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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, K L Casey[†], 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, M M Moses 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
	Simon Cooper, a person discharging managerial responsibilities
3	Description of shares (including class), debentures, derivatives or any other financial instruments relating to shares
	US\$0.50 ordinary shares
4	State the nature of the transactions
	<p>i) Acquisition / scrip dividend on an award under the HSBC Share Plan.</p> <p>ii) Under the HSBC Share Plan, an award of restricted shares was made in 2011 to Simon Cooper in respect of performance year 2010. 17,302 ordinary shares were allotted to Simon Cooper on 17/03/2014 upon the vesting of the third and final tranche of this award, subject to a 6 month retention period. Simon Cooper instructed the Trustees of the Plan to sell on his behalf 1,191 shares to meet the tax liability arising upon the vesting of this award. The interest in the balance of 16,111 shares has been transferred to Simon Cooper as beneficial owner.</p>
5	Number of shares, derivatives or any other financial instruments relating to shares acquired
	i) 309
6	Number of shares, derivatives or any other financial instruments relating to shares disposed
	ii) 1,191
7	Price per share or value of transaction
	<p>i) US\$10.4431</p> <p>ii) £5.9768</p>
8	Date and place of transactions
	17 March 2014, London
9	Date issuer informed of transactions
	17 March 2014
10	Name of duly authorised officer/official of issuer responsible for making notification

	Elaine Williams, Deputy Company Secretary, 020 7991 2600
11	Date of notification
	18 March 2014