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**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF HOLDERS. IF HOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING IN RESPECT OF ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR BROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL, TAX OR LEGAL ADVISER.**



**HSBC HOLDINGS PLC**

*(Incorporated with limited liability in England and Wales, registered number 00617987; the liability of its members is limited)*

**("HGHQ" and the "Issuer")**

to all holders of the outstanding securities listed in the table on the following page  
(each a "**Series**" and together, the "**Securities**")

On 1 September 2021, the Issuer (and HSBC Bank plc and HSBC Bank Capital Funding (Sterling 1) L.P. acting by HSBC Bank (General Partner) Limited, each in relation to their respective securities) announced an invitation to holders of certain securities, including those of each Series of the Securities, to consent to the approval by Extraordinary Resolution at the relevant Meeting of the modifications referred to in the relevant Extraordinary Resolution set out in the Notice of Separate Holder Meetings previously notified to Holders in accordance with the terms of the relevant Trust Deed. The Extraordinary Resolution for each Series relates to the relevant Proposal to make certain amendments to the method of calculating interest payable in respect of such Series due to the discontinuation of LIBOR or SOR, as applicable, as further described in the consent solicitation memorandum dated 1 September 2021 (the "**Consent Solicitation Memorandum**").

The Issuer has today given a Notice of Separate Holder Adjourned Meetings in respect of the Securities following the adjournment of each separate Meeting held on 24 September 2021 due to lack of quorum.

In light of the ongoing uncertainty in relation to Coronavirus (COVID-19) and the continued risks associated with it, it may be inadvisable to hold each relevant adjourned Meeting at a physical location and, therefore, all adjourned Meetings are being convened to be held via teleconference.

In accordance with the provisions of the relevant Trust Deed, the Issuer has requested that the Trustee prescribes appropriate regulations regarding the holding of the relevant adjourned Meeting via teleconference.

Each separate adjourned Meeting convened by the Issuer will be held by teleconference platform on 29 October 2021. The Issuer will take appropriate steps to ensure that only those who would otherwise be entitled to attend and vote at a physical meeting will be entitled to attend the teleconference for the relevant adjourned Meeting.

No consent fee will be payable in connection with the Consent Solicitations.

Capitalised terms used in this announcement but not defined have the meanings given to them in the Consent Solicitation Memorandum.

## THE SECURITIES

Issuer	ISIN	Description	Outstanding principal amount	Outcome of the Meeting
HSBC Holdings plc	XS1624509300	SGD 1,000,000,000 4.70 per cent. Perpetual Subordinated Contingent Convertible Securities (the " <b>2017 SGD AT1 Securities</b> ")	SGD 1,000,000,000	Adjourned Meeting
HSBC Holdings plc	XS1882693036	SGD 750,000,000 5.00 per cent. Perpetual Subordinated Contingent Convertible Securities (the " <b>2018 SGD AT1 Securities</b> " and together with the 2017 SGD AT1 Securities, the " <b>SGD AT1 Securities</b> ")	SGD 750,000,000	Adjourned Meeting
HSBC Holdings plc	XS1716248197	GBP 1,000,000,000 2.256 per cent. Resetable Notes due November 2026 (the " <b>Senior Notes</b> ")	GBP 1,000,000,000	Adjourned Meeting

