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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<sup>†</sup>, Kathleen Casey<sup>†</sup>, Safra Catz<sup>†</sup>, Laura Cha<sup>†</sup>, Lord Evans of Weardale<sup>†</sup>, Joachim Faber<sup>†</sup>, Rona Fairhead<sup>†</sup>, Sam Laidlaw<sup>†</sup>, John Lipsky<sup>†</sup>, Rachel Lomax<sup>†</sup>, Iain Mackay, Heidi Miller<sup>†</sup>, Marc Moses, Sir Simon Robertson<sup>†</sup> and Jonathan Symonds<sup>†</sup>.

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

Hong Kong Stock Code: 5

#### **HSBC Holdings plc**

*Registered Office and Group Head Office:*

8 Canada Square, London E14 5HQ, United Kingdom

Web: [www.hsbc.com](http://www.hsbc.com)

*Incorporated in England with limited liability. Registered in England: number 617987*

11 March 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).

Deferred awards (the “Awards”) of US\$0.50 ordinary shares (the “Shares”) in HSBC Holdings plc (the “Company”) were granted in 2014 as a part of variable pay for the performance year ended 31 December 2013.

On 10 March, the first tranche of the Awards granted in 2014 vested and the following transactions took place in London. The net number of Shares which have vested is required to be retained for six months. The remainder of the Awards will vest in two further tranches, in 2016 and 2017.

**Directors**

| Name            | Shares released <sup>1</sup> | Additional Shares awarded in lieu of the 2014 4th interim dividend <sup>2</sup> | Shares sold to cover withholding tax at £5.6655 per Share | Shares vested (net) |
|-----------------|------------------------------|---|---|---------------------|
| Stuart Gulliver | 31,411                       | 2,082   | 14,764  | 16,647              |
| Iain Mackay     | 18,399                       | 1,220   | 8,648   | 9,751               |
| Marc Moses      | 18,397                       | 1,219   | 8,647   | 9,750               |

**Other PDMRs**

| Name         | Shares released <sup>1</sup> | Additional Shares awarded in lieu of the 2014 4th interim dividend <sup>2</sup> | Shares sold to cover withholding tax at £5.6655 per Share | Shares vested (net) |
|--------------|------------------------------|---|---|---------------------|
| Ann Almeida  | 24,708                       | 1,637   | 11,613  | 13,095              |
| Samir Assaf  | 54,873                       | 3,638   | 25,791  | 29,082              |
| Peter Boyles | 17,701                       | 1,173   | 7,966   | 9,735               |
| Simon Cooper | 16,986                       | 1,126   | 7,644   | 9,342               |
| John Flint   | 24,623                       | 1,632   | 11,081  | 13,542              |
| Pam Kaur     | 12,879                       | 854   | 6,054   | 6,825               |
| Alan Keir    | 17,610                       | 1,168   | 8,277   | 9,333               |
| Stuart Levey | 29,438                       | 1,952   | 13,836  | 15,602              |
| Peter Wong   | 28,218                       | 1,871   | 4,233   | 23,985              |

<sup>1</sup> The number of Shares released includes the Shares awarded in lieu of the 2014 4<sup>th</sup> interim dividend.

<sup>2</sup> USD8.9424 per Share being the average closing price of the Company’s Shares on the London Stock Exchange between 23 and 27 February 2015 converted into USD at a spot rate from 27 February 2015.

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