



HSBC Holdings plc

Notice of Guaranteed Delivery Relating to the Offers to Purchase for Cash Any and All of its Outstanding Notes Listed Below

THIS NOTICE OF GUARANTEED DELIVERY (“NOTICE OF GUARANTEED DELIVERY”) RELATES TO THE OFFERS (AS DEFINED BELOW) BEING MADE BY HSBC HOLDINGS PLC (“HSBC HOLDINGS”). EACH OFFER WILL EXPIRE AT 5:00 P.M. (NEW YORK CITY TIME) ON NOVEMBER 24, 2020, UNLESS EXTENDED OR EARLIER TERMINATED BY US IN OUR SOLE DISCRETION (SUCH DATE AND TIME WITH RESPECT TO AN OFFER, AS THE SAME MAY BE EXTENDED, THE “EXPIRATION TIME”). NOTES (AS DEFINED BELOW) TENDERED FOR PURCHASE MAY BE VALIDLY WITHDRAWN AT ANY TIME AT OR PRIOR TO 5:00 P.M. (NEW YORK CITY TIME) ON NOVEMBER 24, 2020 (SUCH DATE AND TIME WITH RESPECT TO AN OFFER, AS THE SAME MAY BE EXTENDED, THE “WITHDRAWAL DATE”), BUT NOT THEREAFTER, UNLESS EXTENDED OR EARLIER TERMINATED WITH RESPECT TO AN OFFER BY US IN OUR SOLE DISCRETION AS DESCRIBED BELOW. THE OFFER IS BEING MADE UPON THE TERMS AND SUBJECT TO THE CONDITIONS SET FORTH IN THE OFFER TO PURCHASE RELATING TO THE NOTES LISTED BELOW DATED NOVEMBER 17, 2020 (AS IT MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, THE “OFFER TO PURCHASE”) AND THIS NOTICE OF GUARANTEED DELIVERY (WHICH, TOGETHER WITH THE OFFER TO PURCHASE, CONSTITUTE THE “OFFER DOCUMENTS”). CAPITALISED TERMS USED BUT NOT DEFINED HEREIN SHALL HAVE THE MEANINGS GIVEN TO THEM IN THE OFFER TO PURCHASE.

This Notice of Guaranteed Delivery is being provided in connection with the offers by HSBC Holdings to purchase for cash in nine separate offers any and all of its outstanding notes listed below, upon the terms and subject to the conditions set forth in the Offer Documents. We refer to the outstanding notes listed in the table below collectively as the “Notes” and separately as a “series” of Notes. We refer to each offer to purchase a series of Notes as an “Offer”, and collectively as the “Offers”.

Acceptance Priority Level	Title of Notes	CUSIP	Maturity Date	Principal Amount Outstanding
1	4.000% Senior Unsecured Notes due March 2022	404280AN9	March 30, 2022	\$2,000,000,000
2	2.950% Senior Unsecured Notes due May 2021	404280AY5	May 25, 2021	\$1,541,839,000
3	2.650% Senior Unsecured Notes due January 2022	404280BF5	January 5, 2022	\$638,128,000
4	4.875% Senior Unsecured Notes due January 2022	404280AL3	January 14, 2022	\$417,483,000
5	Floating Rate Senior Unsecured Notes due January 2022	404280BG3	January 5, 2022	\$755,193,000
6	3.400% Senior Unsecured Notes due March 2021	404280AV1	March 8, 2021	\$978,489,000
7	5.100% Senior Unsecured Notes due April 2021	404280AK5	April 5, 2021	\$848,554,000

8	Floating Rate Senior Unsecured Notes due May 2021	404280AZ2	May 25, 2021	\$570,318,000
9	Floating Rate Senior Unsecured Notes due March 2021	404280AX7	March 8, 2021	\$511,535,000

The Depositary and Information Agent for the Offers is:

Depositary

Global Bondholder Services Corporation

By facsimile:

(For Eligible Institutions only):
(212) 430-3775 or (212) 430-3779
Confirmation: (212) 430-3774
Email: contact@gbsc-usa.com

By Mail:

65 Broadway – Suite 404
New York, NY 10006

By Overnight Courier:

65 Broadway – Suite 404
New York, NY 10006

By Hand:

65 Broadway – Suite 404
New York, NY 10006

Information Agent

Global Bondholder Services Corporation

65 Broadway – Suite 404
New York, NY 10006
Attn: Corporation Actions
Toll-free: (866) 470-4300
Banks and brokers: (212) 430-3774
Email: contact@gbsc-usa.com

Delivery of this Notice of Guaranteed Delivery to an address other than the one set forth above or transmission of instructions via facsimile to a number other than the facsimile number set forth above will not constitute a valid delivery to the Depositary. The method of delivery of this Notice of Guaranteed Delivery and all other required documents to the Depositary, including delivery through DTC and any acceptance or Agent's Message transmitted through ATOP (as defined and described in the Offer to Purchase), is at the election and risk of Holders.

