

**Final Terms dated 18 March 2014**



**HSBC France**

**Issue of EUR 50,000,000 Floating Rate Notes due March 2017  
under the € 20,000,000,000  
Euro Medium Term Note Programme**

**Issue Price: 100.00 per cent.**

**HSBC Bank plc  
(the Lead Manager)**

## 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 16 January 2014 which received visa n°14-013 and which constitutes a base prospectus for the purposes of the Prospectus Directive, as amended from time to time (the **Base Prospectus**). The expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, as amended from time to time and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. These Final Terms and the Base Prospectus are available for viewing on the websites of the Autorité des marchés financiers ([www.amf-france.org](http://www.amf-france.org)) and the Issuer ([www.hsbc.fr/1/2/hsbc-france/entreprises-institutionnels/placements/nos-solutions-de-placement-individuelles/emissions-obligataires](http://www.hsbc.fr/1/2/hsbc-france/entreprises-institutionnels/placements/nos-solutions-de-placement-individuelles/emissions-obligataires)) at least during a period of twelve months from the date of the Base Prospectus, and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

1.	(i)	Series Number:	1328
	(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:	20 March 2014
	(ii)	Interest Commencement Date:	Issue Date
7.		Maturity Date:	Interest Payment Date falling in or nearest to March 2017
8.		Interest Basis:	3 month EURIBOR + 0.38 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.  
(further particulars specified below)

10. Change of Interest Basis: Not Applicable
11. Put/Call Options: Not Applicable
12. (i) Status of the Notes: Unsubordinated
- (ii) Date of Board approval for issuance of Notes obtained: Authorisation of the Board of Directors (*Conseil d'Administration*) of the Issuer dated 31 July 2013

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13. Fixed Rate Note Provisions: Not Applicable
14. Floating Rate Note Provisions: Applicable
- (i) Interest Period(s): As specified in the Conditions
- (ii) Specified Interest Payment Dates: 15 March, 15 June, 15 September and 15 December in each year subject in each case to adjustment in accordance with the applicable Business Day Convention specified in (iv) below.
- (iii) First Interest Payment Date: 15 June 2014
- (iv) Business Day Convention: Modified Following Business Day Convention
- (v) Business Centre(s) (Condition 4): TARGET
- (vi) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination
- (vii) Interest Period Dates: Interest Payment Dates
- (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 TARGET Business Days prior to the first day of each Interest Accrual Period
- Reference Banks (if applicable): Not Applicable

–	Relevant Screen Page:	Reuters EURIBOR01
–	Designated Maturity:	Not Applicable
(x)	ISDA Determination:	Not Applicable
(xi)	FBF Determination:	Not Applicable
(xii)	Margin(s):	+ 0.38 per cent. <i>per annum</i>
(xiii)	Minimum Rate of Interest:	Not Applicable
(xiv)	Maximum Rate of Interest:	Not Applicable
(xv)	Day Count Fraction:	Actual/360, adjusted
15.	Zero Coupon Note Provisions:	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

16.	Issuer's optional redemption (Call): (Condition 7(b))	Not Applicable
17.	Noteholder's optional redemption (Put): (Condition 7(c))	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 set out in 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 Article L. 213-1 A and D. 213-1 A of the French *Code monétaire et financier*: Applicable
25. Consolidation provisions: Not Applicable
26. Masse (Condition 12): Contractual Masse shall apply Name and address of the Representative:  
Christian Hochstrasser  
2, rue du Général de Gaulle  
54870 Cons La Grandville
- Name and address of the alternate Representative:  
Sandrine d'Haussy  
69 avenue Gambetta  
94100 St Maur des Fossés
- The Representative will receive a remuneration of EUR 450 (VAT excluded) per year.

**RESPONSIBILITY**

Signed on behalf of the Issuer:

By: .....  
Duly authorised

**Xavier BOISSEAU** !  
Managing Director  
Head of Global Markets France



*Nicolas Detournay*

## 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 20 March 2014.
- (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 2,200 + VAT

### 2. RATINGS

Ratings: The Notes to be issued have been rated:

Standard & Poor's Rating Services: AA-  
Moody's Investors Services Inc.: A1  
Fitch Ratings: 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 Standard & Poor's Rating Services, Moody's Investors Services Inc. and Fitch Ratings are included in the list of credit rating agencies published by the European Security and Markets Authority on its website ([www.esma.europa.eu/page/List-registered-and-certified-CRAs](http://www.esma.europa.eu/page/List-registered-and-certified-CRAs)) in accordance with the CRA Regulation.

