

PRICING SUPPLEMENT

Pricing Supplement dated 29 February 2024

HSBC Continental Europe

Programme for the Issuance of Notes and Warrants

Issue of EUR 1,000,000 Variable Coupon Automatic Early Redemption Reverse Convertible Index-Linked Notes due February 2027 linked to EURO STOXX Banks Price EUR

PART A - CONTRACTUAL TERMS

This document constitutes the pricing supplement (the "**Pricing Supplement**") relating to the issue of the Tranche of Notes described herein for the purposes of listing on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") and must be read in conjunction with the offering memorandum dated 1 June 2023 as supplemented from time to time (the "**Offering Memorandum**") which, together with this Pricing Supplement, constitute listing particulars for the purposes of listing on the Global Exchange Market. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes including the Terms and Conditions of the Equity Linked Notes, Index Linked Notes and Inflation Rate-Linked Notes (the "**Conditions**") set forth in the Offering Memorandum. The Alternative Note General Conditions do not apply.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum. The Offering Memorandum is available for viewing at HSBC Continental Europe, 38, avenue Kléber, 75116, Paris, France and www.about.hsbc.fr/investor-relations/debt-issuance.

The Offering Memorandum does not comprise (i) a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "EUWA") (the "UK Prospectus Regulation") or (ii) a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"). The Offering Memorandum has been prepared solely with regard to Notes that are not to be admitted to listing or trading on any regulated market for the purposes of Directive 2014/65/EU (as amended, "MiFID II") or Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("UK MiFIR") and not to be offered to the public in the United Kingdom (the "UK") (other than pursuant to one or more of the exemptions set out in Section 86 of the Financial Services and Markets Act 2000 (as amended, the "FSMA")) or a Member State of the European Economic Area (other than pursuant to one or more of the exemptions set out in Article 1(4) of the EU Prospectus 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.

It is advisable that investors considering acquiring any Notes understand the risks of transactions involving the Notes and it is advisable that they reach an investment decision after carefully considering, with their financial, legal, regulatory, tax, accounting and other advisers, the suitability of the Notes in light of their particular circumstances (including without limitation their own financial circumstances and investment objectives and the impact the Notes will have on their overall investment portfolio) and the information contained in the

Offering Memorandum and this Pricing Supplement. Investors should consider carefully the risk factors set forth under "Part A - Risk Factors" in the Offering Memorandum.

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|---|---|
| 1. Issuer: | HSBC Continental Europe |
| 2. Tranche Number: | 1 |
| 3. Currency: | |
| (i) Settlement Currency: | Euro ("EUR") |
| (ii) Denomination Currency: | EUR |
| 4. Aggregate Principal Amount: | |
| (i) Series: | EUR 1,000,000 |
| (ii) Tranche: | EUR 1,000,000 |
| 5. Issue Price: | 100.00 per cent. of the Aggregate Principal Amount |
| 6. (i) Denomination(s):
(<i>Condition 2</i>) | EUR 1,000 |
| (ii) Calculation Amount: | The Denomination |
| (iii) Aggregate Outstanding Nominal Amount Rounding: | Not applicable |
| 7. (i) Issue Date: | 01 March 2024 |
| (ii) Interest Commencement Date: | Issue Date |
| (iii) Trade Date: | 16 February 2024 |
| 8. Maturity Date:
(<i>Condition 7(a)</i>) | 23 February 2027, adjusted in accordance with the Following Business Day Convention for the purposes of payment only and not for the accrual of interest, subject to early redemption on an Automatic Early Redemption Date. See paragraph 36(iii). |
| 9. Change of interest or redemption basis: | Not applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 10. Fixed Rate Note provisions:
(<i>Condition 4</i>) | Not applicable |
| 11. Floating Rate Note provisions:
(<i>Condition 5</i>) | Not applicable |
| 12. Zero Coupon Note provisions:
(<i>Condition 6</i>) | Not applicable |
| 13. Equity-Linked/Index-Linked Interest Note/other variable-linked interest Note provisions: | Applicable |
| (i) Index/formula/other variable: | The Index as defined in paragraph 32(i) |

- (ii) Provisions for determining interest where calculated by reference to Equity/ Index and/or formula and/or other variable: Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions, the amount of interest payable on each Interest Payment Date shall be an amount in the Settlement Currency (the "**Variable Coupon Amount**") determined by the Calculation Agent in accordance with the following provisions:
- (a) if the Calculation Agent determines that on the Variable Coupon Valuation Date_j (as defined in the Annex(es)) occurring immediately prior to such Interest Payment Date, Perf_j is equal to or greater than the Coupon Trigger Level_j:

Calculation Amount x Coupon_j

- (b) otherwise, zero.

