



If you would like to submit your form of proxy electronically go to www.hsbc.com/proxy. You will be asked to enter the Shareholder Reference Number and PIN which are printed opposite and agree to certain terms and conditions.

Shareholder Reference Number

FORM OF PROXY

Personal Identification Number (PIN)

HSBC Holdings plc Annual General Meeting – 11.00am on Friday, 12 April 2019

I/We, being a shareholder/shareholders of HSBC Holdings plc (the "Company"), hereby appoint as my/our proxy to vote and act for me/us and on my/our behalf at the Annual General Meeting ("AGM") and at any adjournment thereof, the chairman of the AGM (see note 1 overleaf)

or *

(*Insert here the number of shares your proxy may vote if less than your total holding – see note 1 overleaf):

Please tick here if this proxy appointment is one of multiple appointments being made (see note 1 overleaf).

Please refer to the Notice of AGM for the full wording of the resolutions and the biographical details of Directors who are standing for election or re-election at the AGM. **The Board recommends that you vote in favour of all resolutions, with the exception of resolution 17 for which shareholders are recommended to vote against.**

I/We desire this form of proxy to be used as indicated by a '✓' in the relevant box below (see note 2 overleaf).

	VOTE				VOTE		
	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1. To receive the Annual Report & Accounts 2018	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To authorise the Group Audit Committee to determine the remuneration of the Auditor	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To authorise the Company to make political donations	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To authorise the Directors to allot shares	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (a) To elect Ewen Stevenson as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To disapply pre-emption rights (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To elect José Antonio Meade as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To further disapply pre-emption rights for acquisitions (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-elect Kathleen Casey as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Directors to allot any repurchased shares	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-elect Laura Cha as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Company to purchase its own shares (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Henri de Castries as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect John Flint as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect Irene Lee as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Directors to offer a scrip dividend alternative	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) To re-elect Heidi Miller as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To call general meetings (other than an AGM) on 14 clear days' notice (special resolution)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) To re-elect Marc Moses as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(j) To re-elect David Nish as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board recommends that you vote against the following resolution:			
(k) To re-elect Jonathan Symonds as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. Shareholder requisitioned resolution regarding the Midland Bank defined benefit pension scheme (special resolution)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(l) To re-elect Jackson Tai as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(m) To re-elect Mark Tucker as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(n) To re-elect Pauline van der Meer Mohr as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature(s)

(see notes 5, 6 and 7) Dated 2019



Notes

1. If you wish to appoint as proxy another person (who need not be a shareholder of the Company), please insert the name of that other person in the box provided and delete the words "the chairman of the AGM". Any alteration made to this form of proxy must be initialled by the person who signs it. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. To appoint more than one proxy, a photocopy of this form of proxy may be used or additional forms may be obtained from: Computershare Investor Services PLC, PO Box 1064, The Pavilions, Bridgwater Road, Bristol BS99 6BD, United Kingdom; Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong SAR; or Investor Relations team, HSBC Bank Bermuda Limited, 37 Front Street, Hamilton HM 11, Bermuda. If the proxy is being appointed with authority to vote less than your total holding please indicate in the box marked with an asterisk the number of shares your proxy is to vote. If the box marked with an asterisk is left blank your proxy will be deemed to be authorised to vote your total holding (or if this form of proxy has been issued in respect of a designated account for a shareholder, the total holding for that designated account).
2. If you wish your proxy to cast your votes for or against a resolution you may insert a '✓' in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert a '✓' in the 'Vote Withheld' box. A 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the votes 'For' and 'Against' a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or to withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the AGM.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), changes to entries on the principal register of members of the Company maintained in England (the 'Principal Register') or either the Hong Kong or Bermuda Overseas Branch Registers of the Company (the 'Branch Registers') after 12.01am (London time) on Thursday, 11 April 2019 or 12.01am (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be disregarded in determining the rights of a shareholder to attend or vote at the AGM or any adjourned meeting (as the case may be). Accordingly, a shareholder entered on either the Principal Register or the Branch Registers at 12.01am (London time) on Thursday, 11 April 2019 or 12.01am (London time) on the day immediately before the day of any adjourned meeting (as the case may be) shall be entitled to attend and vote at the AGM or any adjourned meeting (as the case may be) in respect of the number of such shares entered against the shareholder's name at that time.
4. Particulars of the Directors standing for election and re-election are set out in the explanatory notes in the Notice of AGM.
5. This form of proxy must be signed by the shareholder or the shareholder's attorney or, if the shareholder is a corporation, be under seal or signed by a duly authorised representative.
6. In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Principal Register or the Branch Registers as appropriate.
7. In order to be valid, this form of proxy (and any power of attorney or other authority, if any, under which it is signed, or a copy of such authority certified notarially or in some other way approved by the Board) must be deposited by 11.00am (London time) on Wednesday, 10 April 2019 or not less than 48 hours before the time of the holding of any adjourned meeting at the offices of the registrar, Computershare Investor Services PLC, PO Box 1064, The Pavilions, Bridgwater Road, Bristol BS99 6BD, United Kingdom; or Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong SAR; or Investor Relations team, HSBC Bank Bermuda Limited, 37 Front Street, Hamilton HM 11, Bermuda. Instructions to appoint another proxy must also be received by the registrar by the deadline for receipt of a form of proxy. In the case of an appointment of a proxy submitted in electronic form, such appointment must be received by 11.00am (London time) on Wednesday, 10 April 2019 or not less than 48 hours before the time of the holding of any adjourned meeting. It should be noted, however, that any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid. Completion and return of the form of proxy will not preclude a shareholder from attending or voting in person.