



INFORMATION:

The extraordinary general meeting will be held as a virtual general meeting without the physical presence of the shareholders or their proxies. Please note the special conditions for participating in and voting at the virtual general meeting, which are set out in the “Virtual general meeting” section.

HSBC Trinkaus & Burkhardt AG

Düsseldorf

ISINs DE0008115106, DE0008115148,
German securities identification numbers (WKN) 811 510, 811 514

Notice of meeting

to the shareholders of our company inviting them to attend the
extraordinary general meeting (virtual general meeting)

which will take place on:

Thursday, 19 November 2020, 10.00 hrs CET (= 09.00 hrs UTC (co-ordinated universal time)).

The meeting will take place

without the shareholders, or their proxies, being physically present

at HSBC Trinkaus & Burkhardt AG's offices, Königsallee 21/23, 40212 Düsseldorf.

The entire meeting will be webcasted live for shareholders that have properly registered and provided proof of their right to participate in and vote at the general meeting at the company's website <https://www.about.hsbc.de/de-de/investor-relations/annual-general-meeting> by means of audio and video transmission.



Agenda

Sole agenda item:

Passing of a resolution on the transfer of the shares of the minority shareholders of HSBC Trinkaus & Burkhardt AG, Düsseldorf, to HSBC Germany Holdings GmbH, Düsseldorf, in return for adequate cash compensation pursuant to sections 327a et seq. of the German Stock Corporation Act (squeeze-out under stock corporation law)

Pursuant to section 327a para. 1 sentence 1 of the German Stock Corporation Act (*Aktiengesetz – AktG*) the general meeting of a German stock corporation (*Aktiengesellschaft – AG*) may resolve, at the request of a shareholder that holds shares of the company equal to at least 95% of the share capital (principal shareholder) to transfer the shares of the other shareholders (minority shareholders) to the principal shareholder in return for adequate cash compensation. HSBC Germany Holdings GmbH, having its statutory seat in Düsseldorf, registered in the commercial register (*Handelsregister*) of the Local Court (*Amtsgericht*) of Düsseldorf under HRB 30712, wishes to make use of this option.

At the time when this general meeting is convened, HSBC Trinkaus & Burkhardt AG's share capital amounts to €91,423,896.95 and is represented by 34,088,053 no-par-value bearer shares.

At present, HSBC Germany Holdings GmbH directly holds a total of 33,859,052 no-par-value bearer shares in the share capital of HSBC Trinkaus & Burkhardt AG. Consequently, HSBC Germany Holdings GmbH holds approximately 99.33%, and thus more than 95%, of the share capital of HSBC Trinkaus & Burkhardt AG and is the latter's principal shareholder within the meaning of section 327a para. 1 sentence 1 of the German Stock Corporation Act.

In its letter dated 25 May 2020, HSBC Germany Holdings GmbH submitted a formal request to the management board of HSBC Trinkaus & Burkhardt AG, asking that the general meeting of HSBC Trinkaus & Burkhardt AG resolve to transfer the minority shareholders' shares to HSBC Germany Holdings GmbH, as principal shareholder, in return for adequate cash compensation in accordance with section 327a para. 1 of the German Stock Corporation Act and that all measures required under sections 327a et seq. of the German Stock Corporation Act be taken to ensure that it will be possible to pass such transfer resolution at a general meeting of HSBC Trinkaus & Burkhardt AG. HSBC Germany Holdings GmbH specified this request in its letter dated 8 October 2020, stating the cash compensation's amount. On the basis of an expert valuation opinion prepared by KPMG AG, Wirtschaftsprüfungsgesellschaft, HSBC Germany Holdings GmbH determined the amount of the cash compensation to be paid to the minority shareholders in return for the transfer of their shares to be €67.93 per no-par-value bearer share. HSBC Trinkaus & Burkhardt AG publicly announced the amount of the cash compensation determined by HSBC Germany Holdings GmbH in an ad hoc announcement dated 8 October 2020.