The 5.100% Senior Unsecured Notes due April 2021, the 4.875% Senior Unsecured Notes due January 2022 and the 4.000% Senior Unsecured Notes due March 2022 may be tendered and accepted for payment only in an aggregate principal amount equal to \$2,000 and in integral multiples of \$1,000 in excess thereof. Holders who tender less than all of their Notes of these series must continue to hold at least \$2,000 in principal amount of Notes of such series

The 3.400% Senior Unsecured Notes due March 2021, the 2.950% Senior Unsecured Notes due May 2021, the 2.650% Senior Unsecured Notes due January 2022, the Floating Rate Senior Unsecured Notes due March 2021, the Floating Rate Senior Unsecured Notes due May 2021 and the Floating Rate Senior Unsecured Notes due January 2022 may be tendered and accepted for payment only in an aggregate principal amount of \$200,000 and in integral multiples of \$1,000 in excess thereof. Holders who tender less than all of their Notes of these series must continue to hold at least \$200,000 in principal amount of Notes such series.

No alternative, conditional or contingent tenders will be accepted for any series of Notes.

If a Holder desires to tender Notes pursuant to an Offer and such Holder cannot comply with the procedure for book-entry transfer by the Expiration Time, such Holder may effect a tender of Notes pursuant to the Guaranteed Delivery Procedures described in the Offer to Purchase if all of the following

are complied with:

- such tender is made by or through an Eligible Institution (as defined below);
- at or prior to the Expiration Time, such Eligible Institution has complied with ATOP's procedures applicable to guaranteed delivery and represented that the Holder(s) own such Notes and guaranteed that, no later than 5:00 p.m. (New York City time) on the second business day after the Expiration Time, unless extended or earlier terminated in respect of an Offer by us in our sole discretion (such date with respect to an Offer, as the same may be extended, the "Guaranteed Delivery Date"), a properly transmitted Agent's Message, together with confirmation of book-entry transfer of the Notes specified therein pursuant to the procedures set forth in the Offer to Purchase under the caption "*—Procedures for Tendering Notes*" will be deposited by such Eligible Institution with the Depository; and
- no later than 5:00 p.m. (New York City time) on the Guaranteed Delivery Date, a properly transmitted Agent's Message, together with confirmation of book-entry transfer of the Notes specified therein pursuant to the procedures set forth in the Offer to Purchase under the caption "*—Procedures for Tendering Notes,*" and all other required documents are received by the Depository.

Guaranteed Deliveries will expire at 5:00 p.m. (New York City time) on November 27, 2020.

The Notice of Guaranteed Delivery may be delivered by facsimile transmission, mail, overnight courier or hand delivery to the Depository and must include a guarantee by an Eligible Institution in the form set forth herein. For Notes to be properly tendered under the Guaranteed Delivery Procedures, the Depository must receive the Notice of Guaranteed Delivery at or prior to the Expiration Time.

FOR THE AVOIDANCE OF DOUBT, THE DELIVERY OF THE NOTES TENDERED BY THE GUARANTEED DELIVERY PROCEDURES MUST BE MADE NO LATER THAN THE GUARANTEED DELIVERY DATE; PROVIDED THAT HSBC HOLDINGS WILL NOT PAY ACCRUED INTEREST FOR ANY PERIODS FOLLOWING THE SETTLEMENT DATE (AS DEFINED BELOW) IN RESPECT OF ANY NOTES ACCEPTED IN THE OFFERS, INCLUDING THOSE TENDERED BY THE GUARANTEED DELIVERY PROCEDURES SET FORTH ABOVE, AND UNDER NO CIRCUMSTANCES WILL HSBC HOLDINGS PAY ADDITIONAL INTEREST ON THE CONSIDERATION AFTER THE SETTLEMENT DATE BY REASON OF ANY DELAY IN THE GUARANTEED DELIVERY PROCEDURES.

THE METHOD OF DELIVERY OF THE NOTES, THIS NOTICE OF GUARANTEED DELIVERY, AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY, INCLUDING DELIVERY THROUGH DTC, IS AT THE ELECTION AND RISK OF THE HOLDER TENDERING NOTES. IF SUCH DELIVERY IS MADE BY MAIL, IT IS SUGGESTED THAT THE HOLDER USE PROPERLY INSURED, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED AND THAT SUFFICIENT TIME BE ALLOWED TO ASSURE TIMELY DELIVERY.

