Final Terms dated: 8 October 2024

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 30,000,000 Recovery Coupon Autocallable Notes due September 2034 linked to a Basket of Securities

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 27 June 2024 in relation to the above Programme, together with each supplemental prospectus relating to the Programme published by the Issuer after 27 June 2024 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. The Alternative French Law Conditions will not apply to the Notes.

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.

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 30,000,000

(ii) Tranche: EUR 30,000,000

5. Issue Price: 100 per cent. of the Aggregate Principal Amount

6. (i) Denomination(s): EUR 1,000

(ii) Calculation Amount: The Denomination

(iii) Aggregate Outstanding Nominal Amount Rounding: Not Applicable

7. (i) Issue Date: 9 October 2024

(ii) Trade Date: 11 September 2024

(iii) Interest Commencement Date: Issue Date

8. Maturity Date: 18 September 2034 adjusted in accordance with the Following Business Day Convention.

9. Interest basis: Coupon Event is Applicable. See Paragraph 13 for further details.

Coupon Recovery Event is Applicable. See Paragraph 13 for further details.

10. Change of interest basis: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

11. Fixed Rate Note provisions: Not Applicable

12. Floating Rate Note provisions: Not Applicable

13. Coupon Event: Applicable

(i) Coupon Amount: Digital Coupon

Coupon Valuation Date(s)	Coupon Level(s)	Coupon Payment Date(s)	Coupon Rate(s)
11 September 2025	55.00 per cent.	18 September 2025	8.00 per cent.
11 September 2026	55.00 per cent.	18 September 2026	8.00 per cent.
13 September 2027	55.00 per cent.	20 September 2027	8.00 per cent.
11 September 2028	55.00 per cent.	18 September 2028	8.00 per cent.
11 September 2029	55.00 per cent.	18 September 2029	8.00 per cent.
11 September 2030	55.00 per cent.	18 September 2030	8.00 per cent.
11 September 2031	55.00 per cent.	18 September 2031	8.00 per cent.
13 September 2032	55.00 per cent.	20 September 2032	8.00 per cent.
12 September 2033	55.00 per cent.	19 September 2033	8.00 per cent.
11 September 2034	55.00 per cent.	18 September 2034	8.00 per cent.

(ii) Reference Value (in respect of each Coupon Valuation Date): Single Observation

Business Day Convention with respect to Coupon Payment Date(s): Following Business Day Convention

(iii) Coupon Recovery Event: Applicable

Coupon Valuation Date(s)	Coupon Recovery Level
11 September 2025	55.00 per cent.
11 September 2026	55.00 per cent.
13 September 2027	55.00 per cent.
11 September 2028	55.00 per cent.
11 September 2029	55.00 per cent.
11 September 2030	55.00 per cent.
11 September 2031	55.00 per cent.
13 September 2032	55.00 per cent.
12 September 2033	55.00 per cent.
11 September 2034	55.00 per cent.

(iv) Lock-In Coupon Event: Not Applicable

PROVISIONS RELATING TO REDEMPTION

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

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

(i) Final Valuation Date: 11 September 2034

Reference Value (in respect of the Final Valuation Date): Single Observation

(ii) Barrier Event: Applicable – a Barrier Event occurs if the Final Performance is **less than** the Barrier Level

Barrier Level: 30.00 per cent.

Upper Barrier Event: Not Applicable

Upper Barrier Level: Not Applicable

Barrier Observation Method: European

(iii) Lock-In Redemption Event: Not Applicable

(iv) Return Threshold: Not Applicable

(v) Digital Rate: Not Applicable

(vi) Strike Level: Not Applicable

(vii) Call Strike: Not Applicable

(viii) Put Strike: Not Applicable

(ix) Cap: Not Applicable

(x) Participation: Not Applicable

(xi) Upside Participation: Not Applicable

(xii)	Downside Participation:	Not Applicable
(xiii)	Protection Level:	Not Applicable
(xiv)	Conditional Protection:	Not Applicable
(xv)	Fixed Amount Redemption Rate:	Not Applicable
(xvi)	Physical Delivery:	Not Applicable

