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(Hong Kong Stock Code: 5)



HSBC Holdings plc

Notice of the 2026 Annual General Meeting

The Board of Directors of HSBC Holdings plc as at the date of this announcement comprises: Brendan Robert Nelson*, Georges Bahjat Elhedery, Geraldine Joyce Buckingham†, Wei Sun Christianson†, 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† and Swee Lian Teo†.

* Independent non-executive 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

HSBC Holdings plc
Notice of the 2026 Annual General Meeting and Explanatory Notes

Notice is hereby given that the 2026 Annual General Meeting ("AGM") of HSBC Holdings plc (the "Company") will be held on the Lumi online platform and at the broadcast venue, the InterContinental London O2, 1 Waterview Drive, London SE10 0TW, United Kingdom on Friday, 8 May 2026 at 10.00am London time (5.00pm Hong Kong time) for the purposes outlined below and in accordance with the information set out on pages 14 to 18 and in Appendix 7 on page 32. For the reasons set out in this document, shareholders are encouraged to attend, participate in and vote electronically at the AGM, and ask questions in real time should they wish to do so, via the Lumi online platform by logging on to web.lumiagm.com/100112835122. Details on how to join the meeting electronically can be found on pages 17 and 18.

Resolutions numbered 1 to 7, 10 and 13 will be proposed as ordinary resolutions and those numbered 8, 9, 11, 12, 14 to 17 will be proposed as special resolutions. For ordinary resolutions to be passed, more than half of the votes cast must be in favour of the resolution, while in the case of special resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

The explanatory notes should be read in conjunction with the Annual Report and Accounts for the year ended 31 December 2025 ("Annual Report and Accounts 2025"). This Notice of AGM, the Annual Report and Accounts 2025 and the 2025 Strategic Report are available at www.hsbc.com.

For the purpose of this Notice, unless otherwise stated, references in this Notice to the issued ordinary share capital, and to percentages or fractions of the issued ordinary share capital, are to the issued ordinary share capital of the Company as at 11 March 2026, being the latest practicable date prior to printing this document, of 17,183,546,359 ordinary shares of US$0.50 each and carrying one vote each with total voting rights of 17,183,546,359. There are no shares held in treasury.

1. Annual Report and Accounts 2025 (ordinary resolution)

To receive the Annual Accounts and Reports of the Directors and of the Auditor for the year ended 31 December 2025.

The purpose of this resolution is for shareholders to receive and consider the Annual Accounts and the Reports of the Directors and of the Auditor for the year ended 31 December 2025.

2. Directors' Remuneration Report (ordinary resolution)

To approve the 2025 Directors' Remuneration Report set out on pages 216 to 240 of the Annual Report and Accounts for the year ended 31 December 2025, excluding the summary of the Directors' Remuneration Policy on page 218.

The actual remuneration paid to Directors in the year ended 31 December 2025 was made within the boundaries of the 2025 Directors' Remuneration Policy which was approved by shareholders at the 2025 Annual General Meeting for a period of three years and is, therefore, not required to be put to shareholders for approval at this AGM. It will be put to shareholders for approval again no later than the 2028 Annual General Meeting. The vote on the 2025 Directors' Remuneration Report is advisory in nature and cannot impact what is paid under the shareholder-approved 2025 Directors' Remuneration Policy.

3. Election and re-election of Directors (ordinary resolution)

To elect by separate resolution:

(a) Wei Sun Christianson.

To re-elect by separate resolutions each of:

(b) Geraldine Buckingham;
(c) Rachel Duan;
(d) Georges Elhedery;
(e) Dame Carolyn Fairbairn;
(f) James Forese;
(g) Steven Guggenheimer;
(h) Manveen (Pam) Kaur;
(i) Dr José Antonio Meade Kuribreña;
(j) Kalpana Morparia;
(k) Eileen Murray;
(l) Brendan Nelson; and
(m) Swee Lian Teo.

Directors' biographies

Brief biographical details of each of the Directors standing for election or re-election, as at 11 March 2026 (being the latest practicable date prior to the printing of this document), are set out in Appendix 1 on pages 19 to 23.

Appointment

Appointments to the Board are made on merit and candidates are considered against objective criteria, and with regard to the benefits of a diverse Board. Appointments are made in accordance with the Company's Articles of Association. The Nomination & Corporate Governance Committee leads the Board appointment process, agrees the criteria for any appointments and engages independent external search consultants, as required. At the conclusion of this process, the Nomination & Corporate Governance Committee nominates potential candidates for appointment to the Board. The Nomination & Corporate Governance Committee continues to keep the composition of the Board and of its committees under review, with assessments focused on the skills, knowledge, and experience necessary to oversee, challenge and support management, in the achievement of the Group's strategic and business objectives.

Diversity

The biography of each Director located in Appendix 1 on pages 19 to 23 can be used to assess how each individual contributes to the diversity of the Board.

Independence

The Board has reviewed and confirmed that all non-executive Directors, including the Group Chairman, who have submitted themselves for election and re-election at the AGM are considered to be independent.

When considering independence, the Board calculates the length of service of a non-executive Director by reference to the date of their election by shareholders following their appointment. The Board has determined that there are no relationships or circumstances which are likely to affect the judgement of any of the non-executive Directors. Any relationships or circumstances which could appear to do so are not considered to be material. Each of the Directors standing for election or re-election has confirmed that they have no material relationship with another Director, a member of senior management or any substantial or controlling shareholder of the Company. Each of the independent non-executive Directors standing for election or re-election at the AGM has confirmed their independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Hong Kong Listing Rules").

Election of new Directors

Wei Sun Christianson will stand for election as a Director at this AGM. Wei was appointed to the Board as an independent non-executive Director, effective 1 January 2026.

Time commitment
The Board, both prior to a Director's appointment and when proposing a Director for election or re-election, enquires and obtains assurance that each Director is, or will be, capable of contributing the time expected of them and time that may be unanticipated should additional demands be placed on them in relation to HSBC or in relation to their other commitments.

The Board has carefully considered the other commitments held by the Directors and has applied the same standard of enquiry for each of them. Our focus is to determine the ability of each Director to commit sufficient time to fulfil their individual obligations rather than a strict adherence to a numeric count of directorships. We recognise that not all companies are equal in scale, complexity, or governance and regulatory requirements, and that not all roles demand the same level of time commitment. These factors can vary significantly. It is therefore important to consider the specific demands of each position when assessing the capacity of the Directors, including their ability to respond effectively during periods of stress. Where Directors hold other roles either outside of or elsewhere within the Group, or prior to accepting any additional roles, particular attention is paid to ensure that they are able to commit sufficient time to the Company. When assessing that each Director has sufficient time to meet their Board responsibilities the following was considered:

- Rachel Duan holds a total of four listed non-executive directorships. Since joining the Board in September 2021, Rachel has attended all scheduled Board meetings. Given that the time commitment for Rachel's external appointments is significantly less than that required for HSBC and that HSBC remains her most significant position based on time commitment, we believe that Rachel retains sufficient capacity to fulfil her responsibilities as a member of the Board.
- Dr José Antonio Meade Kuribreña holds a total of four listed non-executive directorships. Given that the time commitment for José's external appointments is significantly less than that required for HSBC and that HSBC remains his most significant position based on time commitment, we believe that José retains sufficient capacity to fulfil his responsibilities as a member of the Board.
- The Board has carefully considered Swee Lian Teo's portfolio of commitments, which currently includes three listed non-executive directorships, two of which involve Chair responsibilities. The Board has taken into account not only the time commitment required for each of her roles, which is significantly less than that required for her position at HSBC, but also her exemplary record of attendance and engagement since joining the Board in September 2023. Ms Teo has attended all scheduled Board meetings to date, demonstrating her ability to prioritise HSBC's interests and manage her workload effectively. The Board is confident that Ms Teo possesses the necessary capacity, focus, and discipline to continue fulfilling her responsibilities as a member of the Board.

Due to prior commitments, Geraldine Buckingham was unable to attend the Board meeting in March. Steven Guggenheimer was unable to attend the 2025 AGM due to personal circumstances.

Tenure
Non-executive Directors are appointed for an initial three-year term and, subject to re-election by shareholders at each AGM, are typically expected to serve two three-year terms. Any appointments that extend beyond this are reviewed on an annual basis, with consideration given to the future needs of the Board, and the performance and contributions of the individual.

Dr José Antonio Meade Kuribreña, Workforce Engagement non-executive Director completed his second three-year term at the 2025 AGM and following a review was extended to the 2026 AGM. During 2025, the Nomination & Corporate Governance Committee considered the future needs of the Board, and the performance and contributions of José, and agreed a further extension to the 2027 AGM, subject to his re-election by shareholders. This reflects José's contributions, and leadership in enhancing the Board's understanding of the views of the workforce. It is the Board's strong belief that this extension of José's appointment, given his performance and contributions to the Board, is in the best interests of the Group and its stakeholders.

The biographies in Appendix 1 on pages 19 to 23 set out the skills and experience which underpin the contribution that each Director brings to the Board for the long-term sustainable success of the Company. Based upon the review undertaken, the Board has satisfied itself that each of the Directors is fully able to discharge their duties to the Company and that they each have sufficient capacity to meet their commitments to the Company. The Board has therefore concluded that all of the Directors should offer themselves for election or re-election in accordance with the Group's regular practice.

