

HSBC Continental Europe

(a société anonyme registered in France)

Programme for the Issuance of Notes and Warrants

Legal Entity Identifier (LEI): F0HUI1NY1AZMJMD8LP67

Issue of

EUR 6,000,000 Autocallable Digital Coupon Recovery Notes due 2026 linked to a Basket of Shares

PART A – CONTRACTUAL TERMS

This document constitutes the Final Terms relating to the issue of the Tranche of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the "**Conditions**") set forth under the heading "*Terms and Conditions of the French Law Notes*" in the Base Prospectus dated 30 December 2022 in relation to the above Programme, together with each supplemental prospectus relating to the Programme published by the Issuer after 30 December 2022 but before the issue date or listing date of the Notes, whichever is later, to which these Final Terms relate which together constitute a base prospectus ("**Prospectus**") for the purposes of the Prospectus Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the EU Prospectus Regulation and must be read in conjunction with such Prospectus. However, a summary of the issue of the Notes is annexed to these Final Terms.

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 Prospectus. The Prospectus is available for viewing during normal business hours at HSBC Continental Europe, 38, avenue Kléber, 75116, Paris, France and www.about.hsbc.fr/investor-relations/debt-issuance.

EU PRIIPs REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the EU Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

UK PRIIPs REGULATION - PROHIBITION OF SALES TO UK RETAIL INVESTORS –The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**EUWA**"); or (ii) a customer within the meaning of the provisions of the United Kingdom Financial Services and Markets Act 2000 (as amended) ("**FSMA**") and any rules or regulations made under the FSMA to implement Directive 2016/97/EU, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

PROHIBITION OF SALES TO SWISS PRIVATE CLIENTS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to investors that qualify as private (retail) clients according to Article 4 para. 2 Swiss Financial Services Act ("**FinSA**") and its implementing ordinance, the Swiss Federal Financial Services Ordinance ("**FinSO**"). Consequently, no key information document (or equivalent document) required by FinSA has been prepared and therefore offering or selling the Notes or otherwise making them available to any private (retail) client in, into or from Switzerland may be unlawful under FinSA.

1.	Issuer:	HSBC Continental Europe		
2.	Tranche Number:	1		
3.	(i) Settlement Currency:	euro (" EUR ")		
	(ii) Governing Law:	French Law Notes		
4.	Aggregate Principal Amount of Notes admitted to trading:			
	(i) Series:	EUR 6,000,000		
	(ii) Tranche:	EUR 6,000,000		
5.	Issue Price:	100 per cent. of the Aggregate Principal Amount		
6.	(i) Denomination(s):	EUR 1,000		
	(ii) Calculation Amount:	EUR 1,000		
	(iii) Aggregate Outstanding Amount Rounding:	Nominal	Not Applicable	
7.	(i) Issue Date:	23 March 2023		
	(ii) Trade Date:	1 March 2023		
	(iii) Interest Commencement Date:	Not Applicable		
8.	Maturity Date:	16 March 2026 adjusted in accordance with the Following Business Day Convention.		
9.	Interest basis:	Coupon Trigger Event is Applicable. See Paragraph 12 for further details.		
		Coupon Trigger Recovery Event is Applicable. See Paragraph 12 for further details.		

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

10.	Fixed Rate Note provisions:	Not Applicable.
11.	Floating Rate Note provisions:	Not Applicable
12.	Coupon Trigger Event:	Applicable
	(i) Coupon Trigger Amount:	Digital Coupon

Coupon Trigger Valuation Date(s)	Coupon Trigger Payment Date(s)	Coupon Trigger Rate(s)	Coupon Trigger Level
1 March 2024	15 March 2024	7 per cent.	70 per cent.
3 March 2025	17 March 2025	7 per cent.	70 per cent.
2 March 2026	16 March 2026	7 per cent.	70 per cent.

- (ii) Specified Price: Single Observation
- (iii) Averaging Dates: Not Applicable
- (iv) Averaging Period: Not Applicable
- (v) Averaging Date Market Disruption in respect of Coupon Trigger Averaging Dates: Not Applicable
- (vi) Business Day Convention with respect to Coupon Trigger Payment Date(s): Following Business Day Convention
- (vii) Coupon Trigger Recovery Event: Applicable

Coupon Trigger Valuation Date(s)	Coupon Trigger Recovery Level
1 March 2024	70 per cent.
3 March 2025	70 per cent.
2 March 2026	70 per cent.

