

## HSBC Holdings plc

### Poll results of 2017 Annual General Meeting

28 April 2017

#### 1. Poll Results

HSBC Holdings plc (the Company) announces that at its Annual General Meeting (AGM) held today, all resolutions as set out in the Notice of AGM were passed on a poll.

Resolutions 1 to 7, 10 and 12 were passed as ordinary resolutions and resolutions 8, 9, 11, 13 and 14 were passed as special resolutions.

The following table shows the votes cast on each resolution:

Resolution	Total Votes For (%)*	Total Votes Against (%)*	Votes Total (% of Issued Share Capital)*	Votes withheld
1. To receive the Annual Report & Accounts 2016	9,112,253,294 (98.78)	112,803,853 (1.22)	9,225,057,147 (46.01)	26,963,689
2. To approve the Directors' Remuneration Report	8,885,701,458 (96.47)	324,969,999 (3.53)	9,210,671,457 (45.94)	30,526,965
3. (a) To elect David Nish as a Director	9,130,724,581 (99.59)	37,947,647 (0.41)	9,168,672,228 (45.73)	72,351,624
(b) To elect Jackson Tai as a Director	9,077,515,717 (99.01)	91,203,096 (0.99)	9,168,718,813 (45.73)	72,413,505
(c) To re-elect Phillip Ameen as a Director	9,120,475,715 (99.78)	19,816,107 (0.22)	9,140,291,822 (45.59)	100,815,917
(d) To re-elect Kathleen Casey as a Director	9,205,277,654	7,865,480	9,213,143,134	27,883,965

	(99.91)	(0.09)	(45.95)	
(e) To re-elect Laura Cha as a Director	9,163,088,224 (99.45)	50,347,933 (0.55)	9,213,436,157 (45.95)	27,789,207
(f) To re-elect Henri de Castries as a Director	9,204,574,892 (99.91)	8,587,069 (0.09)	9,213,161,961 (45.95)	27,942,094
(g) To re-elect Lord Evans of Weardale as a Director	9,204,573,746 (99.91)	8,686,957 (0.09)	9,213,260,703 (45.95)	27,878,838
(h) To re-elect Joachim Faber as a Director	9,190,022,726 (99.75)	23,135,915 (0.25)	9,213,158,641 (45.95)	27,972,753
(i) To re-elect Douglas Flint as a Director	9,003,086,762 (98.57)	130,673,807 (1.43)	9,133,760,569 (45.56)	107,377,048
(j) To re-elect Stuart Gulliver as a Director	9,203,875,650 (99.89)	9,838,740 (0.11)	9,213,714,390 (45.96)	27,422,337
(k) To re-elect Irene Lee as a Director	6,533,590,551 (71.24)	2,637,060,232 (28.76)	9,170,650,783 (45.74)	70,372,421
(l) To re-elect John Lipsky as a Director	9,196,645,715 (99.82)	16,636,405 (0.18)	9,213,282,120 (45.95)	27,829,182
(m) To re-elect Iain Mackay as a Director	9,174,628,322 (99.58)	38,914,390 (0.42)	9,213,542,712 (45.95)	27,625,393
(n) To re-elect Heidi Miller as a Director	9,195,287,713	17,969,746	9,213,257,459	27,900,752

	(99.80)	(0.20)	(45.95)	
(o) To re-elect Marc Moses as a Director	9,194,125,890 (99.79)	19,305,790 (0.21)	9,213,431,680 (45.95)	27,708,164
(p) To re-elect Jonathan Symonds as a Director	9,181,748,472 (99.71)	26,504,127 (0.29)	9,208,252,599 (45.93)	27,958,495
(q) To re-elect Pauline van der Meer Mohr as a Director	9,149,849,861 (99.31)	63,451,020 (0.69)	9,213,300,881 (45.95)	27,871,958
4. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company	9,063,275,014 (99.61)	35,596,304 (0.39)	9,098,871,318 (45.38)	142,279,248
5. To authorise the Group Audit Committee to determine the remuneration of the Auditor	9,171,221,282 (99.89)	10,472,916 (0.11)	9,181,694,198 (45.80)	59,519,908
6. To authorise the Company to make political donations	8,915,355,451 (97.55)	223,520,928 (2.45)	9,138,876,379 (45.58)	102,247,653
7. To authorise the Directors to allot shares	8,614,693,250 (93.59)	589,568,603 (6.41)	9,204,261,853 (45.91)	36,894,890
8. To disapply pre-emption rights	9,097,748,504 (98.78)	112,034,311 (1.22)	9,209,782,815 (45.94)	31,397,258
9. To further disapply pre-emption rights for acquisitions	8,581,720,293 (93.43)	603,566,008 (6.57)	9,185,286,301 (45.81)	55,880,672
10. To authorise the Directors to allot any	8,821,830,110	388,772,422	9,210,602,532	30,588,210

