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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 comprises: Mark Tucker*, Noel Quinn, Kathleen Casey†, Laura Cha†, Henri de Castries†, Irene Lee†, José Meade†, Heidi Miller†, David Nish†, Ewen Stevenson, Jackson Tai† and Pauline van der Meer Mohr†.

* Non-executive Group Chairman

† 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



HSBC HOLDINGS PLC

26 February 2020

Notification of Transactions by Persons Discharging Managerial Responsibilities (“PDMRs”)

The following transactions in ordinary shares of US\$0.50 each (“Shares”) in HSBC Holdings plc (the “Company”) took place on 24 February 2020:

1. Long Term Incentive Award

A long term incentive award (“LTI award”) was made to Ewen Stevenson, as part of variable pay for the performance year ended 31 December 2019. An LTI award is an award of Shares in the Company, with a three year forward-looking performance period commencing on 1 January 2020 and ending on 31 December 2022.

At the end of this performance period, the number of Shares that vest will be determined based upon an assessment by the Group Remuneration Committee of performance against financial and non-financial measures, as detailed in the Directors’ Remuneration Report in the Annual Report and Accounts 2019. Subject to that assessment, the shares will vest in five equal annual instalments commencing from March 2023. Upon each vesting, a one year retention period applies.

The LTI award was made in London and is based upon the closing Share price on the London Stock Exchange on 21 February 2020 of £5.6220.

Director

Name	Shares awarded
Ewen Stevenson	476,757

2. Annual Incentive Awards

Awards of (i) immediately vested and (ii) deferred Shares were made under the HSBC Share Plan 2011. These awards relate to the performance year ended 31 December 2019 and comprise part of the Group’s annual incentive arrangements. The awards were determined by assessing performance during the year against financial and non-financial metrics. For Executive Directors who served during the year ended 31 December 2019, the performance assessment is detailed in the Directors’ Remuneration Report in the Annual Report and Accounts 2019. Upon vesting, a one year retention period applies.

Awards were made in London and are based upon the closing Share price on the London Stock Exchange on 21 February 2020 of £5.6220.

(i) Immediately vested awards

Directors

Name	Shares awarded	Shares sold in respect of Income Tax and Social Security liabilities at £5.506703 per share	Net shares vested
Noel Quinn	105,072	49,384	55,688
Ewen Stevenson	96,202	45,215	50,987

Other PDMRs

Name	Shares awarded	Shares sold in respect of Income Tax and Social Security liabilities at £5.506703 per share	Net shares vested
Samir Assaf	123,934	58,249	65,685
Pam Kaur	51,144	24,038	27,106
Paulo Maia	38,284	13,400	24,884
Charlie Nunn	78,582	36,934	41,648
Barry O'Byrne	39,467	18,550	20,917
Michael Roberts	126,533	61,964	64,569
Ian Stuart	44,774	21,044	23,730
Peter Wong	113,232	16,985	96,247

(ii) Deferred awards

Awards vest in five equal annual tranches commencing in March 2023. Upon vesting, a one year retention period applies.

Director

Name	Shares awarded
Noel Quinn	201,702

Other PDMRs

Name	Shares awarded
Samir Assaf	237,909
Pam Kaur	98,179
John Hinshaw	178,983
Paulo Maia ¹	66,479
Charlie Nunn	150,850
Barry O'Byrne	75,764
Michael Roberts ¹	219,718
Ian Stuart	85,950
Peter Wong ¹	196,621

¹Awards vest in five equal annual tranches commencing in March 2021.

3. Replacement Awards made to John Hinshaw

Awards (the "Replacement Awards") of (i) immediately vested and (ii) deferred Shares were granted to John Hinshaw, to replace unvested awards granted to him by The Bank of New York Mellon Corporation, Diligent Corporation and Saama Technologies Inc., which were forfeited when he joined HSBC.

The following share awards were made under the HSBC Share Plan 2011:

(i) Immediately vested awards

Name	Shares awarded ¹	Shares sold in respect of Income Tax and Social Security liabilities at £5.506703 per share	Net shares vested	Awards Replaced
John Hinshaw	13,680	6,430	7,250	Award forfeited by The Bank of New York Mellon Corporation
John Hinshaw	317	149	168	Award forfeited by Diligent Corporation

¹ The Replacement Awards were made in London and are based upon the closing Share price on the London Stock Exchange on 10 December 2019 of £5.5890.

(ii) Deferred awards

Name	Shares awarded ¹	Awards replaced ²
John Hinshaw	1,510	Award forfeited by Saama Technologies Inc.