- (viii) Lock-In Coupon Event: Not Applicable

PROVISIONS RELATING TO REDEMPTION

13. Method for determining the Final Redemption Amount of each Note: Barrier Redemption

14. Provisions relating to the calculation of the Final Redemption Amount of each Note:

- (i) Index: Not Applicable
- (ii) Security Basket: Each of the securities specified in the table below (each a "Security" and together the "Securities"):

Security	ISIN or Unit
SIEMENS AG-REG (Bloomberg Ticker: SIEGY)	DE0007236101
SAINT GOBAIN (Bloomberg Ticker: SGOFP)	FR0000125007
ENEL SPA (Bloomberg Ticker: ENELIM)	IT0003128367
SCHNEIDER ELECTRIC SE (Bloomberg Ticker: SUFP)	FR0000121972

VEOLIA ENVIRONEMENT (Bloomberg Ticker: VIE FP)	FR0000124141
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Performance measure with respect to Security Basket: Average Basket

(iii) Weighting: Equally weighted basket

(iv) Underlying Company(ies): As per the table below

Security	Underlying Company
SIEMENS AG-REG (Bloomberg Ticker: SIE GY)	SIEMENS AG
SAINT GOBAIN (Bloomberg Ticker: SGO FP)	SAINT GOBAIN
ENEL SPA (Bloomberg Ticker: ENEL IM)	ENEL SPA
SCHNEIDER ELECTRIC SE (Bloomberg Ticker: SU FP)	SCHNEIDER ELECTRIC SE
VEOLIA ENVIRONEMENT (Bloomberg Ticker: VIE FP)	VEOLIA ENVIRONEME NT

(v) Initial Security Price: As per the table below.

Security	Initial Security Price
SIEMENS AG-REG (Bloomberg Ticker: SIE GY)	EUR 145.34
SAINT GOBAIN (Bloomberg Ticker: SGO FP)	EUR 57.51
ENEL SPA (Bloomberg Ticker: ENEL IM)	EUR 5.20
SCHNEIDER ELECTRIC SE (Bloomberg Ticker: SU FP)	EUR 153.56
VEOLIA ENVIRONEMENT (Bloomberg Ticker: VIE FP)	EUR 27.82

Strike Date 1 March 2023

Specified Price: Single Observation

(vi) Final Security Price

Specified Price: Single Observation

Final Valuation Date: 2 March 2026

(vii) Barrier: Applicable

Barrier Event: Non-Inclusive
 Barrier Observation Method: European

Barrier Valuation Date(s)	Barrier Level
Final Valuation Date	60 per cent.

- Specified Price: Single Observation
- (viii) Lock-In Redemption Event: Not Applicable
 - (ix) Return Threshold: 100 per cent.
 - (x) Cap: Not Applicable
 - (xi) Participation: Not Applicable
 - (xii) Strike Percentage: Not Applicable
 - (xiii) Conditional Protection Percentage: Not Applicable
 - (xiv) Digital Return Percentage: Not Applicable
 - (xv) Protection Level Percentage: Not Applicable
 - (xvi) Minimum Redemption Percentage: Not Applicable
 - (xvii) Minimum Return Percentage: Not Applicable
15. Early Redemption:
- (i) Early Redemption Amount (upon redemption for taxation reasons or illegality): Fair Market Value
(Condition 5(d) (Redemption and Purchase – Redemption for Taxation Reasons) or 5(f) (Redemption and Purchase – Early Redemption for Illegality))
 - (ii) Early Redemption for taxation reasons on days other than Interest Payment Dates: Yes
(Condition 5(d) (Redemption and Purchase – Redemption for Taxation Reasons))
 - (iii) Early Redemption Amount following an Event of Default: Fair Market Value
(Condition 9 (Events of Default))
 - (iv) Redemption following FX Disruption Event: Applicable
(Condition 7(f) (Y) of the English Law Conditions or Condition 7(e) (Y) of the French Law Conditions (Payments – Price Source Disruption and FX Disruption))

- (v) Early Redemption Amount following FX Disruption Event or Benchmark Trigger Event: Fair Market Value

(Condition 7(f) (Y) of the English Law Conditions or Condition 7(e) (Y) of the French Law Conditions (Payments – Price Source Disruption and FX Disruption) or 13A (Consequences of a Benchmark Trigger Event))

16. Early Redemption for Autocallable Notes: Applicable

Automatic Early Redemption Valuation Date	Automatic Early Redemption Date	Automatic Early Redemption Rate	Automatic Early Redemption Percentage
3 March 2025	17 March 2025	100 per cent.	100 per cent.

