



# ShareMatch Invitation 2019

Make your life a little brighter





**ShareMatch** is an exciting opportunity for you to buy HSBC shares and share in our success. Furthermore, for every **three** shares that you buy, we'll give you one free – so that is equivalent to a **25% discount** at the date of purchase.

By joining ShareMatch you'll become a shareholder in HSBC. You'll earn any dividends paid by HSBC, be able to vote at the Annual General Meeting and benefit from any share price growth.\*

More than 24,000 colleagues across 27 countries have bought shares through ShareMatch since it was launched in 2014.

**Make your life a little brighter, do not miss the deadline to join ShareMatch: 18 September 2019 (midnight UK time)**

\*Please note the share price can go down as well as up

**Watch our animated video to see the highlights of ShareMatch...**



## About ShareMatch ►

### Your contributions

- Choose how much you'd like to contribute from October 2019 (click [here](#) to see the limits in your country)
- Your contributions will come out of your salary before you get paid (direct debit deductions from salary bank account will apply in Hong Kong and Malaysia)
- Your contributions are used to buy HSBC shares at the end of each quarter, either on the London Stock Exchange, or the Hong Kong Exchange if that's where you're based
- You can stop and restart your contributions any time you want during the year (click [here](#) for dealing restrictions)
- If you are still making contributions next September, you will be automatically re-enrolled for the next year – this saves you having to enrol each year. You can change your contribution amount at this time too
- When you join the plan you can elect to always contribute at the minimum or maximum amount for your country (as the amounts will be updated for foreign exchange movements each year).

### Your shares

#### Your Investment Shares

Your contributions are used to buy HSBC shares at the end of each quarter, either on the London Stock Exchange, or the Hong Kong Stock Exchange if you are based in Hong Kong. We call these your **Investment Shares**.

#### Your Matching Shares

For every three shares you buy we give you one more for free. We call these your **Matching Shares**.

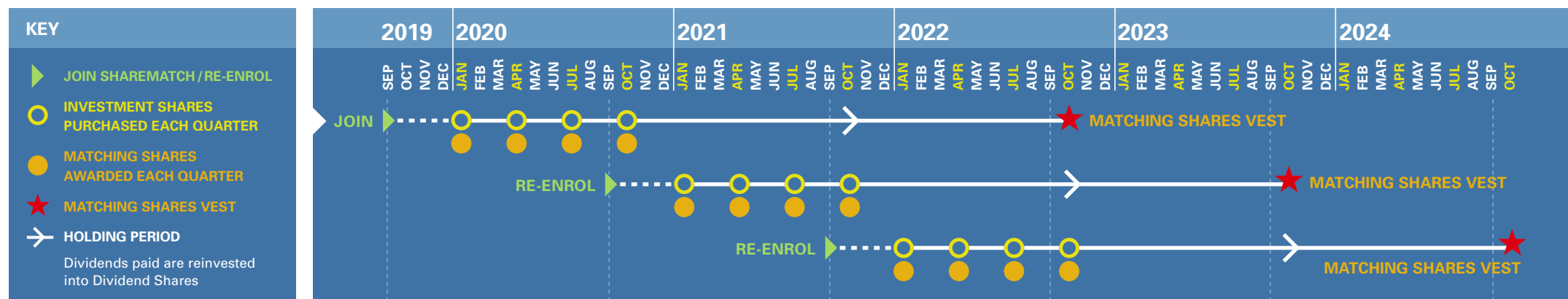
You will receive your Matching Shares i.e. they will vest to you if:

- you stay employed by HSBC until October 2022, and
- you hold onto the Investment Shares until October 2022.

#### Your Dividend Shares

You will be eligible for any dividends that are declared on the Investment Shares (if you keep the Matching Shares that become yours after October 2022 you'll get dividends on these too). The dividends will be reinvested in HSBC shares and added to your ShareMatch Account. We call these your **Dividend Shares**.

The diagram below shows how the plan works.



## How it works ▶

- ▶ **If you choose to contribute the maximum amount each month**, equivalent to GBP 250 per month and GBP 3,000 for the whole year, your ShareMatch plan could look like the example below.

