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

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

**1 Name of the issuer**

HSBC Holdings plc

**2 Name of the person discharging managerial responsibilities or, where applicable, the name of the person connected with a person discharging managerial responsibilities**

S P O'Sullivan, 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**

Release and subsequent sale by the Trustees of 20,939 ordinary shares upon the vesting of Restricted Shares awarded in 2010 to S P O'Sullivan. The Trustees sold 10,470 shares to meet the tax liability and have transferred 10,469 shares to S P O'Sullivan as beneficial owner.

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

10,469

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

10,470

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

£7.1077

**8 Date and place of transaction**

4 March 2013, London

**9 Date issuer informed of transaction**

5 March 2013

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

Steve Owen, Assistant Secretary, 020 7991 3879

**11 Date of notification**

5 March 2013

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

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

Hong Kong Stock Code: 5