

Second Supplement dated 30 September 2014

to the Euro Medium Term Note Programme Base Prospectus dated 16 January 2014



HSBC France
€20,000,000,000

Euro Medium Term Note Programme

This second supplement (the **Second Supplement**) is supplemental to, and should be read in conjunction with, the base prospectus dated 16 January 2014 (the **Base Prospectus**) granted visa no. 14-0013 on 16 January 2014 by the *Autorité des Marchés Financiers* (the **AMF**), and the supplement to the Base Prospectus dated 15 May 2014 (the **First Supplement**) granted visa no. 14-206 on 15 May 2014 by the AMF, which have been prepared by HSBC France (the **Issuer**) with respect to its €20,000,000,000 Euro Medium Term Note Programme of HSBC France (the **Programme**).

The Base Prospectus as supplemented constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC as amended (including by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the **Prospectus Directive**).

Application has been made for approval of this Second Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meanings when used in this Second Supplement.

To the extent that there is any inconsistency between (i) any statement in this Second Supplement and (ii) any statement in, or incorporated by reference in, the Base Prospectus as supplemented by the First Supplement, the statement referred to in (i) above will prevail.

This Second Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF's *Règlement Général*, for the purposes of giving information which amends or is additional to the information already contained in the Base Prospectus as supplemented by the First Supplement.

This Second Supplement has been prepared for the purposes of:

- (a) incorporating by reference the English translation of HSBC France's *Actualisation du Document de référence 2013* and inserting a related cross-reference table in the "Documents Incorporated by Reference" section of the Base Prospectus;
- (b) updating the "Programme Summary" and the "*Résumé en Français du Programme*"; and
- (c) updating section 3 of the "General Information" section of the Base Prospectus.

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes issued under the Programme before this Second Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Second Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 3 October 2014.

Copies of this Second Supplement (a) may be obtained, free of charge, at the registered office of the Issuer during normal business hours, (b) will be available on the website of the Issuer (www.hsbc.fr/1/2/hsbc-france/entreprises-institutionnels/placements/nos-solutions-de-placement-individuelles/emissions-obligataires), (c) will be available on the website of the AMF (www.amf-france.org) and (d) will be available for collection free of charge on any weekday

(Saturdays, Sundays and public holidays excepted), at the specified office of the Paying Agent(s), during normal business hours so long Notes may be issued under the Programme and so long as any Notes issued under the Programme are outstanding.

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SUMMARY OF THE PROGRAMME

The "Summary of the Programme " on pages 7 to 24 of the Base Prospectus as supplemented by the First Supplement is amended as follows:

(a) Element B.12 is deleted in its entirety and replaced with the following:

B.12	Selected historical key financial information	HSBC France group <i>(in millions of euros)</i>	30/06/2014	30/06/2013	31/12/2013	31/12/2012
		Profit before tax	182	361	546	388
		Profit attributable to shareholders of the parent company	132	235	383	320
		Profit before tax for the HSBC Group's operations in France	199	418	654	559
		Loan impairment charges and other credit risk provisions	(78)	(44)	(97)	(117)
		Operating profit	182	361	550	388
		Cash and cash equivalents at the end of the period	12,366		22,507	29,820
		Shareholders' funds of the parent company	5,617		5,391	5,213
		Loans and advances to customers and banks	40,845		40,235	76,486 (1)
		Customer accounts and deposits by banks	40,480		36,974	75,356 (2)
		Total assets	221,215		208,893	225,208
		Total capital ratio	13.2%		13.7%	12.6%
		Tier One capital ratio	13.2%		13.7%	12.6%
		(1) including Reverses Repos				
		(2) including Repos				

	<i>(in millions of euros)</i>	30/06/2014	30/06/2013	31/12/2013	31/12/2012
	Interest income	985	738	1,508	1,663
	Interest expense	(197)	(195)	(405)	(650)
	Net interest income	788	543	1,103	1,013
	Fee income	456	475	949	960
	Fee expense	(111)	(120)	(216)	(224)
	Net fee income	345	355	733	736
	Trading income	(6)	277	380	352
	Net income from financial instruments designated at fair value	214	(14)	(31)	(108)
	Gains less losses from financial investments	45	10	11	58
	Dividend income	3	3	3	7
	Net earned insurance premiums	964	-	-	-
	Other operating income	(34)	16	23	38
	Total operating income before loan impairment (charges)/releases and other credit risk provisions	2,319	1,190	2,222	2,096
	Net insurance claims	(1,258)	-	-	-
	Loan impairment charges and other credit risk provisions	(78)	(44)	(97)	(117)
	Net operating income	983	1,146	2,125	1,979
	Employee compensation and benefits	(481)	(454)	(921)	(993)
	General and administrative expenses	(295)	(304)	(597)	(543)
	Depreciation of property, plant and equipment	(21)	(23)	(48)	(47)
	Amortisation of intangible assets and impairment of goodwill	(4)	(4)	(9)	(8)
	Total operating expenses	(801)	(785)	(1,575)	(1,591)