In a written report dated 8 October 2020, HSBC Germany Holdings GmbH outlined to the general meeting of HSBC Trinkaus & Burkhardt AG the prerequisites for the transfer of the minority shareholders' shares and explained the adequacy of the cash compensation determined by it, giving reasons as to why it was adequate (so-called transfer report). The cash compensation's adequacy was assessed and confirmed in the audit report dated 7 October 2020, by the expert auditor appointed by the Regional Court (*Landgericht*) of Düsseldorf on 30 June 2020, Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Düsseldorf.



Prior to convening this general meeting, HSBC Germany Holdings GmbH submitted to the management board of HSBC Trinkaus & Burkhardt AG a guarantee statement in accordance with section 327b para. 3 of the German Stock Corporation Act issued by COMMERZBANK Aktiengesellschaft, Frankfurt am Main, which is a credit institution authorised to conduct business within the scope of the German Stock Corporation Act. In such guarantee statement, COMMERZBANK Aktiengesellschaft declares that it guarantees the fulfilment of HSBC Germany Holdings GmbH's obligation to pay to the minority shareholders of HSBC Trinkaus & Burkhardt AG, once the transfer resolution has been registered in the commercial register of HSBC Trinkaus & Burkhardt AG, the determined cash compensation in exchange for the transferred shares without undue delay (*unverzüglich*).

The management board and supervisory board of HSBC Trinkaus & Burkhardt AG propose that the following resolution be passed:

"The no-par-value bearer shares of the other shareholders (minority shareholders) of HSBC Trinkaus & Burkhardt AG will be transferred to the principal shareholder pursuant to sections 327a et seq. of the German Stock Corporation Act in return for adequate cash compensation payable by HSBC Germany Holdings GmbH (principal shareholder) in the amount of €67.93 per no-par-value bearer share in HSBC Trinkaus & Burkhardt AG."

From the time the general meeting is convened, the following documents will be made available and may be retrieved free of charge on HSBC Trinkaus & Burkhardt AG's website at

<https://www.about.hsbc.de/de-de/investor-relations/annual-general-meeting>:

- the draft transfer resolution;
- HSBC Trinkaus & Burkhardt AG's annual financial statements and the consolidated financial statements and combined management reports and consolidated management reports for the 2019, 2018 and 2017 financial years;
- the transfer report dated 8 October 2020 rendered by HSBC Germany Holdings GmbH pursuant to section 327a para. 2 sentence 1 of the German Stock Corporation Act (including all Annexes, in particular the expert opinion dated 5 October 2020 prepared by KPMG AG, Wirtschaftsprüfungsgesellschaft and the guarantee statement issued by COMMERZBANK Aktiengesellschaft); and
- the audit report prepared by Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, the expert auditor chosen and appointed by the court, dated 7 October 2020

These documents will remain available to HSBC Trinkaus & Burkhardt AG's shareholders during the virtual general meeting on 19 November 2020 at the aforementioned website.



Virtual general meeting

By resolution dated 6 October 2020 the management board decided, with the supervisory board's consent of 20 October 2020, in accordance with the provisions of article 2 of the German Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Proceedings (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*) dated 27 March 2020 (German Federal Law Gazette (*Bundesgesetzblatt – BGBl.*) I p. 569), "COVID-19 Act", to hold the extraordinary general meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the company) as a virtual general meeting so that, in order to be able to exercise their voting rights, shareholders will have to cast their votes by electronic postal vote or direct and authorise the proxies designated by the company to vote on their behalf.

The general meeting will be attended by the chairman of the supervisory board, chairwoman of the of the management board and other management board members and a notary appointed to record the minutes of the general meeting at the company's offices, Königsallee 21/23, 40212 Düsseldorf.

The entire general meeting will be available as a webcast with audio and video transmission at <https://www.about.hsbc.de/de-de/investor-relations/annual-general-meeting> via the password-protected investor portal of HSBC Trinkaus & Burkhardt AG ("HSBC Investor Portal"). In order to follow the general meeting on the internet and to vote, shareholders will have to register by no later than Sunday, 15 November 2020, 24.00 hrs CET (= 23.00 hrs UTC (co-ordinated universal time)), in the manner set out in the "*Participation in the virtual general meeting*" section. On the date of the general meeting, 19 November 2020, they will be able to log on electronically to the HSBC Investor Portal using the access credentials on the access card that they have been sent on the company's website at:

<https://www.about.hsbc.de/de-de/investor-relations/annual-general-meeting>

and to follow the general meeting from the start of the general meeting at 10.00 hrs CET (= 09:00 hrs UTC (co-ordinated universal time)) until its conclusion. By following the general meeting by webcast with audio and video transmission shareholders do not participate electronically in the general meeting within the meaning of article 2 section 1 para. 2 sentence 1 no. 2 of the COVID-19 Act. Shareholders or shareholder representatives who have not properly registered or have not properly submitted their voting certificates in due time will not be able to log on to the HSBC Investor Portal.

