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HSBC Holdings plc

Overseas Regulatory Announcement

The attached announcement has been released to the other stock exchanges on which HSBC Holdings plc is listed.

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

[†] Independent non-executive Director

Hong Kong Stock Code: 5

**NOTIFICATION OF TRANSACTIONS OF PERSONS DISCHARGING MANAGERIAL
RESPONSIBILITY AND/OR CONNECTED PERSONS**

This notification relates to a transaction notified in accordance with DTR 3.1.2 R and 3.1.4 R (1)(a)

| | |
|-----------|--|
| 1 | Name of the issuer |
| | HSBC Holdings plc |
| 2 | Name of the person discharging managerial responsibilities or, where applicable, the name of the person connected with a person discharging managerial responsibilities |
| | J M Flint, a person discharging managerial responsibilities |
| 3 | Description of shares (including class), debentures, derivatives or any other financial instruments relating to shares |
| | US\$0.50 ordinary shares |
| 4 | State the nature of the transaction |
| | Acquisition / Scrip dividend |
| 5 | Number of shares, derivatives or any other financial instruments relating to shares acquired |
| | 1,075 |
| 6 | Number of shares, derivatives or any other financial instruments relating to shares disposed |
| | N/A |
| 7 | Price per share or value of transaction |
| | US\$10.9669 |
| 8 | Date and place of transaction |
| | 11 December 2013, London |
| 9 | Date issuer informed of transaction |
| | 13 December 2013 |
| 10 | Name of duly authorised officer/official of issuer responsible for making notification |
| | Louisa Jenkinson, Senior Assistant Secretary, 020 7991 0593 |
| 11 | Date of notification |
| | 13 December 2013 |