Where:

"**Coupon_j**" means $j \times 9.84\% - \sum_{k=0}^{j-1} [\text{Coupon}_k]$

Where:

"**Coupon₀**" means zero;

"**j**" means, in respect of each Variable Coupon Valuation Date_j, the corresponding value set out in Annex 1 (from 1 to 3);

"**Perf_j**" means the performance (expressed as a percentage) determined by the Calculation Agent in accordance with the following formula:

$$\text{Perf}_j = \frac{S_j}{S_{\text{initial}}}$$

In respect of a Variable Coupon Valuation Date_j,

"**S_j**" means the level of the Index as determined by the Calculation Agent as of the Valuation Time on the relevant Exchange (or, with respect to a Multiple Exchange Index, the official closing level of the Index as calculated and published by the Index Sponsor) on such Variable Coupon Valuation Date_j

"**S_{initial}**" means the Initial Index Level (as defined in paragraph 32(vi))

"**Coupon Trigger Level_j**" means the level (expressed as a percentage) specified as such in the Annex(es) in respect of the corresponding Variable Coupon Valuation Date_j

"**Variable Coupon Valuation Date_j**" means each date specified as such in the Annex(es) (each a "**Variable Coupon Valuation Date_j**"), provided that (a) if any such date does not constitute a Scheduled Trading Day in respect of an Index then such date shall be postponed in respect of such Index to the next date which is a Scheduled Trading Day in respect of such Index and the provisions of Condition 22(e) apply as if each reference to "Valuation Date" in such Condition (and in the definitions of "Scheduled Valuation Date" and "Disrupted Day Related Payment Date") was deemed to be a reference to "Variable Coupon Valuation Date_j" and (b) if any such date is a Disrupted Day in relation to the Index, then in respect of such Index such date shall be subject to postponement in accordance with Condition 22(e) as if each reference to "Valuation Date" in such Condition (and in the definitions of "Scheduled Valuation Date" and "Disrupted Day Related Payment Date") was deemed to be a reference to "Variable Coupon Valuation Date_j".

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| (iii) | Provisions for determining interest where calculation by reference to Equity/ Index and/or formula and/ or other variable is impossible or impracticable or otherwise disrupted: | See adjustment provisions specified in paragraphs 32(x) and 32(xii). |
| (iv) | Interest or Calculation Period(s): | Not applicable |
| (v) | Interest Payment Date(s): | Each date specified as a Variable Coupon Payment Date _j in the Annex(es), adjusted in accordance with the Business Day Convention for the purposes of payment only, not for the accrual of interest and subject (except in the case of the Maturity Date) to early redemption on an Automatic Early Redemption Date. |
| (vi) | Business Day Convention: | Following Business Day Convention |
| (vii) | Business Centre: | TARGET Business Day |
| (viii) | Minimum Interest Rate: | Not applicable |
| (ix) | Maximum Interest Rate: | Not applicable |
| (x) | Day Count Fraction: | Not applicable |

PROVISIONS RELATING TO REDEMPTION

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| 14. Issuer's optional redemption (Call Option):
(Condition 7(c)) | Not applicable |
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15. **Noteholders optional redemption (Put Option):** Not applicable
(Condition 7(d))
16. **Final Redemption Amount of each Note:** See paragraph 17(ii)
(Condition 7(a))
17. **Final Redemption Amount of each Note in cases where the Final Redemption Amount is Equity-Linked, Index-Linked, Inflation Rate-Linked or other variable-linked:** Applicable
- (i) Index/formula/other variable: The Index as defined in paragraph 32(i)
- (ii) Provisions for determining Final Redemption Amount where calculated by reference to Equity/ Index and/or formula and/or other variable: Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions, if the Calculation Agent determines that:
- (a) If a Barrier Event has not occurred, the Issuer shall redeem the Notes on the Maturity Date by paying an amount in the Settlement Currency in respect of each Note (of the Calculation Amount) equal to 100 per cent. of the Calculation Amount; or
- (b) If a Barrier Event has occurred, the Issuer shall redeem the Notes on the Maturity Date by paying an amount in the Settlement Currency in respect of each Note (of the Calculation Amount) determined by the Calculation Agent in accordance with the following formula:

$$\text{Calculation Amount} \times \frac{\text{Perf}_{\text{final}}}{\text{Strike}}$$