16 Early Redemption:

(i)	Early Redemption Amount (upon redemption for taxation reasons or illegality): (*Condition* 5(d) *(Redemption and Purchase – Redemption for Taxation Reasons) or* 5(g) (*Redemption and Purchase – Early Redemption for Illegality*)	Fair Market Value
(ii)	Early Redemption for taxation reasons on days other than Interest Payment Dates: (*Condition* 5(d) *(Redemption and Purchase – Redemption for Taxation Reasons)*)	Yes
(iii)	Early Redemption Amount following an Event of Default: (Condition 9 (*Events of Default*))	Fair Market Value
(iv)	Redemption following FX Disruption Event: (*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*))	Applicable
(v)	Early Redemption Amount following FX Disruption Event or Benchmark Trigger Event: (*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*))	Fair Market Value

Interest Adjustment: Not Applicable

1' Autocall Event: Applicable

Autocall Valuation Date(s)	Autocall Level(s)	Autocall Redemption Date(s)	Autocall Rate(s)
11 September 2025	85.00 per cent.	18 September 2025	100.00 per cent.
11 September 2026	81.00 per cent.	18 September 2026	100.00 per cent.
13 September 2027	77.00 per cent.	20 September 2027	100.00 per cent.
11 September 2028	73.00 per cent.	18 September 2028	100.00 per cent.
11 September 2029	69.00 per cent.	18 September 2029	100.00 per cent.
11 September 2030	65.00 per cent.	18 September 2030	100.00 per cent.
11 September 2031	61.00 per cent.	18 September 2031	100.00 per cent.
13 September 2032	57.00 per cent.	20 September 2032	100.00 per cent.
12 September 2033	55.00 per cent.	19 September 2033	100.00 per cent.

Daily Autocall Observation: Not Applicable

(i) Reference Value (in respect of each Autocall Valuation Date): Single Observation

Business Day Convention with respect to Autocall Redemption Date(s): Following Business Day Convention

1! Redemption at the Option of the Issuer (Call Option): Not Applicable

1! Taxation: (Condition 6 (*Taxation*)) — Condition 6C (*Taxation – Gross-up (HBCE)*) is applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

20. Form of Notes: Bearer dematerialised notes

21. If issued in bearer form: Not Applicable

22. Exchange Date for exchange of Temporary Global Note: Not Applicable

23. If issued in registered form (other than Uncertificated Registered Notes): Not Applicable

24. *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

25. Payments:

(i)	Relevant Financial Centre Day:	Euro Business Day
(ii)	Business Centre(s):	Euro Business Day
(iii)	Payment of Alternative Payment Currency Equivalent:	Not Applicable
(iv)	Price Source Disruption:	Not Applicable
(v)	Currency Pair Provisions:	Not Applicable

---

26. Redenomination: Not Applicable

27. Provisions relating to the underlying Index: Not Applicable

28. Provisions relating to the underlying Securities: Applicable

(i)	Basket:	Each of the securities specified in the table below (each a "**Security**" and together the "**Securities**").
(ii)	Reference Performance:	Worst of Basket
(iii)	Weighting:	Not Applicable – Worst of Basket applies
(iv)	Underlying Company(ies):	As per the table below
(v)	Initial Value:	As per the table below.
	Strike Date:	11 September 2024
	Reference Value (in respect of the Strike Date):	Single Observation
(vi)	Exchange(s):	As per the table below
(vii)	Related Exchange(s):	All Exchanges

Security	**ISIN**	**Underlying Company**	**Exchanges**	**Initial Value (EUR)**
VEOLIA ENVIRONNEMENT	FR0000124141	VEOLIA ENVIRONNEMENT	Euronext Paris	29.47
LVMH MOET HENNESSY LOUIS VUITTON	FR0000121014	LVMH MOET HENNESSY LOUIS VUITTON	Euronext Paris	607.00
AIR LIQUIDE	FR0000120073	AIR LIQUIDE	Euronext Paris	169.12
SAINT GOBAIN	FR0000125007	SAINT GOBAIN	Euronext Paris	76.86