¹ The Replacement Awards were made in London and are based upon the closing Share price on the London Stock Exchange on 10 December 2019 of £5.5890.

² The Replacement Award for the Saama Technologies Inc. Award will vest in May 2020.

The following disclosures are made in accordance with Article 19 of the EU Market Abuse Regulation 596/2014.

1 - Details of the person discharging managerial responsibilities / person closely associated				
Name of natural person		Noel Quinn		
2 - Reason for the notification				
Position/status		Interim Group Chief Executive		
Initial notification/amendment		Initial Notification		
3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor				
Full name of the entity		HSBC Holdings plc		
Legal Entity Identifier code		MLU0ZO3ML4LN2LL2TL39		
4 - Details of the transaction(s)				
Transaction(s) summary table				
Date of Transaction	Financial Instrument	Identification Code	Place of Transaction	Currency

2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Acquisitions under the HSBC Share Plan 2011			£5.62	306,774	£1,724,683.43
Aggregated			£5.622	306,774	£1,724,683.43

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction	Currency	
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)	GBP – British Pound	
Nature of Transaction:			Price	Volume	Total
Disposal			£5.51	49,384	£271,943.02
Aggregated			£5.507	49,384	£271,943.02

1 - Details of the person discharging managerial responsibilities / person closely associated

Name of natural person Ewen Stevenson

2 - Reason for the notification

Position/status Group Chief Financial Officer

Initial notification/amendment Initial Notification

3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

Full name of the entity HSBC Holdings plc

Legal Entity Identifier code MLU0ZO3ML4LN2LL2TL39

4 - Details of the transaction(s)

Transaction(s) summary table

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction	Currency	
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)	GBP – British Pound	
Nature of Transaction:			Price	Volume	Total

Acquisitions under the HSBC Share Plan 2011				
		£5.62	572,959	£3,221,175.50
	Aggregated	£5.622	572,959	£3,221,175.50

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Disposal			£5.51	45,215	£248,985.58
Aggregated			£5.507	45,215	£248,985.58

1 - Details of the person discharging managerial responsibilities / person closely associated

Name of natural person Samir Assaf

2 - Reason for the notification

Position/status Chief Executive, Global Banking and Markets

Initial notification/amendment Initial Notification

3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

Full name of the entity HSBC Holdings plc

Legal Entity Identifier code MLU0ZO3ML4LN2LL2TL39

4 - Details of the transaction(s)

Transaction(s) summary table

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Acquisitions under the HSBC Share Plan 2011			£5.62	361,843	£2,034,281.35
Aggregated			£5.622	361,843	£2,034,281.35

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Disposal			£5.51	58,249	£320,759.94
Aggregated			£5.507	58,249	£320,759.94

1 - Details of the person discharging managerial responsibilities / person closely associated

Name of natural person John Hinshaw

2 - Reason for the notification

Position/status Group Chief Operating Officer

Initial notification/amendment Initial Notification

3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

Full name of the entity HSBC Holdings plc

Legal Entity Identifier code MLU0ZO3ML4LN2LL2TL39

4 - Details of the transaction(s)

Transaction(s) summary table

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Acquisitions under the HSBC Share Plan 2011			£5.62	178,983	£1,006,242.43
			£5.59	15,507	£86,668.62
Aggregated			£5.619	194,490	£1,092,911.05

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound

	US\$0.50 each			
Nature of Transaction:			Price	Volume
Disposal				Total
			£5.51	6,579
			£5.507	6,579
				£36,228.60
		Aggregated	£5.507	6,579
				£36,228.60

1 - Details of the person discharging managerial responsibilities / person closely associated

Name of natural person Pam Kaur

2 - Reason for the notification

Position/status Group Chief Risk Officer

Initial notification/amendment Initial Notification

3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

Full name of the entity HSBC Holdings plc

Legal Entity Identifier code MLU0ZO3ML4LN2LL2TL39

4 - Details of the transaction(s)

Transaction(s) summary table

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction	Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)	GBP – British Pound
Nature of Transaction:			Price	Volume
Acquisitions under the HSBC Share Plan 2011				Total
			£5.62	149,323
			£5.622	149,323
		Aggregated	£5.622	149,323
				£839,493.91

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction	Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)	GBP – British Pound
Nature of Transaction:			Price	Volume
Disposal				Total
			£5.51	24,038
				£132,370.13

