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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: Sir Mark Edward Tucker*, Georges Bahjat Elhedery, Geraldine Joyce Buckingham†, Rachel Duan†, Dame Carolyn Julie Fairbairn†, James Anthony Forese†, Ann Frances Godbehere†, Steven Craig Guggenheimer†, Dr José Antonio Meade Kuribreña†, Kalpana Jaisingh Morparia†, Eileen K Murray†, Brendan Robert Nelson† and Swee Lian Teo†.

* Non-executive Group Chairman

† Independent non-executive Director

Hong Kong Stock Code: 5

HSBC Holdings plc

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23 September 2024

HSBC HOLDINGS PLC ANNOUNCES INDICATIVE RESULTS OF TENDER OFFERS TO PURCHASE NOTES FOR CASH

HSBC Holdings plc (the '**Issuer**') announces today the indicative results of its invitations to holders of: (a) the EUR1,000,000,000 0.309% Fixed to Floating Rate Notes due 2026 (ISIN: XS2251736646) (of which EUR1,000,000,000 is currently outstanding) (the '**November 2026 Notes**') and/or; (b) the EUR1,250,000,000 2.50% Notes due March 2027 (ISIN: XS1379184473) (of which EUR1,250,000,000 is currently outstanding) (the '**March 2027 Notes**') (each a '**Series**' and together, the '**Notes**'), to tender such Notes for purchase by the Issuer for cash subject to satisfaction or waiver of the New Financing Condition (each such invitation an '**Offer**' and, together, the '**Offers**').

Capitalised terms used and not otherwise defined in this announcement have the meanings given in the tender offer memorandum prepared by the Issuer dated 16 September 2024 (the '**Tender Offer Memorandum**'). This announcement must be read in conjunction with the Tender Offer Memorandum.

INDICATIVE RESULTS OF THE OFFERS

On 17 September 2024, the Issuer announced that the indicative Maximum Acceptance Amount for the Offers had been set at approximately EUR2,250,000,000.

The Expiration Deadline for the Offers was 4.00pm (London time) on 20 September 2024. As at the Expiration Deadline, EUR495,386,000 in aggregate principal amount of the November 2026 Notes and EUR490,415,000 in aggregate principal amount of the March 2027 Notes have been validly tendered pursuant to the Offers.

The Issuer announces, on a non-binding and indicative basis only, that, conditional upon the satisfaction or waiver of the New Financing Condition, it expects to accept valid tenders of Notes pursuant to the Offers, with an indicative Series Acceptance Amount for the November 2026 Notes equal to EUR495,386,000 and an indicative Series Acceptance Amount for the March 2027 Notes equal to EUR490,415,000. All valid tenders of Notes pursuant to the Offers are indicatively expected to be accepted and no pro-rata factor is expected to be applicable.

The Issuer reserves the right, in its sole and absolute discretion, at any time to amend or waive any of the terms and conditions of the Offers (including the New Financing Condition) as set out in the Tender Offer Memorandum. Subject to the satisfaction or waiver of the New Financing Condition on or prior to 25 September 2024, the settlement of the Offers is expected to take place on 25 September 2024.

The Pricing Time is expected to be at or around 11.00am (London time) today. The Issuer expects to announce the final results of the Offers as soon as reasonably practicable thereafter.