- (i) Specified Price: Single Observation
- (ii) Business Day Convention with respect to Automatic Early Redemption Date(s): Following Business Day Convention

17. Taxation: Condition 6D (*Taxation – No gross-up (HBCE)*) is not applicable
(Condition 6 (*Taxation*))

GENERAL PROVISIONS APPLICABLE TO THE NOTES

18. Form of Notes: Bearer Dematerialised Notes
19. If issued in bearer form: Not Applicable
20. Exchange Date for exchange of Temporary Global Note: Not Applicable
21. If issued in registered form (other than Uncertificated Registered Notes): Not Applicable
22. *Masse* (Condition 13 of the French Law Conditions): Condition 13 applies.
- (i) Representative: DIIS Group, 12 rue Vivienne, 75002 Paris
- (ii) Alternative Representative: Not Applicable
- (iii) Remuneration of Representative: EUR 150 (exclusive of VAT) per year
23. Payments:
- (i) Relevant Financial Centre Day: As specified in the definition in Condition 1
- (ii) Business Centre(s): Euro Business Day
- (iii) Payment of Alternative Payment Currency Equivalent: Not Applicable
- (iv) Price Source Disruption: Not Applicable
24. Redenomination: Not Applicable

25. Further provisions relating to the underlying Index: Not Applicable

26. Further Provisions relating to the underlying Securities: Applicable

(i) Exchange(s): As per the table below

(ii) Related Exchange(s): As per the table below

Security	Exchanges	Related Exchanges
SIEMENS AG-REG (Bloomberg Ticker: SIE GY)	Xetra	All Exchanges
SAINT GOBAIN (Bloomberg Ticker: SGO FP)	Euronext Paris	All Exchanges
ENEL SPA (Bloomberg Ticker: ENEL IM)	Borsa Italiana	All Exchanges
SCHNEIDER ELECTRIC SE (Bloomberg Ticker: SU FP)	Euronext Paris	All Exchanges
VEOLIA ENVIRONEMENT (Bloomberg Ticker: VIE FP)	Euronext Paris	All Exchanges

(iii) Potential Adjustment Event: Condition 17(a) of the French Law Conditions is Applicable

Extraordinary Dividend (if other than as specified in the definition in Condition 1) As specified in the definition in Condition 1

additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof) Not Applicable

(iv) Extraordinary Event: Condition 17(b) of the French Law Conditions is Applicable

(v) Conversion: Not Applicable

(vi) Correction of Prices: Condition 17(d) of the French Law Conditions is Applicable

(vii) Additional Disruption Event The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging, Insolvency Filing

27. Adjustment Provisions with respect to Scheduled Valuation Dates and Scheduled Observation Dates:

Specified Maximum Number of Disrupted Days: The definition in Condition 1 applies

Number of local banking days for the purpose of postponing Disrupted Day Related Payment Dates pursuant to Condition 15 of the French Law Conditions: 3

28. Valuation Time: The definition in Condition 1 applies
29. Additional U.S. federal income tax considerations: The Notes are not Section 871(m) Notes for the purpose of Section 871(m).
30. Governing law: The Notes and any non-contractual obligations arising out of or in connection with the Notes will be governed by, and shall be construed in accordance with, French law

CONFIRMED

HSBC Continental Europe

By:

Authorised Signatory



Yonathan EBGUY
Deputy Head of Markets & Securities Services
HSBC Continental Europe

Date: 21 March 2023
Date:

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: Application will be made to admit the Notes to listing on the Official List of Euronext Dublin. No assurance can be given as to whether or not, or when, such application will be granted.
- (ii) Admission to trading: Application will be made for the Notes to be admitted to trading on the regulated market of the Euronext Dublin. No assurance can be given as to whether or not, or when, such application will be granted.

2. RATINGS

Ratings: The Notes are not rated.

3. INFORMATION ABOUT THE UNDERLYING

Information on the past and future performance and volatility of the Securities comprised in the Securities Basket can be obtained from the following websites: www.borsaitaliana.it, <https://live.euronext.com> and www.xetra.com. Such information can be obtained free of charge.