	Aggregated	£5.507	24,038	£132,370.13
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1 - Details of the person discharging managerial responsibilities / person closely associated					
Name of natural person		Paulo Maia			
2 - Reason for the notification					
Position/status		Chief Executive, Latin America, HSBC and Executive Chairman, HSBC Mexico			
Initial notification/amendment		Initial Notification			
3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor					
Full name of the entity		HSBC Holdings plc			
Legal Entity Identifier code		MLU0ZO3ML4LN2LL2TL39			
4 - Details of the transaction(s)					
Transaction(s) summary table					
Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Acquisitions under the HSBC Share Plan 2011					
			£5.62	104,763	£588,977.59
Aggregated			£5.622	104,763	£588,977.59
Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Disposal					
			£5.51	13,400	£73,789.82
Aggregated			£5.507	13,400	£73,789.82

1 - Details of the person discharging managerial responsibilities / person closely associated

Name of natural person Charlie Nunn

2 - Reason for the notification

Position/status Chief Executive, Wealth and Personal Banking

Initial notification/amendment Initial Notification

3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

Full name of the entity HSBC Holdings plc

Legal Entity Identifier code MLU0ZO3ML4LN2LL2TL39

4 - Details of the transaction(s)**Transaction(s) summary table**

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Acquisitions under the HSBC Share Plan 2011			£5.62	229,432	£1,289,866.70
Aggregated			£5.622	229,432	£1,289,866.70

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Disposal			£5.51	36,934	£203,384.57
Aggregated			£5.507	36,934	£203,384.57

1 - Details of the person discharging managerial responsibilities / person closely associated

Name of natural person Barry O'Byrne

2 - Reason for the notification

Position/status	Chief Executive, Global Commercial Banking
Initial notification/amendment	Initial Notification

3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

Full name of the entity	HSBC Holdings plc
Legal Entity Identifier code	MLU0ZO3ML4LN2LL2TL39

4 - Details of the transaction(s)

Transaction(s) summary table

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Acquisitions under the HSBC Share Plan 2011			£5.62	115,231	£647,828.68
Aggregated			£5.622	115,231	£647,828.68

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Disposal			£5.51	18,550	£102,149.34
Aggregated			£5.507	18,550	£102,149.34

1 - Details of the person discharging managerial responsibilities / person closely associated

Name of natural person	Michael Roberts
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2 - Reason for the notification

Position/status	President and Chief Executive Officer, HSBC USA
Initial notification/amendment	Initial Notification

3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

Full name of the entity HSBC Holdings plc
Legal Entity Identifier code MLU0ZO3ML4LN2LL2TL39

4 - Details of the transaction(s)**Transaction(s) summary table**

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Acquisitions under the HSBC Share Plan 2011			£5.62	346,251	£1,946,623.12
Aggregated			£5.622	346,251	£1,946,623.12

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Disposal			£5.51	61,964	£341,217.34
Aggregated			£5.507	61,964	£341,217.34

1 - Details of the person discharging managerial responsibilities / person closely associated

Name of natural person Ian Stuart

2 - Reason for the notification

Position/status Chief Executive, HSBC UK Bank plc

Initial notification/amendment Initial Notification

3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

Full name of the entity HSBC Holdings plc

Legal Entity Identifier code

MLU0ZO3ML4LN2LL2TL39

4 - Details of the transaction(s)**Transaction(s) summary table**

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Acquisitions under the HSBC Share Plan 2011			£5.62	130,724	£734,930.33
Aggregated			£5.622	130,724	£734,930.33

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Disposal			£5.51	21,044	£115,883.06
Aggregated			£5.507	21,044	£115,883.06

1 - Details of the person discharging managerial responsibilities / person closely associated

Name of natural person

Peter Wong

2 - Reason for the notification

Position/status

Deputy Chairman and Chief Executive, The Hongkong and Shanghai Banking Corporation Limited

Initial notification/amendment

Initial Notification

3 - Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

Full name of the entity

HSBC Holdings plc

Legal Entity Identifier code

MLU0ZO3ML4LN2LL2TL39

4 - Details of the transaction(s)

Transaction(s) summary table

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Acquisitions under the HSBC Share Plan 2011			£5.62	309,853	£1,741,993.57
Aggregated			£5.622	309,853	£1,741,993.57

Date of Transaction	Financial Instrument	Identification Code	Place of Transaction		Currency
2020-02-24	Ordinary shares of US\$0.50 each	GB0005405286	London Stock Exchange, Main Market (XLON)		GBP – British Pound
Nature of Transaction:			Price	Volume	Total
Disposal			£5.51	16,985	£93,531.35
Aggregated			£5.507	16,985	£93,531.35

For any queries related to this notification, please contact:

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 Shareholder Services
 020 7991 0595