International Advisory Board of the China Europe International Business School, Shanghai.

Former appointments include: Group Finance Director and Chief Financial Officer; and Executive Director, Risk and Regulation. Co-Chairman of the Counterparty Risk Management Policy Group III; Chairman of the Financial Reporting Council's review of the Turnbull Guidance on Internal Control; member of the Accounting Standards Board and the Standards Advisory Council of the International Accounting Standards Board; served on the Large Business Forum on Tax and Competitiveness and the Consultative Committee of the Large Business Advisory Board of HM Revenue and Customs; partner in KPMG; and non-executive director and Chairman of the Audit Committee of BP p.l.c.

Stuart Thomson Gulliver, 54
Group Chief Executive

Skills and experience: a career banker with over 30 years' international experience with HSBC; has held a number of key roles in the Group's operations worldwide, including in London, Hong Kong, Tokyo, Kuala Lumpur and the United Arab Emirates; played a leading role in developing and expanding Global Banking and Markets, the wholesale banking division of the Group with operations in over 65 countries and territories. Joined HSBC in 1980.

Appointed to the Board: 2008

Current appointments include: Chairman of The Hongkong and Shanghai Banking Corporation Limited; and Chairman of the Group Management Board. A member of the Monetary Authority of Singapore International Advisory Panel since 1 June 2012 and a member of the International Advisory Council of the China Banking Regulatory Commission since 10 July 2012.

Former appointments include: Chairman, Europe, Middle East and Global Businesses; and Chairman of HSBC Bank plc, HSBC Bank Middle East Limited and HSBC Private Banking Holdings (Suisse) SA. Head of Global Banking and Markets; Co-Head of Global Banking and Markets; Head of Global Markets; Head of Treasury and Capital Markets in Asia-Pacific; Deputy Chairman of HSBC Trinkaus & Burkhardt AG and a member of its Supervisory Board. Ceased to be Chairman of HSBC France on 22 November 2012.

James Wyndham John Hughes-Hallett[†], CMG, SBS, 63

Member of the Nomination Committee and the Corporate Sustainability Committee. Ceased to be a member of the Group Risk Committee on 31 July 2012.

Skills and experience: a background in financial accounting and experience of management of a broad range of international businesses, including aviation, insurance, property, shipping, manufacturing and trading in the Far East, UK, US and Australia. Awarded the Silver Bauhinia Star by the Hong Kong Government. Fellow of the Institute of Chartered Accountants in England and Wales.

Appointed to the Board: 2005

Current appointments include: Chairman of John Swire & Sons Limited; non-executive director of Cathay Pacific Airways Limited and Swire Pacific Limited; a trustee of the Esmée Fairbairn Foundation; member of The Hong Kong Association; and Chairman of the Governing Board of the Courtauld Institute of Art.

Former appointments include: non-executive director of The Hongkong and Shanghai Banking Corporation Limited and a trustee of the Dulwich Picture Gallery until 31 December 2012.

William Samuel Hugh Laidlaw[†], 57

Member of the Group Remuneration Committee.

Skills and experience: significant international experience, particularly in the energy sector, having had responsibility for businesses in four continents. Qualified Solicitor and Master's in Business Administration from INSEAD.

Appointed to the Board: 2008

Current appointments include: Chief Executive Officer of Centrica plc and Lead Non-executive Board Member of the UK Department for Transport.

Former appointments include: Executive Vice President of Chevron Corporation; non-executive director of Hanson PLC; Chief Executive Officer of Enterprise Oil plc; and President and Chief Operating Officer of Amerada Hess Corporation. Ceased to be a member of the UK Prime Minister's Business Advisory Group on 31 December 2012.

John Phillip Lipsky[†], 66

Member of the Group Risk Committee and the Nomination Committee.

Skills and experience: international experience having worked in Chile, New York, Washington and London and interacted with financial institutions, central banks and governments in many countries. Served at the International Monetary Fund as First Deputy Managing Director, Acting Managing Director and as Special Advisor. Has a PhD from Stanford University.

Appointed to the Board: 1 March 2012

Current appointments include: Distinguished Visiting Scholar, International Economics Program at the Paul H. Nitze School of Advanced International Studies, Johns Hopkins University. Co-chairman of the Aspen Institute Program on the World Economy; director of the National Bureau of Economic Research; member of the advisory board of the Stanford Institute for Economic Policy Research and the Council on Foreign Relations. A director of the Center for Global Development since 1 May 2012; and Global Policy Advisor for Anderson Global Macro, LLC since 4 February 2013.

Former appointments include: Vice Chairman J P Morgan Investment Bank; director of the American Council on Germany and the Japan Society; and a trustee of the Economic Club of New York.

Janis Rachel Lomax[†], 67

Member of the Group Audit Committee and the Group Risk Committee.

Skills and experience: experience in both the public and private sectors and a deep knowledge of the operation of the UK government and financial system.

Appointed to the Board: 2008

Current appointments include: Chairman of the International Regulatory Strategy Group and a director of TheCityUK since 1 January 2013; non-executive director of The Scottish American Investment Company PLC, Reinsurance Group of America Inc., Arcus European Infrastructure Fund GP LLP and Heathrow Airport Holdings Limited (formerly BAA Limited); member of the Council of Imperial College, London; and President of the Institute of Fiscal Studies.

Former appointments include: Deputy Governor, Monetary Stability, at the Bank of England and member of the Monetary Policy Committee; Permanent Secretary at the UK Government Departments for Transport and Work and Pensions and the Welsh Office; and Vice President and Chief of Staff to the President of the World Bank.

Iain James Mackay, 51
Group Finance Director

Skills and experience: extensive financial and international experience, having worked in London, Paris, US and Asia. Member of the Institute of Chartered Accountants of Scotland. Joined HSBC in 2007.

Appointed to the Board: 2010

Current appointments include: member of the Group Management Board.

Former appointments include: director of Hang Seng Bank Limited; Chief Financial Officer, Asia-Pacific; and Chief Financial Officer, HSBC North America Holdings Inc; Vice President and Chief Financial Officer of GE Consumer Finance and Vice President and Chief Financial Officer of GE Healthcare – Global Diagnostic Imaging.