(viii)	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):	The definition in Condition 1 applies
	additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof):	Not Applicable
(ix)	Extraordinary Event:	Condition 17(b) of the French Law Conditions is Applicable
(x)	Conversion: (for Notes relating to Government Bonds and debt securities only)	Condition 17(c) of the French Law Conditions is Not Applicable
(xi)	Correction of Prices:	Condition 17(d) of the French Law Conditions is Applicable
(xii)	Additional Disruption Event:	The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging and Insolvency Filing
(xiii)	Substitution of Securities:	Applicable
(xiv)	Adjusted Value provisions:	Not Applicable
29.	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 16 of the English Law Conditions or Condition 15 of the French Law Conditions:	3
30.	Valuation Time:	The definition in Condition 1 applies
31.	Additional U.S. federal income tax considerations:	The Notes are not Section 871(m) Notes for the purpose of Section 871(m).
32.	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

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

By:

Authorised Signatory

Date: Paris 8th October 2024 ....

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. **REASONS FOR THE OFFER AND USE OF PROCEEDS, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i) Reasons for the offer and use of proceeds:	See the "*Use of Proceeds*" section of the Base Prospectus
(ii) Estimated net proceeds:	EUR 30,000,000 less any re-offer spread or distribution fee (as described below)
(iii) Estimated total expenses:	EUR 1,150 (admission to trading and appointment of *masse* representative)

4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

(a) The Notes may be on-sold by the Dealer and/or its affiliates to a distributor(s) at a discount which will be retained by such distributor(s) (the "**re-offer spread**") or (b) the Dealer and/or its affiliates may, in connection with the Notes, pay to a distributor(s) a fee (the "**distribution fee**"), in each case of up to 1.4 per cent. of the Issue Price.

Save for any distribution fee payable to, or re-offer spread retained by, a distributor(s), no person involved in the issue of the Notes has, so far as the Issuer is aware, an interest material to the issue. The Dealer(s), any distributor(s) and their respective affiliates have, or may have, engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

5. **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 website : https://www.euronext.com. Such information can be obtained free of charge.

DISTRIBUTION

6.	(i) If syndicated, name and address of Dealers:	Not Applicable
	(ii) Date of subscription agreement:	Not Applicable

	(iii)	Indication of the overall amount of the underwriting commission and of the placing commission:	Not Applicable
7.	If non-syndicated, name and address of Dealer:		HSBC Continental Europe, 38, avenue Kléber, 75116, Paris, France
8.	TEFRA Rules applicable to Bearer Notes:		TEFRA Not Applicable
9.	Selling restrictions, United States of America:		40-day Distribution Compliance Period: Not Applicable
10.	Public Offer:		Not Applicable
11.	Prohibition of Sales to EEA Retail Investors:		Not Applicable
12.	Prohibition of Sales to UK Retail Investors:		Not Applicable

OPERATIONAL INFORMATION

13.	ISIN Code:		FR001400SPY9
14.	Common Code:		290461502
15.	Valoren Number:		128016381
16.	SEDOL:		Not Applicable
17.	Other identifier / code:		Not Applicable
18.	Clearing System:		Euroclear France
19.	Central Depositary:		Euroclear France
20.	Delivery:		Delivery against payment
21.	(i)	Principal Paying Agent/Registrar/Issue Agent/Transfer Agent:	BNP Paribas Les Grands Moulins de Pantin 9, rue du Débarcadère 93500 Pantin – France
	(ii)	Additional Paying Agent(s) (if any):	Not Applicable
22.	Common Depositary:		Not Applicable
23.	Calculation Agent:		HSBC Bank plc

BENCHMARKS

24.	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 27 June 2024 relating to the issuance of 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.* ***You are about to purchase a product that is not simple and may be difficult to understand.***

(a) The Notes are called the "EUR 30,000,000 Recovery Coupon Autocallable Notes due September 2034 linked to a Basket of Securities" (the "**Notes**") and the ISIN is FR001400SPY9.

(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 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 27 June 2024.

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) 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?