		Operating profit	182	361	550	388
		Share of profit in associates and joint ventures	-	-	(4)	-
		Profit before tax	182	361	546	388
		Tax expense	(50)	(126)	(163)	(67)
		Profit from continuing operations	132	235	383	321
		Discontinued operations				
		Net profit on discontinued operations	-	-	-	-
		Profit for the period	132	235	383	321
		Profit attributable to shareholders of the parent company	131	235	383	320
		Profit attributable to non-controlling interests <i>(in euros)</i>	1	-	-	1
		Basic earnings per ordinary share	1.95%		5.68	4.75
		Diluted earnings per ordinary share	1.95%		5.68	4.75
		Dividend per ordinary share	-		1.78	3.56
			30/06/2014	31/12/2013	31/12/2012	
		RoE	4.7%	7.1%	6.1%	
		Cost efficiency ratio	81.5%	70.9%	75.9%	
		Consolidated cash flow table				
		<i>(in millions of euros)</i>	30/06/2014	31/12/2013	31/12/2012	
		Cash flows from operating activities				
		Profit before tax	182	546	388	
		– non-cash items included in net profit	12	(36)	59	
		– change in operating assets	15,721	20,776	3,322	
		– change in operating liabilities	(4,955)	(15,965)	(2,219)	

		– elimination of exchange differences	(1,039)	(120)	(60)
		– net gain from investing activities	(47)	(17)	(63)
		– share of profits in associates and joint ventures	-	(4)	-
		– tax (paid) / recovered	-	(180)	(12)
		Net cash from operating activities	9,873	5,000	1,415
		Cash flows (used in)/from investing activities			
		Purchase of financial investments	(3,403)	(3,859)	(3,738)
		Proceeds from the sale and maturity of financial investments	3,068	2,133	3,170
		Purchase of property, plant and equipment	(13)	(340)	(79)
		Proceeds from the sale of property, plant and equipment	1	3	11
		Purchase of goodwill and intangible assets	(3)	(6)	(7)
		Net cash outflow from acquisition of and increase in stake of subsidiaries	-	275	-
		Net cash inflow from disposal of subsidiaries	-	-	-
		Net cash outflow from acquisition of and increase in stake of associates	-	-	-
		Proceeds from disposal of associates	-	2	-
		Net cash (used in)/from investing activities	(350)	(1,792)	(643)
		Cash flows (used in)/from financing activities			
		Subordinated loan capital repaid	-	(150)	-
		Dividends paid to shareholders	-	(360)	-
		Dividends paid to non controlling interests	-	-	-
		Net cash (used in)/from financing activities	-	(510)	-
		Net increase in cash and cash equivalents	(10,224)	(7,304)	772
		Cash and cash equivalents at 1 January	22,507	29,820	29,033

	Effect of exchange rate changes on cash and cash equivalents	83	(9)	15
	Cash and cash equivalents at the end of the period	12,366	22,507	29,820
		30/06/2014	31/12/2013	31/12/2012
	(in millions of euros)	Basel II	Basel II	Basel II
	Common Equity Tier 1:			
	Shareholders' funds of the parent company	5,617	5,391	5,213
	Non controlling interests	60	46	48
	Less: dividends payable to the parent company	-	-	(240)
	Less: items treated differently for the purposes of capital adequacy	(121)	(57)	(153)
	Less: prudent valuation	(78)		
	Less : investments in credit institutions exceeding 10% of capital	(331)	(275)	-
	Less: goodwill capitalised and intangible assets	(375)	(362)	(363)
	Less: deductions in respect of expected losses	(95)	(57)	(64)
	Less: subordinated securities in credit institutions	(350)	(259)	-
	Less : Investments on companies with financial character and the postponed taxes exceeding the franchise of 17.65 % of stockholders' equity	(8)		
	Less : investments in credit institutions exceeding 10% of capital	-	-	(309)
	Total CET1 capital	4,319	4,427	4,133
	Tier 2:			
	Reserves arising from revaluation of property and unrealised gains on available-for-sale securities	-	46	44
	Perpetual subordinated loan and term-subordinated loan	19	22	55
	Less: deductions in respect of expected losses	-	(57)	(64)
	Less: subordinated securities of HSBC Assurances Vie (France)	(19)	(11)	