Non-executive Directors' fees
Following shareholder approval of the Directors' Remuneration Policy at the Annual General Meeting of the Company held on 2 May 2025, each non-executive Director receives a fee of £136,500 per annum. The Senior Independent non-executive Director receives a fee of £200,000 per annum in addition to their non-executive Director fees and the fees payable for the Chairship or membership of Board committees as applicable. The non-executive Group Chairman receives a fee of £1.5 million per annum. The designated non-executive Director for workforce engagement, receives a fee of £50,000 per annum in addition to his non-executive Director fee.

The fees paid to non-executive Directors who are standing for election or re-election as members of Board committees are set out in the table below (these Board committees' fees and Board fees are pro-rated for part year service where relevant).

In addition:
- James Forese serves as the non-executive Chair of HSBC North America Holdings Inc. He receives an additional annual fee of US$550,000 which was approved by the shareholder of, and authorised by the Board of, HSBC North America Holdings Inc.
- Brendan Nelson serves as a non-executive Director of HSBC UK Bank plc and as a member of its Chairman's Nomination and Remuneration Committee. He receives no additional fee for these roles. As announced on 2 March 2026, Brendan will step down from his positions with HSBC UK Bank plc subject to Dame Carolyn Fairbairn's appointment as non-executive Chair of HSBC UK Bank plc, which is subject to regulatory approval. Upon appointment, Dame Carolyn's fees will be approved by the HSBC UK Bank plc board and disclosed in 2026 Annual Report and Accounts.
- Eileen Murray serves as a non-executive Director of HSBC Bank plc. She receives an additional annual fee of £105,000 per annum which was approved by the Board of HSBC Bank plc.
- Dr José Antonio Meade Kuribreña serves as non-executive Chair of Grupo Financiero HSBC, S. A. de C. V., HSBC Latin America Holdings (UK) Limited and HSBC Mexico, S.A., Institucion de Banca Multiple, Grupo Financiero HSBC. He receives an additional composite annual fee of £300,000 for these roles.

Non-executive Directors' terms of appointment
Non-executive Directors and the non-executive Group Chairman do not have service agreements, but are bound by letters of appointment issued by and on behalf of the Company. Subject to their re-election by shareholders, the terms of appointment of the non-executive Directors will expire at the conclusion of the AGMs held in the following years: Dr José Antonio Meade Kuribreña, Geraldine Buckingham, Kalpana Morparia, Wei Sun Christianson – 2026; James Forese, Steven Guggenheimer, Eileen Murray, Brendan Nelson and Swee Lian Teo – 2027; and Rachel Duan and Dame Carolyn Fairbairn – 2028.

Executive Directors' service contracts and remuneration
The executive Directors have rolling service contracts with HSBC with a notice period of 12 months for either party. The dates of the service contracts are:

Georges Elhedery	1 January 2023
Pam Kaur	1 January 2025

Under the terms of their employment, Georges Elhedery and Pam Kaur each receive fixed pay consisting of base salary, cash in lieu of pension and are eligible to receive discretionary variable pay awards.

	Fees (per annum)		
Committee*	**Chair**	**Member**	**Committee members standing for election or re-election as at 11 March 2026**
Group Audit Committee	£150,000	£50,000	Brendan Nelson (Chair), Geraldine Buckingham, Rachel Duan and James Forese
Group Risk Committee	£150,000	£50,000	James Forese (Chair), Wei Sun Christianson, Dame Carolyn Fairbairn, Steven Guggenheimer, Eileen Murray, Brendan Nelson and Swee Lian Teo
Group Remuneration Committee	£150,000	£50,000	Dame Carolyn Fairbairn (Chair), Rachel Duan, Dr José Antonio Meade Kuribreña, Kalpana Morparia and Eileen Murray
Nomination & Corporate Governance Committee	N/A**	£34,650	Brendan Nelson (Chair), Geraldine Buckingham, Wei Sun Christianson, Rachel Duan, Dame Carolyn Fairbairn, James Forese, Steven Guggenheimer, Dr José Antonio Meade Kuribreña, Kalpana Morparia, Eileen Murray and Swee Lian Teo
Group Technology and Operations Committee	£150,000	£50,000	Eileen Murray (Chair), Steven Guggenheimer, Kalpana Morparia, Brendan Nelson and Swee Lian Teo
Sustainability Working Group	£60,000	£30,000	Geraldine Buckingham (Chair), James Forese and Swee Lian Teo

* For further details of the roles and accountabilities of each of these Board committees, see page 193 and pages 200 to 240 of the Annual Report and Accounts 2025.
** The Group Chairman serves as the Chair of the Nomination & Corporate Governance Committee and receives no additional fee in respect of this position.

In 2026, the base salary will be £1,500,000 (2025: £1,500,000) for Georges Elhedery and £875,000 (2025: £875,000) for Pam Kaur. Georges Elhedery and Pam Kaur receive cash in lieu of pension allowance at 10 per cent of base salary.

Further details of the Directors' emoluments are set out in the 2025 Directors' Remuneration Report contained in the Annual Report and Accounts 2025 on pages 216 to 240.

The Directors as at the date of this document are: Brendan Robert Nelson*, Georges Bahjat Elhedery, Geraldine Joyce Buckingham†, Wei Sun Christianson†, 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† and Swee Lian Teo†.

* Independent non-executive Chairman
† Independent non-executive Director

4. Re-appointment of Auditor (ordinary resolution)

To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.

The current appointment of PricewaterhouseCoopers LLP ("PwC") as Auditor of the Company terminates at the conclusion of this year's AGM.

PwC has expressed its willingness to continue in office. After evaluating the effectiveness of the external audit process in relation to the applicable professional and regulatory standards, the Group Audit Committee has concluded that PwC remains independent and objective. The Board has recommended that PwC be re-appointed until the conclusion of the next general meeting of the Company at which accounts are laid.

5. Remuneration of Auditor (ordinary resolution)

To authorise the Group Audit Committee to determine the remuneration of the Auditor.

The Directors may set the remuneration of the Auditor if authorised to do so by the shareholders. The Board has recommended that the Group Audit Committee be authorised to determine the remuneration of PwC. This resolution seeks authority for the Group Audit Committee to set the remuneration of the Auditor for 2026. An analysis of the remuneration paid in respect of audit and non-audit services provided by our Auditor and their affiliates for each of the past three years is disclosed on page 299 in the Annual Report and Accounts 2025.

6. Political Donations (ordinary resolution)

THAT in accordance with sections 366 and 367 of the UK Companies Act 2006 (the "Act") the Company, and any company which is a subsidiary of the Company at any time during the period for which this resolution has effect, be authorised to:

(a) make political donations to political parties and/or independent election candidates, not exceeding £200,000 in total;

(b) make political donations to political organisations other than political parties, not exceeding £200,000 in total; and

(c) incur political expenditure, not exceeding £200,000 in total,

in each case during the period starting on the date of the passing of this Resolution 6 and expiring at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at the close of business on 30 June 2027, whichever is earlier, provided the aggregate amount of any such donations and expenditure shall not exceed £200,000 during the period for which this Resolution 6 has effect. For the purposes of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' shall have the meanings given to them by sections 363 to 365 of the Act.

The Act requires companies to obtain shareholder authority for donations to registered political parties and other political organisations, totalling more than £5,000 in any 12-month period and for any political expenditure, subject to limited exceptions.

In accordance with Group policy, HSBC does not make any political donations or incur political expenditure within the ordinary meaning of those words. We have no intention of altering this policy. However, the definitions of political donations, political parties, political organisations and political expenditure used in the Act are very wide. As a result, they may cover routine activities that form part of the normal business activities of the Group and are an accepted part of engaging with stakeholders to ensure that issues and concerns which affect the Group's operations are considered and addressed, but which would not be considered as political donations or political expenditure in the ordinary sense of those words.

Activities including contributions to or support for bodies such as those concerned with policy review and law reform or with the representation of the business community or sections of it may be deemed to be political donations or expenditure as defined by the Act. The activities referred to above are not designed to influence public support for any political party or political outcome. The authority is being sought on a precautionary basis only to ensure that neither the Company nor any of its subsidiaries inadvertently breaches the Act. Resolution 6 proposes a cap of £200,000 per category of political donation or expenditure subject to an aggregate overall cap of £200,000 per annum for all such political donations and expenditure.

If Resolution 6 is passed, this authority will be effective until the conclusion of the 2027 Annual General Meeting or the close of business on 30 June 2027, whichever is the earlier.

