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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[†], John Lipsky[†], Rachel Lomax[†], Iain Mackay, Heidi Miller[†], Marc Moses, Sir Simon Robertson[†] and Jonathan Symonds[†].

[†] 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

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

13 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 2012 as part of variable pay for the performance year ended 31 December 2011.

On 12 March, the final tranche of the Awards vested and the following transactions took place in London.

Directors

Name	Shares released ³	Additional Shares awarded in lieu of the 2014 4 th interim dividend ⁴	Shares sold to cover withholding tax at £5.6124 per Share	Shares vested (net)
Stuart Gulliver ¹	91,298	1,996	42,912	48,386
Iain Mackay ¹	45,972	1,006	21,608	24,364
Marc Moses ¹	47,784	1,046	22,460	25,324

Other PDMRs

Name	Shares released ³	Additional Shares awarded in lieu of the 2014 4 th interim dividend ⁴	Shares sold to cover withholding tax at £5.6124 per Share	Shares vested (net)
Ann Almeida ¹	60,294	1,320	28,340	31,954
Samir Assaf ¹	191,814	4,196	88,076	103,738
Peter Boyles ²	21,122	462	9,557	11,565
Simon Cooper ²	28,019	613	6,075	21,944
John Flint ¹	76,840	1,680	35,348	41,492
Alan Keir ¹	57,388	1,256	26,974	30,414
Antonio Losada ²	22,793	499	6,269	16,524
Peter Wong ²	40,401	884	6,061	34,340

¹ Half of the net shares vested are required to be retained for six months.

² All of the net shares vested are required to be retained for six months.

³ The number of Shares released includes the Shares awarded in lieu of the 2014 4th interim dividend.

⁴ 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.