	consolidated by the equity method			
	Less: investments in credit institutions exceeding 10% of capital	-	-	(35)
	Total qualifying tier 2 capital	-	-	-
	Investments in other banks and other financial institutions	-	-	(5)
	Total capital	4,319	4,427	4,128
	Total Basel II risk-weighted assets	32,727	32,343	32,673
	Total risk-weighted assets before the additional requirement due to the floor	32,727	29,487	30,501
	Capital ratios:			
	Total capital	13.2%	13.7%	12.6%
	Tier 1 capital	13.2%	13.7%	12.6%
	Tier 1 capital before the additional requirements due to the floor	NA	15.0%	13.5%
There has been no material adverse change in the prospects of the Issuer since 31 December 2013 and there has been no significant change in the financial or trading position of the Issuer since 30 June 2014.				

RESUME EN FRANÇAIS DU PROGRAMME

Le "Résumé en français du Programme" figurant aux pages 25 à 43 du Prospectus de Base est modifié comme suit :

(a) L'Elément B.12 est supprimé et entièrement remplacé par ce qui suit :

B.12	Informations financières sélectionnées historiques clés	Groupe HSBC France			
		<i>(en millions d'euros)</i>			
		30/06/2014	30/06/2013	31/12/2013	31/12/2012
	Résultat avant impôt	182	361	546	388
	Résultat net part du groupe	132	235	383	320
	Résultat courant avant impôt des activités du Groupe HSBC en France	199	418	654	559
	Dépréciations pour risque de crédit	(78)	(44)	(97)	(117)
	Résultat d'Exploitation	182	361	550	388
	Trésorerie en fin de période	12.366		22.507	29.820
	Capitaux propres part du groupe	5.617		5.391	5.213
	Prêts et créances sur les établissements de crédit et sur la clientèle	40.845		40.235	76.487 (1)
	Dettes envers les établissements de crédit et comptes créditeurs de la clientèle	40.480		36.974	75.356 (2)
	Total du bilan	221.215		208.893	225.208
	Ratio total des fonds propres	13.2%		13.7%	12.6%
	Ratio des fonds propres de base	13.2%		13.7%	12.6%
	(1) incluant les opérations de <i>Reverse Repos</i>				
	(2) incluant les opérations de <i>Repos</i>				
		30/06/2014	30/06/2013	31/12/2013	31/12/2012
	<i>(en millions d'euros)</i>				
	Intérêts et produits assimilés	985	738	1.508	1.663
	Intérêts et charges assimilées	(197)	(195)	(405)	(650)
	Marge nette d'intérêt	788	543	1.103	1.013
	Commissions (produits)	456	475	949	960
	Commissions (charges)	(111)	(120)	(216)	(224)
	Commissions nettes	345	355	733	736
	Gains ou pertes sur opérations des portefeuilles de transaction	(6)	277	380	352
	Résultat net des instruments financiers sous option juste valeur	214	(14)	(31)	(108)
	Résultat net de cession des	45	10	11	58

