

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

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【会社名】 エイチエスピーシー・ホールディングス・ピーエルシー
(HSBC Holdings plc)

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【電話番号】 03-6632-6600

【縦覧に供する場所】 該当なし

(注)

1. 別段の記載のない限り、本書中の「米ドル」または「US\$」はアメリカ合衆国の法定通貨を、「円」または「JPY」は日本の法定通貨を指す。2019年12月4日(日本時間)現在における株式会社三菱UFJ銀行発表の対顧客電信直物売買相場の米ドルの日本円に対する仲値は、1米ドル=108.57円であった。本書において記載されている米ドルの日本円への換算はかかる換算率によって便宜上なされているもので、将来の換算率を表すものではない。
2. 別段の記載のない限り、本書中の「ポンド」または「£」は英国スターリングポンドを指す。2019年12月4日(日本時間)現在における株式会社三菱UFJ銀行発表の対顧客電信直物売買相場のポンドの日本円に対する仲値は、1ポンド=141.12円であった。本書において記載されているポンドの日本円への換算はかかる換算率によって便宜上なされているもので、将来の換算率を表すものではない。
3. 本書の表の計数が四捨五入されている場合、合計は必ずしも計数の総和と一致しない。

1【提出理由】

エイチエスピーシー・ホールディングス・ピーエルシー（以下「当社」又は「Company」という。）は、当社の発行する新株予約権証券の本邦以外の地域における募集について、金融商品取引法第24条の5第4項および第15項ならびに企業内容等の開示に関する内閣府令第19条第2項第1号の規定に基づき、以下のとおり本外国会社臨時報告書を提出いたします。

(注) 本新株予約権証券（以下「Option(s)」という。）は、1993年に取締役会により採択され、株主総会で承認された、当社の貯蓄連動型ストックオプション制度（英国用）（その後の改正を含み、以下「本制度」又は「Plan」という。）に参加することを選択した当社またはその指定子会社の日本国外の適格従業員に対して、本制度に関する規則（以下「Rule」という。）に基づき付与される。

2【報告内容】

(1) Type and name of the securities

Share acquisition rights (the "Option")

(2) Number of Options to be issued

UK Sharesave 3 Year Plan:	25,450,242
UK Sharesave 5 Year Plan:	6,679,417
Total:	32,129,659

(3) Issue price and amount to be incorporated into capital

(i) Issue price: £0 (JPY0)

(ii) Amount to be incorporated into capital: £0 (JPY0)

(4) Aggregate total amount to be issued and aggregate amount to be incorporated into capital

(i) Aggregate total amount to be issued: £0 (JPY0)

(ii) Aggregate amount to be incorporated into capital: £0 (JPY0)

Options shall be granted to those eligible employees outside Japan without involving any payment.

(5) Kind of shares, its details and numbers underlying the Option

(i) Kind of shares

Ordinary Shares of the Company (the "Shares")

(ii) Details of shares

The Shares issued pursuant to the Plan shall rank pari passu in all respects with the Shares then in issue, except that they will not rank for any rights attaching to Shares by reference to a record date preceding the date of exercise.

(iii) Number of shares

32,129,659 Shares in total at the maximum

(Details: UK Sharesave 3 Year Plan – 25,450,242 Shares, UK Sharesave 5 Year Plan – 6,679,417 Shares.)

(6) Amount to be paid upon exercise of the Option

£4.692 (JPY662) per Share

As determined by the Directors, at which an eligible employee may acquire Shares in respect of which an Option has been granted to him, being not less than:

(i) 80% of the Market Value

The Market Value means in relation to a Share on any day,

(x) save as mentioned in (y) below, its market value as determined in accordance with Part VIII of the Taxation of Chargeable Gains Act 1992 and agreed in advance with the Shares Valuation Division of HM Revenue & Customs; or

(y) if and so long as the Shares are listed by the UK Listing Authority, the average of the middle market quotations of a Share (as derived from the Daily Official List of The London Stock Exchange) for the five dealing days falling within the grant period immediately preceding the date of the relevant invitation made under Rule 2(1),

provided that the market value of a Share subject to a Restriction (as provided in paragraph 48(3) of the Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003) shall be determined as if such Share were not subject to a Restriction) of a Share; or

(ii) if greater, and Shares are to be subscribed, the nominal value of a Share, subject to any adjustment pursuant to Rule 10(1);

(7) Exercise period of the Option

As determined by the Directors, the exercise period shall be as follows:

UK Sharesave 3 Year Plan: 3 years, exercisable from 1 November 2022 to 30 April 2023

UK Sharesave 5 Year Plan: 5 years, exercisable from 1 November 2024 to 30 April 2025

(8) Condition to exercise the Option

(i) (a) Save as provided in (ii) below and Rules 7, an Option may be exercised only during the relevant period specified below commencing with the Bonus Date (the earliest date on which a bonus becomes due under whichever of the Minimum Bonus (the Bonus (any sum payable by way of terminal bonus under a savings contract being the additional payment made by the nominated savings authority when repaying contributions under a savings contract) so

payable after 36 monthly contributions) or Standard Bonus (Bonus so payable after 60 monthly contributions) the savings contract is taken to include) under the relevant savings contract; and

