In accordance with Section 708 of the Companies Act 2006.

SH06

Notice of cancellation of shares

Companies House

✓ **What this form is for**
You may use this form to give notice of a cancellation of shares by a limited company on purchase

✗ **What this form is NOT for**
You cannot use this form to give notice of a cancellation of shares held by a public company under section 663 of the Companies Act 2006. To do this, please use form SH07.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number: 6 1 7 9 8 7

Company name in full: HSBC Holdings plc

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Date of cancellation

Date of cancellation: d 2 d 2 m 0 m 7 y 2 y 0 y 2 y 2

3 Shares cancelled

Class of shares (E.g. Ordinary/Preference etc.)	Number of shares cancelled	Nominal value of each share
Ordinary	1,565,528	$0.50

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4 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency table A

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, $, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, $, etc) Including both the nominal value and any share premium
GBP	Non-cumulative Series A Sterling Preference	1	0.01 GBP	
	Totals	1	0.01 GBP	

Currency table B

USD	Ordinary	20,321,881,497	10,160,940,748.50 USD	
	Totals	20,321,881,497	10,160,940,748.50 USD	

Currency table C

	Totals			

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	20,321,881,498	0.01 GBP + 10,160,940,748.50 USD	0.00 GBP + 0.00 USD

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

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5 Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share
Non-cumulative Series A Sterling Preference

Prescribed particulars ❶
Holders have a right to a non-cumulative preferential dividend at a rate of GBP0.04 per annum in priority to the payment of a dividend to holders of any other class of shares (except other shares which rank pari-passu with or in priority to such preference shares). Dividends are paid quarterly at the Board';s discretion. Holders have no right to participate in the profits or assets of the company other than as set out in the Articles, or to participate in an offer by way of rights or bonus issue, and have no right of conversion. On a winding up holders have the right to receive out of assets available for distribution in priority to any payment to holders of any other class of shares (except other shares which rank pari-passu with or in priority to such preference shares) a sum equal to any unpaid dividend on the preference shares and GBP1.00 per share. The preference shares can be redeemed at any date as may be determined by a resolution of the Directors. There are no voting rights attached to these shares.

Class of share
Ordinary

Prescribed particulars ❶
Subject to law and the Company';s Articles at general meetings, holders of ordinary shares present in person or by proxy have on a show of hands one vote and on a poll one vote for every share held. If a shareholder is, under applicable listing rules, required to abstain from voting on a resolution or restricted to voting only for or only against a resolution, any votes cast by or on behalf of such shareholder in contravention of such restriction will not be counted. Subject to law and the Company';s Articles, holders of ordinary shares have rights to dividends declared by ordinary resolution or interim dividends declared by the Board. Dividends are paid pro-rata to the percentage of the nominal amount paid up on the shares during the period in respect of which the dividend is paid. A share can be issued on terms that it ranks for dividend from a particular date.

Subject to shareholders authority the Board may offer the holders of ordinary shares the right to elect to receive ordinary shares of the same or a different currency, credited as fully paid, instead of cash in respect of the whole or part of any dividend. On a winding up the assets available for distribution to holders of ordinary shares will be distributed in accordance with applicable law.

Class of share

Prescribed particulars ❶

❶ **Prescribed particulars of rights attached to shares**
The particulars are:
a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages
Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature
Signature
X For HSBC Holdings plc X

Lee T Davis
Head - Shareholder Governance

This form may be signed by:
Director❷, Secretary, Person authorised❸, Administrator , Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name: Bayo Adeyeye

Company name: HSBC Holdings plc

Address: Level 41

8 Canada Square

Post town: London

County/Region:

Postcode: E14 5HQ

Country: United Kingdom

DX:

Telephone: 020 3359 2160

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

In accordance with Section 708 of the Companies Act 2006.

SH06 - continuation page

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4 Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	**Class of shares** E.g. Ordinary/Preference etc.	**Number of shares**	**Aggregate nominal value** (£, €, $, etc) Number of shares issued multiplied by nominal value	**Total aggregate amount unpaid, if any** (£, €, $, etc) Including both the nominal value and any share premium
	Totals			

In accordance with Section 708 of the Companies Act 2006.

SH06 - continuation page

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5 Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	
Prescribed particulars	

❶ **Prescribed particulars of rights attached to shares**

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;

b. particulars of any rights, as respects dividends, to participate in a distribution;

c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and

d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.