The Eligible Institution that completes this form must communicate the guarantee to the Depository within the time period shown herein. Failure to do so could result in a financial loss to such Eligible Institution.

Foreign holders that want to tender using a guaranteed delivery process should contact their brokers or the Depository.

Ladies and Gentlemen:

The undersigned represents that the undersigned owns and hereby tenders to HSBC Holdings, upon the terms and subject to the conditions set forth in the Offer to Purchase and this Notice of Guaranteed Delivery and instructions thereto and hereto, receipt of which is hereby acknowledged, the principal amount of Notes, set forth below, all pursuant to the Guaranteed Delivery Procedures set forth in the Offer to Purchase.

The undersigned understands that tenders of Notes pursuant to an Offer may not be withdrawn after the Withdrawal Date, except in limited circumstances. Tenders of Notes may be validly withdrawn at any time at or prior to (a) the Withdrawal Date and (b) if any Offer is extended, the 10th Business Day after the Launch Date (as defined in the Offer to Purchase) of such Offer as provided in the Offer to Purchase. In addition, tendered Notes in an Offer may be withdrawn at any time after the 60th Business Day after the Launch Date of such Offer if for any reason such Offer has not been consummated within 60 Business Days after the Launch Date.

All authority conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall not be affected by, and shall survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the undersigned.

If the ATOP procedures are used to tender Notes held in book-entry form, such DTC participant need not complete and physically deliver the Notice of Guaranteed Delivery. However, such DTC participant will be bound by the terms of the relevant Offer, including this Notice of Guaranteed Delivery, as if it was executed and delivered by such Eligible Institution.

As more fully described in the Offer to Purchase, guaranteed deliveries will be required to be provided no later than the Guaranteed Delivery Date. The settlement date is expected to be November 30, 2020, unless extended or earlier terminated in respect of an Offer by us in our sole discretion (such date with respect to an Offer, as the same may be extended, the "Settlement Date"). HSBC Holdings will not pay Accrued Interest for any periods following the Settlement Date in respect of any Notes tendered in the Offers, and under no circumstances will additional interest be paid by HSBC Holdings by reason of any delay in the Guaranteed Delivery Procedures.

PLEASE SIGN AND COMPLETE

This Notice of Guaranteed Delivery must be signed by the DTC participant tendering Notes on behalf of the Holder(s) of such Notes exactly as such participant's name appears on a security position listing as the owner of such Notes. If the signature appearing below is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, agent or other person acting in a fiduciary or representative capacity, such person must set forth his or her name, capacity and address as indicated below and submit evidence satisfactory to HSBC Holdings of such person's authority to so act.

Aggregate Principal Amount of Notes Tendered: _____ Account Number: _____ Transaction Code Number: _____ Date: _____ The Participant holds the Notes Tendered through DTC on behalf of the following (" <u>Beneficiary</u> "): _____ _____ _____ _____ Name and Tel. No. of Contact (if known) at the Beneficiary: _____	Name of Participant: _____ Address of Authorized Signatory: _____ _____ _____ Area Code and Tel. No.: _____ Name(s) of Authorized Signatory: _____ _____ _____ Capacity: _____ Address of Authorized Signatory: _____ _____ _____ Area Code and Tel. No.: _____ Signature(s) of Authorized Signatory: _____
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GUARANTEE

(Not to be used for signature guarantee)

The undersigned, a firm that is a participant in the Securities Transfer Agents Medallion Program, or an “Eligible Institution” (meaning one of the firms or other entities identified and defined as an “eligible guarantor institution” in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended), hereby (i) represents that the above-named persons are deemed to own the Notes tendered hereby, (ii) represents that such tender of Notes is being made by guaranteed delivery and (iii) guarantees that confirmation of book-entry transfer of such Notes into the Depository’s account at the book-entry transfer facility, pursuant to the procedures set forth in “*Description of the Offers—Procedures for Tendering Notes*” in the Offer to Purchase, and any other required documents, will be received by the Depository at its address set forth above within the time period(s) indicated herein, as applicable.

The Eligible Institution that completes this form must communicate the guarantee to the Depository within the time period indicated herein. Failure to do so may result in financial loss to such Eligible Institution.

Name of Firm: _____

Authorized Signature: _____

Name: _____

Title: _____
(Please Type or Print)

Address: _____

Zip Code: _____

Area Code and Telephone Number(s): _____

Dated: _____, 2020