

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Final Terms dated 15 September 2023



HSBC Continental Europe

LEI: F0HUI1NY1AZMJMD8LP67

**Issue of EUR 50,000,000 Floating Rate Notes due September 2025
under the € 20,000,000,000
Euro Medium Term Note Programme**

Issue Price: 100.00 per cent.

HSBC

PART A– CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **Conditions**) set forth in the Base Prospectus dated 3 October 2022 which received approval number no. 22-407 from the *Autorité des marchés financiers* (the **AMF**) on 3 October 2022 and the supplements to the Base Prospectus dated 17 March 2023 and 9 August 2023 which together constitute a base prospectus for the purposes of the Prospectus Regulation, as amended from time to time (the **Base Prospectus**). The expression **Prospectus Regulation** means Regulation (EU) 2017/1129 (as amended).

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation, as amended from time to time and must be read in conjunction with such Base Prospectus as so supplemented in order to obtain all the relevant information. These Final Terms, the Base Prospectus and the supplements to the Base Prospectus are available for viewing on the websites of the *Autorité des marchés financiers* (www.amf-france.org) and the Issuer (<http://www.about.hsbc.fr/investor-relations/debt-issuance>) at least during a period of twelve months from the date of the Base Prospectus.

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|----|------|-----------------|------|
| 1. | (i) | Series Number: | 1385 |
| | (ii) | Tranche Number: | 1 |

(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2.	Specified Currency or Currencies:	Euro (EUR)
3.	Aggregate Nominal Amount of Notes:	
(i)	Series:	EUR 50,000,000
(ii)	Tranche:	EUR 50,000,000
4.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
5.	Specified Denomination(s):	EUR 100,000
6.	(i) Issue Date:	19 September 2023
	(ii) Interest Commencement Date (<i>if different from the Issue Date</i>):	Issue Date
7.	Maturity Date:	Interest Payment Date falling in or nearest to September 2025
8.	Interest Basis:	EURIBOR 3 months + 0.41 per cent. Floating Rate <i>(further particulars specified below)</i>
9.	Redemption/Payment Basis: <i>(Condition 8)</i>	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. <i>(further particulars specified below)</i>
10.	Change of Interest Basis:	Not Applicable
11.	Put/Call Options:	Not Applicable
12.	(i) Status of the Notes:	Senior preferred
	(ii) Date of Board approval for issuance of Notes obtained:	20 July 2023

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.	Fixed Rate Note Provisions:	Not Applicable
14.	Floating Rate Note Provisions:	Applicable
	(i) Interest Period(s):	Each quarterly period from and including the Interest Commencement Date to but excluding the first Interest Payment Date and, thereafter, from and

including an Interest Payment Date to but excluding the subsequent Interest Payment Date.

- (ii) Specified Interest Payment Dates: Quarterly, on 19 December, 19 March, 19 June and 19 September in each year, commencing on 19 December 2023 up to and including the Maturity Date.
- (iii) First Interest Payment Date: 19 December 2023
- (iv) Business Day Convention: Modified Following Business Day Convention
- (v) Business Centre(s) (Condition 4): Not Applicable
- (vi) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination
- (vii) Interest Period Dates: From, and including, the Issue Date to each successive period beginning on, and including, a Specified Interest Payment Date and ending on, but excluding, the next succeeding Specified Interest Payment Date.
- (viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): Not Applicable
- (ix) Screen Rate Determination: Applicable
 - Reference Rate: EURIBOR 3 months
 - Relevant Time: 11:00 a.m. (Brussels time)
 - Interest Determination Date(s): Two Business Days prior to the first day of each Interest Period
 - Reference Banks (if applicable): Not Applicable
 - Relevant Screen Page: EURIBOR01
 - Designated Maturity: Not Applicable
 - Rate Multiplier: Not Applicable
 - Observation Look-Back Period: Not Applicable
- (x) ISDA Determination: Not Applicable
- (xi) FBF Determination: Not Applicable
- (xii) Margin(s): + 0.41 per cent. per annum

(xiii)	Minimum Rate of Interest:	Not Applicable
(xiv)	Maximum Rate of Interest:	Not Applicable
(xv)	Day Count Fraction:	Actual/360
15.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