	JAN 2020	APR 2020	JUL 2020	OCT 2020	TOTAL
Indicative share price	£ 6.00	£ 6.50	£ 7.00	£ 7.25	
Investment Shares purchased	125.0000	115.3846	107.1429	103.4483	450.9758
Matching Shares awarded	41.6667	38.4615	35.7143	34.4828	150.3253
<b>Total number of shares available in October 2022</b>					<b>601.3011</b>

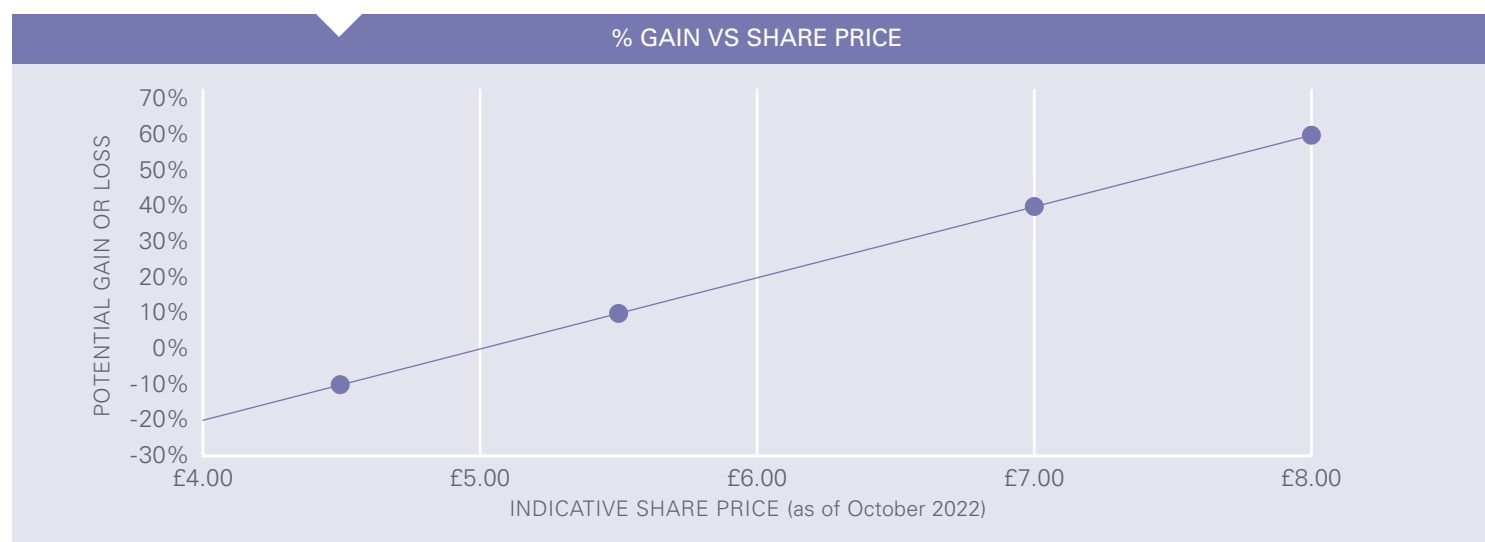
This example does not include Dividend Shares

Just hold your Investment Shares and stay employed by HSBC until October 2022 and these Matching Shares will vest to you in October 2022.

Everything you contribute is invested in HSBC shares which means you may get fractional shares.

- ▶ **When you buy three shares and get one free you are effectively getting a 25% discount.**

In the graph opposite, hover over the dots to see how changes in the share price will affect the return on your investment once your Matching Shares vest in October 2022.



**It is important to remember that share prices can go down as well as up and there is some risk attached to owning shares in any company, including HSBC. The graph above is for illustrative purposes only.**

**If you are investing in HSBC shares in a currency different to your local currency, your investment will be subject to exchange rate risk.**



## Your Shares ►

### When can I sell?

You can sell your Investment Shares at any time\*, however if you sell them before October 2022 you will **forfeit** the corresponding Matching Shares. You will get a warning on your ShareMatch Account to let you know how many Matching Shares you are forfeiting.

You can sell your Dividend Shares any time you want without any impact on your Matching Shares.\*

\* Subject to any relevant personal account dealing restrictions. Click [here](#) to find out more.

### What about tax?

In many countries your Matching Shares will be taxed when you receive them in October 2022. Where HSBC has an obligation to withhold the tax, some of your shares will automatically be sold to cover the estimated taxes due.

In some countries you may also be subject to tax on the sale of your shares and/or on any dividends you receive.

