



December 15, 2022

Mr. Noel Quinn
Group Chief Executive
HSBC Holdings plc
8 Canada Square
London
E14 5HQ
United Kingdom

Mr. Michael Roberts
President and Chief Executive Officer
HSBC North America Holdings Inc.
452 Fifth Avenue
New York, New York 10018

Dear Messrs. Quinn and Roberts:

On or before December 17, 2021, the Board of Governors of the Federal Reserve System (Board) and the Federal Deposit Insurance Corporation (FDIC) (together, the Agencies) received the targeted resolution plan submission (2021 Targeted Plan) of HSBC Holdings plc (the Covered Company), as required by section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, as amended (Dodd-Frank Act), 12 U.S.C. § 5365(d), and the jointly issued implementing regulation, 12 CFR Part 243 and 12 CFR Part 381, as amended (Resolution Plan Rule).

The Agencies have reviewed the 2021 Targeted Plan, taking into consideration section 165(d) of the Dodd-Frank Act; the Resolution Plan Rule; the most recent feedback letter that the Agencies provided to the Covered Company, regarding its prior plan submission; the targeted information request letter that the Agencies provided to the Covered Company

(Targeted Information Request Letter), regarding the required content of the 2021 Targeted Plan; and certain other information available to the Agencies.

The Agencies did not identify as a result of this review shortcomings or deficiencies in the Covered Company's 2021 Targeted Plan. Nonetheless, the Agencies have noted areas where further progress will help improve the preparation of the Covered Company for a rapid and orderly resolution of its U.S. subsidiaries and operations, as discussed in section II below.

Under the Resolution Plan Rule, the Covered Company is required to submit a full resolution plan on or before July 1, 2024 (2024 Full Plan). The Agencies anticipate issuing guidance in advance of the 2024 Full Plan submission deadline to triennial full filers that are not already subject to resolution planning guidance, including the Covered Company, to assist in the development of their 2024 Full Plan submissions.

I. Background

Section 165(d) of the Dodd-Frank Act requires that each bank holding company with \$250 billion or more in total consolidated assets, certain bank holding companies with total consolidated assets of between \$100 billion and \$250 billion, and each designated nonbank financial company report to the Agencies the plan of such company for its rapid and orderly resolution in the event of material financial distress or failure.¹ A firm, such as the Covered Company, that is a triennial full filer under the Resolution Plan Rule is required to file a resolution plan every three years, alternating between full and targeted resolution plans.²

¹ In addition, section 401(f) of the Economic Growth, Regulatory Relief, and Consumer Protection Act provides that any bank holding company, regardless of asset size, that is identified as a global systemically important bank holding company under 12 CFR § 217.402 shall be considered a bank holding company with \$250 billion or more in total consolidated assets with respect to the application of standards or requirements under section 165 of the Dodd-Frank Act. 12 U.S.C. § 5365 note.

² 12 CFR §§ 243.4(b), 381.4(b).

Pursuant to the Resolution Plan Rule, the 2021 Targeted Plan was required to include the core elements;³ the Covered Company's response to the targeted information request (as set forth in the Targeted Information Request Letter); a description of each material change experienced by the Covered Company since its previously submitted resolution plan (or affirmation that no such material change has occurred) and the changes the Covered Company has made to its resolution plan in response; a description of changes to the Covered Company's previously submitted resolution plan resulting from changes in law or regulation, or from guidance or feedback from the Agencies;⁴ and a public section.⁵

Under section 165(d) of the Dodd-Frank Act, the Agencies may jointly determine, based on their review, that a firm's resolution plan is not credible or would not facilitate an orderly resolution of the company under Title 11 of the United States Code (U.S. Bankruptcy Code).⁶ For a firm, such as the Covered Company, that is incorporated or organized in a jurisdiction other than the United States, rapid and orderly resolution means a reorganization or liquidation of the subsidiaries and operations of the covered company that are domiciled in the United States under the U.S. Bankruptcy Code that can be accomplished within a reasonable period of time and in a manner that substantially mitigates the risk that the failure of the covered company would have serious adverse effects on financial stability in the United States.⁷