	investissements financiers				
	Dividendes reçus	3	3	3	7
	Autres produits d'exploitation	(34)	16	23	38
	Primes acquises nettes d'assurance	964	-	-	-
	Produit net bancaire avant dépréciations pour risques de crédit	2.319	1.190	2.222	2.096
	Créances nettes d'assurance	(1.258)	-	-	-
	Dépréciations pour risques de crédit	(78)	(44)	(97)	(117)
	Produit net bancaire	983	1.146	2.125	1.979
	Frais de personnel	(481)	(454)	(921)	(993)
	Frais généraux et administratifs	(295)	(304)	(597)	(543)
	Dotations aux amortissements des immobilisations corporelles	(21)	(23)	(48)	(47)
	Dotations aux amortissements des immobilisations incorporelles et pertes de valeur sur écarts d'acquisition	(4)	(4)	(9)	(8)
	Total des charges d'exploitation	(801)	(785)	(1.575)	(1.591)
	Résultat d'exploitation	182	361	550	388
	Quote-part dans le résultat d'entreprises mises en équivalence	-	-	(4)	-
	Résultat avant impôt	182	361	546	388
	Impôt sur les bénéfices	(50)	(126)	(163)	(67)
	Résultat net hors résultat des activités cédées	132	235	383	321
	Activités cédées				
	Résultat net d'impôts des activités cédées	-	-	-	-
	Résultat net	132	235	383	321
	Résultat net part du Groupe	131	235	383	320
	Part des intérêts non contrôlant	1	-	-	1
	<i>(en euros)</i>				
	Résultat non dilué par action ordinaire	1,95%		5,68	4,75
	Résultat dilué par action ordinaire	1,95%		5,68	4,75
	Dividende par action ordinaire		-	1,78	3,56
		30/06/14	31/12/2013	31/12/2012	
	Rendement des fonds propres	4,7%	7,1%	6,1%	
	Coefficient d'exploitation	81,5%	70,9%	75,9%	

Tableau des flux de trésorerie consolidé				
<i>(en millions d'euros)</i>		30/06/14	31/12/2013	31/12/2012
Flux de trésorerie provenant des activités opérationnelles				
Résultat avant impôt		182	546	388
- éléments non monétaires inclus dans le résultat net		12	(36)	59
- variation des actifs d'exploitation		15.721	20.776	3.322
- variation des passifs d'exploitation		(4.955)	(15.965)	(2.219)
- écarts de change		(1.039)	(120)	(60)
- (gain)/perte net sur activités d'investissement		(47)	(17)	(63)
- part des résultats des sociétés mises en équivalence et sous contrôle conjoint		-	(4)	-
- dividendes reçus des sociétés mises en équivalence et sous contrôle conjoint		-	-	-
- impôts (versés/reçus)		-	(180)	(12)
Flux nets de trésorerie provenant des activités opérationnelles		9.873	5.000	1.415
Flux de trésorerie provenant des activités d'investissement				
Acquisition d'investissements financiers		(3.403)	(3.859)	(3.738)
Produits sur cessions d'investissements financiers		3.068	2.133	3.170
Acquisition d'actifs corporels		(13)	(340)	(79)
Produits sur ventes d'actifs corporels		1	3	11
Acquisition de goodwill d'actifs incorporels		(3)	(6)	(7)
Acquisition de filiales et/ou augmentation des parts détenues dans les filiales consolidées		-	275	-
Flux nets de trésorerie sur cession de participations consolidées		-	-	-
Acquisition dans des entreprises liées et/ou augmentation des parts détenues dans des entreprises liées		-	-	-
Produits sur cessions de participations		-	2	-

	dans des entreprises liées			
	Flux nets de trésorerie provenant des activités d'investissement	(350)	(1.792)	(643)
	Flux de trésorerie provenant des activités de financement			
	Prêts/emprunts subordonnés remboursés	-	(150)	-
	Dividendes versés	-	(360)	-
	Dividendes versés aux intérêts non contrôlant	-	-	-
	Flux nets de trésorerie provenant des activités de financement	-	(510)	-
	Variation nette de la trésorerie	(10.224)	(7.304)	772
	Trésorerie en début de période	22.507	29.820	29.033
	Effet de change sur la trésorerie	83	(9)	15
	Trésorerie en fin de période	12.366	22.507	29.820
	<i>(en millions d'euros)</i>	30/06/14	31/12/2013	31/12/2012
		Bâle II	Bâle II	Bâle II
	Fonds propres de base (Common Equity Tier I) :			
	Capitaux propres part du groupe	5.617	5.391	5.213
	Intérêts non contrôlant	60	46	48
	Moins : dividendes versés à la société mère	-	-	(240)
	Moins : éléments faisant l'objet d'un traitement prudentiel	(121)	(57)	(153)
	Moins : correction de valeur supplémentaire sur les actifs mesurés à la juste valeur	(78)		
	Moins : investissements sur les entreprises à caractère financier excédant la limite de 10 % des fonds propres	(331)	(275)	-
	Moins : écarts d'acquisition et autres immobilisations incorporelles	(375)	(362)	(363)
	Moins : déductions au titre des pertes attendues	(95)	(57)	(64)
	Moins : titres subordonnés HSBC Assurances Vie (France) consolidés par mise en équivalence	(350)	(259)	-
	Moins : investissements sur les entreprises à caractère financier et les impôts différés excédant la franchise de 17,65% des fonds propres	(8)		