Sir Simon Manwaring Robertson[†], 72
Deputy Chairman and senior independent non-executive Director

Chairman of the Nomination Committee and member of the Financial System Vulnerabilities Committee.

Skills and experience: a background in international corporate advisory with a wealth of experience in mergers and acquisitions, merchant banking, investment banking and financial markets; honoured with a knighthood in recognition of his services to business; extensive international experience having worked in France, Germany, the UK and the US.

Appointed to the Board: 2006.

Current appointments include: non-executive Chairman of Rolls-Royce Holdings plc until 2 May 2013. Founding member of Robertson Robey Associates LLP, formerly Simon Robertson Associates LLP; non-executive director of Berry Bros. & Rudd Limited, The Economist Newspaper Limited, and, since 8 May 2012, Troy Asset Management; partner of NewShore Partners LLP; and trustee of the Eden Project Trust and the Royal Opera House Endowment Fund.

Former appointments include: Managing Director of Goldman Sachs International and Chairman of Dresdner Kleinwort Benson. Ceased to be a non-executive director of Royal Opera House, Covent Garden Limited on 31 July 2012.

John Lawson Thornton[†], 59

Chairman of the Group Remuneration Committee.

Skills and experience: experience that bridges developed and developing economies and the public and private sectors. A deep knowledge of financial services and education systems, particularly in Asia. During his 23-year career with Goldman Sachs, he played a key role in the firm's global development and was Chairman of Goldman Sachs Asia.

Appointed to the Board: 2008

Current appointments include: non-executive Chairman and director of HSBC North America Holdings Inc.; Director and Co-Chairman of Barrick Gold Corporation since 15 February 2012 and 5 June 2012 respectively; professor and director of the Global Leadership Program at the Tsinghua University School of Economics and Management; Chairman of the Brookings Institution Board of Trustees; non-executive director of Ford Motor Company and China Unicom (Hong Kong) Limited; director of National Committee on United States-China Relations; trustee of the China Institute and the China Foreign Affairs University; and member of the Council on Foreign Relations and the China Securities Regulatory Commission International Advisory Committee.

Former appointments include: non-executive director of Industrial and Commercial Bank of China Limited and Intel Corporation, Inc.; trustee of Asia Society; and President of the Goldman Sachs Group, Inc. Ceased to be a non-executive director of News Corporation, Inc. on 30 November 2012.

Independence and cross-directorships

The Board has determined all of the non-executive Directors standing for election or re-election to be independent in character and judgment. At the conclusion of this Meeting, R A Fairhead will have served on the Board for more than nine years and, in that respect only, will not meet the usual criteria for independence set out in the UK Corporate Governance Code. R A Fairhead will cease to be Chairman and a member of the Group Risk Committee and a member of the Group Audit Committee, but, subject to her re-election, will continue to serve as Chairman of the Financial System Vulnerabilities Committee and a member of the Nomination Committee.

When determining independence, the Board considers that calculation of the length of service of a non-executive Director begins on the date of his or her first election by shareholders as a Director of HSBC Holdings plc. Given the complexity and geographical spread of HSBC's business, experience of previous service on a subsidiary company board can be a considerable benefit and does not detract from a Director's independence. In reaching its determination of each non-executive Director's independence the Board has concluded that there are no relationships or circumstances which are likely to affect a Director's judgment and any relationships or circumstances which could appear to do so were considered not to be material.

None of the Directors standing for election or re-election has a material relationship with another Director, member of senior management or substantial or controlling shareholder.

I J Mackay, executive Director of HSBC Holdings plc, is a member of the Group Management Board of HSBC Holdings plc, which is chaired by S T Gulliver, the Group Chief Executive.

S T Gulliver, the Group Chief Executive, is Chairman of The Hongkong and Shanghai Banking Corporation Limited. L M L Cha, an independent non-executive Director of HSBC Holdings plc, is the non-executive Deputy Chairman of, and former corporate relations adviser to, The Hongkong and Shanghai Banking Corporation Limited.

M K T Cheung, an independent non-executive Director of HSBC Holdings plc, is an independent non-executive director of HKR International Limited, a company listed on the Hong Kong Stock Exchange. L M L Cha's husband is the Deputy Chairman of a family company which is the controlling shareholder of HKR International Limited.

Sir Simon Robertson and R A Fairhead, independent non-executive Directors of HSBC Holdings plc, are non-executive directors of The Economist Newspaper Limited. R A Fairhead will retire as a non-executive director of The Economist Newspaper Limited on 27 April 2013.

J W J Hughes-Hallett, an independent non-executive Director of HSBC Holdings plc, is Chairman of John Swire & Sons Limited and a director of Swire Pacific Limited and of The Hong Kong Association. A non-wholly owned subsidiary of John Swire & Sons Limited, Hong Kong Aircraft Engineering Company Limited (HAECO), owns 45 per cent of Hong Kong Aero Engine Services Limited ("HAESL"), a repair and overhaul company based in Hong Kong. HAESL is a joint venture company between Rolls-Royce plc, HAECO and SIA Engineering Company. HAECO also provides management services to HAESL. Sir Simon Robertson, an independent non-executive Director of HSBC Holdings plc, is non-executive Chairman of Rolls-Royce Holdings plc until 2 May 2013. D J Flint, Group Chairman of HSBC Holdings plc, is also a director of The Hong Kong Association.

J D Coombe, an independent non-executive Director of HSBC Holdings plc, is Chairman of Hogg Robinson plc which provides travel services to HSBC and has banking relationships with HSBC. He is a director of Home Retail Group plc, which has banking relationships with HSBC.

