



ATTENDANCE FORM

This years' Annual General Meeting of HSBC Holdings plc, which is to be held at 11.00 a.m. on Friday, 22 April 2016 will be at the Queen Elizabeth II Conference Centre, Broad Sanctuary, London SW1P 3EE (please see map overleaf). If you wish to attend please sign this form, bring it with you and hand it in on arrival. This will facilitate your entry to the Meeting.

Shareholder Reference Number

If you would like to submit your form of proxy electronically via the internet go to www.hsbc.com/proxy. For best results, we recommend you use the latest vendor supported release of the following browsers: Microsoft Internet Explorer, Mozilla Firefox, Apple Safari or Google Chrome. 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

Personal Identification Number (PIN)

FORM OF PROXY

HSBC Holdings plc Annual General Meeting to be held on 22 April 2016

I/We, being a shareholder/shareholders of HSBC Holdings plc, 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).

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

	VOTE				VOTE		
	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1. To receive the Annual Report and Accounts 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(o) To re-elect Iain Mackay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(p) To re-elect Heidi Miller as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(q) To re-elect Marc Moses as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (a) To elect Henri de Castries as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(r) To re-elect Jonathan Symonds as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To elect Irene Lee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To elect Pauline van der Meer Mohr as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To authorise the Group Audit Committee to determine the remuneration of the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To elect Paul Walsh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Phillip Ameen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To disapply pre-emption rights (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect Kathleen Casey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To authorise the Directors to allot any repurchased shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect Laura Cha as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To authorise the Company to purchase its own ordinary shares (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) To re-elect Lord Evans of Weardale as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) To re-elect Joachim Faber as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(j) To re-elect Douglas Flint as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Directors to offer a scrip dividend alternative	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(k) To re-elect Stuart Gulliver as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To approve general meetings (other than annual general meetings) being called on 14 clear days' notice (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(l) To re-elect Sam Laidlaw as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(m) To re-elect John Lipsky as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
(n) To re-elect Rachel Lomax as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Signature(s)

(see notes 5, 6 and 7) Dated 2016

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about this document or as to the action you should take, you should consult a stockbroker, solicitor, accountant or other appropriate independent professional adviser. If you sold or transferred all or some of your ordinary shares on or before 2 March 2016, but those shares are included in the number shown in box 1, you should, without delay, consult the stockbroker or other agent through whom the sale or transfer was effected for advice on the action you should take. This advice is personal to the registered holder(s) named below and is not transferable.



Shareholder Reference Number

Entitlement Advice

This advice shows the number of shares you will receive instead of the fourth interim dividend for 2015. The alternatives available to you are described in the letter dated 18 March 2016, which should be read before making any decision. The letter is available at www.hsbc.com/dividends or, if you have elected to receive printed communications, accompanies this advice. The letter explains how we have calculated your entitlement to new shares using a 'market value' of US\$6.4120 (£4.5069). This advice is not a summary of the letter and should not be regarded as a substitute for reading it, which you are encouraged to do.

If you do not wish to change the number of new shares shown it is not necessary to sign or return this advice.

If you wish to change your instructions you may request a form of election or do so electronically through the Registrar's Investor Centre at www.investorcentre.co.uk. Before using this facility you will need to register with Investor Centre. You should register without delay so that the formalities can be completed in time for you to give your instructions for this dividend which is by close of business on 7 April 2016.

1.	Number of ordinary shares as at 4 March 2016 ('record date')	
2.	Residual entitlement brought forward from previous dividend	
3.	Maximum dividend available (includes any residual amount)	
4.	Maximum entitlement to new shares at US\$6.4120 per share	
5.	Residual dividend entitlement to be carried forward to next dividend	
6.	Currency in which your dividend will be paid	

The number of new shares indicated in box 4 above will, if you do nothing, be issued automatically on 20 April 2016 in lieu of the fourth interim dividend for 2015 of US\$0.21 per share in respect of your holding as at the record date. Since no fraction of a share may be issued, any residual dividend entitlement will be carried forward in United States dollars. This will then be added to the next dividend due on those shares to determine the number of new shares to be received under the scrip dividend scheme on that occasion.

All enquiries regarding this advice should be addressed to the Registrar: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom (telephone: +44 (0) 370 702 0137, email via website: www.investorcentre.co.uk/contactus).

HSBC Holdings plc

8 Canada Square, London E14 5HQ, United Kingdom
Web: www.hsbc.com

Registered in England: number 617987. Registered Office: 8 Canada Square, London E14 5HQ. Incorporated in England with limited liability



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ONE CURRENCY ELECTION

This section need only be completed if you wish to receive any dividends payable in cash in a currency other than that stated in box 6 on page 1.

Until further notice to the contrary, I/we hereby elect to receive any dividends that may be payable to me/us in cash in the following currency (please insert a 'X' in one box only)

sterling United States dollars Hong Kong dollars

DIVIDEND PAYMENT INSTRUCTION

This section need only be completed if you wish any dividends payable to you in cash to be sent direct to your bank account, or if you wish to change bank account details you have previously given.

Please send any dividends which are to be paid in cash to the credit of my/our bank account(s) specified below.

Dividends payable in sterling

Bank: Bank Sort Code:
 Branch:
 Address:

 Bank Account Number:
 Reference or Roll Number: (if applicable)

Dividends payable in United States dollars

Bank: Please insert a 'X' if this is a Savings Account
 Branch:
 Address:

 ABA/ACH Number:*
* It is advisable to check with your bank regarding the routing number to be used for a payment to be sent direct to your bank account.
 Bank Account Number:

Dividends payable in Hong Kong dollars

Bank: Bank Number: Branch Number:
 Branch:
 Address:

 Bank Account Number:

If no instructions are given here for dividends payable in cash to be sent to a bank, they will be sent in accordance with instructions you have previously given for the payment of your dividends in that currency or, if none have been given, they will be sent to your registered address.

Compliance by HSBC Holdings plc with this authorisation will discharge it from all liability in respect of dividends so paid.

Signature (Please sign in box below) 2nd Joint Holder 3rd Joint Holder
 4th Joint Holder Date Daytime telephone number (if any)

* In the case of joint holders ALL must sign. In the case of a corporation, the One Currency Election and/or Dividend Payment Instruction should be executed under its common seal or by a duly authorised representative.

Completed One Currency Elections and/or Dividend Payment Instructions must be returned to the Registrar at the address shown below. Any instructions received after 7 April 2016 will not apply for the fourth interim dividend for 2015 but only to subsequent dividends. All enquiries should be addressed to the Registrar: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom (telephone: +44 (0) 370 702 0137, email via website: www.investorcentre.co.uk/contactus).

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Signature

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Notes

1. If you wish to appoint as proxy another person (who need not be a shareholder), 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, 6 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 an 'X' in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert an 'X' in the 'Vote Withheld' box. A 'Vote Withheld' is not a 'vote' 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 12.01 a.m. (London time) on Thursday, 21 April 2016 or 12.01 a.m. (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 12.01 a.m. (London time) on Thursday, 21 April 2016 or 12.01 a.m. (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 section 4 of 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 11.00 a.m. (London time) on Wednesday, 20 April 2016 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, 6 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 11.00 a.m. (London time) on Wednesday, 20 April 2016 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.