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31 July 2025

(Hong Kong Stock Code: 5)

HSBC Holdings plc

SHARE BUY-BACK

The attached announcement is being released to all the stock exchanges on which HSBC Holdings plc is listed.

For and on behalf of
HSBC Holdings plc

Aileen Taylor
Company Secretary

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†, Manveen (Pam) Kaur, 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

HSBC Holdings plc
Registered Office and Group Head Office:
8 Canada Square, London E14 5HQ, United Kingdom
Web: www.hsbc.com
Incorporated in England and Wales with limited liability. Registration number 617987

31 July 2025

HSBC HOLDINGS PLC SHARE BUY-BACK

HSBC Holdings plc ("**HSBC**") announces that, as outlined in its announcement on 30 July 2025, it will commence a share buy-back of HSBC's ordinary shares of US$0.50 each ("**Ordinary Shares**") for up to a maximum consideration of US$3,000,000,000 (three billion) (the "**Buy-back**"). The purpose of the Buy-back is to reduce HSBC's outstanding Ordinary Shares.

HSBC has entered into non-discretionary buy-back agreements with Merrill Lynch International ("**Merrill Lynch**") to enable the purchase of Ordinary Shares by Merrill Lynch, acting as principal, during the period running from 1 August 2025 and ending no later than 24 October 2025 (subject to regulatory approval remaining in place), for an aggregate purchase price of up to US$3,000,000,000 (three billion) and the simultaneous on-sale of such Ordinary Shares by Merrill Lynch to HSBC.

Merrill Lynch will make trading decisions in relation to the Buy-back independently of HSBC. Any purchases of Ordinary Shares will be carried out on the London Stock Exchange, Aquis Exchange, Cboe Europe Limited (through the BXE and CXE order books) and/or Turquoise (together, the "**UK Venues**") and/or The Stock Exchange of Hong Kong Limited ("**Hong Kong Stock Exchange**").

The repurchases on the UK Venues will be implemented as "on Exchange" transactions (as such term is defined in the rules of the London Stock Exchange) and will be "market purchases" for the purposes of the Companies Act 2006. The repurchases on the Hong Kong Stock Exchange will be "off-market" for the purposes of the Companies Act 2006 but will be transactions which occur "on Exchange" for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Hong Kong Listing Rules**") and which constitute an "on-market share buy-back" for the purposes of the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs ("**Hong Kong Buy-back Code**").

The repurchases will take place in accordance with certain pre-set parameters and in accordance with (and subject to limits prescribed by) HSBC's authority to make market purchases and off-market purchases of its Ordinary Shares, in each case granted by its shareholders at HSBC's annual general meeting on 2 May 2025 (the "**2025 Authority**"), Chapter 9 of the Financial Conduct Authority's Listing Rules, Article 5(1) of the Market Abuse Regulation (EU) No 596/2014 (as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**Withdrawal Act**")), the Commission Delegated Regulation (EU) No 2016/1052 (as it forms part of domestic law of the United Kingdom by virtue of the Withdrawal Act), the Hong Kong Listing Rules, the Hong Kong Buy-back Code and applicable US federal securities laws.

Ordinary Shares repurchased under the Buy-back will be cancelled.

The maximum number of Ordinary Shares that may be repurchased under the Buy-back is 1,527,737,900, being the number of Ordinary Shares able to be repurchased under the 2025 Authority, as reduced by the number of Shares repurchased by the Company since the 2025 Authority was granted.

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Note to editors:

HSBC Holdings plc
HSBC Holdings plc, the parent company of the HSBC Group, is headquartered in London. HSBC serves customers worldwide from offices in 57 countries and territories. With assets of US$3,214bn at 30 June 2025, HSBC is one of the world's largest banking and financial services organisations.

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