Non-executive Directors' fees

Each non-executive Director receives a Director's fee of £95,000 per annum, as approved by shareholders at the 2011 AGM following a comprehensive review of fees payable by other large comparable international companies. Committee fees received by non-executive Directors, as set out below, are determined by the Board. Those Directors to whom fees are payable do not participate in that determination.

| Committee | Fees (per annum) | | Committee members standing for election/re-election |
|--|------------------|---------|--|
| | Chairman | Member | |
| Group Audit Committee | £50,000 | £30,000 | J D Coombe (Chairman), M K T Cheung, R A Fairhead ¹ ; R Fassbind, J R Lomax |
| Group Risk Committee | £50,000 | £30,000 | R A Fairhead ¹ (Chairman), J D Coombe, J Faber, J P Lipsky, J R Lomax |
| Group Remuneration Committee | £50,000 | £30,000 | J L Thornton (Chairman), J D Coombe, R Fassbind, W S H Laidlaw |
| Financial System Vulnerabilities Committee | £50,000 | £30,000 | R A Fairhead (Chairman), J B Comey, Sir Simon Robertson |
| Nomination Committee | £40,000 | £25,000 | Sir Simon Robertson (Chairman), R A Fairhead, J W J Hughes-Hallett, J P Lipsky |
| Corporate Sustainability Committee | £40,000 | £25,000 | L M L Cha (Chairman), J W J Hughes-Hallett |

¹ Chairman and member of the Group Risk Committee and a member of the Group Audit Committee until the conclusion of this AGM.

Sir Simon Robertson receives an additional fee, determined by the Board, of £45,000 per annum as senior independent non-executive Director.

L M L Cha as a non-executive director and Deputy Chairman of The Hongkong and Shanghai Banking Corporation Limited receives fees of HK\$550,000 and HK\$125,000 respectively per annum. In addition, as a member of the nomination committee of The Hongkong and Shanghai Banking Corporation Limited, she receives a fee of HK\$50,000 per annum. These fees were authorised by the shareholders of The Hongkong and Shanghai Banking Corporation Limited.

J L Thornton, as non-executive Chairman of HSBC North America Holdings Inc., receives a fee of US\$1,500,000 per annum. This fee was authorised by the board of HSBC North America Holdings Inc.

M K T Cheung, as a non-executive director, member of the audit committee and, with effect from 1 January 2013, chairman of the risk committee of Hang Seng Bank Limited, receives fees of HK\$340,000, HK\$160,000 and HK\$260,000 respectively per annum. The fee for non-executive directors was authorised by the shareholders of Hang Seng Bank Limited. The shareholders will be invited to approve an increased fee of HK\$450,000 per annum at the 2013 Annual General Meeting of Hang Seng Bank Limited on 16 May 2013. The committee fees were authorised by the board of Hang Seng Bank Limited.

Non-executive Directors' terms of appointment

Non-executive Directors do not have service contracts with HSBC Holdings plc. Subject to their election or re-election by shareholders, the terms of appointment of the non-executive Directors standing for election or re-election will expire: in respect of S A Catz, L M L Cha, J D Coombe, R A Fairhead, J W J Hughes-Hallett and W S H Laidlaw, in 2014; in respect of M K T Cheung, J Faber, J P Lipsky, J R Lomax, Sir Simon Robertson and J L Thornton, in 2015; and in respect of R Fassbind and J B Comey, in 2016.

Executive Directors' service contracts and remuneration

The Group Chairman and other executive Directors have rolling service contracts with a notice period of 12 months for either party. The dates of the service contracts are:

| | |
|--------------------|-----------------|
| D J Flint | 14February 2011 |
| S T Gulliver | 10February 2011 |
| I J Mackay..... | 4February 2011 |

Under the terms of their employment: D J Flint receives a base salary but will not receive an annual bonus and is not expected to be granted a long-term incentive award; and S T Gulliver and I J Mackay each receive a base salary and are eligible to receive a discretionary annual bonus and long-term incentive award. The base salaries of D J Flint, S T Gulliver and I J Mackay are £1,500,000, £1,250,000 and £700,000 per annum respectively.

Our policy for determining remuneration is explained on pages 44 and 45 of the *Annual Review* and on pages 351 to 354 of the *Annual Report and Accounts*.

The Directors at the date of this document are: S A Catz[†], L M L Cha[†], M K T Cheung[†], J B Comey[†], J D Coombe[†], J Faber[†], R A Fairhead[†], R Fassbind[†], D J Flint, S T Gulliver, J W J Hughes-Hallett[†], W S H Laidlaw[†], J P Lipsky[†], J R Lomax[†], I J Mackay, Sir Simon Robertson[†] and J L Thornton[†].

[†] *Independent non-executive Director*

Save as disclosed above there are no further matters or particulars required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

4. Reappointment of Auditors

The appointment of KPMG Audit Plc as Auditor of the Company terminates at the conclusion of the AGM to be held in 2013. KPMG Audit Plc has expressed its willingness to continue in office and the Group Audit Committee and the Board have recommended that KPMG Audit Plc be reappointed until the conclusion of the AGM to be held in 2014 and that the Group Audit Committee be authorised to determine its remuneration. An analysis of the remuneration paid in respect of audit and non-audit services provided by KPMG Audit Plc and its affiliates for each of the past three years is disclosed on pages 419 and 420 in the *Annual Report and Accounts*.

5. and 6. Authority to Directors to allot shares and disapplication of pre-emption rights

At last year's AGM the Directors were again given general authorities to allot shares and disapply pre-emption rights up to specified limits without having first to obtain the consent of shareholders in general meeting. These authorities will expire at the AGM to be held on 24 May 2013.

The need for such an issue of shares could arise, for example, in the context of a transaction (such as the acquisition of a company) which has to be completed speedily. The granting of such authorities on an annual basis is commonplace. The Board takes the view that it would be in the interests of the Company if the Directors were again to be given these general authorities.

The Directors are seeking authority to allot new Ordinary Shares (in addition to the Ordinary Shares reserved for issue pursuant to the exercise of options and vesting of awards previously granted under the employee share plans) up to an aggregate nominal amount of US\$1,856,400,000, equivalent to approximately 20 per cent of the Ordinary Shares in issue on 21 March 2013, being the latest practicable date prior to printing this document. Within this amount, the Directors would have authority to allot Ordinary Shares (or sell shares held by the Company in treasury following an own share purchase) wholly for cash to persons other than existing shareholders up to an aggregate nominal amount of US\$464,100,000. This is equivalent to approximately 5 per cent of the Ordinary Shares in issue on 21 March 2013. The Company currently holds no shares in treasury.

These authorities permit allotments of shares within limits that comply with both UK investor protection guidelines and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules of the Hong Kong Stock Exchange").

Other than under employee share plans or pursuant to the Company's scrip dividend scheme, the Board has no present intention of issuing any further Ordinary Shares pursuant to these new authorities and no issue will be made which would effectively change the control of the Company or the nature of its business without the prior approval of shareholders in general meeting.