16.	Issuer's optional redemption (Call): (<i>Condition 7(b)</i>)	Not applicable
17.	Noteholder's optional redemption (Put):	Not applicable
18.	Final Redemption Amount of each Note:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
19.	Early Redemption Amount:	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default:	As per the Conditions
	(ii) Early Redemption for taxation reasons on days other than Interest Payment Dates:	Yes

GENERAL PROVISIONS APPLICABLE TO THE NOTES

20.	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer form (<i>au porteur</i>)
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
21.	Financial Centre(s) for the purposes of Condition 8(g):	Not Applicable
22.	Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature):	Not Applicable
23.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
24.	Purchase in accordance with applicable laws and regulations referred to in Condition 7(f)	Applicable

25. Consolidation provisions: Not Applicable

26. *Masse* (Condition 12):

Name and address of the Representative:

DIIS Group
12, rue Vivienne
75002 Paris
France

rmo@diisgroup.com

The Representative will receive a remuneration of

EUR 350 (excluding VAT) per year

Signed on behalf of the Issuer:

By: Harry-David Gauvin - Treasurer
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing(s): Euronext Paris
- (ii) (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be offered or admitted to trading are already admitted to trading: Not Applicable
- (iii) Estimate of total expenses related to admission to trading: EUR 2,600

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P Global Ratings Europe Limited: A+

Fitch Ratings Ireland Limited: AA-

Each such credit rating agency is established in the European Union and is registered under Regulation (EU) N° 1060/2009 (as amended) (the CRA Regulation). Each of S&P Global Ratings Europe Limited, Moody's France S.A.S. and Fitch Ratings Ireland Limited are included in the list of credit rating agencies published by the European Security and Markets Authority on its website (www.esma.europa.eu/supervision/credit-rating-agencies/risk) in accordance with the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Manager in connection with the Issue of the Notes, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Manager and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. USE AND ESTIMATED NET AMOUNT OF THE PROCEEDS

- | | | |
|-------|-----------------------------------|---|
| (i) | Use of proceeds: | The net proceeds will be used for the Issuer's general corporate purposes |
| (ii) | Estimated net amount of proceeds: | EUR 49,950,000 |
| (iii) | Estimated total expenses: | Not Applicable |

5. Fixed Rate Notes only – YIELD

Not Applicable

6. Floating Rate Notes only - INFORMATION ON FLOATING RATE NOTES

Details of historic EURIBOR rates can be obtained from, free of charge, Reuters

Benchmark: Amounts payable under the Notes will be calculated by reference to EURIBOR which is provided by European Money Markets Institute. As at the date of these Final Terms, the European Money Markets Institute appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011), as amended (the **Benchmarks Regulation**).

7. OPERATIONAL INFORMATION

ISIN Code: FR001400KR50

Common Code: 268991255

Depositories:

- | | | |
|------|--|-----|
| (i) | Euroclear France to act as Central Depository: | Yes |
| (ii) | Common Depository for Euroclear Bank SA/NV and Clearstream Banking S.A.: | No |

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):
Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

8. DISTRIBUTION

- | | | |
|------|-----------------------------------|----------------|
| (i) | Method of distribution: | Non-syndicated |
| (ii) | If syndicated, names of Managers: | Not Applicable |

- (iii) Stabilising Manager(s) (including addresses) (if any): Not Applicable
- (iv) If non-syndicated, name of Manager: HSBC Continental Europe
- (v) U.S. Selling Restrictions: The Issuer is Category 2 for the purposes of Regulation S under the U.S. Securities Act of 1933, as amended.
TEFRA Not Applicable
- (vi) Prohibition of Sales to EEA Retail Investors: Not applicable
- (vii) Prohibition of Sales to UK Retail Investors: Not applicable

9. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

CONDITIONS, OFFER STATISTICS, EXPECTED TIMETABLE AND ACTION REQUIRED TO PLAN OF DISTRIBUTION AND ALLOTMENT

Not Applicable

10. PRICING

Not Applicable

11. PLACING AND UNDERWRITING

Not Applicable