Where:

"**Perf_{final}**" means the performance (expressed as a percentage) determined by the Calculation Agent in accordance with the following formula:

$$\text{Perf}_{\text{final}} = \frac{S_{\text{final}}}{S_{\text{initial}}}$$

"**S_{final}**" means, in respect of the Final Valuation Date, the Final Index Level (as defined in paragraph 32(vii))

"**S_{initial}**" means the Initial Index Level (as defined in paragraph 32(vi))

"**Strike**" means 100.00%

"Barrier Event" means that the Final Index Level (as defined in paragraph 32(vii)) on the Final Valuation Date, as determined by the Calculation Agent, is less than the Barrier Level

"Barrier Level" means 70.00% of the Initial Index Level with respect to such Index as specified in the Annex(es)

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| (iii) | Provisions for determining Final Redemption Amount where calculation by reference to Equity/Index and/ or formula and/or other variable is impossible or impracticable or otherwise disrupted: | See adjustment provisions specified in paragraphs 32(x) and 32(xii). |
| (iv) | Minimum Final Redemption Amount: | Not applicable |
| (v) | Maximum Final Redemption Amount: | 100.00 per cent. per Calculation Amount |
| 18. | Instalment Notes:
(Condition 7(a)) | Not applicable |
| 19. | Early Redemption: | Applicable |
| (i) | Early Redemption Amount (upon redemption for taxation reasons or illegality):
(Conditions 7(b) or 7(f)) | Fair Market Value |
| (ii) | Early Redemption Amount (upon redemption following an Event of Default):
(Condition 11) | Fair Market Value |
| (iii) | Early Redemption Amount (upon redemption following an FX Disruption Event or Benchmark Trigger Event):
(Conditions 9(f)(Y) or 15A) | Fair Market Value |
| (iv) | Other redemption provisions: | Not applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|---|-----------------------------|
| 20. | Form of Notes:
(Condition 2) | Bearer Dematerialised Notes |
| 21. | New Global Note: | Not applicable |
| 22. | If issued in bearer form: | Not applicable |
| 23. | Exchange Date for exchange of Temporary Global Note: | Not applicable |

24. **If issued in registered form (other than Uncertificated Registered Notes):** Not applicable
25. **Masse (Condition 15 of Part B3 – Terms and Conditions of the Notes issued by HBCE):** Condition 15 applies
- (i) Representative: DIIS Group, 12 rue Vivienne, 75002 Paris
- (ii) Alternative Representative: Not applicable
- (iii) Remuneration of Representative: Euro 150 (exclusive of VAT) per year
26. **Payments:**
(*Condition 9*)
- (i) Relevant Financial Centre Day: TARGET Business Day
- (ii) Payment of Alternative Payment Currency Equivalent: Not applicable
- (iii) Conversion provisions: Not applicable
- (iv) Underlying Currency Pair provisions: Not applicable
- (v) Price Source Disruption: Not applicable
- (vi) LBMA Physical Settlement provisions: Not applicable
- (vii) Physical Settlement provisions: Not applicable
27. **Redenomination:** (*Condition 10*) Not applicable
28. **Other terms:** See Annex(es).