4. If non-syndicated, name and address of Dealer: HSBC Continental Europe, 38, avenue Kléber, 75116, Paris, France
5. TEFRA Rules applicable to Bearer Notes: TEFRA Not Applicable
6. Selling restrictions, United States of America: 40-day Distribution Compliance Period: Not Applicable
7. Public Offer: Not Applicable
8. Prohibition of Sales to EEA Retail Investors: Applicable
9. Prohibition of Sales to UK Retail Investors: Applicable

OPERATIONAL INFORMATION

10. ISIN Code: FR001400GFJ6
11. Common Code: 259640270
12. Valoren Number: Not Applicable
13. SEDOL: Not Applicable
14. Other identifier / code: Not Applicable
15. Clearing System: Euroclear France
16. Central Depository: Euroclear France
17. Delivery: Delivery against payment
18. (i) Principal Agent/Registrar/Issue Agent/Transfer Agent: Paying BNP Paribas
Les Grands Moulins de Pantin
9, rue du Débarcadère 93500 Pantin - France

- (ii) Additional Paying Agent(s) (if any): Not Applicable
19. Common Depositary: Not Applicable
20. Calculation Agent: HSBC Bank plc

BENCHMARKS

21. Details of benchmarks administrators and registration under EU Benchmarks Regulation: Not Applicable

ISSUE SPECIFIC SUMMARY

SECTION A - INTRODUCTION

This summary should be read as an introduction to the prospectus for the Notes (as defined below) comprised of the base prospectus dated 30 December 2022 relating to the issuance of Index and Equity-Linked Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplements thereto (the "Base Prospectus") and the final terms in relation to the Notes (the "Final Terms" and together with the Base Prospectus, the "Prospectus" in relation to the Notes). Any decision to invest in the Notes should be based on consideration of the Prospectus as a whole by the investor. Investors could lose all or part of their invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the relevant national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only where this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Notes.

- (a) The Notes are called the "EUR 6,000,000 Autocallable Digital Coupon Recovery Notes due 2026 linked to a Basket of Shares" (the "Notes") and the ISIN is FR001400GFJ6.
- (b) The Issuer is HSBC Continental Europe and its LEI is F0HUI1NY1AZMJMD8LP67. The Issuer can be contacted at its registered office at 38, avenue Kléber, 75116, Paris, France.
- (c) The Issuer will apply for the admission of Notes on the regulated market of the Irish Stock Exchange plc (trading as Euronext Dublin). The Issuer's contact details are set out in paragraph (b) above.
- (d) The competent authority for the purposes of the approval of the Base Prospectus and the Notes is the Central Bank of Ireland, which is the Republic of Ireland competent authority having its head office at New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (telephone number: +353 (0)1 224 6000).
- (e) The Base Prospectus was approved on 30 December 2022.

SECTION B – KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Notes?

- (a) The Issuer is a public limited company with a board of directors whose registered office is located in France at 38 avenue Kléber, 75116 Paris, and governed by French law. The Legal Entity Identifier (LEI) of the Issuer is F0HUI1NY1AZMJMD8LP67.
- (b) The activity of the Issuer is centred on banking activities. It includes all the businesses of the HSBC group: (i) retail banking and wealth management, (ii) corporate banking, (iii) corporate, investment and market banking and (iv) the private bank.
- (c) The capital and voting rights of HSBC Continental Europe are 99.99% owned by HSBC Bank plc which is a wholly owned subsidiary of HSBC Holdings plc, the holding company of the HSBC group.
- (d) The chairman of the Issuer's board of directors is Jean Beunardeau and the Issuer's managing director is Andrew Wild.
- (e) The statutory auditors of the Issuer are PricewaterhouseCoopers LLP and BDO Paris.

What is the key financial information regarding the Issuer?

For the period (£m)	Year Ended	
	31 December 2021	31 December 2022
Net interest income (or equivalent)	759	1,060
Net fee and commission income	720	752
Impairment of financial assets (net)	(53)	(40)
Net trading income	81	332
Financial performance indicator used by the Issuer in the financial statements (e.g. operating margin)	284	337
Net income (for consolidated financial statements, net income attributable to equity holders of the parent company)	268	(962)
At period-end (£m)	As at 31 December 2021	As at 31 December 2022
Total assets	222,664	279,684
Senior debt	N/A	N/A
Subordinated debt	1,876	1,576
Loans and receivables from customers (net)	59,612	42,340
Customer deposits	70,144	83,692
Total equity	7,676	12,191
Non-Performing Loans (based on Net Book Value)/Loans and Receivables)	N/A	N/A
Capital Ratios (%)	As at 31 December 2021	As at 31 December 2022
Common Equity Tier 1 (CET1)	12.0%	15.3%
Total capital ratio*	16.5%	20.1%
Leverage Ratio (fully phased in)	4.2%	4.3%

* Value as per latest Supervisory Review and Evaluation Process (SREP) was 14.02%

Reservations in the audit report

The statutory auditors' reports on the annual consolidated financial statements for the periods ending 31 December 2021 and 31 December 2022 contain one observation. However, the statutory auditors' reports on the consolidated annual financial statements for the periods ending 31 December 2021 and 31 December 2022 do not contain any reservations.

