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HSBC Holdings plc

Overseas Regulatory Announcement

The attached announcement has been released to the other stock exchanges on which HSBC Holdings plc is listed.

The Board of Directors of HSBC Holdings plc as at the date of this announcement comprises: Sir Mark Edward Tucker*, Georges Bahjat Elhedery, Geraldine Joyce Buckingham†, Rachel Duan†, Dame Carolyn Julie Fairbairn†, James Anthony Forese†, Ann Frances Godbehere†, Steven Craig Guggenheimer†, Dr José Antonio Meade Kuribreña†, Kalpana Jaisingh Morparia†, Eileen K Murray†, Brendan Robert Nelson† and Swee Lian Teo†.

* Non-executive Group Chairman

† Independent non-executive Director

Hong Kong Stock Code: 5

HSBC Holdings plc

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23 September 2024

HSBC HOLDINGS PLC ANNOUNCES FINAL RESULTS OF TENDER OFFERS TO PURCHASE NOTES FOR CASH

HSBC Holdings plc (the '**Issuer**') announces today the final results of its invitations to holders of: (a) the EUR1,000,000,000 0.309% Fixed to Floating Rate Notes due 2026 (ISIN: XS2251736646) (of which EUR1,000,000,000 is currently outstanding) (the '**November 2026 Notes**') and/or; (b) the EUR1,250,000,000 2.50% Notes due March 2027 (ISIN: XS1379184473) (of which EUR1,250,000,000 is currently outstanding) (the '**March 2027 Notes**') (each a '**Series**' and together, the '**Notes**'), to tender such Notes for purchase by the Issuer for cash subject to satisfaction or waiver of the New Financing Condition (each such invitation an '**Offer**' and, together, the '**Offers**').

Capitalised terms used and not otherwise defined in this announcement have the meanings given in the tender offer memorandum prepared by the Issuer dated 16 September 2024 (the '**Tender Offer Memorandum**'). This announcement must be read in conjunction with the Tender Offer Memorandum.

RESULTS OF THE OFFERS

On 17 September 2024, the Issuer announced that the indicative Maximum Acceptance Amount for the Offers had been set at approximately EUR2,250,000,000.

The Expiration Deadline for the Offers was 4.00pm (London time) on 20 September 2024. As at the Expiration Deadline, EUR495,386,000 in aggregate principal amount of the November 2026 Notes and EUR490,415,000 in aggregate principal amount of the March 2027 Notes have been validly tendered pursuant to the Offers.

Following the Expiration Deadline, the Issuer hereby announces that the Maximum Acceptance Amount is EUR2,250,000,000 and that (subject to the satisfaction or waiver of the New Financing Condition on or prior to the Tender Offer Settlement Date) the aggregate principal amount of Notes accepted for purchase pursuant to the Offers is EUR985,801,000.

The Issuer further hereby announces that:

- (i) the Purchase Price, Benchmark Rate and Purchase Yield (in respect of each Series);
- (ii) the final aggregate principal amount of the Notes of each Series validly tendered pursuant to the Offers;
- (iii) each Series Acceptance Amount and the pro-ration factor for each Series (if any); and
- (iv) the principal amount of Notes of each Series that will remain outstanding after the Tender Offer Settlement Date (as defined below),

are as set out in the table below:

Series	Purchase Price	Benchmark Rate	Purchase Yield	Aggregate principal amount of Notes validly tendered	Series Acceptance Amount	Pro-ration factor	Principal amount of Notes that will remain outstanding after the Tender Offer Settlement Date (as defined below)
November 2026 Notes	97.105 per cent.	2.742 per cent.	2.942 per cent.	EUR495,386,000	EUR495,386,000	Not applicable	EUR504,614,000
March 2027 Notes	99.732 per cent.	2.360 per cent.	2.610 per cent.	EUR490,415,000	EUR490,415,000	Not applicable	EUR759,585,000

Subject to the satisfaction or waiver of the New Financing Condition on or prior to 25 September 2024, the settlement of the Offers and payment of each Purchase Consideration and Accrued Interest Payment in respect of the Notes accepted for purchase is expected to take place on 25 September 2024 (the '**Tender Offer Settlement Date**'). Notes repurchased by the Issuer pursuant to the Offers will be cancelled and will not be re-issued or re-sold. Notes which have not been validly submitted and accepted for purchase pursuant to the Offers will remain outstanding.

The Dealer Manager

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Tender Offer Website: <https://deals.is.kroll.com/hsbc>

DISCLAIMER

The offer period for the Offers has now expired. No further tenders of any Notes may be made pursuant to the Offers. This announcement must be read in conjunction with the Tender Offer Memorandum. No offer to acquire or exchange any securities is being made pursuant to this announcement. This announcement and the Tender Offer Memorandum contain important information, which must be read carefully. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own financial, legal and any other advice, including in respect of any tax financial, accounting, regulatory and tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. None of the Issuer, the Dealer Manager or the Tender Agent or their respective directors, employees or affiliates will have any liability or responsibility in respect of any decision of a Noteholder as to their decision of whether to participate or not to participate in the Offers.

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Note to editors:

HSBC Holdings plc

HSBC Holdings plc, the parent company of the HSBC Group, is headquartered in London. HSBC serves customers worldwide from offices in 60 countries and territories. With assets of US\$2,975bn at 30 June 2024, HSBC is one of the world's largest banking and financial services organisations.

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