

HSBC Holdings plc**Annual General Meeting 24 May 2013**

At the Annual General Meeting of HSBC Holdings plc held on 24 May 2013, all resolutions were passed on a poll.

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 and Accounts 2012 | 9,582,599,011 (98.62) | 134,219,149 (1.38) | 9,716,818,160 (52.17) | 15,724,907 |
| 2. To approve the Directors' Remuneration Report for 2012 | 8,304,766,707 (89.00) | 1,026,750,082 (11.00) | 9,331,516,789 (50.10) | 399,765,100 |
| 3. (a) To re-elect S A Catz a Director | 9,705,465,619 (99.87) | 12,747,527 (0.13) | 9,718,213,146 (52.18) | 15,960,825 |
| (b) To re-elect L M L Cha a Director | 9,572,286,348 (99.48) | 49,577,260 (0.52) | 9,621,863,608 (51.66) | 111,431,942 |
| (c) To re-elect M K T Cheung a Director | 9,685,695,545 (99.66) | 32,573,965 (0.34) | 9,718,269,510 (52.18) | 15,908,254 |
| (d) To elect J B Comey a Director | 9,705,606,332 | 12,578,071 | 9,718,184,403 | 15,972,535 |

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| | (99.87) | (0.13) | (52.18) | |
| (e) To re-elect J D Coombe a Director | 9,480,244,194 (97.55) | 237,837,940 (2.45) | 9,718,082,134 (52.17) | 15,955,253 |
| (f) To re-elect J Faber a Director | 9,696,534,776 (99.78) | 21,625,814 (0.22) | 9,718,160,590 (52.17) | 15,973,448 |
| (g) To re-elect R A Fairhead a Director | 9,663,011,443 (99.46) | 52,731,976 (0.54) | 9,715,743,419 (52.16) | 18,424,393 |
| (h) To elect R Fassbind a Director | 9,704,174,178 (99.86) | 13,994,077 (0.14) | 9,718,168,255 (52.17) | 15,963,055 |
| (i) To re-elect D J Flint a Director | 9,501,654,886 (97.92) | 201,964,145 (2.08) | 9,703,619,031 (52.10) | 30,545,606 |
| (j) To re-elect S T Gulliver a Director | 9,688,105,732 (99.70) | 29,297,560 (0.30) | 9,717,403,292 (52.17) | 16,759,939 |
| (k) To re-elect J W J Hughes-Hallett a Director | 9,671,525,325 (99.55) | 43,259,963 (0.45) | 9,714,785,288 (52.16) | 19,360,574 |
| (l) To re-elect W S H Laidlaw a Director | 9,631,950,561 (99.64) | 34,439,677 (0.36) | 9,666,390,238 (51.90) | 67,764,178 |

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| (m) To re-elect J P Lipsky a Director | 9,695,295,317 (99.76) | 22,865,509 (0.24) | 9,718,160,826 (52.17) | 15,882,750 |
| (n) To re-elect J R Lomax a Director | 9,675,152,284 (99.56) | 43,120,545 (0.44) | 9,718,272,829 (52.18) | 15,880,430 |
| (o) To re-elect I J Mackay a Director | 9,681,451,307 (99.62) | 36,645,895 (0.38) | 9,718,097,202 (52.17) | 15,979,019 |
| (p) To re-elect Sir Simon Robertson a Director | 9,561,469,393 (99.37) | 60,350,649 (0.63) | 9,621,820,042 (51.66) | 111,440,980 |
| 4. To reappoint the Auditor at remuneration to be determined by the Group Audit Committee | 9,441,326,833 (97.86) | 206,449,570 (2.14) | 9,647,776,403 (51.80) | 86,358,827 |
| 5. To authorise the Directors to allot shares | 9,456,469,654 (97.32) | 260,668,567 (2.68) | 9,717,138,221 (52.17) | 17,007,896 |
| 6. To disapply pre-emption rights (Special Resolution) | 9,524,207,114 (98.03) | 191,306,185 (1.97) | 9,715,513,299 (52.16) | 18,654,074 |
| 7. To authorise the Company to purchase its own ordinary shares | 9,538,869,292 (99.15) | 81,838,761 (0.85) | 9,620,708,053 (51.65) | 111,077,756 |
| 8. To approve general meetings (other than annual general meetings) being called on 14 | 8,610,798,049 (88.61) | 1,106,498,079 (11.39) | 9,717,296,128 (52.17) | 16,736,806 |

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| clear days' notice (Special Resolution) | | | | |
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* A "Vote Withheld" is not a 'vote' in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' the resolution.