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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<sup>†</sup>, S A Catz<sup>†</sup>, L M L Cha<sup>†</sup>, M K T Cheung<sup>†</sup>, J D Coombe<sup>†</sup>, Sir Jonathan Evans<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, M M Moses and Sir Simon Robertson<sup>†</sup>.

<sup>†</sup> 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)

<b>1</b>	<b>Name of the issuer</b>
	HSBC Holdings plc
<b>2</b>	<b>Name of the person discharging managerial responsibilities or, where applicable, the name of the person connected with a person discharging managerial responsibilities</b>
	Sean O'Sullivan, a person discharging managerial responsibilities
<b>3</b>	<b>Description of shares (including class), debentures, derivatives or any other financial instruments relating to shares</b>
	US\$0.50 ordinary shares
<b>4</b>	<b>State the nature of the transactions</b>
	<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 Sean O'Sullivan in respect of performance year 2010. 13,898 ordinary shares were allotted to Sean O'Sullivan on 17/03/2014 upon the vesting of the third and final tranche of this award, subject to a 6 month retention period. Sean O'Sullivan instructed the Trustees of the Plan to sell on his behalf 6,533 shares to meet the tax liability arising upon the vesting of this award. The interest in the balance of 7,365 shares has been transferred to Sean O'Sullivan as beneficial owner.</p>
<b>5</b>	<b>Number of shares, derivatives or any other financial instruments relating to shares acquired</b>
	i) 248
<b>6</b>	<b>Number of shares, derivatives or any other financial instruments relating to shares disposed</b>
	ii) 6,533
<b>7</b>	<b>Price per share or value of transaction</b>
	<p>i) US\$10.4431</p> <p>ii) £5.9768</p>
<b>8</b>	<b>Date and place of transactions</b>
	17 March 2014, London
<b>9</b>	<b>Date issuer informed of transactions</b>
	17 March 2014

<b>10</b>	<b>Name of duly authorised officer/official of issuer responsible for making notification</b>
	Elaine Williams, Deputy Company Secretary, 020 7991 2600
<b>11</b>	<b>Date of notification</b>
	18 March 2014