7. Authority to allot shares (ordinary resolution)

THAT the Directors be generally and unconditionally authorised pursuant to and for the purposes of section 551 of the UK Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

(a) up to an aggregate nominal amount of US$1,718,354,635 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (b) or (c) of this resolution so that in total no more than US$2,863,924,393 can be allotted or granted under paragraphs (a) and (b) of this resolution and no more than US$5,727,848,786 can be allotted under paragraphs (a), (b) and (c) of this resolution); and

(b) up to an aggregate nominal amount of US$2,863,924,393 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (a) or (c) of this resolution so that in total no more than US$2,863,924,393 can be allotted or granted under paragraphs (a) and (b) of this resolution and no more than US$5,727,848,786 can be allotted under paragraphs (a), (b) and (c) of this resolution) in connection with an offer or invitation to:

(i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and

(ii) holders of other securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such an offer or invitation or as the Directors consider necessary,

but in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to record dates, fractional entitlements, treasury shares or securities represented by depositary receipts or having regard to any restrictions, obligations, practical or legal problems under the laws of or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; and

(c) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of US$5,727,848,786 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (a) or (b) of this resolution so that in total no more than US$5,727,848,786 can be allotted under paragraphs (a), (b) and (c) of this resolution) in connection with a rights issue to:

(i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and

(ii) holders of other securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such an issue or as the Directors consider necessary,

but in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to record dates, fractional entitlements, treasury shares or securities represented by depositary receipts or having regard to any restrictions, obligations, practical or legal problems under the laws of or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; and

(d) up to an aggregate nominal amount of £150,000 (in the form of 15,000,000 non-cumulative preference shares of £0.01 each), €150,000 (in the form of 15,000,000 non-cumulative preference shares of €0.01 each) and US$150,000 (in the form of 15,000,000 non-cumulative preference shares of US$0.01 each),

provided that: (I) unless previously renewed, varied or revoked by the Company in general meeting, such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at the close of business on 30 June 2027, whichever is the earlier, save that this authority shall allow the Company before the expiry of this authority to make offers, and enter into agreements, which would, or might, require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired and (II) for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited any reference in this Resolution 7 to an allotment or grant of rights to subscribe for, or convert any security into, shares shall be deemed to include a sale or transfer of treasury shares.

This year, the Directors are again seeking authority under section 551 of the Act to allot shares up to an aggregate total nominal amount of two-thirds of the Company's issued ordinary share capital subject to the restrictions set out below. The authority given to the Directors at the 2025 Annual General Meeting will expire at the conclusion of the 2026 AGM. Resolution 7 will give the Directors authority to allot new ordinary shares (or rights to ordinary shares) of up to an aggregate nominal amount of US$5,727,848,786, representing two-thirds of the Company's issued ordinary share capital. However, that authority is limited as follows:

(a) under paragraph (a) of Resolution 7, up to an aggregate nominal amount of US$1,718,354,635, representing approximately 20 per cent of the Company's issued ordinary share capital, may be used for general allotments;

(b) under paragraph (b) of Resolution 7, the Directors would have authority to make allotments which exceed the 20 per cent authority in paragraph (a) of Resolution 7 in connection with a pre-emptive offering such as a rights issue, open offer or a scrip dividend up to an aggregate nominal amount, when combined with allotments made under paragraph (a), of US$2,863,924,393. This represents approximately one-third of the issued ordinary share capital of the Company; and

(c) under paragraph (c) of Resolution 7, the Directors would have authority to allot up to an aggregate nominal amount of US$5,727,848,786 in connection with a rights issue only. This represents approximately two-thirds of the Company's issued ordinary share capital. Any allotments or grants under paragraphs (a) or (b) of Resolution 7 will reduce the level of this two-thirds authority.

In paragraph (d) of Resolution 7, the Board is again seeking authority to issue sterling, US dollar and euro preference shares without having first to obtain the consent of shareholders at a general meeting. These preference shares were created to underpin issues of preferred securities, which are a tax efficient form of regulatory capital. If approved by shareholders, this authority will give Directors the flexibility to raise regulatory capital should circumstances so require. If any preference shares were to be issued they would, subject to regulatory approval, be redeemable at the Company's option and carry no voting rights other than in exceptional circumstances, but would rank in priority to the Company's ordinary shares with respect to participation in any return of capital.

Following changes to the Hong Kong Listing Rules which came into effect on 11 June 2024, the Company is now permitted under the Hong Kong Listing Rules to hold repurchased shares in treasury without the need for a waiver from The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") to make certain modifications to the Hong Kong Listing Rules to allow for treasury shares. However, if shares are repurchased and held in treasury, the Hong Kong Listing Rules require any subsequent sale or transfer of treasury shares to be covered by the authority in Resolution 7 as if it was an allotment of new ordinary shares or a grant of rights to subscribe for, or convert any security into, new ordinary shares. This is notwithstanding the fact that, under English law, a sale or transfer of treasury shares does not need to be made under the authority in Resolution 7. Any sale or transfer of treasury shares in accordance with this Resolution 7 will reduce the remaining authority to allot or grant rights to subscribe for, or convert any security into, new ordinary shares.

Other than pursuant to the Company's employee share plans, the Board has no present intention of issuing any shares pursuant to the authority in Resolution 7.

If granted, this authority will be effective until the conclusion of the 2027 Annual General Meeting or the close of business on 30 June 2027, whichever is the earlier.

As at 11 March 2026, being the latest practicable date prior to printing of this document, the Company held no ordinary shares in treasury.

8. Disapplication of pre-emption rights (special resolution)

THAT if Resolution 7 set out in the Notice convening this meeting is passed, the Directors be authorised to allot equity securities (as defined in section 560 of the UK Companies Act 2006 (the "Act")) for cash under the authority given by Resolution 7 and/or to sell shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with any rights issue, or other offer or invitation (but in the case of the authority granted under paragraph (c) of Resolution 7, by way of a rights issue only) to:

(i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and

(ii) holders of other securities, bonds, debentures or warrants which, in accordance with the rights attaching thereto, are entitled to participate in such an issue, offer or invitation or as the Directors consider necessary,

but in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to record dates, fractional entitlements, treasury shares or securities represented by depositary receipts or having regard to any restrictions, obligations, practical or legal problems under the laws of or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; and

(b) to the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of US$429,588,658,

provided that unless previously renewed, varied or revoked by the Company in general meeting, such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at the close of business on 30 June 2027, whichever is the earlier, save that this authority shall allow the Company before expiry of this authority to make offers, and enter into agreements, which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 8 is to approve the disapplication of statutory pre-emption rights under the Act in respect of certain allotments of shares made under the authorities in Resolution 7. If the Directors wish to exercise the authority under Resolution 7 and offer shares (or sell any shares which the Company may purchase or elect to hold as treasury shares) for cash, the Act requires that unless shareholders have given specific authority for the disapplication of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. Resolution 8 seeks to give the Directors flexibility, in certain circumstances, to allot new shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 8 also seeks to give the Directors additional flexibility in the context of pre-emptive offerings such as a rights issue, open offer, or scrip dividend, to deal with legal or practical difficulties in countries outside the UK which prevent the offer being made on a purely pro rata basis. It also seeks a disapplication of pre-emption rights in respect of allotments or sales of treasury shares for cash up to an aggregate nominal amount of US$429,588,658, representing a further five per cent of the Company's issued ordinary share capital.

The Directors have considered the revised Statement of Principles and template resolutions published by the Pre-Emption Group in November 2022 (the "Pre-Emption Group's Statement of Principles") and the revised guidelines on share capital management issued by the UK's Investment Association (the "IA Guidelines") in February 2023 which include an increase in the disapplication of pre-emption rights limit. Consistent with the position adopted last year, the Directors have decided not to increase the disapplication threshold at this time but will keep emerging market practice under review and revisit this decision should circumstances change. The Directors confirm that, in considering the exercise of the authority under this Resolution 8, they intend to follow the shareholder protections in Part 2B of the Pre-emption Group's Statement of Principles to the extent reasonably practicable.

Other than allotments under employee share plans, the Board has no present intention of issuing any further ordinary shares pursuant to the authority in Resolution 8. No issue will be made which would effectively change the control of the Company or the nature of its business without the prior approval of shareholders at a general meeting.

If granted, the authority sought in Resolution 8 will be effective until the conclusion of the 2027 Annual General Meeting or the close of business on 30 June 2027, whichever is the earlier.

In addition, the Company is seeking authority under Resolutions 13 and 14 to allot shares or rights to subscribe for shares in connection with the issue of Contingent Convertible Securities ("CCSs"), and to disapply statutory pre-emption rights in respect of such allotment, in each case up to an amount equivalent to approximately 20 per cent of the Company's issued ordinary share capital. Assuming Resolutions 13 and 14 are passed, the authority sought under Resolutions 7, 8 and 9 would not be utilised for the purpose of the issuance of CCSs.

9. Further disapplication of pre-emption rights for acquisitions (special resolution)

THAT if Resolution 7 set out in the Notice convening this meeting is passed, the Directors be authorised (in addition to any authority granted under Resolution 8 set out in the Notice convening this meeting) to allot equity securities (as defined in section 560 of the UK Companies Act 2006 (the "Act")) for cash under the authority given by Resolution 7 and/or to sell shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities and/or sale of treasury shares up to a nominal amount of US$429,588,658; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice convening the meeting,

provided that unless previously renewed, varied or revoked by the Company in general meeting, such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at the close of business on 30 June 2027, whichever is the earlier, save that this authority shall allow the Company before expiry of this authority to make offers, and enter into agreements, which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 9 also seeks to approve the disapplication of statutory pre-emption rights under the Act in respect of certain allotments of shares made under the authorities in Resolution 7.

Resolution 9 is proposed as a separate resolution to Resolution 8, to authorise the Directors to allot an additional quantity of shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal amount of US$429,588,658, representing a further five per cent of the Company's issued share capital. The additional authority in this Resolution 9 may be used only in connection with the financing (or refinancing) of an acquisition or specified capital investment.

In accordance with the Pre-Emption Group's Statement of Principles, the Directors confirm that they intend to use the authority sought in Resolution 9 only in connection with such an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue, and will provide shareholders with information regarding the transaction if the authority is used. Consistent with the position adopted last year, the Directors confirm that in considering the exercise of the authority under this Resolution 9, they intend to follow the shareholder protections in Part 2B of the Pre-Emption Group's Statement of Principles to the extent reasonably practicable.