It is proposed that these general authorities be renewed until the AGM in 2014.

The Board is also again seeking authority to issue sterling, US dollar and euro preference shares without having first to obtain the consent of shareholders in general meeting. These preference shares were created to underpin issues of preferred securities, which are a tax efficient form of regulatory capital. If approved by shareholders this will give us the flexibility to raise sufficient regulatory capital should circumstances so require. If any preference shares were to be issued they would, subject to regulatory approval, be redeemable at the Company's option and carry no voting rights except in exceptional circumstances but would rank in priority to the Company's Ordinary Shares with respect to participation in any return of capital. The Board has no present intention of exercising this authority.

7. Purchase of Ordinary Shares by the Company

The purpose of the authority to be conferred by this item is to enable the Company to make market purchases of its own shares.

The Directors consider that it is appropriate to seek authority for the Company to make market purchases of up to 10 per cent of its own Ordinary Shares in issue. It remains the Directors' policy to maintain a strong capital base, a policy which has been one of the Group's strengths over the years. As the Group executes its strategy the appropriate level of capital to be held will be continually reviewed. Having this authority will give Directors the flexibility, if they consider it in the interests of the Company, and shareholders, to purchase Ordinary Shares in the market in appropriate circumstances. The Company may decide to retain any shares it purchases as treasury shares with a view to possible re-issue at a later date, possible transfer in connection with an employee scheme, or it may cancel the shares.

The UK Companies Act 2006 permits the Company to elect to hold in treasury any Ordinary Shares it may repurchase, rather than automatically cancelling those shares. Approval has been received from the relevant regulatory authorities in Hong Kong to enable the Company to hold repurchased shares in treasury. The conditional waiver granted by the Hong Kong Stock Exchange on 19 December 2005 was granted on the basis of certain agreed modifications to the Listing Rules of the Hong Kong Stock Exchange applicable to the Company. Details of the modifications are available on the Company's website, www.hsbc.com, and the Hong Kong Stock Exchange's HKEx news website, www.hkexnews.hk. Copies of the modifications are also available from the Group Company Secretary, HSBC Holdings plc, 8 Canada Square, London E14 5HQ, United Kingdom and the Corporation Secretary and Regional Company Secretary Asia-Pacific, The Hongkong and Shanghai Banking Corporation Limited, 1 Queen's Road Central, Hong Kong SAR.

Further details regarding the proposed authority to be given to the Company to purchase its own shares and the waiver granted by the Hong Kong Stock Exchange are set out in Appendix 1.

The total number of options to subscribe for Ordinary Shares outstanding on 21 March 2013, being the latest practicable date prior to printing of this document, was 183,849,760 which represented 0.99 per cent of the issued Ordinary Share capital as at that date. If the Company were to purchase the maximum number of Ordinary Shares permitted by this Resolution, the options outstanding on 21 March 2013 would represent 1.10 per cent of the issued Ordinary Share capital. The Company currently holds no shares in treasury.

8. Notice period for meetings

The UK Companies Act 2006 provides that the minimum notice period for general meetings of the Company is 21 days unless shareholders approve a shorter notice period. The passing of this item would enable the Company to call general meetings (other than AGMs) on a minimum of 14 clear days' notice. This shorter notice period of between 20 and 14 days would not be used as a matter of routine, but only when the Board determines that calling a meeting on less than 21 days' notice is merited by the business of the meeting and it considers it to be to the advantage of shareholders as a whole. The approval would be effective until the Company's AGM in 2014, when it is intended that a similar resolution will be proposed.

Information about the AGM

Information about the AGM, including your voting rights and how you may exercise them, is set out below.

Shareholders' right to attend and vote

Pursuant to the Uncertificated Securities Regulations 2001 (as amended), changes to entries on the principal register of members of the Company maintained in England (the "Principal Register") or either the Hong Kong or Bermuda Overseas Branch Registers of the Company (the "Branch Registers"), as appropriate, after 12.01am (London time) on Thursday 23 May 2013 or 12.01am (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be disregarded in determining the rights of a member to attend or vote at the AGM or any adjourned meeting (as the case may be). Accordingly, a member entered on the Principal Register or the Branch Registers at 12.01am (London time) on Thursday 23 May 2013 or 12.01am (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be entitled to attend and vote at the AGM or any adjourned meeting (as the case may be) in respect of the number of such shares entered against the member's name at that time.

Shareholders' right to ask questions at the AGM

You have the right to ask questions in relation to the business of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or good order of the AGM that the question be answered.

If you would like a question or questions to be addressed at the AGM please complete and return the form on page 27 or send your question via email to shareholderquestions@hsbc.com. Any questions submitted that are not relevant to the business of the AGM will be forwarded for the attention of an appropriate executive. Submitting a question in advance of the AGM will not preclude you from attending and speaking at the AGM.

If you have general queries about your shareholding please contact the relevant Registrar at the address shown on page 20.

Webcast

The AGM will be webcast live on the internet at www.hsbc.com/agmwebcast and will be available until 30 June 2013.

Voting

Voting at the AGM will be conducted by way of a poll. This means that each shareholder present or represented will be able to exercise one vote for each share held.

In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names of the holders stand in the Principal Register or the Branch Registers of the Company, as appropriate.

Shareholders' right to appoint a proxy

You may appoint the chairman of the AGM or a person of your choice to be your proxy to attend, speak and vote on your behalf. A proxy need not be a member of the Company. You may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you require additional Forms of Proxy, you may photocopy the original Form of Proxy enclosed or ask our Registrar to send you additional forms (see section headed "How to submit your Form of Proxy" on page 18 for the Registrar's address).

Form of Proxy

A Form of Proxy is enclosed with this document or may be accessed at www.hsbc.com/proxy. Whether or not you propose to attend the AGM, you are requested to complete and submit a Form of Proxy in accordance with the instructions on the Form of Proxy. The completion and submission of a Form of Proxy will not preclude you from attending and voting in person at the AGM.

The Form of Proxy must be received by 11.00am (London time) on Wednesday 22 May 2013, or not less than 48 hours before the time of the holding of any adjourned meeting.