What are the key risks that are specific to the Issuer?

Macroeconomic and geopolitical risks: Current economic and market conditions may adversely affect the results of HSBC Continental Europe. In addition, market fluctuations may reduce HSBC Continental Europe's income or the value of its portfolios. Finally, HSBC Continental Europe could lose access to its sources of liquidity and funding, which are essential to its activity.

Prudential, regulatory and legal risks of HSBC's business model: HSBC Continental Europe is subject to numerous legislative or regulatory requirements as well as developments and changes in the policies of regulators or governments and it may not comply with all of them. In addition, HSBC Continental Europe is exposed to the risks associated with the replacement of IBOR (Interbank Offered Rates) indices.

Operational risks: HSBC Continental Europe remains exposed to a wide range of Cyber risks which are facilitated by the use of technology. The activities of HSBC Continental Europe are largely dependent on its information system. In addition, HSBC Continental Europe could incur losses or be required to hold additional capital due to limitations or weaknesses in its models. HSBC Continental Europe's activities also rely on external and internal suppliers and service providers who may be exposed to risks that HSBC Continental Europe may not be aware of.

Risks related to governance and internal control: The conduct of strategic actions of HSBC Continental Europe is exposed to an execution risk which could affect the expected benefits of their strategic initiatives. In addition, HSBC Continental Europe's data management and data privacy controls must be robust enough to support increasing data volumes and changing regulations. Third parties could use HSBC Continental Europe to carry out illegal activities without its knowledge.

Risks related to the activity: Risks related to the quality of borrowers' credits are intrinsic to the activity of HSBC Continental Europe. HSBC Continental Europe is exposed to a risk of attrition and retention of skills. In addition, HSBC Continental Europe has significant exposure to counterparty risk. HSBC Continental Europe is subject to financial and non-financial risks associated with environmental, social and governance risks. Furthermore, the reputational risk of HSBC Continental Europe is strongly linked to the ongoing changes in its organization. Finally, the activities of HSBC Continental Europe are exposed to a risk of fraud.

Financial statement risks: The preparation of HSBC Continental Europe's financial statements is based on judgments, estimates and assumptions subject to uncertainty.

SECTION C – KEY INFORMATION ON THE NOTES

What are the main features of the Notes?

- (a) Payments with respect to the Notes are linked to an equally-weighted basket of underlying securities (each a "**Security**") which are listed and/or admitted to trading on one or more stock exchanges (such basket of securities being the "**Underlying**" with respect to the Notes).
- (b) *Coupon Payments*

The "Coupon Trigger Event" provisions apply to the Notes. Accordingly:

if on a specified Coupon Trigger Valuation Date, the Relevant Observation Performance is equal to or greater than the relevant Coupon Trigger Level, investors will receive a Coupon Trigger Amount per Note equal to the principal amount of such Note multiplied by the relevant Coupon Trigger Rate.

if on a specified Coupon Trigger Valuation Date, the Relevant Observation Performance is less than the relevant Coupon Trigger Level, no Coupon Trigger Amount will be payable in respect of such Coupon Trigger Valuation Date.

Additionally, as "Coupon Trigger Recovery Event" is applicable to the Notes, if on a specified Coupon Trigger Valuation Date, the Relevant Observation Performance is equal to or greater than the relevant Coupon Trigger Recovery Level, in addition to paying the Coupon Trigger Amount, the Issuer shall pay an amount equivalent to the sum of each Coupon Trigger Amount which did not become payable because no Coupon Trigger Event occurred in respect of each Coupon Trigger Valuation Date falling after the most recently occurring Coupon Trigger Event (if any).

For these purposes:

"**Closing Price**" means, in relation to a Security, the closing price of such Security.

In respect of each "**Coupon Trigger Valuation Date**", the "**Coupon Trigger Level**", "**Coupon Trigger Rate**" and "**Coupon Trigger Recovery Level**" shall be as specified in relation to such Coupon Trigger Valuation Date in the table below.