³ "Core elements" means the information required to be included in a full resolution plan pursuant to section __.5(c); (d)(1)(i), (iii), and (iv); (e)(1)(ii), (2), (3), and (5); (f)(1)(v); and (g) of the Resolution Plan Rule, regarding capital, liquidity, and the Covered Company's plan for executing any recapitalization contemplated in its resolution plan, including updated quantitative financial information and analyses important to the execution of the Covered Company's resolution strategy. 12 CFR §§ 243.2, 381.2; *see also* Resolution Plans Required, 84 Fed. Reg. 59194, 59208 n.35 (Nov. 1, 2019).

⁴ 12 CFR §§ 243.6(b), 381.6(b).

⁵ 12 CFR §§ 243.11(c), 381.11(c).

⁶ 12 U.S.C. § 5365(d)(4).

⁷ 12 CFR §§ 243.2, 381.2.

Under the Resolution Plan Rule, the Agencies can jointly identify shortcomings or deficiencies in a covered company's resolution plan.⁸ The Resolution Plan Rule also provides processes by which shortcomings or deficiencies jointly identified by the Agencies in a resolution plan may be remedied.

II. Results of the Agencies' Review of the 2021 Targeted Plan

The 2021 Targeted Plan asserts that U.S. dollar clearing operations of HSBC Bank USA, National Association (HBUS) would continue within a bridge depository institution, based on the assumption that it is profitable and maximizes value throughout the resolution period. However, the 2021 Targeted Plan does not contain data to support this assertion. If the 2024 Full Plan assumes that the activity continues in a bridge depository institution, the plan should demonstrate that U.S. dollar clearing remains profitable and maximizes value while the bridge depository institution is wound down, taking into consideration the expected effects of the material financial distress and failure of HBUS and operations of the bridge depository institution. This analysis should include data for actual and projected volumes of U.S. dollar clearing, financial and operational resources needs as U.S. dollar clearing activity is wound down, and the amount and timing of client attrition differentiating between the U.S. clients of HBUS and the non-U.S. HSBC entities. The 2024 Full Plan should also include a discussion of the effect on the firm's resolution strategy (for example, impacts on liquidity and operations) if U.S. dollar clearing activities for non-U.S. HSBC entities were transitioned to other financial institutions, and any differences in the impact if the transition occurred prior to the failure of HBUS or after the creation of a bridge depository institution.

⁸ 12 CFR §§ 243.8(b), (e), 381.8(b), (e).

Based upon their review of the Covered Company's 2021 Targeted Plan, as well as resolution plans submitted by other triennial full filers, the Agencies anticipate issuing guidance to assist the triennial full filers that are not already subject to resolution planning guidance, including the Covered Company, in the development of their 2024 Full Plan submissions. Aspects of this guidance may include: demonstrating that a resolution strategy which utilizes a bridge depository institution is the least costly to the Deposit Insurance Fund; providing one or more options for exit from a bridge depository institution, applying certain criteria; and calculating liquidity needs in resolution and analyzing how those needs would be met. Another appropriate topic for guidance may be a discussion of how the firm's strategy and capabilities for its resolution plan under the Resolution Plan Rule (single point of entry or multiple point of entry) is complementary to its home country global resolution strategy.

III. Conclusion

The resolvability of firms will change as markets and firms' activities, risk profiles, and structures change. In addition to further actions to enhance its current resolvability, the Agencies expect the Covered Company to continue to address the resolution consequences of these changes and its day-to-day management decisions to fulfill its obligation to enable the rapid and orderly resolution of the Covered Company's U.S. subsidiaries and operations under the U.S. Bankruptcy Code.

If you have any questions about the information communicated in this letter, please contact the Agencies.

Sincerely,

(Signed)

Ann E. Misback
Secretary of the Board
Board of Governors of the Federal Reserve
System

Sincerely,

(Signed)

Debra A. Decker
Executive Secretary
Federal Deposit Insurance Corporation