### SUMMARY OF PROPOSED AMENDMENTS

Securities	Summary of Proposed Amendments	Existing LIBOR / SOR Rate (Screen)	New SONIA / SORA Rate or swap rate (as applicable) (Bloomberg Screen)	Adjustment Spread (Bloomberg Screen)
2017 SGD AT1 Securities (XS1624509300)	<ul style="list-style-type: none"> <li>The Singapore Dollar Swap Offer Rate ("<b>SOR</b>") linked swap rate is replaced by a Singapore Overnight Rate Average ("<b>SORA</b>") linked swap rate</li> </ul>	5-year SGD Swap Offer Rate (SOR) (Bloomberg Screen SDSW5 TPRA Currency)	5-year SGD OIS linked swap rate, paid semi-annually (SDSOA5 BGN Currency)	Bloomberg Screen SWPM (see parameters to be input in section " <i>Adjustment Rate for the SGD AT1 Securities</i> " in the Consent Solicitation Memorandum)
2018 SGD AT1 Securities (XS1882693036)	<ul style="list-style-type: none"> <li>Add new fallbacks relating to SORA</li> <li>Add further new fallbacks for if a Benchmark Event occurs with respect to SORA</li> </ul>			
Senior Notes (XS1716248197)	<ul style="list-style-type: none"> <li>Replace LIBOR linked 1-year mid-swap rate with SONIA linked mid-swap rate</li> <li>Add new fallbacks related to SONIA</li> </ul>	1-year LIBOR Mid-Swaps (Bloomberg Screen BPSW1 Currency)	1-year SONIA linked ICE Swap Rate, paid annually (BPISDS01 Index)	The historical 5-year median difference between sterling LIBOR and SONIA (SBP0006M Index)

## 1. NOTICE OF THE ADJOURNED MEETINGS IN RESPECT OF THE SECURITIES

The Notice of Separate Holder Adjourned Meetings will be available for viewing at the following website:

[http://www.rns-pdf.londonstockexchange.com/rns/9443M\\_1-2021-9-24.pdf](http://www.rns-pdf.londonstockexchange.com/rns/9443M_1-2021-9-24.pdf)

## 2. SUMMARY OF ADJOURNED MEETING PROCEDURES

Instructions validly submitted prior to the time and date of this announcement and in accordance with the Consent Solicitation Memorandum shall remain effective. Any Holder may elect to revoke any Consent Instruction or Ineligible Holder Instructions (as applicable) previously submitted in respect of the relevant Consent Solicitation provided such revocation is validly made and received by the Tabulation Agent and the Principal Paying Agent or Registrar (as applicable) on or prior to the Adjourned Expiration Deadline (as defined below).

## 3. INDICATIVE TIMETABLE FOR THE ADJOURNED MEETINGS

*Set out below is an indicative timetable showing one possible outcome for the timing of the Adjourned Meetings and Consent Solicitations, which will depend, among other things, on timely receipt (and non revocation) of instructions, the rights of the Issuer (where applicable) to extend, waive any condition of, amend and/or terminate any Consent Solicitation (other than the terms of the respective Extraordinary Resolution) as described in the Consent Solicitation Memorandum and the passing of each Extraordinary Resolution at the adjourned Meeting for the relevant Series. Accordingly, the actual timetable may differ significantly from the timetable below.*

<u>Date/Time</u>	<u>Action</u>
<b>24 September 2021</b>	<p><b><i>Announcement of Adjourned Meetings</i></b></p> <p>1. Notice of the adjourned Meetings to be delivered to the Clearing Systems.</p> <p>Notice of the adjourned Meetings released through the regulatory news service of the London Stock Exchange in respect of all of the Securities.</p> <p>Notice of the adjourned Meetings released through a regulatory information service available on Euronext Dublin in relation to the adjourned Meetings in respect of the SGD AT1 Securities.</p> <p>Electronic copies of the Consent Solicitation Memorandum to be available from the Tabulation Agent and electronic copies of the Holder Information (as defined in the Notice of the Separate Holder Adjourned Meetings) to be available upon request from the Principal Paying Agent.</p> <p>From this date, Holders (who have not previously made the relevant arrangements in connection with the initial Meeting) may arrange for Securities held by Euroclear and/or Clearstream, Luxembourg in their accounts to be blocked in such accounts and held to the order and under the control of the Principal Paying Agent or Registrar (as applicable) in order to obtain a form of proxy (or a document to that effect) or give valid Consent Instructions or Ineligible Holder Instructions to the Tabulation Agent.</p> <p><b><i>Adjourned Expiration Deadline</i></b></p>
<b>27 October 2021</b>	<p>2. The Consent Solicitations will expire at 10.00 a.m. (London time) 27 October 2021 (such time and date with respect to each Series, the "<b>Adjourned Expiration Deadline</b>").</p>