In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority certified notarially or in some other way approved by the Board, must be deposited

by 11.00am (London time) on Wednesday 22 May 2013, or not less than 48 hours before the time of the holding of any adjourned meeting, at the offices of the Company's Registrars (see the section below on "How to submit your Form of Proxy" for the Registrar's address). Any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid.

How to submit your Form of Proxy

You may submit your Form of Proxy electronically at www.hsbc.com/proxy by entering your Shareholder Reference Number and the Personal Identification Number which is either printed on your Form of Proxy or which has been sent to you by email if you have registered an email address to receive electronic communications.

Alternatively, you may send your completed Form of Proxy to:

- Computershare Investor Services PLC, PO Box 1064, The Pavilions, Bridgwater Road, Bristol BS99 6BD, United Kingdom;
- Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong SAR; or
- Investor Relations Team, HSBC Bank Bermuda Limited, 6 Front Street, Hamilton HM 11, Bermuda.

For shares held through CREST, proxy appointments may be submitted via the CREST proxy voting system (see section headed "CREST" below).

CREST

CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so for the AGM or any adjourned meeting by following the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.00am on Wednesday 22 May 2013, or not less than 48 hours before the time of the holding of any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointees through other means.

CREST members and, where applicable, their CREST sponsor or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

Pursuant to Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended) the Company may treat as invalid a CREST Proxy Instruction if the Company has actual notice that:

- the information in the instruction is incorrect;
- the person expressed to have sent the instruction did not in fact send it; or
- the person sending the instruction on behalf of the relevant shareholder did not have the authority to do so.

Nominated persons

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the UK Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the

registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights at the AGM.

The main point of contact for nominated persons remains the registered shareholder (for example the stockbroker, investment manager, custodian or other person who manages the investment). Any changes or queries relating to nominated persons' personal details and holdings (including any administration thereof) must continue to be directed to the registered shareholder and not the Company's Registrars. The only exception is where the Company, in exercising one of its powers under the UK Companies Act 2006, writes to nominated persons directly for a response.

Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same share or shares.

Members' power to require website publication of audit concerns

Under section 527 of the UK Companies Act 2006, members meeting the threshold requirements in that section may require the Company to publish on its website a statement setting out any matter that the members propose to raise at the AGM relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM or any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the UK Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the UK Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the UK Companies Act 2006 to publish on its website.

Members' power to require circulation of resolutions

Under section 338 and section 338A of the UK Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in such business. A resolution may properly be moved or a matter may properly be included in the business of the AGM unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business of the AGM, must be authorised by the person or persons making it, must be received by the Company not later than 11 April 2013, being the date which is six clear weeks before the AGM, and (in the case of a matter to be included in the business of the AGM only) must be accompanied by a statement setting out the grounds for the request. Shareholders may send enquiries to the Board in writing to the Group Company Secretary, HSBC Holdings plc, 8 Canada Square, London E14 5HQ, United Kingdom or by sending an email to shareholderquestions@hsbc.com.

General information

Company's Registrars

For general enquiries, requests for copies of corporate communications, or a Chinese translation of this Notice and any future documents, please contact:

- Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom (email via website: www.investorcentre.co.uk/contactus);
- Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong SAR (email: hsbc.ecom@computershare.com.hk); or
- Investor Relations Team, HSBC Bank Bermuda Limited, 6 Front Street, Hamilton HM 11, Bermuda (email: hbbm.shareholder.services@hsbc.bm).

Holders of American Depositary Shares may obtain copies of this document by calling +1 800 555 2470 or by writing to Proxy Services, 200 A Executive Dr., Edgewood, New York 11717, USA.

Information available on the website

A copy of this Notice, and other information required by section 311A of the UK Companies Act 2006, can be found on the Company's website (www.hsbc.com/aggm).

Receiving corporate communications

Shareholders may at any time choose to receive corporate communications in printed form or to receive notifications of their availability on HSBC's website. To receive future notifications of the availability of corporate communications on HSBC's website by email, or revoke or amend an instruction to receive such notifications by email, go to www.hsbc.com/ecomms.

If you received a notification of the availability of this document on HSBC's website and would like to receive a printed copy of it, or if you would like to receive future corporate communications in printed form, please write or send an email (quoting your shareholder reference number) to the appropriate Registrars at the address set out above. Printed copies will be provided without charge.

Further copies of this document and future documents may also be obtained by contacting the Registrars. You may amend your election to receive corporate communications in English or Chinese by contacting the Registrars at the address set out above in writing.

Documents available for inspection

Copies of the terms of appointment for the non-executive Directors and the service contracts of the Group Chairman and executive Directors are available for inspection at the registered office of the Company in London and at 1 Queen's Road Central, Hong Kong SAR during usual business hours on any business day from the date of this Notice until the date of the AGM and at the place and on the date of the AGM from at least 15 minutes before the AGM begins until the conclusion of the AGM.

Information set out in this Notice

Shareholders are advised that any telephone number, website or email address set out in the Notice of AGM, the Form of Proxy or accompanying documents should not be used for the purposes of serving information on the Company (including the service of documents or information relating to the proceedings at the AGM) unless otherwise stated.

This document, for which the Directors of HSBC Holdings plc collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules of the Hong Kong Stock Exchange for the purpose of giving information with regard to HSBC Holdings plc. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

In the event of a conflict between any translation and the English text hereof, the English text will prevail.

Directors' interests in the Ordinary Shares and loan capital of HSBC and notifications of major holdings of voting rights

Details of Directors' interests in the Ordinary Shares and loan capital of HSBC and notifications of major holdings of voting rights are set out in Appendix 2.

Appendix 1

Purchase of Ordinary Shares by the Company

Set out below is information concerning the proposed general mandate for the purchase of shares by the Company (Resolution 7), which incorporates the Explanatory Statement required to be sent to shareholders in accordance with the Listing Rules of the Hong Kong Stock Exchange as well as details of the conditional waiver granted by the Hong Kong Stock Exchange to enable the Company to hold in treasury any shares it may repurchase.