The Board has no present intention of issuing any further ordinary shares pursuant to the authority in Resolution 9. No issue will be made which would effectively change the control of the Company or the nature of its business without the prior approval of shareholders at a general meeting.

If granted, the authority sought in Resolution 9 will be effective until the conclusion of the 2027 Annual General Meeting or the close of business on 30 June 2027, whichever is the earlier.

10. Addition of any repurchased shares to general authority to allot shares (ordinary resolution)

THAT the authority granted to the Directors to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company pursuant to paragraph (a) of Resolution 7 set out in the Notice convening this meeting be extended by the addition of such number of ordinary shares of US$0.50 each representing the nominal amount of the Company's share capital repurchased by the Company under the authority granted pursuant to Resolutions 11 and 12 set out in the Notice convening this meeting, to the extent that such extension would not result in any increase in the authority to allot shares or grant rights to subscribe for, or convert securities into, shares pursuant to paragraphs (b) and (c) of Resolution 7 set out in the Notice convening this meeting.

Resolution 10 seeks to extend the Directors' authority to allot shares and grant rights to subscribe for or convert any security into shares pursuant to paragraph (a) of Resolution 7 to include the shares repurchased by the Company under the authority sought by Resolutions 11 and 12. This is permitted by the Hong Kong Listing Rules.

11. Purchases of Ordinary Shares by the Company (special resolution)

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the UK Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of US$0.50 each ("Ordinary Shares") and on such terms and in such manner as the Directors shall from time to time determine provided that:

(a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 1,718,354,635 Ordinary Shares, such limit to be reduced by the number of Ordinary Shares purchased from time to time pursuant to the authority granted by Resolution 12;

(b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is US$0.50 or the equivalent in the relevant currency in which the purchase is effected calculated by reference to the spot rate of exchange for the purchase of United States dollars with such other currency as appearing on or derived from Bloomberg page "BFIX" (or such other appropriate page of Bloomberg or such other information service which publishes that rate from time to time) at or about 11.00am London time on the business day (being a day on which banks are ordinarily open for the transaction of normal banking business in London) prior to the date on which the Ordinary Share is contracted to be purchased;

(c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the lower of (i) 105 per cent of the average of the middle market quotations for the Ordinary Shares (as derived from the Daily Official List of the London Stock Exchange plc) for the five dealing days immediately preceding the day on which the Ordinary Share is contracted to be purchased, or (ii) 105 per cent of the average of the closing prices of the Ordinary Shares on The Stock Exchange of Hong Kong Limited for the five dealing days immediately preceding the day on which the Ordinary Share is contracted to be purchased, in each case converted (where relevant) into the relevant currency in which the purchase is effected calculated by reference to the spot rate of exchange for the purchase of such currency with the currency in which the quotation and/or price is given as appearing on or derived from Bloomberg page "BFIX" (or such other appropriate page of Bloomberg or such other information service which publishes that rate from time to time) at or about 11.00am London time on the business day prior to the date on which the Ordinary Share is contracted to be purchased;

(d) unless previously renewed, revoked or varied by the Company in general meeting, this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at the close of business on 30 June 2027, whichever is the earlier; and

(e) the Company may prior to the expiry of this authority make a contract or contracts to purchase Ordinary Shares under this authority which will or may be completed or executed wholly or partly after such expiry and may make a purchase of Ordinary Shares pursuant to any such contract or contracts as if the authority conferred hereby had not expired.

The purpose of the authority to be conferred by Resolution 11 is to enable the Company to make market purchases of its own shares. The maximum and minimum prices at which they may be bought, exclusive of expenses, are specified in the resolution.

These notes should be read together with the notes to Resolution 12 which relate to the ability of the Company to make off-market purchases (within the meaning of section 693(2) of the Act) of its own shares.

The Directors consider that it is appropriate to seek authority for the Company to make purchases under Resolutions 11 and 12 which together represent up to 10 per cent of its own Ordinary Shares. Any repurchases under the authority in Resolution 12 will reduce the available authority under this Resolution 11 and vice versa.

On 9 October 2025, HSBC announced a proposal to privatise Hang Seng Bank Limited, including an expectation not to initiate share buy-backs for three quarters following the date of the announcement, with any decision to resume share buy-backs subject to HSBC's normal buy-back considerations and process on a quarterly basis. The Company will consider share buy-backs in periods where we have an excess capital position absent compelling investment opportunities to deploy that excess. It remains the Directors' policy to maintain a strong capital base, a policy which has consistently been one of the Group's strengths. As the Group executes its strategy, the appropriate level of capital to be held will be continually reviewed.

Having these authorities will give Directors the flexibility, if they consider it in the interests of the Company and shareholders, to purchase Ordinary Shares in appropriate circumstances, for example, in the event that the Company is unable to deploy the retained capital to create incremental value for shareholders, subject to regulatory approval. The Company may decide to retain any shares it purchases as treasury shares with a view to a possible re-issue at a later date, transfer in connection with an employee scheme, or it may cancel the shares. The current intention is that all shares repurchased pursuant to Resolution 11 will be cancelled.

The Company exercised its authority to make market and off-market purchases of its own shares pursuant to the authority granted at last year's AGM, being the equivalent of this year's Resolutions 11 and 12. Under the buy-back announced on 6 May 2025 and completed on 25 July 2025 (the "First Buy-back"), the Company repurchased 252,752,350 of its Ordinary Shares, all of which were cancelled. Under the buy-back announced on 31 July 2025 and completed on 24 October 2025 (the "Second Buy-back"), the Company repurchased 227,341,968 of its Ordinary Shares, all of which were cancelled.

Under section 693 of the Act, the Company is only permitted to make market purchases of its Ordinary Shares on a recognised investment exchange. Of the venues where the Company's Ordinary Shares are listed, only the London Stock Exchange is currently designated as a recognised investment exchange.

If Resolution 11 is passed, the authority will be effective until the conclusion of the 2027 Annual General Meeting or the close of business on 30 June 2027, whichever is earlier.

Notes which apply to Resolutions 11 and 12
The Act permits the Company to elect to hold in treasury any Ordinary Shares it may repurchase, rather than automatically cancelling those shares.

Further details regarding the proposed authority to be given to the Company to purchase its own shares are set out in Appendix 2.

The total number of options to subscribe for Ordinary Shares outstanding on 11 March 2026, being the latest practicable date prior to printing of this document, was 46,288,930 which represented 0.27 per cent of the issued ordinary share capital as at that date. If the Company was to purchase the maximum number of Ordinary Shares permitted by Resolution 11 and Resolution 12, the options outstanding on 11 March 2026 would represent 0.30 per cent of the issued ordinary share capital as of that date.

12. Approval of form of share repurchase contract (special resolution)

THAT the terms of a share repurchase contract (in the form produced to the meeting and initialled by the Group Chairman for the purposes of identification) (the "Contract") providing for off-market purchases (within the meaning of section 693(2) of the UK Companies Act 2006) by the Company of its ordinary shares of US$0.50 each ("Ordinary Shares") pursuant to such Contract be and are hereby approved and the Company be and is hereby authorised to enter into and complete one or more Contracts between the Company and any or all of BNP Paribas SA, Goldman Sachs International, Merrill Lynch International and Morgan Stanley & Co. International plc (or any of their subsidiaries or affiliates from time to time), provided that:

(a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 1,718,354,635 Ordinary Shares, such limit to be reduced by the number of Ordinary Shares purchased from time to time pursuant to the authority granted by Resolution 11;

(b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is US$0.50 or the equivalent in the relevant currency in which the purchase is effected calculated by reference to the spot rate of exchange for the purchase of United States dollars with such other currency as appearing on or derived from Bloomberg page "BFIX" (or such other appropriate page of Bloomberg or such other information service which publishes that rate from time to time) at or about 11.00am London time on the business day (being a day on which banks are ordinarily open for the transaction of normal banking business in London) prior to the date on which the Ordinary Share is contracted to be purchased;

(c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the lower of (i) 105 per cent of the average of the middle market quotations for the Ordinary Shares (as derived from the Daily Official List of the London Stock Exchange plc) for the five dealing days immediately preceding the day on which the Ordinary Share is contracted to be purchased, or (ii) 105 per cent of the average of the closing prices of the Ordinary Shares on The Stock Exchange of Hong Kong Limited for the five dealing days immediately preceding the day on which the Ordinary Share is contracted to be purchased, in each case converted (where relevant) into the relevant currency in which the purchase is effected calculated by reference to the spot rate of exchange for the purchase of such currency with the currency in which the quotation and/or price is given as appearing on or derived from Bloomberg page "BFIX" (or such other appropriate page of Bloomberg or such other information service which publishes that rate from time to time) at or about 11.00am London time on the business day prior to the date on which the Ordinary Share is contracted to be purchased;

(d) unless previously renewed, revoked or varied by the Company in general meeting, this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at the close of business on 30 June 2027, whichever is the earlier; and

(e) the Company may purchase Ordinary Shares under this authority which will or may be completed or executed wholly or partly after the expiry of the authority as if the authority conferred hereby had not expired.