<u>Date/Time</u>	<u>Action</u>
	<p>3. The Adjourned Expiration Deadline is the final time by which Holders can arrange for:</p> <p>(i) obtaining a form of proxy (or a document to that effect) from the Principal Paying Agent or Registrar (as applicable) in order to attend and vote at the relevant adjourned Meeting (via teleconference); or</p> <p>(ii) receipt by the Tabulation Agent of valid Consent Instructions or Ineligible Holder Instructions in accordance with the procedures of Euroclear and/or Clearstream, Luxembourg.</p> <p>This will also be the deadline for making any other arrangements to attend or be represented or to vote at the relevant adjourned Meeting (via teleconference).</p>
	<p>4. The Adjourned Expiration Deadline is also the final time by which Holders can give notice to the Tabulation Agent (via the Clearing Systems) and the Principal Paying Agent or Registrar (as applicable) of any intended revocation of, or amendment to, Consent Instructions or Ineligible Holder Instructions previously given by them.</p>
<b>From 10.00 a.m. (London time) on 29 October 2021</b>	<p>5. <b><i> Holders' Adjourned Meetings Held </i></b></p> <p>The adjourned Meeting in respect of:</p> <p>(i) 2017 SGD AT1 Securities (the "<b>Adjourned 2017 SGD AT1 Securities Meeting</b>") will commence at 10.00 a.m. (London time);</p> <p>(ii) 2018 SGD AT1 Securities (the "<b>Adjourned 2018 SGD AT1 Securities Meeting</b>") will commence at 10.20 a.m. (London time) or after the completion of the Adjourned 2017 SGD AT1 Securities Meeting (whichever is later); and</p> <p>(iii) Senior Notes will commence at 10.40 a.m. (London time) or after the completion of the Adjourned 2018 SGD AT1 Securities Meeting (whichever is later).</p>

**If the Extraordinary Resolution is passed at the relevant adjourned Meeting:**

***Announcement of results of adjourned Meetings***

<b>As soon as reasonably practicable after the adjourned Meetings</b>	<p>6. Announcement of (i) the results of the adjourned Meetings and (ii) if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition released on (a) the regulatory news service of the London Stock Exchange in respect of all of the Securities and (b) a regulatory information service available on Euronext Dublin in respect of the SGD AT1 Securities.</p> <p>Delivery of notice of (i) the results of the adjourned Meetings and (ii) if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition to the Clearing Systems for communication to their account holders.</p>
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***SGD AT1 Securities – Pricing Date and Time***

<b>Date/Time</b>	<b>Action</b>
<b>At or around 2.00 p.m. (London time) on 29 October 2021 (the "Pricing Date")</b>	<p>7. Solicitation Agent to calculate the Adjustment Rate for each Series of SGD AT1 Securities. As soon as practicable thereafter:</p> <p>(i) announcement of the relevant Adjustment Rate on the regulatory information service available on Euronext Dublin; and</p> <p>(ii) delivery of notice of the relevant Adjustment Rate to the Clearing Systems for communication to their account holders.</p>
<b>Effective Date</b>	<p>8. If the relevant Extraordinary Resolution is passed at the relevant adjourned Meeting and the Eligibility Condition is satisfied, the relevant Supplemental Trust Deed and any other relevant ancillary documentation will be executed by the Issuer and the Trustee and the modifications by way of variation to the Conditions of the relevant Series described in the Consent Solicitation Memorandum will be implemented with effect from on or around 29 October 2021, being the Effective Date applicable to such Series.</p>

**Adjourned Meetings will be held in accordance with the terms of the relevant Trust Deed.**

**If a quorum is not achieved at such adjourned Meeting or the quorum is achieved and the Extraordinary Resolution is passed but the Eligibility Condition is not satisfied in respect of the relevant Series, the modifications by way of variation with respect to such Series described in the Consent Solicitation Memorandum will not be implemented.**

**HGHQ's earnings release for the nine-month period ended 30 September 2021 is expected to be published on 25 October 2021.**