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

Save for any fees payable to the Managers 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 Managers and their 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. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Not Applicable

**5. Fixed Rate Notes only -- YIELD**

Not Applicable

**6. Floating Rate Notes only - HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters.

**7. OPERATIONAL INFORMATION**

ISIN Code: FR0011801406

Common Code: 104822479

Depositories:

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository for Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme 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: Unsyndicated

(ii) If syndicated, names of Managers: Not Applicable

(iii) Stabilising Manager(s) (including addresses) (if any): Not Applicable

(iv) If non-syndicated, name of Dealer: HSBC Bank plc

(v) U.S. Selling Restrictions: The Issuer is Category 2 for the purposes of Regulation S under the United States Securities Act of 1933, as amended.

TEFRA not applicable

**9. TERMS AND CONDITIONS OF THE OFFER**

Not Applicable



**10. PLAN OF DISTRIBUTION AND ALLOTMENT**

Not Applicable

**11. PRICING**

Not Applicable

**12. PLACING AND UNDERWRITING**

Not Applicable

## Technical Term sheet for Debt Securities (version 1.2)

This Technical Term Sheet forms part of the Application Form for the admission to listing and/or trading of Debt Securities on one or more NYSE Euronext Regulated Markets / Alternext Markets. Defined terms herein shall have the same meaning as provided in the Application Form and the Rules, unless otherwise defined hereafter. Issuers seeking to admit Debt Securities on one or more NYSE Euronext Regulated Markets / Alternext Markets shall fill out and complete the present Technical Term Sheet, so as to duly provide for all relevant technical details of the proposed issuance and admission of Debt Securities in accordance with any final prospectus and/or information document.

- [Backoffice listings@nyx.com](mailto:Backoffice listings@nyx.com) for listing on Dutch markets
- [Corporatebondsonfr@nyx.com](mailto:Corporatebondsonfr@nyx.com) for listing on French markets
- [ListingBrussels@nyx.com](mailto:ListingBrussels@nyx.com) for listing on Belgian markets
- [ListingPT@nyx.com](mailto:ListingPT@nyx.com) for listing on Portuguese markets

Admission to listing and/or trading of Debt Securities is conditional upon due and timely receipt of the present Technical Term Sheet and any supporting document required pursuant to the Application Form.

Further details pertaining to the admission process are available on NYSE Euronext Bonds website.

The completed and signed Technical Term Sheet for Debt Securities, together with all required documentation have to be submitted before the following cut-off time and date:

\* **First time issuer on a NYSE Euronext Regulated Market and/or an Alternext Market operated by NYSE Euronext :**

**At least 7 (seven) business days before the targeted listing date.**

\* **Previously admitted issuer on a NYSE Euronext Regulated Market and/or an Alternext Market :**

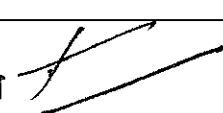
**No later than 11:00 CET on the business day prior to the targeted listing date.**

The Issuer is solely responsible for all information provided in this Technical Term sheet and accompanying documents, if any. Subject to being admitted, Debt Securities will exclusively be configured on the basis of the information provided for by the Issuer, notably through this Technical Term sheet. Accordingly NYSE Euronext and any of its affiliates, directors or employees, shall not be liable in any manner whatsoever for any incorrect, false, incomplete, or misleading information provided through the Application Form and any related document (including this Technical Term sheet). It is the issuer's sole responsibility to duly and timely file all application documents, including in particular this Technical Term Sheet.

The Relevant Euronext Market Undertaking (including any of its affiliates, directors or employees) shall not be liable in any manner whatsoever for any application which is incomplete, inaccurate, erroneous and/or false. Similarly the Relevant Euronext Market Undertaking (including any of its affiliates, directors or employees) shall not be liable in any manner whatsoever for the due and timely processing of any application within the indicative timeframe requested by the Applicant to the extent that such application (or any part thereof) would not have been timely filed by the Applicant. The undersigned issuer of Debt Securities hereby acknowledges having read and understood the present Technical Term Sheet, the Application Form and the relevant Terms & Conditions.