If you have any questions in connection with the general meeting, HSBC's shareholder hotline will be available to you. The hotline can be accessed by calling +49 89 30903 6361 from Monday to Friday, at 09.00 hrs to 17.00 hrs.

Participation in the virtual general meeting

At the time when this general meeting is convened, the company's share capital is represented by 34,088,053 no-par-value shares, each of which carries one vote, i.e. the total number of voting rights is 34,088,053.

Only shareholders that have registered with the company in due time will be entitled to participate in and vote at the virtual general meeting.

Furthermore, shareholders must provide proof of their right to participate in the virtual general meeting. To that end, it will suffice pursuant to section 17 para. 2 sentence 2 of the articles of association to provide proof of share ownership in accordance with section 67c para. 3 of the



German Stock Corporation Act, article 5 of Commission Implementing Regulation (EU) 2018/1212. Pursuant to section 17 para. 2 sentence 4 of the articles of association such proof must be made available in German or English and pursuant to article 2 section 1 para. 3 sentence 2 of the COVID-19 Act it must specify the shares held as at 7 November 2020, 00.00 hrs CET, ("Record Date"). In relation to the company, a shareholder will only qualify as a shareholder entitled to participate in and, in particular, vote at, the virtual general meeting if that shareholder has provided proof of share ownership. Whether a shareholder has a right to participate in, and the number of voting rights exercisable by such shareholder at, the general meeting is determined exclusively on the basis of that shareholder's shareholdings as at the Record Date. Shareholders may increase or decrease their shareholdings after the Record Date (no blocking period), which, however, is of no consequence for their right to participate in, or for the number of voting rights exercisable at, the general meeting.

Your registration and proof of share ownership must be received by the company by no later than the end of 15 November 2020, 24.00 hrs CET (= 23.00 hrs UTC (co-ordinated universal time)), at the following address:

HSBC Trinkaus & Burkhardt AG
c/o Computershare Operations Center
80249 Munich
Facsimile: +49 (0)89 30903-74675
Email: anmeldestelle@computershare.de

Once registration and proof of share ownership have been received from shareholders, they will be sent access cards for the HSBC Investor Portal. In order to ensure that shareholders receive their access cards in a timely manner, they are requested to make sure early on to register and submit proof of their share ownership.

Procedure for casting votes/representation by proxy

Shareholders and shareholder representatives may only exercise their voting rights by casting their votes by electronic postal vote or by directing and authorising the proxies designated by the company to vote on their behalf. To exercise their voting rights, they do not need to follow the webcast with audio and video transmission of the virtual general meeting.

Electronic postal vote

Votes will be cast by electronic postal vote both prior to and during the general meeting, via the HSBC Investor Portal, which can be accessed as from 7 November 2020, 00.00 hrs CET, at: <https://www.about.hsbc.de/de-de/investor-relations/annual-general-meeting>. The opportunity to vote ends after questions have been answered at the general meeting and the chairman of the meeting has made a respective announcement.

Representation by proxy

The voting right can also be exercised by a proxy, in particular by the proxies appointed by the company, but e.g. also by a credit institution, a shareholders' association, a proxy adviser or other third parties (who then, however, themselves have to use the proxies appointed by the company or the electronic postal vote for the virtual general meeting).

Granting and revoking power of attorney and providing proof of the authorisation to the company must be made in text form.



The proof of the authorisation can be sent electronically to the following address:

Email: anmeldestelle@computershare.de

When authorising credit institutions, shareholders' associations, proxy advisers or persons treated as such pursuant to section 135 para. 8 of the German Stock Corporation Act, as a rule, special features must be taken into account, which the relevant person to be authorised must be asked for.