- (a) It is proposed that the Company be given authority to purchase up to 1,856,400,000 Ordinary Shares (which represent 10 per cent of the Ordinary Shares in issue on 21 March 2013, being the latest practicable date prior to the printing of this document). Purchases of shares would be at prices not below the nominal value of each Ordinary Share, being US\$0.50 (or the equivalent in the relevant currency in which the purchase is effected), and at not more than 105 per cent of the average of the middle market quotations for the Ordinary Shares on the London Stock Exchange for the five dealing days before the relevant purchase or 105 per cent of the average of the closing prices of the Ordinary Shares on the Hong Kong Stock Exchange for the five dealing days before the relevant purchase, whichever is the lower.
- (b) The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from shareholders to enable the Company to purchase Ordinary Shares in the market and to give power to the Directors to exercise such authority. The Directors intend that purchases of Ordinary Shares should only be made if they consider that the purchase would operate for the benefit of the Company and shareholders taking into account relevant factors and circumstances at that time, for example the effect on earnings per share. The Directors have no immediate plans to make any purchases under the proposed authority.
- (c) It is expected that purchases will be funded from the Company's available cash flow or liquid resources and will, in any event, be made out of funds legally available for the purchase in accordance with the Articles of Association of the Company and the applicable laws of England and Wales.
- (d) The Directors do not propose to execute purchases in circumstances where to do so would have a material adverse effect on the capital requirements of the Company or the liquidity levels which, in the opinion of the Directors, are from time to time appropriate for the Company. If the power to make purchases were to be carried out in full (equivalent to 10 per cent of the Ordinary Shares in issue on 21 March 2013, being the latest practicable date prior to the printing of this document) there might be a material adverse impact on the capital or liquidity position of the Company (as compared with the position disclosed in its published audited accounts for the year ended 31 December 2012).
- (e) None of the Directors, nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any associates (as defined in the Listing Rules of the Hong Kong Stock Exchange) of the Directors, has a present intention, in the event that Resolution 7 is approved by shareholders, to sell any Ordinary Shares to the Company. No connected persons (as defined in the Listing Rules of the Hong Kong Stock Exchange) of the Company have notified the Company that they have a present intention to sell shares in the Company to the Company or have undertaken not to sell any of the shares in the Company held by them to the Company, in the event that Resolution 7 is approved.
- (f) Under the provisions of the UK Companies Act 2006 the Company is permitted, following any repurchase of Ordinary Shares, to retain and hold such shares in treasury. While that Act does not impose a limit on the number of shares that a company can hold in treasury, UK investor protection guidelines and market practice in the UK is to limit the extent of any own share purchase authority to 10 per cent of issued share capital exclusive of treasury shares. On 19 December 2005, the Hong Kong Stock Exchange granted a conditional waiver to the Company to enable it to hold shares which it may repurchase in treasury (the "Waiver"). The Waiver is subject to certain conditions, including compliance by the Company with all applicable laws and regulations in the United Kingdom in relation to the holding of shares in treasury. As part of the Waiver, the Company has agreed with the Hong Kong Stock Exchange a set of modifications to the Listing Rules of the Hong Kong Stock Exchange necessary to enable the Company to hold treasury shares. The modifications also reflect various consequential matters to deal with the fact that the Company may hold treasury shares in the future. A full version of the modifications is available on the Company's website, www.hsbc.com, and the Hong Kong Stock Exchange's HKEx news website, www.hkexnews.hk. Copies of the modifications are also available from the Group Company Secretary, HSBC Holdings plc, 8 Canada Square, London E14 5HQ, United Kingdom and the Corporation Secretary and Regional Company Secretary Asia-Pacific, The Hongkong and Shanghai Banking Corporation Limited, 1 Queen's Road Central, Hong Kong SAR. In accordance with the terms of the Waiver, the Company has confirmed to the Hong Kong Stock Exchange that it will comply with the applicable law and regulation in the United Kingdom in relation to the holding of any shares in treasury and with the conditions of the Waiver in connection with any shares which it may hold in treasury.

- (g) The Directors have undertaken to the Hong Kong Stock Exchange that, if they exercise any power of the Company to make purchases pursuant to Resolution 7, they will do so in accordance with the Listing Rules of the Hong Kong Stock Exchange (as modified in accordance with the terms of the Waiver to enable the Company to hold in treasury any shares it may repurchase) and the applicable laws of England and Wales.
- (h) The Directors are not aware of any consequences which would arise under any applicable Takeover Code as a result of any purchases made by the Company pursuant to Resolution 7, if approved.
- (i) The Company has not purchased any of its own shares whether on the Hong Kong Stock Exchange or otherwise in the six months prior to the date of this document.
- (j) The highest and lowest prices at which Ordinary Shares or, in the case of the New York Stock Exchange, American Depositary Shares (“ADSs”), have traded on the Hong Kong, London, New York, Paris and Bermuda Stock Exchanges during each of the twelve months prior to 21 March 2013, being the latest practicable date prior to the printing of this document, were as follows:

| | Hong Kong | | London | | New York | | NYSE Euronext | | Bermuda | |
|----------------|-----------------------|----------------|-----------------------|----------------|-----------------------|----------------|----------------------|----------------|-----------------------|----------------|
| | Stock Exchange | | Stock Exchange | | Stock Exchange | | Paris | | Stock Exchange | |
| | Lowest | Highest | Lowest | Highest | Lowest | Highest | Lowest | Highest | Lowest | Highest |
| | (HK\$) | (HK\$) | (£) | (£) | (US\$) | (US\$) | (€) | (€) | (BD\$) | (BD\$) |
| March 2012 | 67.70 | 70.80 | 5.471 | 5.804 | 43.16 | 45.87 | 6.54 | 6.94 | 8.85 | 9.25 |
| April 2012 | 66.35 | 70.70 | 5.37 | 5.594 | 42.42 | 45.58 | 6.54 | 6.84 | 8.50 | 9.25 |
| May 2012 | 61.25 | 71.55 | 5.035 | 5.65 | 39.12 | 45.96 | 6.27 | 6.94 | 8.10 | 8.95 |
| June 2012 | 60.15 | 68.55 | 5.032 | 5.73 | 38.69 | 44.58 | 6.18 | 7.07 | 8.10 | 8.70 |
| July 2012 | 62.05 | 69.50 | 5.106 | 5.703 | 39.69 | 44.91 | 6.54 | 7.24 | 8.45 | 8.85 |
| August 2012 | 65.60 | 69.50 | 5.387 | 5.70 | 41.87 | 44.76 | 6.84 | 7.27 | 8.30 | 8.80 |
| September 2012 | 66.20 | 74.10 | 5.41 | 5.878 | 43.08 | 47.65 | 6.82 | 7.35 | 8.50 | 9.35 |
| October 2012 | 72.55 | 76.60 | 5.805 | 6.18 | 46.99 | 49.76 | 7.25 | 7.68 | 9.40 | 9.80 |
| November 2012 | 73.65 | 78.75 | 5.958 | 6.377 | 47.51 | 51.13 | 7.44 | 7.87 | 9.70 | 10.10 |
| December 2012 | 78.25 | 81.95 | 6.359 | 6.549 | 51.03 | 53.07 | 7.72 | 8.00 | 10.10 | 10.50 |
| January 2013 | 81.30 | 88.30 | 6.469 | 7.241 | 53.07 | 57.12 | 7.87 | 8.49 | 10.45 | 11.40 |
| February 2013 | 84.00 | 88.00 | 7.004 | 7.329 | 54.29 | 56.98 | 8.17 | 8.50 | 10.90 | 11.30 |