Coupon Trigger Valuation Date	Coupon Trigger Level	Coupon Trigger Recovery Level	Coupon Trigger Rate
1 March 2024	70 per cent.	70 per cent.	7 per cent.

3 March 2025	70 per cent.	70 per cent.	7 per cent.
2 March 2026	70 per cent.	70 per cent.	7 per cent.

"**Initial Security Price**" means, with respect to a Security, the price set out in the table below with respect to such Security:

Security	Initial Security Price
SIEMENS AG-REG	EUR 145.34
SAINT GOBAIN	EUR 57.51
ENEL SPA	EUR 5.20
SCHNEIDER ELECTRIC SE	EUR 153.56
VEOLIA ENVIRONEMENT	EUR 27.82

"**Relevant Observation Performance**" means in respect of a Coupon Trigger Valuation Date or Automatic Early Redemption Valuation Date (as applicable):

with respect to each Security in the basket comprising the Underlying, the Closing Price of such Security on the relevant Coupon Trigger Valuation Date or Automatic Early Redemption Valuation Date (as applicable) divided by the Initial Security Price (expressed as a percentage and rounded to the nearest four decimal places (with 0.00005 being rounded up)); and

with respect to the Underlying, the weighted average of the Relevant Observation Performance of each Security comprising the Underlying on the relevant Coupon Trigger Valuation Date or Automatic Early Redemption Valuation Date (as applicable) (rounded to the nearest four decimal places (with 0.00005 being rounded up)).

- (c) *Redemption Amounts.* Payments of principal in respect of Notes will in all cases be calculated by reference to the percentage change in value of the Underlying. A Noteholder will be entitled to the following cash amounts in respect of each Note, namely:

if the Notes are redeemed on their stated maturity date, a "**Final Redemption Amount**"; or

as "**Autocallable Redemption**" applies to the Notes, if the Notes are redeemed prior to their stated maturity in the circumstances described below, an "**Automatic Early Redemption Amount**".

- (i) The Final Redemption Amount will be an amount per Note equal to the principal amount of the Note multiplied by the following:
- (A) If the Relevant Final Performance is equal to or greater than the Return Threshold, then 100%;
- (B) If the Relevant Final Performance is less than the Return Threshold, and:
- (1) the Relevant Final Performance is greater than or equal to the Barrier Level, then 100%; or
- (2) the Relevant Final Performance is less than the Barrier Level, then the Relevant Final Performance.

For these purposes:

"**Barrier Level**" means 60%

"**Relevant Final Performance**" means:

with respect to each Security in the basket comprising the Underlying, the Closing Price of such Security in respect of the final valuation date (2 March 2026) divided by the Initial Security Price (expressed as a percentage and rounded to the nearest four decimal places (with 0.00005 being rounded up)); and

with respect to the Underlying, the weighted average of the Relevant Final Performance of each Security comprising the Underlying on the final valuation date (2 March 2026) (rounded to the nearest four decimal places (with 0.00005 being rounded up)).

"Return Threshold" means 100%

- (ii) In addition, as **Autocallable Redemption** applies to the Notes, they may be redeemed on an **Automatic Early Redemption Date** if on the relevant **Automatic Early Redemption Valuation Date**, the **Relevant Observation Performance** is equal to or greater than the **Automatic Early Redemption Percentage** specified below (an **Automatic Early Redemption Event**). In such circumstances the Noteholder would be entitled to an **Automatic Early Redemption Amount**, being a cash amount equal to the principal amount of the Note multiplied by the **Automatic Early Redemption Rate** specified below.

For these purposes:

In respect of each "**Automatic Early Redemption Valuation Date**", the "**Automatic Early Redemption Percentage**", "**Automatic Early Redemption Rate**" and "**Automatic Early Redemption Date**" shall be as specified in relation to such Automatic Early Redemption Valuation Date in the table below.

Automatic Early Redemption Valuation Date	Automatic Early Redemption Date	Automatic Early Redemption Percentage	Automatic Early Redemption Rate
3 March 2025	17 March 2025	100 per cent.	100 per cent.