An authorisation form will be sent together with the access card. In addition, each shareholder will be sent an authorisation form upon request. The request must be made to:

HSBC Trinkaus & Burkhardt AG
c/o HSBC Computershare Operations Center
80249 München
Fax: +49 (0)89 30903-74675
E-Mail: anmeldestelle@computershare.de

The company's proxies

In addition, the shareholders are given the opportunity to let their voting rights in the virtual general meeting be exercised by proxies appointed by the company according to their instructions.

The proxies appointed by the company must receive instructions to exercise the voting right. Without these instructions, the power of attorney is invalid. The company's proxies are obligated to vote according to the instructions.

There are different options to grant power of attorney and give instructions to the company's proxies:

In the first place, the shareholders may, both before and during the general meeting, use the HSBC Investor Portal, which will be accessible as of 7 November 2020, 0.00 hrs CET, at <https://www.about.hsbc.de/de-de/investor-relations/annual-general-meeting>. This option will no longer exist after the questions have been answered in the general meeting and after the chairman of the meeting has notified about it.

In the second place, the shareholders may grant power of attorney and give instructions to the company's proxies by using the authorisation and instruction form, which, for organisational reasons, must arrive by the end of 15 November 2020, 24.00 hrs CET (= 23.00 hrs UTC (co-ordinated universal time)), at the latest at the following address:

HSBC Trinkaus & Burkhardt AG
c/o Computershare Operations Center
80249 Munich
Telefax: +49 (0)89 30903-74675
Email: anmeldestelle@computershare.de

Credit institutions, shareholders' associations, proxy advisers or persons treated as such pursuant to section 135 para. 8 of the German Stock Corporation Act as well as other shareholder representatives who represent a majority of shareholders are recommended to contact the registration office regarding the exercise of the voting right prior to the general meeting at the following address:

HSBC Trinkaus & Burkhardt AG
c/o Computershare Operations Center
80249 Munich
Telefax: +49 (0)89 30903-74675



Email: anmeldestelle@computershare.de

Requests for amendment of the agenda

Shareholders whose shares, in the aggregate, are at least equivalent to one twentieth of the share capital (corresponds to €4,571,194.85) or to the proportionate amount of €500,000.00 may request, pursuant to section 122 para. 2 of the German Stock Corporation Act, that items be set out in the agenda and be published by notice. Each new item must include the reasons therefor or a proposal for a resolution. The request must be made to the company in writing and must, pursuant to article 2 section 1 para. 3 sentence 4 of the COVID-19 Act, be received by the company until 4 November 2020, 24.00 hrs CET (= 23.00 hrs UTC) at the latest at the following address:

HSBC Trinkaus & Burkhardt AG
Company Secretary
Königsallee 21/23
40212 Düsseldorf

Motions by shareholders

In accordance with section 126 para. 1 of the German Stock Corporation Act, the shareholders are given the opportunity to send counter-motions including reasons against proposals for a resolution with respect to specific agenda items to:

HSBC Trinkaus & Burkhardt AG
Company Secretary
Königsallee 21/23
40212 Düsseldorf
Fax: +49 211 910-9 8038
Email: geschaeftsleitungssekretariat@hsbc.de

Motions by shareholders in due form which are received until the end of 4 November 2020, 24.00 hrs CET (= 23.00 hrs UTC (co-ordinated universal time)), at the following address will, after the petitioner's shareholder status has been proven, and subject to section 126 paras. 2 and 3 of the German Stock Corporation Act, be made accessible at the internet address <https://www.about.hsbc.de/de-de/investor-relations/annual-general-meeting> without undue delay. Potential statements by the management regarding motions received will also be published at the internet address mentioned.

Counter-motions sent to another address and counter-motions received after the date mentioned will not be taken into account.

Counter-motions to be made accessible in accordance with section 126 para. 1 of the German Stock Corporation Act will be deemed as filed in the virtual general meeting if the moving shareholder is properly registered for the general meeting and has properly submitted the voting certificate.

Shareholders' right to ask questions via electronic communication

The shareholders' right to request information (section 131 para. 1 of the German Stock Corporation Act) is, pursuant to article 2 section 1 para. 2 of the COVID-19 Act, limited in the case of a virtual general meeting. The shareholders or shareholder representatives are given the opportunity to ask



questions via electronic communication (article 2 section 1 para. 2 sentence 1 no. 3 of the COVID-19 Act).