The selected key financial information regarding the Issuer set out below has been extracted without material adjustment from, (i) except for senior debt and as set out below, the audited consolidated financial statements of the Issuer for the year ended 31 December 2023 (in respect of the table of year end figures) and the unaudited condensed financial statements of the Issuer for the six month period ended 30 June 2024 (the "**June 2024 Financial Statements**") (in respect of the table of half-year figures) and (ii) the Universal Registration Document and Annual Financial Report 2023 for the year ended 31 December 2023 (in respect of the capital ratios for the years ended 2022 and 2023) and the 1st Amendment to the Universal Registration Document and Interim Financial Report 2024 of the Issuer for the six month period ended 30 June 2024 (in respect of (a) the capital ratios for the half-year ended June 2023 and June 2024 and (b) the line items from (and including)

Total Assets to (and including) Non-Performing Loans below (other than Subordinated Debt and Total Equity) for the period ended 30 June 2023).

From 1 January 2023, the Issuer has adopted IFRS 17 '*Insurance Contracts*', which replaced IFRS 4 '*Insurance Contracts*'. Comparative data have been restated accordingly. In the tables that follow, the comparative data figures that have been restated are marked with an asterisk.

All numbers are on a continuing operations basis only.

For the period (€m)	**Half-Year Ended**		**Year Ended**	
	30 June 2023	**30 June 2024**	**31 December 2022**[1]	**31 December 2023**
Net interest income (or equivalent)	1,173	941	1,130*	2,442
Net fee income	585	594	759*	1,102
Net trading income	61	114	332*	156
Financial performance indicator used by the Issuer in the financial statements (e.g. operating margin)	743	502	218*	1,475
Net income (for consolidated financial statements, net income attributable to equity holders of the parent company)	1,933	350	(1092)*	883
At period-end (€m)	**As at 30 June 2023**	**As at 30 June 2024**	**As at 31 December 2022**	**As at 31 December 2023**
Total assets	287,404	280,081	279,081*	282,977
Senior debt	22,562	25,350	21,133	25,807
Subordinated debt		1,851	2,023*	1,951
Loans and receivables from customers (net)	62,537	52,628	42,340	50,127
Customer deposits	102,803[2]	100,708	83,692	93,890[2]
Total equity	13,325	12,708	11,504*	12,508
Non-Performing Loans (based on Net Book Value)/Loans and Receivables)	N/A	N/A	N/A	N/A
Capital Ratios (%)	**As at 30 June 2023** [3]	**As at 30 June 2024**	**As at 31 December 2022**	**As at 31 December 2023**
Common Equity Tier 1 (CET1)	15.4%	15.1%	15.3%	15.7%[4]
Total capital ratio	20.5%	19.8%	20.2%*	20.7%
Leverage Ratio	4.3%	4.3%	4.3%	4.2%

1. In accordance with the revised Framework Agreement related to the planned sale of the retail banking operations in France, HSBC will retain a portfolio of EUR 7.1 billion of home loans which was originally part of the sale. As a result and in compliance with IFRS 5 standards requirements as per paragraph 36, the 2022 comparative data of continuing and discontinued operations have been represented accordingly.

2. The customer accounts comparatives as at 30 June 2023 and 31 December 2023 have been represented by EUR 1.4 billion between deposits by banks and customer accounts following a customer classification error.

3. The comparatives for capital ratios have been restated to align with countercyclical buffers for the relevant reporting period.

4. Comparatives for CET1 Capital have been restated to correct the treatment of Additional Tier 1 dividends.

Reservations in the audit report

The statutory auditors' reports on the consolidated annual financial statements for the periods ending 31 December 2022 and 31 December 2023 do not contain any observations or 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. HSBC Continental Europe could lose access to its sources of liquidity and funding, which are essential to its activity. HSBC Continental Europe is subject to financial and non-financial risks associated with environmental, social and governance risks.

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.

Operational risks: HSBC Continental Europe remains exposed to a wide range of cyber security 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.

Finally, HSBC Continental Europe are exposed to insurance lapse risk and changes in customer behaviour relating to its insurance products.