As mentioned in the notes to Resolution 11, market purchases of a company's own shares may only be made on a recognised investment exchange. The Hong Kong Stock Exchange is not currently a recognised investment exchange. Therefore, in order to undertake share buy-backs on the Hong Kong Stock Exchange as well as in the UK, the Company needs to comply with specific procedures under the Act for "off market" purchases of shares. The Hong Kong Buy-backs (as defined below) will be an "On-market share buy-back" under the Hong Kong Listing Rules and the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs and will comply with the requirements of Rule 10.06 of the Hong Kong Listing Rules (save to the extent set out below).

In order for the Company to carry out repurchases on the Hong Kong Stock Exchange ("Hong Kong Buy-backs") within the legal framework of the Act, the Company proposes to approve a form of repurchase contract (the "Contract") and the appointment of BNP Paribas SA, Goldman Sachs International, Merrill Lynch International and/or Morgan Stanley & Co. International plc (or any of their subsidiaries or affiliates from time to time) (each a "Broker") separately under one or more Contracts which will provide that:

(a) the Broker will buy Ordinary Shares on the Hong Kong Stock Exchange on a principal basis; and

(b) the Broker will be contractually bound to on-sell all of the Ordinary Shares bought on the Hong Kong Stock Exchange to the Company at the same price at which the Broker purchased the Ordinary Shares.

The intention is for the Company to be able to carry out share buy-backs in the UK and Hong Kong. Any such buy-backs could be carried out in the UK and Hong Kong in parallel or separately. While it is possible that separate Brokers could be appointed to carry out a buy-back in each of the UK and Hong Kong, the Company will not appoint two Brokers to carry out a buy-back in the same market (e.g. Hong Kong) at the same time. Under the First Buy-back and Second Buy-back, the Company repurchased Ordinary Shares in the UK and Hong Kong in parallel.

Under any Contract, the relevant Broker will be appointed on a non-discretionary basis for a specified period to buy Ordinary Shares within certain parameters set out in the Schedule to the Contract. Subject to these parameters, decisions on when to buy or how much to pay for the Ordinary Shares will be made by the Broker independently of the Company.

The appointment of the Broker to manage the buy-back programme and take decisions independently of the Company is to ensure that the share buy-back fits within the parameters of the safe harbour in article 4 of the regulatory technical standards contained in Commission Delegated Regulation EU 2016/1052 as it applies in the UK (the "UK Buy-back Safe Harbour"). The arrangements include the Broker taking the decision to buy the shares (with information barriers in place to ensure that the team at the Broker making the purchases does not have access to inside information or unpublished financial information of the Company) and the Company being under a pre-existing obligation to purchase whatever shares the Broker buys at the same price.

This allows the buy-back to continue during the Company's closed periods prior to the announcement of its financial results and during periods when it has inside information (and any Contract entered into will be irrevocable by the Company during such periods). However, the Company would only enter into the Contract when it was outside a closed period and at a time when it was not in possession of inside information. As well as to fit within the parameters of the UK Buy-back Safe Harbour (and equivalent safe harbours under the rules in the United States (the "US")), this structure also ensures compliance with the Rule 10.06(2)(e) Waiver (as defined below) granted by the Hong Kong Stock Exchange which is described in further detail below.

The buying parameters set out in the Schedule to the Contract place certain restrictions on the price that the Broker may pay and the volume and speed with which it can make purchases. These restrictions are in place to comply with the UK Buy-back Safe Harbour, equivalent safe harbours under the rules in the US, the limits in Resolutions 11 and 12, the UK Listing Rules and the Hong Kong Listing Rules. These include restrictions to ensure that purchases on any day do not exceed 25% of the average daily trading volume for that venue, that the price paid on any venue is not higher than the last independent trade and the highest current independent bid on that venue, and that no purchases will be made as the opening transaction on a venue or in the last 10 minutes before the scheduled close of the primary trading session on that venue.

These arrangements are the same as those adopted by the Company for its previous buy-backs in the UK and Hong Kong.

On 11 February 2026, the Hong Kong Stock Exchange granted to the Company a waiver from strict compliance with Rule 10.06(2)(e) of the Hong Kong Listing Rules to enable it to conduct the Hong Kong Buy-backs during the Company's closed periods and when it is in possession of inside information provided that the Broker is appointed on an irrevocable non-discretionary basis during these periods ("Rule 10.06(2)(e) Waiver") and that the Hong Kong Buy-Back is subject to the purchase restrictions summarised above.

Approval of the form of the Contract and counterparties is not an approval of a specific share buy-back activity or the amount or timing of any repurchase activity. Ordinary Shares will be repurchased by the Company in accordance with a specific share buy-back activity or share buy-back programme if it is approved by the Board. There can be no assurance as to whether a Hong Kong Buy-back will be used to repurchase any of the Ordinary Shares or, if a Hong Kong Buy-back is used, the amount of any such buy-back or the prices at which such buy-back may be made. However, the maximum and minimum prices at which any buy-back may be made, exclusive of expenses, are specified in the resolution.

As mentioned in the notes to Resolution 11, on 9 October 2025, HSBC announced a proposal to privatise Hang Seng Bank Limited, including an expectation not to initiate share buy-backs for three quarters following the date of the announcement, with any decision to resume share buy-backs subject to HSBC's normal buy-back considerations and process on a quarterly basis. The Company will consider share buy-backs in periods where we have an excess capital position absent compelling investment opportunities to deploy that excess. It remains the Directors' policy to maintain a strong capital base, a policy which has consistently been one of the Group's strengths. As the Group executes its strategy, the appropriate level of capital to be held will be continually reviewed. Having these authorities will give Directors the flexibility, if they consider it in the interests of the Company and shareholders, to purchase Ordinary Shares in appropriate circumstances, for example, in the event that the Company is unable to deploy the retained capital to create incremental value for shareholders, subject to regulatory approval. The Contract provides for any share repurchased under the Contract to be cancelled.

The Directors consider that it is appropriate to seek authority for the Company to make purchases under Resolutions 11 and 12 which together represent up to 10 per cent of its own Ordinary Shares.

The Directors' intention is only to use the authority under this resolution to carry out Hong Kong Buy-backs. If the Directors decided to exercise the authority given to them under this resolution, it may be exercised in conjunction with any repurchases under Resolution 11 or separately. Any repurchases under the authority in Resolution 11 will reduce the available authority under this Resolution 12 and vice versa.

As mentioned in the notes to Resolution 11, the Company exercised its authority to make market and off-market purchases of its own shares pursuant to the authority granted at last year's AGM, being the equivalent of this year's Resolutions 11 and 12. As at 11 March 2026 (being the latest practicable date prior to the printing of this document), under the First Buy-back and Second Buy-back, the Company repurchased 480,094,318 of its ordinary shares, all of which were cancelled or are in the process of being cancelled.

The disclosures contained in the notes to Resolution 11 under the heading "Notes which apply to Resolutions 11 and 12" apply equally to this Resolution.

Copies of the Contract and the list of proposed counterparties to such Contract will be made available for shareholders to inspect at the Company's registered office at 8 Canada Square, London E14 5HQ, United Kingdom from 27 March 2026 until the date of the AGM. Copies of the Contract and the list of repurchase counterparties will also be available for inspection at the AGM.

If Resolution 12 is passed, the authority will be effective and the Company may repurchase shares pursuant to the form of Contract with the relevant counterparties until the conclusion of the 2027 Annual General Meeting or the close of business on 30 June 2027, whichever is earlier.

13. Additional authority to allot equity securities in relation to the issue of Contingent Convertible Securities (ordinary resolution)

THAT in addition to any authority granted pursuant to Resolution 7 set out in the Notice convening this meeting, the Directors be generally and unconditionally authorised under and for the purposes of section 551 of the UK Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of US$1,718,354,635 in relation to any issue by the Company or any member of the Group of Contingent Convertible Securities ("CCSs") that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances where the Directors consider such an issue of CCSs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with regulatory capital requirements or targets applicable to the Group from time to time and otherwise on terms as may be determined by the Directors, provided that, unless previously renewed, varied or revoked by the Company in general meeting, such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at the close of business on 30 June 2027, whichever is the earlier, save that this authority shall allow the Company before the expiry of this authority to make offers, and enter into agreements, which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

Resolution 13 is to give the Directors the authority to allot shares and grant rights to subscribe for, or to convert, any security into ordinary shares in the Company up to an aggregate nominal amount of US$1,718,354,635 equivalent to approximately 20 per cent of the Ordinary Shares in issue on 11 March 2026, being the latest practicable date prior to printing this document. This authority relates to the issue of Contingent Convertible Securities ("CCSs").

This should be read together with the notes to Resolution 14 which relate to the ability of the Company to allot CCSs, or shares issued upon conversion or exchange of CCSs, without the need to first offer them to existing shareholders.

CCSs are debt securities which benefit from a specific regulatory capital treatment under European Union and United Kingdom (the "UK") legislation. They are treated as Additional Tier 1 Capital and, as a banking group, HSBC is able to hold a certain amount of its Tier 1 Capital in the form of Additional Tier 1 Capital. The CCSs will be converted or exchanged into ordinary shares if a defined trigger event occurs (which currently is the HSBC Group's Common Equity Tier 1 Capital ratio falling below 7 per cent). Issuing CCSs gives the Company greater flexibility to manage its capital in the most efficient and economic way for the benefit of the shareholders. Please see Appendix 3 for more information on CCSs.

This authority is in addition to the authority proposed in Resolutions 7, 8 and 9, which contain the general authority sought on an annual basis in line with IA Guidelines and the Hong Kong Listing Rules.

