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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: Douglas Flint, Stuart Gulliver, Phillip Ameen[†], Kathleen Casey[†], Safra Catz[†], Laura Cha[†], Lord Evans of Weardale[†], Joachim Faber[†], Rona Fairhead[†], Sam Laidlaw[†], Irene Lee[†], John Lipsky[†], Rachel Lomax[†], Iain Mackay, Heidi Miller[†], Marc Moses, Sir Simon Robertson[†] and Jonathan Symonds[†].

Hong Kong Stock Code: 5

[†] Independent non-executive Director



HSBC HOLDINGS PLC

11 August 2015

Notification of Transactions by Persons Discharging Managerial Responsibilities ("PDMRs") and Connected Persons

This announcement is made in accordance with DTR 3.1.2 R and 3.1.4 R(1)(a).

On 10 August, awards (the "Awards") of US\$0.50 ordinary shares (the "Shares") in HSBC Holdings plc (the "Company") were granted under the HSBC fixed pay allowance arrangements. Awards comprise part of the relevant employees' fixed remuneration for 2015. The awards were made in London and are based upon the closing Share price on the London Stock Exchange on 7 August of £5.8770.

Individual tax liabilities in respect of the vesting of the Awards were satisfied in cash. The number of Shares received by the Directors and other PDMRs named below is therefore net of tax.

The Awards vest in full on the date of grant. 20 per cent of the number of Shares issued on the vesting of each Award are subject to retention until March 2016, with the remaining 80 per cent subject to retention until March 2021.

Directors

| Name | Number of Shares vested |
|-----------------|----------------------------|
| Stuart Gulliver | 39,773 |
| lain Mackay | 22,226 |
| Marc Moses | 22,226 |

Other PDMRs

| Name | Number of Shares vested |
|---------------|----------------------------|
| Samir Assaf | 70,562 |
| Peter Boyles | 11,121 |
| Patrick Burke | 6,636 |
| Simon Cooper | 11,323 |
| John Flint | 16,985 |
| Pierre Goad | 9,358 |
| Pam Kaur | 5,240 |
| Alan Keir | 14,014 |
| Stuart Levey | 21,149 |
| Andy Maguire | 21,407 |
| Peter Wong | 59,535 |

For any queries related to this notification please contact: Nickesha Graham-Burrell, Senior Assistant Company Secretary on +44 (0)20 7992 3633.