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 of interest andprincipal with respect to the Notes are linked to the worst performing security in a basket of securities comprising:

"**Underlying**"	"**Initial Value**" (**EUR**)
VEOLIA ENVIRONNEMENT	29.47
LVMH MOET HENNESSY LOUIS VUITTON	607.00
AIR LIQUIDE	169.12
SAINT GOBAIN	76.86

(each an "**Underlying**" and, together, the "**Underlyings**")

(b) *Coupon Payments.*

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

if on a Coupon Valuation Date, the Reference Performance is greater than or equal to the relevant Coupon Level, holders of the Notes ("**Noteholders**") will receive on the corresponding Coupon Payment Date a "**Coupon Amount**" per Note equal to the denomination of such Note multiplied by the relevant Coupon Rate.

if on a specified Coupon Valuation Date, the Reference Performance is less than the relevant Coupon Level, no Coupon Amount will be payable on the corresponding Coupon Payment Date.

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

(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 Worst Performing Underlying. Noteholders will be entitled upon redemption of the Notes on their stated maturity to a "**Final Redemption Amount**" or (as "Autocall Event" applies), if the Notes are redeemed prior to their stated maturity in the circumstances described below, an "**Autocall Amount**".

(i) The Final Redemption Amount will be an amount per Note equal to the denomination of the Note *multiplied by*:

(A) If a Barrier Event has not occurred, 100 per cent.

(B) If a Barrier Event has occurred, the Final Performance

(ii) In addition, as "Autocall Event" applies, the Notes may be redeemed on an Autocall Redemption Date if, on the relevant Autocall Valuation Date, the Reference Performance is greater than or equal to the relevant Autocall Level specified below (an "**Autocall Event**"). In such circumstances the Noteholder would be entitled to an "**Autocall Amount**", being a cash amount equal to the denomination of the Note multiplied by the Autocall Rate specified below.

For these purposes:

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

Autocall Valuation Date(s)	Autocall Level(s)	Autocall Redemption Date(s)	Autocall Rate(s)
11 September 2025	85.00 per cent.	18 September 2025	100.00 per cent.
11 September 2026	81.00 per cent.	18 September 2026	100.00 per cent.
13 September 2027	77.00 per cent.	20 September 2027	100.00 per cent.
11 September 2028	73.00 per cent.	18 September 2028	100.00 per cent.
11 September 2029	69.00 per cent.	18 September 2029	100.00 per cent.
11 September 2030	65.00 per cent.	18 September 2030	100.00 per cent.
11 September 2031	61.00 per cent.	18 September 2031	100.00 per cent.
13 September 2032	57.00 per cent.	20 September 2032	100.00 per cent.
12 September 2033	55.00 per cent.	19 September 2033	100.00 per cent.

a "**Barrier Event**" will be deemed to have occurred if the Final Performance is less than the Barrier Level.

"**Barrier Level**" means 30.00 per cent.

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

Coupon Valuation Date(s)	Coupon Level(s)	Coupon Recovery Level	Coupon Payment Date(s)	Coupon Rate(s)
11 September 2025	55.00 per cent.	55.00 per cent.	18 September 2025	8.00 per cent.
11 September 2026	55.00 per cent.	55.00 per cent.	18 September 2026	8.00 per cent.
13 September 2027	55.00 per cent.	55.00 per cent.	20 September 2027	8.00 per cent.
11 September 2028	55.00 per cent.	55.00 per cent.	18 September 2028	8.00 per cent.
11 September 2029	55.00 per cent.	55.00 per cent.	18 September 2029	8.00 per cent.
11 September 2030	55.00 per cent.	55.00 per cent.	18 September 2030	8.00 per cent.
11 September 2031	55.00 per cent.	55.00 per cent.	18 September 2031	8.00 per cent.
13 September 2032	55.00 per cent.	55.00 per cent.	20 September 2032	8.00 per cent.
12 September 2033	55.00 per cent.	55.00 per cent.	19 September 2033	8.00 per cent.
11 September 2034	55.00 per cent.	55.00 per cent.	18 September 2034	8.00 per cent.