Pursuant to article 2 section 1 para. 2 sentence 2, second part of the sentence of the COVID-19 Act, by resolution dated 6 October 2020 and with the consent of the supervisory board dated 20 October 2020, the management board decided that questions must be submitted to the company via electronic communication until Monday, 16 November 2020, 24.00 hrs CET (= 23.00 hrs UTC (coordinated universal time)), at the latest. Questions may be submitted only in German. Questions submitted after the above-mentioned deadline or in another language will not be taken into account.

Only registered shareholders or shareholder representatives using the access credentials on the access card that they have been sent on the company's website at <https://www.about.hsbc.de/de-de/investor-relations/annual-general-meeting> may submit questions via the HSBC Investor Portal.

Pursuant to article 2 section 1 para. 2 sentence 2 of the COVID-19 Act, the management board will decide at its due and free discretion as to which questions it answers and how.

Questions submitted will be answered in the general meeting held on 19 November 2020.

It is planned that the persons asking questions will generally be mentioned by name when answering the questions, provided that they did not explicitly object to being mentioned by name.

Objection to a resolution passed by the general meeting

Shareholders or shareholder representatives who have exercised their voting right are given the opportunity to have their objection to a resolution passed by the general meeting be recorded in the notary's minutes via electronic communication. The objection can only be recorded from the start of the general meeting until the end of the general meeting via electronic communication via the HSBC Investor Portal.

Further specifications regarding polls pursuant to table 3 of the Commission Implementing Regulation (EU) 2018/1212

The poll on the proposal for a resolution by the management board and the supervisory board under the only agenda item of this general meeting ("Passing of a resolution on the transfer of the shares of the minority shareholders of HSBC Trinkaus & Burkhardt AG, Düsseldorf, to HSBC Germany Holdings GmbH, Düsseldorf, in return for adequate cash compensation pursuant to sections 327a et seq. of the German Stock Corporation Act (squeeze-out under stock corporation law)") is of binding character.

In this poll, the shareholders can vote "yes" (approval) or "no" (refusal) or abstain from voting (abstention), i.e. not participate in the poll.

Data protection notifications for shareholders and their representatives

A key concern of the EU General Data Protection Regulation ("GDPR") is the transparency of data processing. We take the data protection of our shareholders and their representatives very seriously. By providing you with the following notifications, we want to inform you about the processing of your personal data and your rights under data protection law.

1. Who is the data processing controller and who may be contacted by shareholders and their representatives?

The controller is:



HSBC Trinkaus & Burkhardt AG
Königsallee 21/23
40212 Düsseldorf
Telephone: +49 (0)211 910-0
Fax: +49 (0)211 910-616
Email: info@hsbc.de

You can contact our Data Protection Officer at:

HSBC Trinkaus & Burkhardt AG
Data Protection Officer
Königsallee 21/23
40212 Düsseldorf
Telephone: +49 (0)211 910-2006
Fax: +49 (0)211 910-9-2125
Email: datenschutz@hsbc.de

2. Which data and sources are used?

The shares of HSBC Trinkaus & Burkhardt AG are bearer shares. Hence, no shareholders' register is kept. In connection with the general meeting, HSBC Trinkaus & Burkhardt AG (hereinafter also referred to as "we") collects and processes the shareholders' personal data (name and first name, address, email address, number of shares and access card number) and, where applicable, contact data of their legal representatives or representatives appointed by a power of attorney.

HSBC Trinkaus & Burkhardt AG receives these data directly from the shareholder or from the shareholder's custodian.

3. For which purpose are the data processed (processing purpose) and on which legal basis?

The data are only processed to enable shareholders and their representatives to exercise their rights or to ask questions with regard to the general meeting and to comply with statutory provisions on general meetings, including the provisions under the COVID-19 Act on the conduct of virtual general meetings. The legal basis for the processing is Article 6(1)(c) of the GDPR.

4. Who will receive the data?

Service providers commissioned to prepare, conduct and follow up on the general meeting will each receive only those personal data they need for performing their activities; data will only be processed in accordance with the instructions of HSBC Trinkaus & Burkhardt AG.