If Resolutions 13 and 14 are passed, the Company will only issue CCSs pursuant to the authority granted under these resolutions and not under the authority granted under Resolutions 7, 8 and 9. Although the authority in Resolutions 13 and 14 is not contemplated by the IA Guidelines, it has previously been discussed with the Investment Association with no objection.

The authorities in Resolutions 13 and 14 will be utilised as considered desirable to comply with or maintain compliance with the regulatory capital requirements arising in connection with the relevant European Union and UK legislation and the prudential regulatory requirements imposed by the PRA and only for those purposes. The Company will not utilise the authority in Resolutions 13 and 14 to issue new securities for any other purposes. However, pursuant to the authority under Resolutions 13 and 14, the Company may issue additional securities in order to manage the redemption of outstanding CCSs.

The authority in Resolution 13 would be effective until the conclusion of the Company's 2027 Annual General Meeting or the close of business on 30 June 2027, whichever is the earlier. The Directors expect to seek similar authorities on an annual basis.

14. Limited disapplication of pre-emption rights in relation to the issue of Contingent Convertible Securities (special resolution)

THAT if Resolution 13 set out in the Notice convening this meeting is passed, the Directors be authorised (in addition to any authority granted under Resolutions 8 and 9 set out in the Notice convening this meeting) to allot equity securities (as defined in section 560 of the UK Companies Act 2006 (the "Act")) for cash under the authority given by Resolution 13 and/or to sell shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that, unless previously renewed, varied or revoked by the Company in general meeting, such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at the close of business on 30 June 2027, whichever is the earlier, save that this authority shall allow the Company before expiry of this authority to make offers, and enter into agreements, which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not expired.

The effect of Resolution 14 is to give the Directors authority to allot CCSs, or shares issued upon conversion or exchange of CCSs, without the need to first offer them to existing shareholders. If passed, Resolution 14 will authorise the Directors to allot shares and grant rights to subscribe for, or to convert any security into, shares in the Company (or to sell treasury shares held by the Company following any purchase of its own shares) on a non-pre-emptive basis up to an aggregate nominal amount of US$1,718,354,635, representing approximately 20 per cent of the ordinary shares in issue on 11 March 2026 such authority to be exercised in connection with the issue of CCSs.

As at 11 March 2026, being the latest practicable date prior to printing of this document, the Company held no shares in treasury. Although the Company currently has no intention to hold shares in treasury or to use treasury shares upon conversion or exercise of CCSs, Resolutions 13 and 14 would nevertheless permit the Company to do so.

As mentioned in the notes to Resolution 13, the authorities in Resolutions 13 and 14 will be utilised as considered desirable to comply with or maintain compliance with the regulatory capital requirements arising in connection with the relevant European Union and UK legislation and the prudential regulatory requirements imposed by the PRA and only for those purposes. The Company will not utilise the authority in Resolutions 13 and 14 to issue new securities for any other purposes. However, pursuant to the authority under Resolutions 13 and 14, the Company may issue additional securities in order to manage the redemption of outstanding CCSs.

The authority in Resolution 14 would be effective until the conclusion of the Company's 2027 Annual General Meeting or the close of business on 30 June 2027, whichever is the earlier. The Directors expect to seek similar authorities on an annual basis.

15. Notice of general meetings (special resolution)

THAT the Directors be authorised to call general meetings (other than annual general meetings) on a minimum of 14 clear days' notice.

The Act provides that the minimum notice period for general meetings of the Company is 21 days unless shareholders approve a shorter notice period. The passing of this resolution would enable the Company to call general meetings (other than annual general meetings) on a minimum of 14 clear days' notice. This shorter notice period of between 14 and 20 days would not be used as a matter of routine, but only when the Directors determine that calling a meeting on less than 21 days' notice is merited by the business of the meeting and consider it to be to the advantage of shareholders as a whole.

The approval would be effective until the conclusion of the Company's 2027 Annual General Meeting or the close of business on 30 June 2027, whichever is the earlier, when it is intended that a similar resolution will be proposed.

16. Shareholder requisitioned resolution – Midland Clawback Campaign 1 (special resolution)

ESG & Fairness Resolution (Environmental, Social & Governance policy)

THAT the Board of HSBC Holdings plc shall ensure that the occupational pensions of former employees of Midland Bank plc, and their dependants, are administered in a manner consistent with the Company's stated ESG and equality commitments.

Accordingly, the Board shall:

1. review the operation and impact of the Midland pension provisions for State Deduction (also known as "Clawback");
2. assess whether these provisions result in disproportionate detriment to women, part-time workers, or low-income pensioners; and
3. engage with the committee of the Midland Clawback Campaign Group to provide costed options for reform or abolition of the clawback provisions;
4. bring forward to the 2027 Annual General Meeting a report setting out a plan as agreed with the Midland Clawback Campaign Group to eliminate or mitigate such detriment in line with the Company's ESG and equality objectives.

Resolution 16 is a special resolution that has not been proposed by your Board but has been requisitioned by a group of shareholders on behalf of the Midland Clawback Campaign. Resolution 16 has been submitted to HSBC by a representative of the shareholder group proposing Resolution 16 and it should be read together with their explanatory statement in support of the proposed special resolution set out in Appendix 4 on page 28.

Your Board's response, which sets out why the Directors unanimously recommend that you vote AGAINST Resolution 16, is provided in Appendix 5 on pages 29 and 30. Your Board considers that Resolution 16 is not in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote AGAINST Resolution 16.

17. Shareholder requisitioned resolution – Midland Clawback Campaign 2 (special resolution)

Transparency & Accountability Resolution

THAT the Board of HSBC Holdings plc shall, with effect from the close of this meeting, establish and publish an annual independent review of the practice known as State Deduction (aka Clawback), including:

(a) the number of pensioners currently affected;

(b) the total and average annual deductions applied;

(c) the gender and employment profiles of those impacted; and

(d) the financial, ethical, and reputational implications of maintaining this practice.

The review should engage with the committee of the Midland Clawback Campaign Group to provide costed options for reform or abolition of the clawback provisions. The Board recommendation to be disclosed in full to shareholders within the Company's Annual Report.

Resolution 17 is a special resolution that has not been proposed by your Board but has been requisitioned by a group of shareholders on behalf of the Midland Clawback Campaign. Resolution 17 has been submitted to HSBC by a representative of the shareholder group proposing Resolution 17 and it should be read together with their explanatory statement in support of the proposed special resolution set out in Appendix 4 on page 28.

Your Board's response, which sets out why the Directors unanimously recommend that you vote AGAINST Resolution 17, is provided in Appendix 5 on pages 29 and 30. Your Board considers that Resolution 17 is not in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote AGAINST Resolution 17.

By order of the Board

Angela McEntee
Group Company Secretary

27 March 2026

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

Information about the 2026 Annual General Meeting

Accessing the meeting
The AGM will be held on the Lumi online platform and at the broadcast venue, the InterContinental London O2, 1 Waterview Drive, London SE10 0TW, United Kingdom.

Shareholders are encouraged to participate in the AGM electronically via the Lumi online platform by logging on to web.lumiagm.com/100112835122. Please follow the instructions set out on pages 17 and 18 and in Appendix 7 on page 32.

As the AGM adopts a digital-first approach, shareholders will have the best experience by participating online. We ask shareholders to register their intention to attend in person in advance by emailing shareholderquestions@hsbc.com, enabling us to effectively manage capacity on the day.

The InterContinental London O2 is accessible by wheelchair. The meeting room is fitted with an induction loop. To help us ensure that the AGM is fully accessible to all shareholders, please contact Group Governance at shareholderquestions@hsbc.com if you have any particular access requirements or other needs.

Shareholders should monitor the Company's website at www.hsbc.com/agm, as well as our stock exchange announcements, for the latest information on any additional procedures that will be in place at the AGM or any changes to the current arrangements.

Security
Security checks will be carried out on entry to the AGM, and you will be asked to pass through our security systems before entering the meeting. This will involve security arches, and bag and body searches may be in operation. You should arrive at least 20 minutes early to allow time to pass through security and complete registration formalities before the meeting starts. We do not permit behaviour that may interfere with anyone's security, comfort, safety or the good order of the meeting and any such behaviour will be dealt with appropriately by the Chairman of the AGM and/or those appropriately authorised by the Chairman of the AGM. Anyone who does not comply may not be permitted to enter the meeting or may be removed from the meeting.

Shareholders are reminded that cameras and recording equipment will not be allowed. Mobile telephones may not be permitted inside the meeting room, and if permitted must be switched off or set to silent. Any items deemed to be inappropriate will not be permitted into the venue and will be stored until the end of the event. Shareholders are encouraged to leave coats and bags in the cloakroom provided. Only small handbags will be allowed into the meeting.

To ensure optimum security within the meeting room, please note that you will be provided with a wristband or lanyard once you have been through the security checks at the venue. You must show your wristband or lanyard to gain entry to the AGM.

For the security and reassurance of shareholders, the security guards at the AGM may be using body-worn video cameras. They do not record all the time, and will provide an indication if they start recording. The cameras record audio and video, and display a red light when activated. In most situations, the data from these cameras is deleted after 30 days.

Guests
The AGM is a private meeting of shareholders and their duly authorised representatives. Guests are not entitled to attend the meeting but they may be permitted in limited circumstances at the absolute discretion of the Company. If you are a shareholder who requires someone to accompany you for assistance reasons, please let us know by emailing to shareholderquestions@hsbc.com.