"**Final Performance**" means the Reference Performance on 11 September 2034 (the "**Final Valuation Date**").

"**Initial Value**" means, in respect of an Underlying, the Reference Value of such Underlying on 11 September 2024 (the "**Strike Date**").

"**Initial Value**" means, in respect of an Underlying closing price of such Underlying over the Observation Dates, as determined by the Calculation Agent.

"**Reference Performance**" means, in respect of a Coupon Valuation Date, an Autocall Valuation Date, or the Final Valuation Date (as applicable), the Underlying Performance of the Worst Performing Underlying on such date.

"**Reference Value**" means, in respect of an Underlying, the closing price of such Underlying.

"**Underlying Performance**" means, in respect of an Underlying and a Coupon Valuation Date, an Autocall Valuation Date, or the Final Valuation Date (as applicable), a percentage equal to (x) the Reference Value of such Underlying on such date *divided by* (y) its Initial Value.

"**Worst Performing Underlying**" means, in respect of a Coupon Valuation Date, an Autocall Valuation Date, or the Final Valuation Date (as applicable), the Underlying for which the Underlying Performance is lowest amongst each of the Underlyings in the Basket.

If any valuation date is a not scheduled trading day, such valuation date shall be the next following scheduled trading day. If any date for payment or redemption is not a business day, such date shall be the next following business day.

(d) The Notes are tranche 1 and will be in bearer dematerialised form (*au porteur*). The Notes will be cleared and settled through Euroclear France. The *masse* representative (the "**Representative**") for the Notes will be DIIS Group. The ISIN of the Notes is FR001400SPY9.

(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 30,000,000. The denomination (or principal amount) per Note is EUR 1,000 (the "**Denomination**"). The maturity date of the Notes is 18 September 2034.

(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 Noteholder 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 Noteholder 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 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 Noteholder 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 to accelerate the Notes: (i) the Issuer fails to remedy a default in the repayment of any principal or 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, the 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 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 any coupon or the date on which any 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 (including, amongst others, France and the Republic of Ireland), Switzerland, the United Kingdom and the United States of America.

In addition, Noteholders, 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 Noteholders 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 Noteholders are exposed to the risks relating to an Underlying. Depending on the performance of an 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 an Underlying), Noteholders may or may not receive coupon amounts and, upon redemption, may receive less than the amount invested or nothing. Past performance of an Underlying is not indicative of its future performance and no investigation has been made of the financial condition of any issuer of any Underlying.

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 an 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 an Underlying. Ownership of the Notes does not confer any legal or beneficial interest or any voting or dividend rights in an Underlying and the value of the Notes may not exactly correlate with the value of an 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, an Additional Disruption Event, an Extraordinary Event and/or a subdivision, consolidation or reclassification of an Underlying, a distribution of dividend or extraordinary dividend or any other event that may have a diluting or concentrative effect on the theoretical value of an Underlying), valuations of an Underlying 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 Noteholder 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 an Underlying 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 the Notes?

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.

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 and Estimated net Amount of Proceeds: The estimated net amount of proceeds from the issue of Notes will be EUR 30,000,000 less any re-offer spread or distribution fee (as described below). The net proceeds will be used by the Issuer for profit making or risk hedging purposes.

Underwriting Agreement on a Firm Commitment Basis: The offer of Notes is not subject to an underwriting agreement on a firm commitment basis.

Conflicts of Interest: The Issuer and/or its affiliates may enter into hedging or other transactions (i) relating to an Underlying (or any index which references such Underlying) or (ii) with the issuer of an Underlying. The Issuer or its affiliates may also publish research or other reports relating to an Underlying or indices referencing an Underlying. Any such activities may have a positive or negative effect on the value of Notes relating to any such Underlying. 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.(a) The Notes may be on-sold by the Dealer and/or its affiliates to a distributor(s) at a discount which will be retained by such distributor(s) (the "**re-offer spread**") or (b) the Dealer and/or its affiliates may, in connection with the Notes, pay to a distributor(s) a fee (the "**distribution fee**"), in each case of up to 1.4 per cent. of the issue price.