The tax treatment of your shares will depend on your personal circumstances and may be subject to change in the future. It is your responsibility to take the necessary actions in respect of your personal tax obligations.

[Find out more about HSBC shares on our \*\*Investor Relations\*\* site](#) ►



## How to join ►

Do you think your life could be a little brighter with ShareMatch?

You can check the contribution limits, enrolment deadlines and any other country specific information on the [My Country](#) page.



Joining is easy, there are two ways:

### 1. Online via HRDirect

- Access the Computershare site from your HSBC workstation by clicking [here](#)
- Click **Apply** next to the ShareMatch Plan and follow the instructions
- **Enter your PIN** to confirm your enrolment (if you've forgotten it, reset it by clicking on the **Forgotten PIN** link).

### 2. Online at [www.hsbc.com/employeeshareplans](http://www.hsbc.com/employeeshareplans)

- **Enter your User ID**, which can be found at the top of your invitation email, and your PIN. If you are a new user your PIN will be your eight-digit staff number. On your first log in you will need to set up security questions and enter your email address
- Click on **Apply** next to the ShareMatch Plan and follow the instructions
- **Enter your PIN** to confirm your enrolment

**If you miss the deadline you will not have another opportunity to join ShareMatch before September 2020.**



**You should not join ShareMatch if you are in possession of Material Non-Public Information (MNPI) in relation to HSBC.**  
Read more about the dealing policy [here](#).

**HSBC cannot give you any advice about whether ShareMatch is right for you, if you need more help to reach a decision you could ask a professional adviser.**

## My country ►

**Select your country from the list below** to see how much you can contribute to the Plan, your local deadline for joining ShareMatch and any country specific information:





## What happens if...

### I want to stop my contributions?

You can stop and re-start your contributions whenever you want to, subject to personal account dealing **restrictions**. You can do this by logging in to your ShareMatch Account.

### I move to a new role at HSBC?

You can stay in the plan as long as your new role is in the UK or a country that offers ShareMatch.

### I leave HSBC?

- ▶ Once you have left HSBC you will not be able to make any more contributions to ShareMatch. You will keep any Investment and Dividend Shares plus any Matching Shares where the holding period has ended.
- ▶ Any contributions you have made which have not been used to buy shares yet will be refunded to you via payroll.
- ▶ If you are leaving as a result of retirement, redundancy, injury, disability, illness or because your employing company is being sold, you will keep all your Matching Shares. If you are leaving for any other reason you will forfeit your Matching Shares where the holding period has not ended.
- ▶ You will receive communication from Computershare. Please enter a personal email address in your Computershare account and update your home address, to ensure they can contact you.
- ▶ You will have 90 days to transfer or sell your shares, so please take action as soon as you receive your communication.



See more common questions and read more about managing your ShareMatch account in the **Participant's Guide**:  
**HRDirect > Benefits & Share Plans > Employee Share Plans**

## Help ►

You can contact HR for help to understand the plan if you have any questions via HRDirect by clicking on the **Contact HRDirect** button and selecting **Benefits and Share plans** as the service.

Please contact Computershare for any queries about accessing your account.

✉ **Email:** [HSBCShareMatch@computershare.co.uk](mailto:HSBCShareMatch@computershare.co.uk)

☎ **Helpline:** +44 370 703 0161

**Support is available Monday to Friday 8am to 10.30pm UK time (excluding UK public holidays)**

**ShareMatch 2019 is open to everybody working in a participating country who was employed on 1 July 2019 or earlier.** If you are eligible to join ShareMatch, you will receive an invitation email from the plan administrator, Computershare on **2 September 2019** with instructions on how to join.



# Legal and Regulatory Compliance ►

## Dealing policy

The purchase of Investment Shares with your contributions, receipt of Dividend Shares and grant of awards of Matching Shares will not constitute 'dealings' under the HSBC Global Personal Account Dealing Policy ('the PAD Policy'). However, under the policy, the sale of your Investment, Dividend and/or Matching Shares is 'dealing'.

In accordance with the PAD Policy, if you are a **Covered Worker** you must seek advance clearance via the Global Personal Account Dealing system ('GPAD system') or local equivalent.

If you have received an email from Regulatory Compliance stating that you are **subject to a closed period**, you may only sell or deal in an open period. If in doubt, contact your usual Regulatory Compliance contact.