Refreshments
Light refreshments and pastries will be available in the reception areas both before and after the AGM.

Information on how to vote

Entitlement to attend and vote
Pursuant to 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"), as appropriate, after 12.01am London time (7.01am Hong Kong time) on Thursday, 7 May 2026 or 12.01am London time (7.01am Hong Kong 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 the Principal Register or the Branch Registers at 12.01am London time (7.01am Hong Kong time) on Thursday, 7 May 2026 or 12.01am London time (7.01am Hong Kong 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.

Voting
Voting at the AGM will be conducted by way of a poll. This means that each shareholder present or represented (in person or electronically) will be able to exercise one vote for each share held. In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person, electronically or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). 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 of the Company, as appropriate.

Shareholders will be able to vote by either submitting a proxy in advance of the AGM or by voting on the day of the AGM either in person at the meeting or via the Lumi online platform following the instructions set out on pages 17 and 18 and in Appendix 7 on page 32 for those shareholders attending the AGM electronically.

Shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy, even if they intend to attend the AGM in person or electronically. This is to ensure that your vote is counted if you are unable to attend on the day of the AGM.

The completion and submission of a form of proxy will not preclude you from attending and voting in person or electronically at the AGM. Information on how to appoint a proxy is set out below.

Following the conclusion of the AGM, voting results will be published on the Company's website at www.hsbc.com/agm.

Appointing a proxy
Shareholders are strongly encouraged to vote on the resolutions in advance of the AGM by completing a proxy form appointing the Chairman of the AGM as your proxy. You may appoint the Chairman of the AGM to vote on your behalf or a person of your choice to attend, speak and vote on your behalf. A proxy need not be a member of the Company. You 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 you. If you require additional forms of proxy, you may photocopy the original form of proxy enclosed or ask our registrar to send you additional forms (see "How to submit your form of proxy" below for the registrar's address).

As explained above under "Voting", shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy, even if they intend to attend the AGM in person or electronically. This is to ensure that your vote is counted if you are unable to attend on the day.

If you appoint a proxy, other than the Chairman of the AGM, and they wish to attend the meeting electronically, they will need to contact the Company's registrar before 10.00am London time (5.00pm Hong Kong time) on Wednesday, 6 May 2026 to arrange for the necessary details to be sent to them. See further details set out on pages 17 and 18.

A form of proxy is enclosed with this document or may be accessed at www.hsbc.com/proxy.

How to submit your form of proxy
The form of proxy must be received by 10.00am London time (5.00pm Hong Kong time) on Wednesday, 6 May 2026, or not less than 48 hours before the time of the holding of any adjourned meeting.

You may submit your form of proxy electronically at www.hsbc.com/proxy by entering your Shareholder Reference Number and the Personal Identification Number which is either printed on your form of proxy or which has been sent to you by email if you have registered an email address to receive electronic communications.

Alternatively, you may send your completed form of proxy to:

- Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, 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, 37 Front Street, Hamilton HM 11, Bermuda.

For shares held through CREST, proxy appointments may be submitted via the CREST proxy voting system (see section on "CREST" set out below).

In order to be valid, the completed form of proxy (together with any power of attorney or other authority under which it is signed, or a copy of such authority certified, notarised or in some other way approved by the Board) must be deposited by 10.00am London time (5.00pm Hong Kong time) on Wednesday, 6 May 2026, or not less than 48 hours before the time of the holding of any adjourned meeting, at the offices of the Company's registrar (see above for the registrar's address). 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.

If you are a registered American Depositary Shares ("ADSs") holder, i.e. you hold your ADSs through Computershare US, the transfer agent of the Depositary, The Bank of New York Mellon, you will need to submit your voting instructions prior to 12.00pm (New York Time) on 4 May 2026. Please follow the instructions on the notice that you received with your voting instruction card.

CREST
CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so for the AGM or any adjourned meeting by following the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 10.00am London time (5.00pm Hong Kong time) on Wednesday, 6 May 2026, or not less than 48 hours before the time of the holding of any adjourned meeting.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointees through other means.

CREST members, and, where applicable, their CREST sponsor or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

Pursuant to Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended) the Company may treat as invalid a CREST Proxy Instruction if the Company has actual notice that:

- information in the instruction is incorrect;
- the person expressed to have sent the instruction did not in fact send it; or
- the person sending the instruction on behalf of the relevant shareholder did not have the authority to do so.

Nominated persons
The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the UK Companies Act 2006 (the "Act") ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights at the AGM.

The main point of contact for nominated persons remains the registered shareholder (for example, the stockbroker, investment manager, custodian or other person who manages the investment). Any changes or queries relating to nominated persons' personal details and holdings (including any administration thereof) must continue to be directed to the registered shareholder and not the Company's registrar. The only exception is where the Company, in exercising one of its powers under the Act, writes to nominated persons directly for a response.

Corporate representatives
Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same share or shares. If a corporate representative wishes to attend the AGM in person, any such representative should bring to the meeting written evidence of their appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Shareholders can obtain a template of the type of letter we will accept for the appointment of a corporate representative by sending an email to shareholderquestions@hsbc.com.

If you appoint a corporate representative and they wish to attend the meeting electronically, they will need to contact the Company's registrar before 10.00am London time (5.00pm Hong Kong time) on Wednesday, 6 May 2026 to arrange for the necessary details to be sent to them. See further details set out on pages 17 and 18.

Proxymity
If you are an institutional investor on the Principal Register in the UK you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrar. For further information regarding Proxymity, please go to www.proxymity.io.

Your proxy must be lodged by 10.00am London time (5.00pm Hong Kong time) on Wednesday, 6 May 2026 or not less than 48 hours before the time of the holding of any adjourned meeting in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Shareholders' power to require circulation of resolutions
Under section 338 and section 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give to shareholders of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business of the AGM unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business of the AGM, must be authorised by the person or persons making it, must be received by the Company not later than six weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Shareholders may send enquiries to the Board in writing to the Group Company Secretary, HSBC Holdings plc, 8 Canada Square, London E14 5HQ, United Kingdom or by sending an email to shareholderquestions@hsbc.com.

Shareholders' power to require website publication of audit concerns
Under section 527 of the Act, shareholders meeting the threshold requirements in that section may require the Company to publish on its website a statement setting out any matter that the shareholders propose to raise at the AGM relating to (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM, or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's Auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.

Webcast
The AGM will be webcast live and can be accessed via www.hsbc.com/agm. A recording will be available for viewing for approximately two months after the AGM. This is a view only service and does not allow shareholders to participate in the AGM electronically. Shareholders wishing to participate electronically are recommended to login to the Lumi online platform where you can also vote and ask questions. Details on how to join are set out on pages 17 and 18 and in Appendix 7 on page 32.

Asking questions related to the business of the AGM
You have the right to ask questions in relation to the business of the AGM but no answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. Shareholders are reminded to keep their questions and comments appropriate to the business of the AGM.

Shareholders attending the AGM electronically may submit questions in writing via the Lumi online platform or may ask questions by placing a call by following the instructions set out in the "Electronic attendance at the 2026 Annual General Meeting" section on pages 17 and 18.

Shareholders can also submit their questions relating to the business of the AGM in advance of the AGM by sending an email to shareholderquestions@hsbc.com and referencing their Shareholder Reference Number. We will consider all questions received and, if appropriate and relating to the business of the AGM, will endeavour to give an answer at the AGM, provide a written response or publish answers on the Company's website at www.hsbc.com/agm. We encourage shareholders to submit questions in advance of the AGM by no later than 10.00am London time (5.00pm Hong Kong time) on Wednesday, 6 May 2026.

Any questions submitted that are not relevant to the business of the AGM will be forwarded for the attention of a relevant HSBC colleague or the Company's registrar, as appropriate. These might include matters relating to a shareholder's bank account or affairs which are unlikely to be relevant to the business of the AGM.

Questions on similar topics will be grouped to prevent repetition and maximise the number of queries addressed. Please summarise lengthy questions concisely and ensure they are relevant to the business of the meeting to enable efficient and focused discussions. To maintain order and address questions from as many shareholders as possible, speeches are not permitted. We aim to address as many questions as possible during the meeting. If your question is not answered, we will provide a response afterwards.

Submitting a question in advance of the AGM does not affect your rights as a shareholder to attend and speak at the AGM, either in person or electronically.

Electronic attendance at the 2026 Annual General Meeting

You may attend the AGM electronically by accessing the Lumi online platform: web.lumiagm.com/100112835122

Accessing the Lumi online platform
The Lumi online platform can be accessed using the latest versions of internet browsers such as Chrome, Firefox, Edge and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. Please go to web.lumiagm.com/100112835122 on the day. An active internet connection is required at all times to participate in the meeting.

Logging in
On accessing the Lumi online platform, you will be prompted to enter your Shareholder Reference Number and Personal Identification Number. These can be found printed on your form of proxy or will have been sent to you by email if you have registered an email address to receive electronic communications. For queries on your Shareholder Reference Number and/or Personal Identification Number please contact the Company's registrar using the details in the "General information" section on page 18.

You can access the Lumi online platform from 8.00am London time (3.00pm Hong Kong time) on Friday, 8 May 2026. However, please note that your ability to vote will not be enabled until the Chairman of the AGM formally declares the poll open, which will take place during the AGM.

Once you log in, the home page will display instructions for using the platform. At the start of the meeting, you can access the live broadcast of the proceedings on the right-hand side of your device. To begin viewing, click 'play' on the broadcast, make sure your device is unmuted, and adjust the volume as needed.

