

HSBC Holdings plc

Poll results of 2017 Annual General Meeting

28 April 2017

1. Poll Results

HSBC Holdings plc (the Company) announces that at its Annual General Meeting (AGM) held today, all resolutions as set out in the Notice of AGM were passed on a poll.

Resolutions 1 to 7, 10 and 12 were passed as ordinary resolutions and resolutions 8, 9, 11, 13 and 14 were passed as special resolutions.

The following table shows the votes cast on each resolution:

Resolution	Total Votes For (%)*	Total Votes Against (%)*	Votes Total (% of Issued Share Capital)*	Votes withheld
1. To receive the Annual Report & Accounts 2016	9,112,253,294 (98.78)	112,803,853 (1.22)	9,225,057,147 (46.01)	26,963,689
2. To approve the Directors' Remuneration Report	8,885,701,458 (96.47)	324,969,999 (3.53)	9,210,671,457 (45.94)	30,526,965
3. (a) To elect David Nish as a Director	9,130,724,581 (99.59)	37,947,647 (0.41)	9,168,672,228 (45.73)	72,351,624
(b) To elect Jackson Tai as a Director	9,077,515,717 (99.01)	91,203,096 (0.99)	9,168,718,813 (45.73)	72,413,505
(c) To re-elect Phillip Ameen as a Director	9,120,475,715 (99.78)	19,816,107 (0.22)	9,140,291,822 (45.59)	100,815,917
(d) To re-elect Kathleen Casey as a Director	9,205,277,654	7,865,480	9,213,143,134	27,883,965

	(99.91)	(0.09)	(45.95)	
(e) To re-elect Laura Cha as a Director	9,163,088,224 (99.45)	50,347,933 (0.55)	9,213,436,157 (45.95)	27,789,207
(f) To re-elect Henri de Castries as a Director	9,204,574,892 (99.91)	8,587,069 (0.09)	9,213,161,961 (45.95)	27,942,094
(g) To re-elect Lord Evans of Weardale as a Director	9,204,573,746 (99.91)	8,686,957 (0.09)	9,213,260,703 (45.95)	27,878,838
(h) To re-elect Joachim Faber as a Director	9,190,022,726 (99.75)	23,135,915 (0.25)	9,213,158,641 (45.95)	27,972,753
(i) To re-elect Douglas Flint as a Director	9,003,086,762 (98.57)	130,673,807 (1.43)	9,133,760,569 (45.56)	107,377,048
(j) To re-elect Stuart Gulliver as a Director	9,203,875,650 (99.89)	9,838,740 (0.11)	9,213,714,390 (45.96)	27,422,337
(k) To re-elect Irene Lee as a Director	6,533,590,551 (71.24)	2,637,060,232 (28.76)	9,170,650,783 (45.74)	70,372,421
(l) To re-elect John Lipsky as a Director	9,196,645,715 (99.82)	16,636,405 (0.18)	9,213,282,120 (45.95)	27,829,182
(m) To re-elect Iain Mackay as a Director	9,174,628,322 (99.58)	38,914,390 (0.42)	9,213,542,712 (45.95)	27,625,393
(n) To re-elect Heidi Miller as a Director	9,195,287,713	17,969,746	9,213,257,459	27,900,752

	(99.80)	(0.20)	(45.95)	
(o) To re-elect Marc Moses as a Director	9,194,125,890 (99.79)	19,305,790 (0.21)	9,213,431,680 (45.95)	27,708,164
(p) To re-elect Jonathan Symonds as a Director	9,181,748,472 (99.71)	26,504,127 (0.29)	9,208,252,599 (45.93)	27,958,495
(q) To re-elect Pauline van der Meer Mohr as a Director	9,149,849,861 (99.31)	63,451,020 (0.69)	9,213,300,881 (45.95)	27,871,958
4. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company	9,063,275,014 (99.61)	35,596,304 (0.39)	9,098,871,318 (45.38)	142,279,248
5. To authorise the Group Audit Committee to determine the remuneration of the Auditor	9,171,221,282 (99.89)	10,472,916 (0.11)	9,181,694,198 (45.80)	59,519,908
6. To authorise the Company to make political donations	8,915,355,451 (97.55)	223,520,928 (2.45)	9,138,876,379 (45.58)	102,247,653
7. To authorise the Directors to allot shares	8,614,693,250 (93.59)	589,568,603 (6.41)	9,204,261,853 (45.91)	36,894,890
8. To disapply pre-emption rights	9,097,748,504 (98.78)	112,034,311 (1.22)	9,209,782,815 (45.94)	31,397,258
9. To further disapply pre-emption rights for acquisitions	8,581,720,293 (93.43)	603,566,008 (6.57)	9,185,286,301 (45.81)	55,880,672
10. To authorise the Directors to allot any	8,821,830,110	388,772,422	9,210,602,532	30,588,210

repurchased shares	(95.78)	(4.22)	(45.94)	
11. To authorise the Company to purchase its own ordinary shares	9,055,162,456 (98.30)	156,839,358 (1.70)	9,212,001,814 (45.95)	29,207,614
12. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities	9,025,167,009 (98.06)	178,205,570 (1.94)	9,203,372,579 (45.90)	37,793,140
13. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities	8,932,179,678 (97.07)	269,727,331 (2.93)	9,201,907,009 (45.90)	39,272,829
14. To approve general meetings (other than annual general meetings) being called on 14 clear days' notice	8,376,507,896 (90.93)	835,712,864 (9.07)	9,212,220,760 (45.95)	29,008,214

*based on total issued share capital (excluding 325,273,407 ordinary shares held in treasury) as at 12.01am (London time) on Thursday 27 April 2017.

As at 12.01am (London time) on Thursday 27 April 2017, the total number of issued ordinary shares of US\$0.50 each entitling the holders to attend and vote on all the resolutions at the AGM was 20,049,305,644, which excludes 325,273,407 ordinary shares held in treasury. A 'vote withheld' is not a vote in law and is therefore not counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

In accordance with Rule 13.40 of the Hong Kong Listing Rules there were no shares entitling the holder to attend and abstain from voting in favour of any of the resolutions. No shareholder was required under the Hong Kong Listing Rules to abstain from voting.