PROVISIONS APPLICABLE TO INDEX-LINKED NOTES AND EQUITY-LINKED NOTES

29. **Physical Delivery:** Not applicable
30. **Provisions for Equity-Linked Notes:** Not applicable
31. **Additional provisions for Equity-Linked Notes:** Not applicable
32. **Provisions for Index-Linked Notes:** Applicable
- (i) Index(ices): The Index or Indices specified in the Annex(es)
- (ii) Index Sponsor: With respect to an Index, the entity specified in the Annex(es)
- (iii) Index Rules: Not applicable
- (iv) Exchange(s): With respect to an Index, each exchange or quotation system specified as such in respect of such Index in the Annex(es)

(v)	Related Exchange(s):	With respect to an Index, each exchange or quotation system specified as such in respect of such Index in the Annex(es)
(vi)	Initial Index Level:	The definition in Condition 22(a) applies, the level in respect of an Index being the level specified as such in the Annex(es)
(vii)	Final Index Level:	The definition in Condition 22(a) applies
(viii)	Strike Date:	16 February 2024
(ix)	Reference Level:	Not applicable
(x)	Adjustments to Indices:	Condition 22 (f) applies
(xi)	China Connect Underlying:	No
(xii)	Additional Disruption Events:	The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging
(xiii)	Index Substitution:	Not applicable
(xiv)	Alternative Pre-nominated Index:	Not applicable
33.	Valuation Date(s):	16 February 2027 (the “ Final Valuation Date ”), each Variable Coupon Valuation Date _j and each Automatic Early Redemption Valuation Date _j or in each case, if any date is not a Scheduled Trading Day in respect of the relevant Exchange and the relevant Related Exchange(s) the next following Scheduled Trading Day, subject to adjustment in accordance with the Disrupted Day provisions. If a Valuation Date is postponed due to the occurrence of a Disrupted Day, the due date for any related payment (Payment Date including the Maturity Date) may also be postponed, in accordance with the Conditions.
(i)	Specified Maximum Number of Disrupted Days:	The definition in Condition 22(a) applies
(ii)	Number of local banking days for the purpose of postponing Disrupted Day Related Payment Dates pursuant to Condition 22(e):	3
34.	Valuation Time:	The definition in Condition 22(a) applies
35.	Averaging Dates:	Not applicable
36.	Other terms or special conditions relating to Index-Linked Notes or Equity-Linked Notes:	Applicable
(i)	Knock-in Event:	Not applicable
(ii)	Knock-out Event:	Not applicable

(iii) Automatic Early Redemption Event: Applicable

An Automatic Early Redemption Event occurs if $Perf_j$ is equal to or greater than the Automatic Early Redemption Level as of any Automatic Early Redemption Valuation Date_j

Where:

"**Perf_j**" means the performance (expressed as a percentage) determined by the Calculation Agent in accordance with the following formula:

$$Perf_j = \frac{S_j}{S_{initial}}$$

In respect of an Automatic Early Redemption Valuation Date_j,

"**S_j**" means the level of the Index as determined by the Calculation Agent as of the Valuation Time on the relevant Exchange (or, with respect to a Multiple Exchange Index, the official closing level of the Index as calculated and published by the Index Sponsor) on such Automatic Early Redemption Valuation Date_j.

"**S_{initial}**" means the Initial Index Level (as defined in paragraph 32(vi))

- Automatic Early Redemption Valuation Date(s): Each date specified as such in the Annex(es) (each an "**Automatic Early Redemption Valuation Date_j**").

Each Automatic Early Redemption Valuation Date shall be subject to postponement in accordance with Condition 22(e) as if each reference to "**Valuation Date**" in such Condition (and in the definitions of "Scheduled Valuation Date" and "Disrupted Day Related Payment Date") was deemed to be a reference to "**Automatic Early Redemption Valuation Date**".

- Automatic Early Redemption Level: In respect of the Automatic Early Redemption Valuation Date_j, the level specified as such in the Annex(es) (each an "**Automatic Early Redemption Level_j**").

- Automatic Early Redemption Date(s): Each date specified as such in the Annex(es) (each an "**Automatic Early Redemption Date_j**"), subject to adjustment in accordance with the Following Business Day Convention.