1 Each ADS represents five Ordinary Shares.

Appendix 2

Directors' Interests in the Ordinary Shares and loan capital of HSBC and notifications of major holdings of voting rights

Directors' interests in the Ordinary Shares and loan capital of HSBC

According to the register of Directors' interests maintained by HSBC Holdings plc pursuant to section 352 of the Securities and Futures Ordinance of Hong Kong, the Directors standing for election or re-election had the following interests, all beneficial unless otherwise stated, in the shares and loan capital of HSBC and its associated corporations at the time of approval of the Report of the Directors on 4 March 2013. S A Catz, M K T Cheung, J W J Hughes-Hallett and J R Lomax had no interests in the shares or loan capital of the Company and its associated corporations at the time of approval of the Report of Directors on 4 March 2013.

In this Appendix all references to "beneficial owner" means a beneficial owner for the purposes of the Securities and Futures Ordinance of Hong Kong.

| | Beneficial owner | Child under 18 or spouse | Jointly with another person | Trustee | Total interests ¹ |
|---|------------------|--------------------------|-----------------------------|----------------------|------------------------------|
| Ordinary Shares | | | | | |
| J D Coombe | 22,387 | – | – | – | 22,387 |
| R A Fairhead | – | – | 21,300 | – | 21,300 |
| D J Flint | 313,361 | – | – | 37,162 ² | 350,523 |
| S T Gulliver | 2,553,592 | 176,885 | – | – | 2,730,477 |
| W S H Laidlaw | 32,252 | – | – | 1,416 ² | 33,668 |
| J P Lipsky ³ | 15,000 | – | – | – | 15,000 |
| I J Mackay | 118,813 | – | – | – | 118,813 |
| Sir Simon Robertson | 9,486 | – | – | 167,750 ² | 177,236 |
| J L Thornton ⁴ | – | 10,250 | – | – | 10,250 |
| | US\$000 | US\$000 | US\$000 | US\$000 | US\$000 |
| HSBC Holdings | | | | | |
| 6.5% Subordinated Notes 2036 | | | | | |
| L M L Cha | 300 | – | – | – | 300 |
| | RMBm | RMBm | RMBm | RMBm | RMBm |
| HSBC Bank 2.875% Notes 2015 | | | | | |
| J Faber ⁵ | 5.1 | – | – | – | 5.1 |
| | US\$000 | US\$000 | US\$000 | US\$000 | US\$000 |
| HSBC Capital Funding (Dollar 2) L. P. | | | | | |
| 4.6% Non-cumulative Step-up Perpetual Preferred Securities | | | | | |
| R Fassbind | 500 | – | – | – | 500 |

1. Details of executive Directors' other interests in Ordinary Shares arising from the HSBC Holdings savings-related share option plans, the HSBC Share Plan and the HSBC Share Plan 2011 are set out in the Directors' Remuneration Report on pages 363 to 365 of the *2012 Annual Report and Accounts*. The aggregate interests under the Securities and Futures Ordinance of Hong Kong in Ordinary Shares, including interests arising through employee share plans were: D J Flint – 563,808; S T Gulliver – 5,178,992 and I J Mackay – 536,205. Each Director's total interests represents less than 0.03% of the shares in issue.
2. Non-beneficial.
3. Interest in 3,000 listed American Depositary Shares ("ADSs"), which are categorised as equity derivatives under Part XV of the Securities and Futures Ordinance of Hong Kong. Each ADS represents five Ordinary Shares.
4. Interest of spouse in 2,050 listed ADSs.
5. Non-beneficial interest in renminbi (RMB) 1.2m 2.875% Notes 2015.

The following changes in the interests of Directors in the shares and loan capital of the Company and its subsidiaries or associated corporations have been notified to the Company during the period from approval of the Report of the Directors on 4 March 2013 to 21 March 2013, being the latest practicable date prior to the printing of this document:

- (a) Upon the partial vesting of the 2010 Restricted Share awards under the HSBC Share Plans:

D J Flint's and I J Mackay's interests as beneficial owner were reduced by 60,685 and 8,618 Ordinary Shares respectively when the Trustee of the HSBC Share Plan sold Ordinary Shares to meet the tax liabilities arising on these vestings. D J Flint and I J Mackay retained 56,015 and 13,250 Ordinary Shares respectively as beneficial owner.

S T Gulliver's interests as beneficial owner were reduced by 500,148 Ordinary Shares upon the sale of such Ordinary Shares by the Trustee of the HSBC Share Plan. The net proceeds were passed to S T Gulliver.

