



HSBC SFH (France)

A French limited liability company (*société anonyme*)

with a share capital of €113,250,000

Registered office: Immeuble Cœur Défense, 110, esplanade du Général de Gaulle, 92400 Courbevoie, France

480 034 917 RCS Nanterre

NOTICE

to the holders of the

€1,000,000,000 0.500 per cent. Covered Bonds due 17 April 2025 extendible as Floating Rate Covered Bonds up to 17 April 2026

(ISIN: FR0013329638)

of which €1,000,000,000 are currently outstanding

(the “**2025 Covered Bonds**”)

issued by HSBC SFH (France)

(the “**Issuer**”)

Paris 20 December 2023

*Unless the context otherwise requires, terms and expressions used but not defined herein have the respective meanings given to them in the terms and conditions of the 2025 Covered Bonds set out in the Base Prospectus dated 23 November 2017 (as supplemented by a first supplement dated 16 February 2018) and the Final Terms dated 13 April 2018 (the “**2025 Conditions**”).*

In a general meeting convened on 10 December 2021, the holders of the 2025 Covered Bonds (hereinafter, the “**2025 Bondholders**”) approved the transfer by HSBC Continental Europe, subject to the satisfaction of certain conditions, of, among other things, its full ownership interest in the Issuer and of most of its rights and obligations under the Programme Documents to which it is a party, including, notably, in its capacity as borrower, administrator, issuer calculation agent and cash collateral provider, to (i) Banque des Caraïbes SA and/or (ii) to any other entity within My Money Group (the “**Transfer**”). As a consequence, the 2025 Bondholders also approved certain amendments to the Programme Documents and to the 2025 Conditions.

These amendments were to take effect (i) immediately (*i.e.*, on 10 December 2021) in respect of the amendments to paragraph (vi) of Condition 5(g) (*Programme Documents*) and Condition 5(j) (*Rating of further Issuance*) and (ii) by the completion of the Transfer. The Issuer retained the right to withdraw such amendments at any time before the completion of the Transfer at its sole option and in its sole and absolute discretion (subject to a notification to the 2025 Bondholders in accordance with Condition 17).

Furthermore, the Issuer agreed to pay, at the latest 5 Business Days (as defined below) following the completion of the Transfer (the “**2025 Second Consent Fee Payment Date**”), an amount equal to 0.05 per cent. of the aggregate nominal amount of the 2025 Covered Bonds held by each 2025 Bondholder only if the Transfer is completed (the “**2025 Second Consent Fee**”). The 2025 Second Consent Fee will be paid by

BNP Paribas as Paying Agent, on behalf of the Issuer, to all 2025 Bondholders holding the 2025 Covered Bonds at the 2025 Second Consent Fee Payment Date.

The completion of the Transfer was originally expected to occur by 31 December 2023 or such other date as notified by the Issuer to the 2025 Bondholders in accordance with Condition 17.

In accordance with Condition 17, the Issuer hereby notifies the 2025 Bondholders that the completion of the Transfer is, as of today, expected to occur on 1st January 2024 (or such other date as will be notified by the Issuer to the 2025 Bondholders in accordance with Condition 17).

In this notice, “**Business Day**” means a day other than a Saturday or a Sunday, on which banks generally are open for business in Paris (France).