Any requests for amendment to the agenda and counter-motions from shareholders will be made available to the public together with the name of the shareholder submitting the request for amendment or the counter-motion.

Personal data of the shareholders who authorise and give instructions to the proxies appointed by the company must be recorded in a list of participants pursuant to section 129 para. 1 sentence 2 of the German Stock Corporation Act.



5. Will the data be transmitted to third countries or to an international organisation?

Data will not be transmitted to recipients in countries outside the European Union and outside the European Economic Area (so-called third countries).

6. For how long will the data be stored?

We generally anonymise or erase your personal data once they are no longer required for the above-mentioned purposes, unless we are obliged to continue storing them under statutory documentation and retention duties (imposed by the German Stock Corporation Act, the German Commercial Code (*Handelsgesetzbuch – HGB*) or the German General Fiscal Code (*Abgabenordnung – AO*), for example). The storage period for data collected in the context of general meetings is generally up to 3 years. Beyond this period, we store personal data only in individual cases if this is required in connection with claims asserted against our company (statutory period of limitation of up to thirty years).

7. Which data protection rights do you have?

Pursuant to the general procedural rules set out in Article 12 of the GDPR, each data subject has the right of access under Article 15 of the GDPR, the right to rectification under Article 16 of the GDPR, the right to erasure under Article 17 of the GDPR, the right to restriction of processing under Article 18 of the GDPR, the right to object under Article 21 of the GDPR as well as the right to data portability under Article 20 of the GDPR. With regard to the right of access and the right to erasure, the restrictions under sections 34 and 35 of the German Federal Data Protection Act (*Bundesdatenschutzgesetz – BDSG*) apply.

Apart from this, you have the right to lodge a complaint with a competent data protection supervisory authority (Article 77 of the GDPR in conjunction with section 19 of the German Federal Data Protection Act).

8. Is there any obligation to provide data?

HSBC Trinkaus & Burkhardt AG only collects personal data which are required for exercising shareholder rights at the virtual general meeting. If you do not provide such data, you cannot register for the general meeting.



Technical information on the virtual general meeting

To use the HSBC Investor Portal, you must have internet access and an internet-enabled terminal device. To achieve optimal audio and video transmission of the general meeting, we recommend a stable internet connection with sufficient transmission speed.

If you use a computer to receive the audio and video transmission of the virtual general meeting, you need a browser and speakers or earphones.

To access the company's HSBC Investor Portal, you must have your access card, which will automatically be sent to you after having properly registered. This access card shows your individual access data, which enable you to register on the registration page of the HSBC Investor Portal.

To avoid the risk of restrictions when exercising shareholder rights due to technical issues occurring during the virtual general meeting, we recommend – to the extent possible – exercising shareholder rights (in particular the voting right) **already prior to the beginning of the general meeting**. Via the HSBC Investor Portal, registered shareholders or their representatives may exercise the voting right from Saturday, 7 November 2020 (00.00 hrs CET), which coincides with the Record Date.

Information on audio and video transmission availability

Shareholders may watch the entire virtual general meeting via audio and video transmission on the internet. Based on current technological standards, the audio and video transmission of the virtual general meeting and the availability of the HSBC Investor Portal may vary due to limited availability of the telecommunications network and the restriction of third-party providers' internet services on which the company has no influence. Hence, the company cannot give any guarantees or assume any liability regarding the functioning and permanent availability of internet services used, of third-party network elements used, of the audio and video transmission as well as regarding access to the HSBC Investor Portal and such portal's general availability. The company also does not assume any responsibility for errors and defects of the hardware and software used for the online service, including hardware and software of service providers employed, unless such errors and defects are due to wilful intent. For this reason, the company recommends using the above-mentioned possibilities of exercising rights, particularly of exercising the voting right, in a timely manner.



Publication on the website

The notice convening the general meeting, including the information and explanations required by law, is also available on our website at <https://www.about.hsbc.de/de-de/investor-relations/annual-general-meeting>. Information and documents pursuant to section 124a of the German Stock Corporation Act can also be accessed and downloaded on the internet at www.hsbc.de. After the general meeting, the voting results will be published at the same internet address.

Düsseldorf, in October 2020

The Management Board