A step-by-step User Guide on how to join the AGM electronically via the Lumi online platform is set out in Appendix 7 on page 32.

Duly appointed proxies and corporate representatives attending electronically
If your investment is not held in your name on the Principal Register or the Branch Registers (for example, it is held in a broker account or by a custodian or nominee), it will be necessary for you to be appointed as a proxy or corporate representative to attend the meeting electronically. You should therefore contact the person through which your investment is held in order to arrange for you to be appointed as a proxy or corporate representative.

Once you have been validly appointed as a proxy or corporate representative, you will need to contact the Company's registrar before 10.00am London time (5.00pm Hong Kong time) on Wednesday, 6 May 2026 to arrange for you to be sent a Unique Username and Personal Identification Number to access the Lumi online platform. The Unique Username can be entered in place of the Shareholder Reference Number. Specific instructions are set out below for non-registered shareholders in Hong Kong and for holders of American Depositary Shares.

It is recommended that the Company's registrar is contacted as early as possible. For corporate representatives, in relation to shares held on the UK Principal Register or the Bermuda Branch Register, email a scanned copy of your letter of representation to corporate-representatives@computershare.co.uk or telephone +44 (0) 370 702 0137. In relation to shares held on the Hong Kong Branch Register, email a scanned copy of your letter of representation to hsbc.proxy@computershare.com.hk or telephone +852 2862 8646.

For proxy appointments, you should contact the Company's registrar to provide your email address and details of the person through which your investment is held. For both proxies and corporate representatives, your Unique Username and Personal Identification Number will be sent to you by email 24 hours prior to the meeting.

Hong Kong non-registered shareholders
Non-registered shareholders whose shares are held in the Central Clearing and Settlement System in Hong Kong have the option to attend and participate at the AGM electronically. They should liaise with their banks, brokers, custodians or nominees through which their shares are held (together, the "Intermediary") and provide their email address to their Intermediary.

The Intermediary should register the details with HKSCC Nominees Limited and arrange for details regarding the AGM arrangements, including login details to access the Lumi online platform, to be sent by the Company's Hong Kong registrar to the email addresses provided by the non-registered shareholders. It is recommended that instructions are sent to the Intermediary by the non-registered shareholder as early as possible to allow time for the instructions to be processed.

American Depositary Shares ("ADSs")
If you are a registered ADS holder, i.e. you hold your ADSs through Computershare US, the transfer agent of the Depositary, The Bank of New York Mellon, you will need to register in advance to attend and participate at the AGM electronically. Please follow the instructions on the notice that you received with your voting instruction card.

If you are a non-registered ADS holder, i.e. you hold your shares through an intermediary, such as a bank or broker, and wish to attend and participate at the AGM electronically, you must register in advance with Computershare US. You must submit proof of your proxy power (legal proxy) reflecting your ADS holdings along with your name and email address to Computershare US at legalproxy@computershare.com or write to Computershare US, HSBC Holdings plc Legal Proxy, P.O. Box 43001 Providence, RI 02940-3001, labelled as "Legal Proxy", and be received no later than 12.00pm New York time, on Monday, 4 May 2026 (Virtual Meeting Pre Registration and voting cut-off Date).

The details regarding the AGM arrangements, including login details to access the Lumi online platform, will be sent by Computershare US to the email address provided by the ADS holder.

By providing the information required to register in advance to attend and participate at the AGM electronically, you confirm that you consent to the provision of such information, including any personal data contained therein, to The Bank of New York Mellon and Computershare US and to the further transfer by them of that information and personal data (if applicable) to other agents of the Company for the purpose of facilitating your attendance and participation at the AGM electronically.

Electronic voting
Voting on all resolutions will be enabled at the AGM once the Chairman of the AGM formally declares the poll open. Shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions in the Notice. Resolutions will not be proposed individually.

Once the poll is open, the list of resolutions being put to the AGM will appear on the Lumi online platform. The voting options available will appear when you click on the voting icon. Select the option that corresponds with how you wish to vote on each resolution: "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button.

If you make a mistake or wish to change your vote, simply re-select the correct voting option. If you wish to "cancel" your vote, select the "cancel" button. You will be able to change or cancel your vote at any time whilst the poll remains open and before the Chairman of the AGM announces its closure.

An active internet connection is required in order to successfully cast your vote when the Chairman of the AGM commences polling on the resolutions. It is the user's own responsibility to ensure that they have a sufficient internet connection.

Asking questions via Lumi online platform
Shareholders may ask written questions via the Lumi online platform by typing and submitting their question. Please select the messaging icon from within the navigation bar to open the chat box and type your question at the top of the screen. Once finished, press the 'send' icon to the right of the message box to submit your question.

Questions sent via the chat box on the Lumi online platform will be moderated before being sent to the Chairman of the AGM, in line with the approach outlined in the "Asking questions related to the business of the AGM" section on page 16. In some circumstances a direct response may be given to your question via the platform, rather than the question being put to the meeting to avoid repetition or where the question is not relevant to the business of the meeting.

An active internet connection is required in order to allow you to submit questions via the Lumi online platform. It is the user's own responsibility to ensure that they have a sufficient internet connection.

Asking questions by placing a call
If you would like to ask your question verbally at the AGM, shareholders can request a Voice over Internet Protocol ("VoIP") call link to do so, once they have logged into the Lumi online platform and completed the registration process. To request a call link, you must submit a written question with your name and telephone number informing us of your desire to ask a verbal question. The call link will then be sent directly to you via the platform. The Lumi online platform will be accessible from 8.00am London time (3.00pm Hong Kong time) on Friday, 8 May 2026, however this call option will only be active during the Q&A session of the live meeting.

Once connected, you will be greeted by an operator who will verify your details before providing instructions for joining the question queue. Once your call has been put through to the meeting, you will then be able to ask your question, speak and be heard at the meeting. Questions asked by placing a call will be answered in line with the approach outlined in the "Asking questions related to the business of the AGM" section on page 16.

If you join the meeting by placing a call to ask a question, but are also listening to the webcast of the AGM, please ensure the webcast is muted, so that there is no interference between the two when speaking.

We cannot guarantee that all shareholders that wish to ask a question by placing a call will be able to do so. If you do not think that your question has been answered during the AGM or by other means outside of the meeting, please send an email to shareholderquestions@hsbc.com as outlined in the "Asking questions related to the business of the AGM" section on page 16.

Communication by placing a call is solely to facilitate questions and does not permit voting.

General information

Company's registrar
For general enquiries, requests for copies of corporate communications, or a Chinese translation of this Notice and any future documents, please contact as appropriate:

- Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom (email via website: www.investorcentre.co.uk/contactus)
- Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (email: hsbc.ecom@computershare.com.hk)
- Investor Relations Team, HSBC Bank Bermuda Limited, 37 Front Street, Hamilton HM 11, Bermuda (email: hbbm.shareholder.services@hsbc.bm)
- Holders of American Depositary Shares may obtain copies of this document by calling +1 800 555 2470 or by writing to BetaNXT, Inc., ATTN: HSBC Holdings plc- 2026 Annual General Meeting, P.O. Box 8016, Cary, NC 27512-9903 USA.

Information available on the website
A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company's website at www.hsbc.com/agm.

Receiving corporate communications
Shareholders may at any time choose to receive corporate communications in printed form or to receive email notification of their availability on the Company's website. To receive future notifications of the availability of corporate communications on the Company's website by email, or to revoke or amend an instruction to receive such notifications by email, go to www.hsbc.com/ecomms.

If you received a notification of the availability of this document on the Company's website and for any reason have difficulty in receiving or gaining access to the document, or you would like to receive a printed copy of it, or if you would like to receive future corporate communications in printed form, please write or send an email (quoting your Shareholder Reference Number) to the Company's registrar at the relevant address set out above. Printed copies will be provided without charge.

Further copies of this document and future documents may also be obtained by contacting the Company's registrar. You may amend your election to receive corporate communications in English or Chinese by contacting the registrar at the relevant address set out in the 'Company's registrar' section of this page.

Documents available for inspection
Copies of the following documents will be available for inspection through the Group Company Secretary at the Company's registered office at 8 Canada Square, London E14 5HQ, United Kingdom and at 1 Queen's Road Central, Hong Kong SAR during usual business hours on any business day from the date of this Notice until the time of the AGM (upon prior appointment only).

The below-mentioned documents will also be available at the place of the AGM from at least 15 minutes before the AGM begins until its conclusion: (i) the terms of appointment for the non-executive Directors and Group Chairman, (ii) the service contracts of the executive Directors, (iii) a copy of the share repurchase contract proposed to be approved under Resolution 12, and (iv) a list of the proposed counterparties to the Contract.

You can find meeting documentation under the 'Documents' tab in the navigation bar on the Lumi online platform. Within the platform, you can read documents or download them to your device in PDF format.

Information set out in this Notice
Shareholders are advised that any telephone number, website or email address set out in this Notice, the form of proxy or accompanying documents should not be used for the purposes of serving information on the Company (including the service of documents or information relating to the proceedings at the AGM) unless otherwise stated.

This document, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

In the event of a conflict between any translation and the English text hereof, the English text will prevail.

Directors' interests in the ordinary shares and debentures of HSBC
Details of the interests in the ordinary shares and debentures of HSBC of Directors who are standing for election or re-election are set out in Appendix 6.