

SECOND SUPPLEMENT DATED 11 MARCH 2022
TO THE OFFERING MEMORANDUM DATED 30 APRIL 2021



HSBC Continental Europe

**Programme for the issue of Structured Notes and Certificates
for an aggregate maximum issue amount of €20,000,000,000
(the "Programme")**

This second supplement (the "**Second Supplement**") to the Offering Memorandum dated 30 April 2021 (the "**Offering Memorandum**"), which comprises a supplementary listing particulars for the purposes of the Listing Rules of the Global Exchange Market ("**GEM**") and has been approved by Euronext Dublin, is prepared in connection with the Programme established by HSBC Continental Europe (the "**Issuer**"). Terms defined in the Offering Memorandum have the same meaning when used in this Second Supplement.

This Second Supplement is supplemental to, and should be read in conjunction with, the Offering Memorandum.

The Issuer accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Second Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Second Supplement is:

- (a) to update the "Risk Factors Relating to the Issuer" section of the Offering Memorandum;
- (b) to incorporate by reference the Issuer's 2021 Universal Registration Document (as defined in page 4 below) and to insert a related cross-reference table in the "Documents Incorporated by Reference" section of the Offering Memorandum;
- (c) to update the "Preference Share Issuer" specified in the "Terms and Conditions of the Notes" section of the Offering Memorandum;
- (d) to update the "Description of the Issuer" section of the Offering Memorandum; and
- (e) to update sections 3, 4, 5 and 7 of the "General Information" section of the Offering Memorandum.

CONTENTS

	Page
Risk Factors	3
Documents Incorporated by Reference	4
Terms and Conditions of the Notes	9
Description of the Issuer.....	10
General Information	11

RISK FACTORS

The paragraphs under the heading "RISK FACTORS RELATING TO THE ISSUER" on page 8 of the Offering Memorandum are deleted and replaced by the following:

"Risk factors in connection with the Issuer are set out in detail on pages 98 to 110, 139 to 142, 151, 154 of the Issuer's 2021 Universal Registration Document, which is incorporated by reference in this Offering Memorandum. See section entitled "*Documents Incorporated by Reference*" of this Offering Memorandum.

The following risk factors are identified as the main risk factors specific to the Issuer that may have a material adverse effect on its business, prospects, financial condition, capital position, reputation, results of operations and/or its customers:

- Macroeconomic and geopolitical risk;
- Macro-prudential, regulatory and legal risks;
- Risks related to the Issuer's operations;
- Risks related to the Issuer's governance and internal control;
- Risks related to the Issuer's business;
- Risks related to the financial statements."

DOCUMENTS INCORPORATED BY REFERENCE

The Issuer's 2021 Universal Registration Document has been filed with the *Autorité des marchés financiers* for the purposes of Regulation (EU) 2017/1129, as amended, and, by virtue of this Second Supplement, is incorporated in, and forms part of, the Offering Memorandum.

The section "Documents incorporated by reference" of the Offering Memorandum is updated accordingly as follows:

- The paragraph (a) is deleted and replaced as follows:
 - "(a) the English translation of the Issuer's *Document d'enregistrement universel et rapport financier annuel 2021* filed with the *Autorité des marchés financiers* on 23 February 2022 under No. D.22-0053 (the **2021 Universal Registration Document**);".
- The paragraph (c) is deleted and replaced as follows:
 - "(c) the Issuer's Capital and Risk Management Pillar 3 Disclosures as at 31 December 2021 (**the HSBC Continental Europe Pillar 3 Disclosures**);
- The first paragraph appearing on page 73 of the Offering Memorandum is deleted in its entirety and replaced by the following:

"Save that any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Offering Memorandum to the extent that a statement contained in any document subsequently incorporated by reference and in respect of which a supplement to this Offering Memorandum is prepared modifies or supersedes such statement. Any documents incorporated by reference in the 2020 Universal Registration Document and in the 2021 Universal Registration Document do not form part of the Offering Memorandum. To the extent that only certain parts of the above documents are specified to be incorporated by reference herein, the non-incorporated parts of such documents are either not relevant for investors or covered elsewhere in this Offering Memorandum."

- The table under the heading "CROSS REFERENCE LIST" on pages 73 to 77 of the Offering Memorandum is deleted in its entirety and replaced by the following:

INFORMATION INCORPORATED BY REFERENCE Annex 7 of the Commission Delegated Regulation	REFERENCE	
	2020 Universal Registration Document	2021 Universal Registration Document (<i>unless otherwise specified</i>)
3. RISK FACTORS		
3.1 A description of the material risks that are specific to the issuer and that may affect the issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed 'Risk Factors'.		Pages 98 to 110, 139 to 142, 151, 154 and 159 Pages 3, 21, 22 and 33 of the HSBC Continental Europe Pillar 3 Disclosure
4. INFORMATION ABOUT THE ISSUER		
4.1 History and development of the Issuer		Page 287
4.1.1 The legal and commercial name of		Page 286