- (b) save as provided in (ii)(a) and (b) below, an Option shall not be exercisable later than six months after the Bonus Date; and
- (c) save as provided in (ii) below, an Option may only be exercised by an Option Holder whilst he is a director or employee of the Company or the designated subsidiaries.
- (ii) An Option may be exercised by an Option Holder or his personal representatives within the periods specified in relation to the applicable circumstances set out below:
 - (a) within 12 months following the date of his death if such death occurs before the Bonus Date; or
 - (b) within 12 months following the Bonus Date in the event of his death within six months after the Bonus Date; or
 - (c) within six months following his ceasing to hold the office or employment by virtue of which he is eligible to participate in the Plan by reason of being unable to work on account of any injury or disability, being made redundant within the meaning of the Employment Rights Act 1996, or on retirement in accordance with the Company's normal retirement policies; or
 - (d) within six months following his ceasing to hold such office or employment by virtue of which he is eligible to participate in the Plan by reason of (i) the Company ceasing to have Control of the company for which he worked or (ii) the transfer of the business or part of the business in which he works to a person who is neither an Associated Company nor a Subsidiary; or
 - (e) within six months following his ceasing, more than three years after the Date of Grant of the Option, to hold such office or employment by reason of early retirement with the consent of the employing company, or by reason of pregnancy,

and for the purposes of the Plan (and, in particular, (iv)(e) below) a woman who is on maternity leave (as defined by the Employment Relations Act 1999) by reason of pregnancy or confinement and who exercises her right to return to work in accordance with the Employment Relations Act 1999 before exercising an Option shall be treated as not having ceased to hold such office or employment. If she does not so exercise her right to return to work she will be regarded as having ceased to hold such an office or employment on the last day on which she is entitled to return to work.

- (iii) No person shall be treated for the purposes of (i)(c), (ii)(c) to (e) above and (iv)(e) below as ceasing to hold an office or employment by virtue of which he is eligible to participate in the Plan until he ceases to hold any office or employment in the Company or any Associated Company of the Company or any company of which the Company has Control. For the purpose of this Rule the definition of Associated Company carries the amended meaning given by paragraph 35(4) of the Schedule.
- (iv) An Option shall lapse upon the occurrence of the earliest of the following events:
 - (a) subject to (b) below, on the expiry of six months from the Bonus Date; or
 - (b) where the Option Holder dies:
 - (x) before the Bonus Date, 12 months after the date of death; or
 - (y) in the period of six months after the Bonus Date, 12 months after the Bonus Date;

- (c) the expiry of any of the applicable periods specified in (ii)(c), (d) and (e) above, save that, if at the time any of such applicable periods expire, time is running under (ii)(a) or (b) above, the Option shall not lapse by reason of this (iv)(c) until the expiry of the period in (ii)(a) or (b) above; or
 - (d) the expiry of any of the periods of exercise specified in Rules 7(2)(b), (c) and (d) save with regard to any Option which is rolled over pursuant to Rule 7(3); or
 - (e) the date on which an Option Holder ceases to be a director or employee of the Company or any of the designated subsidiaries or any Associated Company of the Company for any reason other than those specified in (ii) above; or
 - (f) the date on which a resolution is passed, or an order is made by the Court, for the compulsory winding-up of the Company; or
 - (g) the date on which the Option Holder does or omits to do anything, as a result of which he is deprived of the legal or beneficial ownership of the Option; or
 - (h) subject to Rule 7(3), where Rule 7(1)(a) applies, six weeks from the date on which the person referred to therein who obtains Control of the Company is first entitled or bound to acquire compulsorily any Shares pursuant to Sections 979 to 982 or 983 to 985 of the Companies Act 2006.
- (9) Amount to be incorporate into capital out of the issue price of the shares when shares are issued upon exercise of the Option

£4.692 (JPY662) per share

(10) Matters concerning transfer of Option

Except as otherwise provided in these Rules, every Option shall be personal to the Option Holder to whom it is granted and shall not be transferred, assigned or charged. Each Option certificate shall carry a statement to this effect.

(11) Issue Method

Shall be done by way of allocating to eligible employees.

(12) Names of underwriters

Not applicable.

(13) Offering areas

United Kingdom

(14) Aggregate amount of proceeds to be obtained by the Issuer and the details, amounts and scheduled timings of usage of each of the use or proceeds

(i) Aggregate amount of proceeds to be obtained by the Issuer

Aggregate amount to be paid upon exercise of the Option	Estimated Amount of Issue Cost	Total Amount of Net Proceeds

£150,805,812
(JPY21,281,716,189)

£0 (JPY0)

£150,805,812
(JPY21,281,716,189)

Use of proceeds

In general, the net proceeds will be used for general operational purposes and its specific details, amounts allocated for each purpose and the timing of expenditure are currently unknown and estimated to be determined depending on such matters as operational condition of the Company.

(15) Grant date of the Option

20 September 2019

On the grant date of the Option, each eligible employee will receive a right to purchase Shares during the exercise period under the Plan.

(16) Name of the financial exchange to which such securities is contemplated to be listed

Not applicable.

Other Matters

Called up share capital (as at 28 November 2019): US\$ 10,156 million (JPY 1,102,669 million)

Number of Issued Shares (as at 28 November 2019)

	Aggregate Number of Issued Shares
Ordinary Shares, US\$0.50 par value	20,312,563,382 (Note)
Non-Cumulative Preference Share, US\$0.01 par value	1,450,000
Non-Cumulative Preference Share, £0.01 par value	1

(Note) Excluding the treasury shares held.