The undersigned issuer of Debt Securities hereby acknowledges having read and understood the present this Technical Term sheet and the Terms & Conditions Application Form in general.

By signing this Technical Term Sheet, the Issuer certifies that all information provided in connection with this application for admission to listing /trading of Debt Securities is in all respects true, accurate, complete and not misleading.

1	Final information/ Correction on final information	Final information
2	Type of request (new listing/ increase under temporary line) (please refer also to line 2.1 if applicable)	New listing
2.1	- If increase is on a temporary line, please state ISIN of original security	
3	Listing at Euronext market (name Market of Reference)	EURONEXT PARIS
4	Issuer name (if Issuer name is not in the drop down list please fill in the full issuer name in line 4.1)	HSBC FRANCE
4.1	- Full issuer name (if new issuer or issuer name not available in line 4)	
5	Bond Product type	Euro Medium Term Notes
6	ISIN code	FR0011801406
7	CFI code	DBXXN
8	Listing date	20/03/2014
10	Settlement date	20/03/2014
11	Interest commencement date	20/03/2014
12	Admission to listing/trading requested on other stock exchange/NYSE Euronext market (please also refer to line 12.1)	No
12.1	- Name other exchange/ NYSE Euronext market (if applicable)	
13	Listing and trading in UNT / FMT	FMT
14	Trading mode	Continuous
15	Denomination amount	100 000,00
16	Total issued amount	50 000 000,00
17	Total number of bonds	500
18	Is trading allowed below denomination in line 15? (please refer also to line 18.1 and 18.2)	No
18.1	- If yes name minimum trading size below denomination	
18.2	- If yes name minimum trading size above denomination	
19	Issue price in percentage	100,0000%
20	Issue price in currency (only for Convertible Bond in France)	
21	Trading/Clearing currency	EUR
22	Payment currency	EUR
22.1	Pricing clean/dirty	Clean
23	Maturity date	15/03/2017
24	Expected time life date	
25	Early redemption type	Not applicable
26	Redemption basis	At maturity
27	Type of coupon (Fixed, Zero Coupon, Variable)	Variable
28	Interest rate (only for fixed rate)	
29	Interest rate benchmark (for Floating Rate bonds only)	3 Month EURIBOR
30	Interest rate margin in percentage (for FRN bonds only)	0,38000%
31	Day count Fraction	ACT/360
32	Coupon frequency	Quarterly
33	First coupon payment date	15/06/2014
34	Coupon periods thereafter (when different from the first period)	3 months
35	Other comments (Visa number, Signed Final Terms, change coupon type after a period, change of day count after a period,...)	Final Terms dated 18/03/14 Common code : TBC
36	Central security depositary (CSD)	Euroclear France
43	Securities Paying agent name CSD account number	HSBC France (Paris Paying Agent)
44	Securities under programme (Y/N)	Yes
45	Is it the first issuance under this Program (Y/N)	Yes
51	Billing contact and address	HSBC Bank plc, Att. Tim Gevaux, 8 Canada Square, London E14 5HQ
52	VAT code issuer, for new issuers only	N/A
53	Issuer / Issuer Agent Signature	

**Xavier BOISSEAU**  
Managing Director  
Head of Global Markets France

Paris, le 18 mars 2014

**DECISION D'EMISSION D'OBLIGATIONS**

Je soussigné Xavier Boisseau, agissant en vertu des pouvoirs qui m'ont été conférés par décision du Conseil d'Administration de HSBC France en date du 31 juillet 2013, décide par la présente de procéder le 20 mars 2014 à l'émission par HSBC France des obligations ci-après, dont les principales conditions sont décrites dans le *term-sheet* joint en annexe:

*EUR 50,000,000 Floating Rate Notes due March 2017 (FR0011801406)*



Xavier BOISSEAU

**Xavier BOISSEAU** †  
Managing Director  
Head of Global Markets France