INFORMATION INCORPORATED BY REFERENCE Annex 7 of the Commission Delegated Regulation	REFERENCE	
	2020 Universal Registration Document	2021 Universal Registration Document (unless otherwise specified)
the issuer		
4.1.2 The place of registration of the issuer, its registration number and legal entity identifier ('LEI').		Page 286
4.1.3 The date of incorporation and the length of life of the issuer, except where the period is indefinite.		Page 286
4.1.4 The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus		Page 286
4.1.5 Any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency		Pages 3 to 7, 87 and 144
5. BUSINESS OVERVIEW		
5.1 Principal activities		
5.1.1 A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed.		Pages 4 to 21 and 247 to 248
5.1.2 The basis for any statements made by the issuer regarding its competitive position		Pages 4 to 21
6. ORGANISATIONAL STRUCTURE		
6.1 If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.		Pages 3 to 22, 271 to 272 and 280 to 283
6.2 If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.		Pages 280 to 282
9. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES		
9.1 Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that		Pages 24 to 31

INFORMATION INCORPORATED BY REFERENCE Annex 7 of the Commission Delegated Regulation	REFERENCE	
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issuer: (a) members of the administrative, management or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.		
9.2 Administrative, management, and supervisory bodies conflicts of interests Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.		Pages 40 and 41
10. MAJOR SHAREHOLDERS		
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.		Pages 286 to 288
11.1 Historical financial information		
11.1.1 Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect of each year.	Pages 164-230	Pages 175-237
11.1.3 Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.	Pages 164-230	Pages 175-237
11.1.5 Consolidated financial statements If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	Pages 164-230	Pages 175-237
11.1.6 Age of financial information The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document	Page 167	Page 178

INFORMATION INCORPORATED BY REFERENCE Annex 7 of the Commission Delegated Regulation	REFERENCE	
	2020 Universal Registration Document	2021 Universal Registration Document (unless otherwise specified)
11.2 Auditing of Historical financial information		
<p>11.2.1 The historical financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2006/43/EC and Regulation (EU) No 537/2014.</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</p> <p>11.2.1 a Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.</p>	<p>Pages 231-236</p> <p>Page 231</p>	<p>Pages 238-243</p> <p>Page 238</p>
11.2.2 Indication of other information in the registration document which has been audited by the auditors	<p>Pages 50-52</p>	<p>Pages 52-53</p>
11.3 Legal and arbitration proceedings		
<p>11.3.1 Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.</p>		<p>Pages 162 to 163, 232 to 233, 269 to 270</p>
11.4 Significant change in the issuer's financial position		
<p>11.4.1 A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or provide an appropriate</p>		<p>Pages 20, 234 to 235, 270</p>

INFORMATION INCORPORATED BY REFERENCE Annex 7 of the Commission Delegated Regulation	REFERENCE	
	2020 Universal Registration Document	2021 Universal Registration Document <i>(unless otherwise specified)</i>
negative statement.		
12. ADDITIONAL INFORMATION		
12.1 Share capital The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.		Pages 230 to 231, 262 and 288
12.2 Memorandum and Articles of Association The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association.		Pages 286 to 287
13. MATERIAL CONTRACTS		
13.1 A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.		Page 288

TERMS AND CONDITIONS OF THE NOTES

The section "Terms and Conditions of the Notes" of the Offering Memorandum is amended as follows:

The first paragraph of Condition 20.7(i) of the Terms and Conditions of the Notes appearing on page 170 of the Offering Memorandum is deleted in its entirety and replaced as follows:

“UKSED3P Investments Limited (the "**Preference Share Issuer**") is a private company limited by shares and was incorporated under the Companies Act 2006 on 30 April 2010 (with registered number 07240905). The Preference Share Issuer is governed by the laws of England and Wales and has its registered office at 1 Bartholomew Lane, London, EC2N 2AX, United Kingdom.”

DESCRIPTION OF THE ISSUER

The section "Description of the Issuer" of the Offering Memorandum is deleted in its entirety and replaced as follows:

"The Issuer's description is included in the 2021 Universal Registration Document which is incorporated by reference into this Offering Memorandum."

GENERAL INFORMATION

The section "General Information" of the Offering Memorandum is amended as follows:

1. The paragraph (3) on page 443 of the Offering Memorandum is deleted and replaced by the following:

"Except as disclosed on pages 162 to 163, 232 to 233 and 269 to 270 of the 2021 Universal Registration Document, neither the Issuer nor any other member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceeding which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the financial position or profitability of the Issuer."

2. The paragraph (4) on page 443 of the Offering Memorandum is deleted in its entirety and replaced by the following:

"Except as disclosed on pages 20, 234 to 235 and 270 of the 2021 Universal Registration Document and in the Offering Memorandum, there has been no significant change in the financial position or financial performance of the Issuer or the Group since 31 December 2021."

3. The paragraph (5) on page 443 of the Offering Memorandum is deleted in its entirety and replaced by the following:

"With the exception of the elements mentioned in the 2021 Universal Registration Document and in the Offering Memorandum, there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2021."

4. The limb (c) of paragraph (7) on page 443 of the Offering Memorandum is deleted in its entirety and replaced by the following:

“(c) the consolidated audited financial statements of the Issuer in respect of the financial years ended 31 December 2020 and 2021;”.