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HSBC

15 August 2025

(Hong Kong Stock Code: 5)

**HSBC HOLDINGS PLC**

**GRANT OF CONDITIONAL AWARDS**

This announcement is made pursuant to Rules 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

On 14 August 2025, HSBC Holdings plc (the "**Company**") granted conditional awards ("**Awards**") to employees and former employees to subscribe for a total of 602,878 ordinary shares of US$0.50 each of the Company ("**Shares**") under the HSBC Share Plan 2011 (the "**Plan**").

The following are the details of the grants:

**Grants to other grantees**:

| | |
|---|---|
| Category of grantee | Employees and former employees |
| Number of shares under Awards | 602,878 |
| Closing market price of the ordinary shares on the London Stock Exchange on the date of grant | GBP 9.539 |
| Purchase price of Awards granted | GBP 0 |
| Vesting period of the Awards | Under the HSBC Group-wide deferral policy, vesting occurs over a three year period with 33% vesting on the first and second anniversaries of grant and 34% on the third anniversary.<br>Group and local Material Risk Takers may be subject to longer vesting periods of up to seven years, as required under the relevant remuneration regulations. Awards may be subject to a six- or 12-month retention period following vesting.<br>Immediately vested share awards may be subject to a six- |

| | |
|---|---|
| | or 12-month retention period following vesting.<br><br>The Company views it as appropriate for the immediately vested share awards to vest immediately and not to be subject to a vesting period for two reasons:<br><br>1) The immediately vested share award is a non-deferred portion of the Material Risk Takers remuneration, which must be partly delivered in shares to comply with UK regulation; each employee will also be granted a deferred share award for which the vesting schedule is noted above.<br><br>2) The immediately vested share award is subject to a retention period of six- or 12-months, during which time the shares cannot be sold.<br><br>The vesting period for buy-out awards for new hires generally mirror those of the forfeited awards from the previous employer. Where the forfeited award was subject to a post vesting retention period, a retention period will be applied to the buy-out award. |
| Performance Targets and Clawback | Certain awards are subject to the completion of a strategically important project.<br><br>No performance targets apply to any Plan Awards on the basis that the Awards are a form of deferred bonus to meet regulatory requirements in the UK. Performance targets instead attach to the initial award of the Variable Pay.<br><br>Buy-out awards are subject to clawback where the forfeited award of the relevant employee's former employer was subject to clawback. Where the employee's forfeited award was not subject to clawback, no clawback terms are applied to the replacement HSBC award.<br><br>Clawback applies to all other Plan Awards in line with the Company's regulatory obligations as set out in the Company's internal clawback policy. |
| Arrangements for the Company or a subsidiary to provide financial assistance to the grantees | None |
| Number of shares available for future grant under the plan mandate | The Plan is subject to two limits on the number of Shares committed to be issued under all Plan Awards:<br><br>1. 10% of the ordinary share capital of the Company in issue immediately before that day, less the number of Shares which have been issued, or may be issued, to satisfy Awards under the Plan, or options or awards under any other employee share plan operated by the Company granted in the previous 10 years. The number of Shares available to issue under this limit is 998,078,234.<br><br>2. 5% of the ordinary share capital of the Company in issue immediately before that day, less the number of Shares which have been issued, or may be issued, to satisfy Awards under the Plan. The number of Shares available to issue under this limit is 283,392,004. |

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**
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*Incorporated in England and Wales with limited liability. Registration number 617987*