**If the Extraordinary Resolution is passed at such adjourned Meeting and the Eligibility Condition is satisfied in respect of the relevant Series, the relevant Supplemental Trust Deed and any other relevant ancillary documentation will be executed by the Issuer and the Trustee and the modifications by way of variation with respect to such Series described in the Consent Solicitation Memorandum will be implemented on the Effective Date, in each case subject to termination of the relevant Consent Solicitation as set out in "Amendment and Termination" in the Consent Solicitation Memorandum.**

**Holder are advised to check with any Clearing System, bank, securities broker or other intermediary through which they hold Securities when such Clearing System or intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in, or revoke their instruction to participate in, the relevant Consent Solicitation by the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission and revocation of Consent Instructions or Ineligible Holder Instructions (as applicable) may be earlier than the relevant deadlines specified above.**

#### **DOCUMENTS AVAILABLE FOR INSPECTION**

Electronic copies of (i) the Consent Solicitation Memorandum, (ii) the Notice of the Separate Holder Adjourned Meetings, (iii) the current drafts of each Supplemental Trust Deed, (iv) the current drafts of each Amended and Restated Pricing Supplement, in respect of the SGD AT1 Securities Proposed Amendments, (v) the Amended and Restated Senior Notes Final Terms, in respect of the Senior Notes Proposed Amendments, and (vi) such other ancillary documents as may be approved by the Trustee and/or such other relevant party as are necessary or desirable to give effect to the relevant Proposal in full are available for inspection by Holders, upon request, from the Principal Paying Agent and the Tabulation Agent during normal business hours on any week day (public holidays excepted) up to and including the date of the relevant adjourned Meeting, provided that, in each case, a Holder will be required to produce evidence satisfactory to the Principal Paying Agent or the Tabulation Agent (as applicable) as to his or her status as a Holder before being provided with copies of the Holder Information.

Holders should contact the following for further information:

**The Solicitation Agent**

HSBC Bank plc (in its capacity as Solicitation Agent), 8 Canada Square, London E14 5HQ, United Kingdom  
(Attention: Liability Management, Telephone: +44 20 7992 6237, Email: LM\_EMEA@hsbc.com)

**The Tabulation Agent**

Lucid Issuer Services Limited, The Shard, 32 London Bridge Street, London SE1 9SG, United Kingdom  
(Attention: Arlind Bytyqi / Mu-yen Lo, Telephone: +44 20 7704 0880, Email: hsbc@lucid-is.com)

**The Principal Paying Agent**

HSBC Bank plc (in its capacity as Principal Paying Agent), 8 Canada Square, London E14 5HQ, United Kingdom  
(Attention: Manager, Client Services, Issuer Services, Telephone: +44 20 7991 3742,  
[ctlondon.conventional@hsbc.com](mailto:ctlondon.conventional@hsbc.com); [ctla.corporateactions@hsbc.com](mailto:ctla.corporateactions@hsbc.com))

**The Registrar**

HSBC Bank plc (in its capacity as Registrar in respect of the SGD AT1 Securities), 8 Canada Square, London E14 5HQ, United Kingdom  
(Attention: Manager, Client Services, Issuer Services, Telephone: +44 20 7991 3742,  
[ctlondon.conventional@hsbc.com](mailto:ctlondon.conventional@hsbc.com); [ctla.corporateactions@hsbc.com](mailto:ctla.corporateactions@hsbc.com))

This Notice is given by

**HSBC HOLDINGS PLC (LEI: MLU0ZO3ML4LN2LL2TL39)**

Dated 24 September 2021

**DISCLAIMER:** This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to any Consent Solicitation. If any Holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the relevant Consent Solicitation or the relevant Extraordinary Resolution, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the relevant Consent Solicitation or otherwise vote in respect of the relevant Extraordinary Resolution. None of the Issuer, the Solicitation Agent, the Tabulation Agent, the Trustee, the Registrar or the Principal Paying Agent makes any recommendation whether Holders should participate in the relevant Consent Solicitation or otherwise vote in respect of the relevant Extraordinary Resolution.

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to purchase or sell any security in any jurisdiction. The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.