



HSBC Continental Europe

(a société anonyme registered in France)

as Issuer

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 27 June 2024 relating to the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 1 August 2024 (together, the "**Base Prospectus**") prepared by HSBC Bank plc ("**HBEU**") and HSBC Continental Europe ("**HBCE**") in connection with the application made for Notes or Warrants (as applicable) to be admitted to listing on the Official List of the Irish Stock Exchange plc (trading as Euronext Dublin) ("**Euronext Dublin**") and to trading on the regulated market of Euronext Dublin.

This Base Prospectus Supplement constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Terms defined in the Base Prospectus shall have the same meaning when used in this Base Prospectus Supplement. This Base Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Base Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of HBCE nor as an endorsement of the quality of any Notes or Warrants that are the subject of the Base Prospectus, as supplemented from time to time. Investors should make their own assessment as to the suitability of investing in such Notes or Warrants.

HBCE accepts responsibility for the information contained in this Base Prospectus Supplement relating to HBCE. To the best of the knowledge of HBCE the information contained in this Base Prospectus Supplement relating to HBCE is in accordance with the facts and does not omit anything likely to affect the import of such information.

With effect from the date of this Base Prospectus Supplement, the definition of "Securities Transfer Amount" in the French Law Conditions and the Alternative French Law Conditions in respect of Notes issued after the date of this Base Prospectus Supplement shall be amended to state as follows in respect of HBCE only:

"**Securities Transfer Amount**" means, in relation to a Note, a number of the Relevant Securities per Note calculated by the Calculation Agent pursuant to the following formula:

$$\frac{\text{Calculation Amount}}{\text{Strike Level} \times \text{Relevant Initial Value}} \times \text{Currency Pair Exchange Rate}$$

rounded down to the nearest integer;"

To the extent there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated into the Base Prospectus by this Base Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this Base Prospectus Supplement will prevail.

In circumstances where Articles 23(2) and 23(4) of the Prospectus Regulation applies, investors who have agreed to purchase or subscribe for any relevant Notes, to which this Base Prospectus Supplement relates, prior to the publication of this Base Prospectus Supplement may have the right to withdraw their acceptance. Such investors wishing to exercise any such right should do so by giving notice in writing to the person from whom they agreed to purchase or subscribe for such Notes. This right is exercisable up to, and including 2 October 2024, which is the final date for the exercise of such right to withdraw.