- (d) The Notes are tranche 1 and will be in bearer dematerialised (*au porteur*) form. The Notes will be cleared and settled through Euroclear France. The Masse Representative for the Notes will be DIIS. The ISIN of the Notes is FR001400GFJ6.
- (e) The settlement currency of the Notes is Euro ("**EUR**") (the "**Settlement Currency**"). The aggregate principal amount of the Notes to be issued is EUR 6,000,000. The denomination (or principal amount) per Note is EUR 1,000. The Maturity Date of the Notes is 16 March 2026.
- (f) Rights attaching to the Notes:

Early redemption for illegality - If the Calculation Agent determines that the performance of the Issuer's obligations has become unlawful or impracticable in whole or in part for any reason, the Issuer may redeem all but not some only of the Notes prior to their stated maturity and pay the relevant investor an amount per Note equal to the fair market value of such Note.

Early redemption for taxation reasons - If the Issuer were required under the terms and conditions of the Notes (the "**Conditions**") to pay additional amounts in respect of tax, the Issuer may redeem all but not some only of the Notes prior to their stated maturity and pay the relevant investor an amount per Note equal to the fair market value of such Note.

Early Redemption for Additional Disruption Events or Extraordinary Events – If a change in law, hedging disruption, increased cost of hedging or insolvency filing occurs (each an "**Additional Disruption Event**") or certain events occur in relation to the Securities (including a merger, a takeover or exchange offer, delisting, nationalisation or transfer to a governmental agency or the insolvency or bankruptcy of the issuer of one or more of the Securities (each an "**Extraordinary Event**")) the Issuer may redeem all but not some only of the Notes prior to their stated maturity and pay the relevant investor an amount per Note equal to the fair market value of such Note.

Events of default of the Notes - The following events constitute events of default (each, an "**Event of Default**") under the Notes and would entitle the Representative (as defined in the Conditions) to accelerate the Notes: (i) the Issuer fails to remedy a default in the repayment of any principal or in the payment of any interest due on the Notes within 14 days of notice of such default having been given to the Principal Paying Agent by the Representative, provided that the reason for non-payment is not compliance with any fiscal or other law or regulation or court order, or that there is doubt as to the validity

of such law, regulation or order in accordance with independent legal advice from advisers which is acceptable to BNP Paribas, acting in its capacity as principal paying agent (the "**Principal Paying Agent**"); or (ii) the passing of a winding-up order in relation to the Issuer.

Representation of the holders of the Notes and Meetings of Noteholders – The Masse will be governed by the provisions of the French *Code de Commerce*. In particular, French *Code de Commerce* contains provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

Taxation - All payments by the Issuer of any amount in respect of the Notes will be made without deduction of any taxes, duties and other similar charges, as are imposed or levied by or on behalf of France, unless the Issuer is required by law to withhold or deduct, any such taxes. In the event that the Issuer is so required by law to withhold or deduct the Issuer will, subject to certain exceptions as outlined in the Conditions, pay such additional amounts as may be necessary in order that the net amounts received by the Noteholders after such withholding or deduction shall equal the respective amounts which would have been receivable in respect of the Notes in the absence of such withholding or deduction.

Governing Law – The Notes will be governed by French law.

- (g) The Notes and, where applicable, the related coupons will be direct, unconditional, senior preferred and unsecured obligations of the Issuer and will rank equally and without preference among themselves and, at their date of issue, with all other unsecured and unsubordinated obligations of the Issuer (unless preferred by law). Please note that as a result of the exercise of the bail-in power by the competent resolution authority, the amount of outstanding Notes may in particular be reduced (in whole or in part), converted into shares (in whole or in part) or cancelled and/or the maturity of the Notes, the amount of the coupon or the date on which the coupon becomes payable can be changed.
- (h) The Notes are freely transferable. However, there are restrictions on the offer and sale of the Notes. The Issuer and HSBC Continental Europe, 38 avenue Kléber, 75116 Paris (the "**Dealer**") have agreed restrictions on the offer, sale and delivery of the Notes and on distribution of offering materials, including, without limitation, in the European Economic Area, France, Switzerland, the United Kingdom and the United States of America.

In addition, investors of the Notes, by their purchase of the Notes, will be deemed to have given certain representations, warranties, undertakings, acknowledgements and agreements.

- (i) Where will the Notes be traded?

Application will be made to admit the Notes to the Official List of Euronext Dublin and admitted to trading on the regulated market of Euronext Dublin.

- (j) What are the key risks specific to the Notes?

The Notes are direct, unconditional, senior preferred and unsecured obligations of the Issuer and not of any other person. If the Issuer's financial position were to deteriorate, there could be a risk that the Issuer would not be able to meet its obligations under the Notes (the Issuer's credit risk), and investors would not be able to enforce security as a method of recouping payments due under the Note. In such worst-case scenario Noteholders would lose all of their invested amount.