	Moins : investissements sur les entreprises à caractère financier excédant la limite de 10 % des fonds propres	-	-	(309)
	Total des fonds propres de base de catégorie 1 (CET1)	4.319	4.427	4.133
	Fonds propres de catégorie 2 (Tier 2) :			
	Réserves de réévaluation des immobilisations et plus-values latentes sur titres disponibles à la vente	-	46	44
	Titres subordonnés à durée indéterminée et titres subordonnés à durée déterminée	19	22	55
	Moins : déductions au titre des pertes attendues	-	(57)	(64)
	Moins : titres subordonnés HSBC Assurances Vie (France) consolidés par mise en équivalence	(19)	(11)	-
	Moins : investissements sur les entreprises à caractère financier excédant la limite de 10 % des fonds propres	-	-	(35)
	Total des fonds propres complémentaires	-	-	-
	Investissements dans d'autres établissements bancaires ou financiers	-	-	(5)
	Total des fonds propres	4.319	4.427	4.128
	Total des risques pondérés Bâle II (données non auditées)	32.727	32.343	32.673
	Total des risques pondérés avant exigence au titre des niveaux planchers (données non auditées)	32.727	29.487	30.501
	Ratios prudentiels : (données non auditées)			
	Total des fonds propres	13,2%	13,7%	12,6%
	Fonds propres de base	13,2%	13,7%	12,6%
	Fonds propres de base avant exigence au titre des niveaux planchers	NA	15,0%	13,5%

		Aucune détérioration significative n'a eu de répercussions sur les perspectives de l'Emetteur depuis le 31 décembre 2013 et il n'y a eu aucun changement significatif dans la situation financière ou commerciale de l'Emetteur depuis le 30 juin 2014.
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RISK FACTORS

The paragraph under the heading "Risks Relating to the Issuer" and above the heading "Risk Factors Relating to the Notes" on page 44 of the Base Prospectus is deleted and replaced by the following:

"Risk factors in connection with the Issuer are set out in details on pages 77 to 100 and 175 to 197 of the English translation of the Issuer's 2013 Registration Document and on pages 25 to 37 of the Update to the 2013 Registration Document which are incorporated by reference in this Base Prospectus."

DOCUMENTS INCORPORATED BY REFERENCE

The English translation of the Issuer's *Actualisation du Document de référence* 2013 has been filed with the AMF for the purposes of the Prospectus Directive and, by virtue of this Second Supplement, is incorporated in, and forms part of, the Base Prospectus as supplemented by the First Supplement.

The section "Documents incorporated by reference" in the Base Prospectus is updated accordingly as follows:

- (a) Above the paragraph corresponding to the first bullet point the following bullet point is inserted :
- “- the English translation of the Issuer's *Actualisation du Document de référence* 2013 filed with the *Autorité des marchés financiers* on 28 August 2014 under No. D. 14-0103-A01 (the **Update to the 2013 Registration Document**);”;
- (b) The table under the heading “**CROSS REFERENCE LIST**” on pages 52 to 55 of the Base Prospectus as supplemented by the First Supplement is deleted in its entirety and replaced by the following:

INFORMATION INCORPORATED BY REFERENCE	REFERENCE
Annex XI of the European Regulation 809/2004/EC	
2. STATUTORY AUDITORS	Update to the 2013 Registration Document page 48 2013 Registration Document pages 251 to 252 2012 Registration Document page 245
3. RISK FACTORS	Update to the 2013 Registration Document pages 25 to 37 2013 Registration Document pages 77 to 100 and 175 to 197
4. INFORMATION ABOUT THE ISSUER	
<u>4.1. History and development of the Issuer</u>	2013 Registration Document page 263
<u>4.1.2. Place of registration of the Issuer and its registration number</u>	2013 Registration Document page 261
<u>4.1.3 Date of incorporation and the length of life of the issuer, except where indefinite</u>	2013 Registration Document page 261
<u>4.1.4 Domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business of different from its registered office)</u>	2013 Registration Document page 261
<u>4.1.5. Recent Developments</u>	Update to the 2013 Registration Document page 46 2013 Registration Document page 267
5. BUSINESS OVERVIEW	