- (b) The following Directors were each granted a deferred award of Restricted Shares under the HSBC Share Plan 2011 which gave rise to additional interests as beneficial owner in the number of Ordinary Shares shown below:

| | |
|--------------|--------|
| S T Gulliver | 79,375 |
| I J Mackay | 54,874 |

The following Directors were each granted a non-deferred award of Restricted Shares under the HSBC Share Plan 2011 which vested immediately and gave rise to additional interests as beneficial owner in the number of Ordinary Shares shown below:

| | |
|--------------|--------|
| S T Gulliver | 52,917 |
| I J Mackay | 36,582 |

S T Gulliver's and I J Mackay's interests as beneficial owner were subsequently reduced by 25,400 and 19,023 Ordinary Shares respectively upon the sale of such Ordinary Shares by the Trustee of the HSBC Share Plan 2011 to meet tax liabilities arising on these vestings. The balance of 17,559 Ordinary Shares acquired by I J Mackay on vesting of the relevant non-deferred award must be retained for six months. The balance of 27,517 Ordinary Shares acquired by S T Gulliver on vesting of the relevant non-deferred award was sold by the Trustee of the HSBC Share Plan 2011. S T Gulliver must retain an equivalent number of shares in his existing shareholding for six months.

The following Directors were granted Conditional Awards under the Group Performance Share Plan, being the long-term incentive plan of the HSBC Share Plan 2011, which gave rise to additional interests as beneficial owner in the number of Ordinary Shares shown below:

| | |
|--------------|---------|
| S T Gulliver | 407,055 |
| I J Mackay | 189,959 |

- (c) Upon the partial vesting of the 2012 Restricted Share awards under the HSBC Share Plan 2011:

S T Gulliver's and I J Mackay's interests as beneficial owner were reduced by 41,712 and 21,004 Ordinary Shares respectively upon the sale of such Ordinary Shares by the Trustee of the HSBC Share Plan 2011 to meet tax liabilities arising on these vestings. The balance of 19,386 Ordinary Shares released to I J Mackay on the partial vesting of the relevant award must be retained for six months. The balance of 38,502 Ordinary Shares released to S T Gulliver on the partial vesting of the relevant award was sold by the Trustee of the HSBC Share Plan 2011. S T Gulliver must retain an equivalent number of shares in his existing shareholding for six months.

- (d) Upon the partial vesting of the 2011 Restricted Share awards under the HSBC Share Plan:

D J Flint's, S T Gulliver's and I J Mackay's interests as beneficial owner were reduced by 24,586, 152,200 and 6,634 Ordinary Shares respectively upon the sale of such Ordinary Shares by the Trustee of the HSBC Share Plan to meet tax liabilities arising on these vestings. The balance of Ordinary Shares released to D J Flint and I J Mackay on the partial vesting of the relevant award (22,694 and 6,122 Ordinary Shares respectively) must be retained for six months. The balance of 140,492 Ordinary Shares released to S T Gulliver on the partial vesting of the relevant award was sold by the Trustee of the HSBC Share Plan. S T Gulliver must retain an equivalent number of shares in his existing shareholding for six months.

Notifications of major holdings of voting rights

The following notifications of major holdings of voting rights have been made to the Company and have not been amended or withdrawn, as at 21 March 2013, being the latest practicable date prior to printing this document, pursuant to the requirements of the UK Financial Services Authority's Disclosure and Transparency Rule 5:

- Legal & General Group Plc gave notice on 9 March 2010 that it had a direct interest on 8 March 2010 in 696,851,431 Ordinary Shares, representing 3.99 per cent of the total voting rights at that date; and
- BlackRock, Inc. gave notice on 9 December 2009 that on 7 December 2009 it had the following: an indirect interest in Ordinary Shares of 1,142,439,457; qualifying financial instruments with 705,100 voting rights that may be acquired if the instruments are exercised or converted; and financial instruments with similar economic effect to qualifying financial instruments which refer to 234,880 voting rights, each representing 6.56 per cent, 0.0041 per cent and 0.0013 per cent respectively of the total voting rights at that date.

The following notifications of major holdings have been made to the Company and have not been amended or withdrawn, as at 21 March 2013, being the latest practicable date prior to printing this document, pursuant to the requirements of section 336 of the Securities and Futures Ordinance of Hong Kong:

- JPMorgan Chase & Co. gave notice on 7 November 2012 that on 30 October 2012 it had the following interests in Ordinary Shares: a long position of 1,261,592,952 shares; a short position of 71,252,702 shares; and a lending pool of 1,007,026,189 shares, each representing 6.85 per cent, 0.39 per cent and 5.47 per cent, respectively, of the Ordinary Shares in issue at that date. Since 31 December 2012 and following interim notifications on 14, 17, 23 January and 13 February 2013, JPMorgan Chase & Co. gave notice on 15 February 2013 that on 12 February 2013 it had the following interests in Ordinary Shares: a long position of 1,294,366,810 shares; a short position of 64,591,997 shares; and a lending pool of 1,017,759,703 shares each representing 7.00 per cent, 0.35 per cent and 5.51 per cent, respectively, of the Ordinary Shares in issue at that date.
- BlackRock, Inc. gave notice on 10 November 2012 that on 7 November 2012 it had the following interests in Ordinary Shares: a long position of 1,103,721,816 shares and a short position of 35,922,568 shares, each representing 5.99 per cent and 0.19 per cent, respectively, of the Ordinary Shares in issue at that date. Since 31 December 2012 and following interim notifications on 3 and 4 January 2013, BlackRock, Inc. gave notice on 8 January 2013 that on 3 January 2013 it had the following interests in Ordinary Shares: a long position of 1,110,172,768 shares and a short position of 35,234,325 shares, each representing 6.00 per cent and 0.19 per cent, respectively, of the Ordinary Shares in issue at that date.

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How to send us a question you would like to have addressed at the AGM

AGM – 24 May 2013

If there is a question or questions you would like to have addressed at the AGM on 24 May 2013, please write your question(s) here and return this form as indicated below. Alternatively, please send your question by email to shareholderquestions@hsbc.com.

Question(s).....
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We will endeavour to address any issues raised when the item of business to which the question relates is under consideration by the AGM. Any questions submitted that are not relevant to the business of the AGM will be forwarded for the attention of an appropriate executive. These might include matters relating to a shareholder’s bank account or affairs which are unlikely to be relevant to the business of the AGM.

Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend and speak at the AGM.

Signed:

Name:

Shareholder Reference Number:

Please return this form to the Registrars: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 3BD, United Kingdom; Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong SAR; or the Investor Relations Team, HSBC Bank Bermuda Limited, 6 Front Street, Hamilton HM 11, Bermuda.