The Notes are not ordinary debt securities and investors are exposed to the risks relating to the Underlying. Depending on the performance of the Underlying as well as certain other factors (including changes in currency exchange rates, changes in interest rates, time remaining to redemption, economic and market conditions, dividend rates on the Securities), Investors may or may not receive coupon amounts, and upon redemption may receive less than the amount invested or nothing.

There may be no active trading market or secondary market liquidity for the Notes and the secondary value of Notes may depend on a number of factors. It is not possible to predict whether any trading market for the Notes will develop or, if it does, the price at which Notes will trade in the secondary market or whether such market will be liquid or illiquid. The value of Notes prior to maturity is expected to depend on a number of factors including, without limitation: (i) the financial condition and funding costs of the Issuer; (ii) the value, volatility and liquidity

of the Underlying; (iii) the time remaining to maturity; (iv) any change(s) in interest rates and dividend yields and inflation rates; (v) any change(s) in currency exchange rates; (vi) economic and market conditions and (vii) any related transaction costs. As a result of these factors the price at which a Noteholder will be able to sell Notes prior to maturity may be less than the initial amount invested. Each of these factors interrelate in complex ways (for example, one factor may offset an increase in the value of the Notes caused by another).

An investment in the Notes is not equivalent to an investment in the Underlying. Ownership of the Notes does not confer any legal or beneficial interest or any voting or dividend rights in the Securities and the value of the Notes may not exactly correlate with the value of the Underlying.

Disruption Events. Upon the occurrence of certain events (including an early closure of the relevant exchange, disruption of such exchange or suspension of trading on such exchange ("**Market Disruption Events**"), an Additional Disruption Event, an Extraordinary Event and/or a subdivision, consolidation or reclassification of one or more of the Securities, a distribution of dividend or extraordinary dividend or any other event that may have a diluting or concentrative effect on the theoretical value of the Securities (each a "**Potential Adjustment Event**")), valuations of the Securities may be subject to postponement or adjustment or the terms of the Notes may be subject to adjustment and/or (in certain circumstances) Notes may be subject to early redemption. Any such postponement, adjustment or early redemption may have an adverse effect on the value of such Notes and/or the amount payable to the investor under the Notes on redemption (as applicable). As a result, Noteholders may suffer a loss of some or all of their investments.

Illegality or changes in tax law may cause the Notes to be redeemed early. In such circumstances, the Issuer may pay a sum representing the fair market value of the Notes. As a result, holders of Notes will forgo any future appreciation in the Securities and may suffer a loss of some or all of their investments.

Commission, cost of hedging and taxes may be borne by Noteholders. The Issue Price of the Notes may include fees, commission and hedging costs. Accordingly, there is a risk that, upon issue the price of Notes in the secondary market (if any) would be lower than the original Issue Price of the Notes.

Payments under the Notes may be decreased to take into account the effect of taxes, duties or other similar charges and Noteholders will bear the cost of all taxes, duties or other similar charges payable in connection with the subscription, purchase or holding of such Note and any payments under the Notes (in each case including any taxes or duties imposed or increased by a change of tax law or practice).

SECTION D – KEY INFORMATION ON THE OFFER AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this security?

The Prospectus has been prepared solely in connection with the admission of Notes to trading on a regulated market pursuant to the EU Prospectus Regulation. There will be no public offer of the Notes.

Expenses in respect of the listing of Notes are not charged directly by the Issuer or Dealer to the investor.

Why is this Prospectus being produced?

The Prospectus has been prepared solely in connection with the admission of Notes to trading on a regulated market pursuant to the EU Prospectus Regulation.

Use of Proceeds: The net proceeds from the issue of Notes will be used by the Issuer for profit making or risk hedging purposes.

Conflicts of Interest: The Issuer and/or its affiliates may enter into hedging or other transactions (i) relating to the Securities (or any index which references such Securities) or (ii) with issuers of the Securities. The Issuer or its affiliates may also publish research or other reports relating to the Securities or indices referencing the Securities. Any such activities may have a positive or negative effect on the value of Notes relating to such Securities. In undertaking any such activities, neither the Issuer nor any affiliate of the Issuer is under any obligation to consider the interests of the Noteholders. In addition, the Issuer may assume roles as hedging counterparty or calculation agent under the Notes. In respect of any of these roles the Issuer may have interests that conflict with the interests of Noteholders.