INFORMATION INCORPORATED BY REFERENCE Annex XI of the European Regulation 809/2004/EC	REFERENCE
<u>5.1. Principal activities:</u>	Update to the 2013 Registration Document pages 3 to 7 2013 Registration Document pages 2 to 7 and 220
<u>5.1.2. New product and/or activities:</u>	2013 Registration Document page 267
<u>5.1.3. Principal markets:</u>	2013 Registration Document pages 2 to 7 and 220
<u>5.1.4 Basis for any statement in the registration document made by the issuer regarding its competitive position.</u>	2013 Registration Document pages 2 to 7
6. ORGANISATIONAL STRUCTURE	
<u>6.1 Brief description of the group and of the issuer's position within it</u>	2013 Registration Document page Inside cover, 2 to 7, 214 to 217 and 253 to 255
<u>6.2 If the issuer is dependent upon entities within the group, this must be clearly stated together with an explanation of this dependence</u>	2013 Registration Document pages 253 to 255
9. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES	
Name, business addresses and functions in the Issuer of the members of the administrative, management or supervisory bodies and indication of the principal activities performed by them outside the Issuer	2013 Registration Document pages 8 to 20
Conflict of Interest	2013 Registration Document page 37
10. MAJOR SHAREHOLDERS	
<u>10.1 To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused</u>	2013 Registration Document pages 21 and 266
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
Interim and other financial information for the period ended 30 June 2014	
- Balance sheet	Update to the 2013 Registration Document page 9
- Income statement	Update to the 2013 Registration Document page 8
- Cash flow statement	Update to the 2013 Registration Document page 13
- Notes	Update to the 2013 Registration Document pages 14 to 44

INFORMATION INCORPORATED BY REFERENCE	REFERENCE
Annex XI of the European Regulation 809/2004/EC	
- Auditors' report relating to the above	Update to the 2013 Registration Document page 45
- Consolidated statement of comprehensive income	Update to the 2013 Registration Document page 10
- Consolidated statement of changes in equity	Update to the 2013 Registration Document pages 11 to 12
<u>Issuer's audited consolidated annual financial statements for the year ended 31 December 2013</u>	
- Balance sheet	2013 Registration Document page 105
- Income statement	2013 Registration Document page 103
- Cash flow statement	2013 Registration Document page 107
- Notes	2013 Registration Document pages 108 to 206
- Auditors' report relating to the above	2013 Registration Document pages 251 and 252
- Consolidated statement of comprehensive income	2013 Registration Document page 103
- Consolidated statement of changes in equity	2013 Registration Document page 106
<u>Issuer's audited consolidated annual financial statements for the year ended 31 December 2012</u>	
- Balance sheet	2012 Registration Document page 102
- Income statement	2012 Registration Document page 100
- Cash flow statement	2012 Registration Document page 104
- Notes	2012 Registration Document pages 105 to 183
- Auditors' report relating to the above	2012 Registration Document pages 184 and 185
- Consolidated statement of comprehensive income	2012 Registration Document pages 101
- Consolidated statement of changes in equity	2012 Registration Document pages 103
11.6 Legal and arbitration proceedings	2013 Registration Document pages 92 to 94
12. MATERIAL CONTRACTS	2013 Registration Document page 263

GENERAL INFORMATION

The section “General Information” in the Base Prospectus is amended as follows:

the paragraph (3) on page 123 of the Base Prospectus is deleted in its entirety and replaced by the following:

“There has been no significant change in the financial position of the Issuer or the Group since 30 June 2014.”;

RESPONSIBILITY STATEMENT

I hereby certify, having taken all reasonable care to ensure that such is the case that, to the best of my knowledge, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

The limited report on the interim financial information issued by the Statutory Auditors for the period January 1 to June 30, 2014 contains one observation.

HSBC France

103, avenue des Champs Elysées
75008 Paris
France

Represented by Franck Carminati
Head of Balance Sheet Management, HSBC France
Duly authorised

Dated 30 September 2014



In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("AMF"), in particular Articles 211-1 to 216-1, the AMF has granted to this Second Supplement the visa n°14-531 on 30 September 2014. This Second Supplement has been prepared by HSBC France and its signatories assume responsibility for it. This Second Supplement and the Base Prospectus as supplemented by the First Supplement may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.