repurchased shares	(95.78)	(4.22)	(45.94)	
11. To authorise the Company to purchase its own ordinary shares	9,055,162,456 (98.30)	156,839,358 (1.70)	9,212,001,814 (45.95)	29,207,614
12. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities	9,025,167,009 (98.06)	178,205,570 (1.94)	9,203,372,579 (45.90)	37,793,140
13. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities	8,932,179,678 (97.07)	269,727,331 (2.93)	9,201,907,009 (45.90)	39,272,829
14. To approve general meetings (other than annual general meetings) being called on 14 clear days' notice	8,376,507,896 (90.93)	835,712,864 (9.07)	9,212,220,760 (45.95)	29,008,214

\*based on total issued share capital (excluding 325,273,407 ordinary shares held in treasury) as at 12.01am (London time) on Thursday 27 April 2017.

## 2. Re-election of Irene Lee

The Board notes that 2,637,060,232 shares (representing 28.76% of votes validly cast) were voted against the re-election of Irene Lee (resolution 3(k)). The Board seeks to ensure that each Director is able to make the necessary commitment to the delivery of their role. The Board is satisfied that all Directors have sufficient capacity to meet their commitments to HSBC. We will continue to engage with shareholders on this matter.

## 3. Board changes

Rachel Lomax and Sam Laidlaw retired from the Board at the conclusion of the AGM and resigned their chairmanships of the Nomination Committee, Group Remuneration Committee and Conduct & Values Committee. For the purposes of section 430(2B) of the Companies Act 2006, they will each receive their fee entitlement for the month of April 2017 and are not entitled to any payments for loss of office. There are no matters relating to their retirement that need to be brought to the attention of HSBC shareholders.

Resolution 3(r) for the re-election of Paul Walsh was withdrawn following his

resignation prior to the AGM. For the purposes of section 430(2B) of the Companies Act 2006, he will receive his fee entitlement for the month of April 2017 and is not entitled to any payments for loss of office.

#### 4. Other

- Computershare Investor Services PLC acted as scrutineer of the poll on all resolutions.
- Copies of the special business resolutions passed at the AGM have been submitted to the UK Listing Authority, and will shortly be available for inspection at the UK Listing Authority's National Storage Mechanism which is located at <http://www.hemscott.com/nsm.do>
- As at 12.01am (London time) on Thursday 27 April 2017, the total number of issued ordinary shares of US\$0.50 each entitling the holders to attend and vote on all the resolutions at the AGM was 20,049,305,644, which excludes 325,273,407 ordinary shares held in treasury. A 'vote withheld' is not a vote in law and is therefore not counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
- In accordance with Rule 13.40 of the Hong Kong Listing Rules there were no shares entitling the holder to attend and abstain from voting in favour of any of the resolutions. No shareholder was required under the Hong Kong Listing Rules to abstain from voting.

As at the time of this announcement, the following are Directors of the Company: Douglas Flint, Stuart Gulliver, Phillip Ameen<sup>†</sup>, Kathleen Casey<sup>†</sup>, Laura Cha<sup>†</sup>, Henri de Castries<sup>†</sup>, Lord Evans of Weardale<sup>†</sup>, Joachim Faber<sup>†</sup>, Irene Lee<sup>†</sup>, John Lipsky<sup>†</sup>, Iain Mackay, Heidi Miller<sup>†</sup>, Marc Moses, David Nish<sup>†</sup>, Jonathan Symonds<sup>†</sup>, Jackson Tai<sup>†</sup> and Pauline van der Meer Mohr<sup>†</sup>.

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

For and on behalf of  
**HSBC Holdings plc**

Ben J S Mathews  
Group Company Secretary