If you are a **PDMR** you must seek clearance from Group Company Secretary.

If you have access to Material Non-Public Information (MNPI) in respect of the HSBC Group you are not permitted to sell or deal in HSBC Group securities and you should not make any changes to your contributions.

You should not join ShareMatch if you are in possession of MNPI in relation to HSBC.

**PDMRs (Person Discharging Managerial Responsibilities)** – these are typically our Group Management Board members. Group or Local Company Secretariat will let you know if you are a PDMR and subject to trading restrictions.

**Employees subject to closed periods** – if you are not sure whether you are an employee who is subject to closed periods, then you should check with your usual Regulatory Compliance contact.

**Covered Workers** – if you're not sure whether you are a Covered Worker, please refer to the [Global PAD policy](#) or check with your usual Regulatory Compliance contact.

## Legal information

### Grantor

Awards under ShareMatch (the Plan) are granted by HSBC Holdings plc, not your HSBC employing entity. The shares which are the subject of these awards are new or existing ordinary shares in HSBC Holdings plc. More information in relation to HSBC including the share price can be found at the following website: [www.hsbc.com](http://www.hsbc.com)

### Plan Documents

Your participation in the Plan is subject to the rules of the Plan and the terms of the Investment Share and Matching Award Agreement which can be found here [HRDirect > Benefits & Share Plans > Employee Share Plans](#)

### No Public Offer

Awards under the Plan are being offered to you in your capacity as an employee in the HSBC group of companies.

This is a private placement directed at eligible employees of HSBC only. This offering is not intended for the general public and may not be used for any public offer which requires a prospectus.

If you have access to the documents about the Plan and you are not an employee of HSBC eligible to join the Plan, please disregard the documents as you are not an intended recipient.

### No Registration

Awards under the Plan have not been authorised or approved by the Hong Kong regulator or any other applicable securities authorities in any jurisdiction and may have been offered pursuant to an exemption from registration in your local jurisdiction. The regulatory bodies in your jurisdiction accept no responsibility for the accuracy and completeness of the statements and information contained in

the Plan documents and take no liability whatsoever for any loss arising from reliance upon the whole or any part of the contents of the Plan documents.

### No Prospectus

No prospectus or similar offering or registration document has been prepared, authorised or approved by any applicable authority in your jurisdiction unless you are a U.S. person.

This offer is being made as part of an employee incentive programme in order to provide an additional incentive and to encourage employee share ownership and to increase your interest in the success of HSBC. The obligation to publish a prospectus in the EU does not apply because of Article 1(4)(i) of the EU Prospectus Regulation. The total maximum number of shares which are the subject of this offer will not on any day exceed 10% of the issued ordinary share capital of HSBC Holdings plc, when added to the total number of shares which have been allocated in the previous 10 years under the Plan and all other employee share plans operated by HSBC Holdings plc.

### No Transfer

No awards earned or granted under the Plan may be transferred or assigned except as expressly permitted by HSBC Holdings plc in writing.

### Resale Restrictions

The shares you may acquire under this Plan may be subject to restrictions on transfer and resale in your local jurisdiction. The shares may not be offered, sold, advertised or otherwise marketed in circumstances which constitute any type of public offering of securities, unless an exemption applies.

### Plan Expiry

The Plan has an expiry date of 28 May 2020, when it may be renewed (subject to approval by shareholders) or discontinued. The Plan can be amended by HSBC at any time, but certain changes must be approved by shareholders first.

### Exchange controls

You are responsible for complying with any exchange control reporting requirements which apply to you as a result of taking part in the Plan. Please see the Computershare Nominee Account Employee Reporting Guidance for further information here: [HRDirect > Benefits & Share Plans > Employee Share Plans](#).

### No Advice

HSBC is not providing you with any legal, financial or investment advice in relation to the Plan or your HSBC shares. You are advised to exercise caution in relation to the offer being made under the Plan. If you do not understand or are in any doubt about any of the contents of the Plan documents, you should obtain independent financial advice.

### Your Data

For the purposes of compliance with the General Data Protection Regulation (EU) 2016/679, the way in which your personal data is treated by the Company, including its grounds for processing your data, is set out in the policy document (HSBC HR Data Privacy Notice) which can be found by accessing this [Link](#). If you leave the HSBC group and no longer have access to this, you can still view the policy under the "Plan Documentation" section of Computershare's website.