- Automatic Early Redemption Rate: In respect of an Automatic Early Redemption Valuation Date_j, the rate specified as such in the Annex(es) (each an "**Automatic Early Redemption Rate_j**").
- Automatic Early Redemption Amount: The definition in Condition 22(a) applies
- Accrued interest payable on Automatic Early Redemption Date: No, interest does not accrue
- (iv) Interest adjustment: Not applicable

DISTRIBUTION

- 37. (i) **If syndicated, names of Relevant Dealer(s):** Not applicable
- (ii) **If syndicated, names of other Dealers (if any):** Not applicable
- 38. **Prohibition of Sales to EEA Retail Investors:** Not applicable
- 39. **Prohibition of Sales to UK Retail Investors:** Not applicable
- 40. **Selling Restrictions:** TEFRA Not applicable
 - United States of America: Notes may not be offered or sold within the United States of America or to, or for the account or the benefit of a U.S. Person (as defined in Regulation S).
 - 40-Day Distribution Compliance Period: Not applicable
- 41. Exemption(s) from requirements under Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"): The offer is addressed to investors who will acquire Notes for a consideration of at least EUR 100,000 (or equivalent amount in another currency) per investor for each separate offer.
- 42. Exemption(s) from requirements under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"): The offer is addressed to investors who will acquire Notes for a consideration of at least EUR 100,000 (or equivalent amount in another currency) per investor for each separate offer.
- 43. **Additional U.S. federal income tax considerations:** The Notes are not Section 871(m) Notes for the purpose of Section 871(m).
- 44. **Additional selling restrictions:** Not applicable

CONFIRMED

HSBC CONTINENTAL EUROPE:



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

By: -----

Authorised Signatory

Paris 29th February 2024

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 on or around the Issue Date. 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 Global Exchange Market with effect from the Issue Date. No assurance can be given as to whether or not, or when, such application will be granted.
- (iii) Estimated total expenses of admission to trading: EUR 1,000

2. RATINGS

Ratings: The Notes are not rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable and/or discount to the Issue Price offered to the Dealer(s) and/or distributor(s) in respect of the Notes (the "**Distributors**"), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue. The Distributor(s) and its affiliates have engaged, and may in 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.

4. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Details of past and future performance and volatility of the underlying can be obtained from *Bloomberg*.

OPERATIONAL INFORMATION

5. ISIN Code: FR001400O8R4
6. Common Code: 277307197
7. CUSIP: Not applicable
8. Valoren Number: 128016153
9. SEDOL: Not applicable
10. WKN: Not applicable
11. Other identifier code: Not applicable
12. Intended to be held in a manner which would allow Eurosystem eligibility: Not applicable
13. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Euroclear France
14. Central Depository: Euroclear France

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| 15. Delivery: | Delivery against payment |
| 16. Settlement procedures: | Medium Term Note |
| 17. Additional Paying Agent(s) (if any): | None |
| 18. Common Depositary: | HSBC Bank plc |
| 19. Calculation Agent: | HSBC Bank plc |
| 20. ERISA Considerations: | ERISA prohibited |

ANNEX 1

(This Annex forms part of the Pricing Supplement to which it is attached)

j	Automatic Early Redemption Valuation Date_j*	Automatic Early Redemption Date_j*	Automatic Early Redemption Level_j	Automatic Early Redemption Rate_j	Variable Coupon Valuation Date_j*	Variable Coupon Payment Date_j*	Coupon Trigger Level_j
1	17 Feb 2025	24 Feb 2025	100.00%	100.00%	17 Feb 2025	24 Feb 2025	70.00%
2	16 Feb 2026	23 Feb 2026	100.00%	100.00%	16 Feb 2026	23 Feb 2026	70.00%
3	-	-	-	-	16 Feb 2027	23 Feb 2027	70.00%

*Subject to postponement in accordance with Condition 22(e)

ANNEX 2

(This Annex forms part of the Pricing Supplement to which it is attached)

Information in relation to underlying Index

i	Index	Bloomberg Code	Index Sponsor	Exchange	Related Exchange	Initial Index Level	Barrier Level
1	EURO STOXX Banks Price EUR	SX7E	STOXX Limited	Multiple Exchange Index	All Exchanges	119.15	83.405

ANNEX 3

(This Annex forms part of the Pricing Supplement to which it is attached)

STATEMENTS REGARDING THE EURO STOXX BANKS INDEX

The EURO STOXX Banks[®] Index is the intellectual property (including registered trademarks) of STOXX Ltd., Qontigo Index GmbH, or their licensors, and is used under a license. The Notes are neither sponsored nor promoted, distributed or in any other manner supported by STOXX Ltd., Qontigo Index GmbH or their licensors, research partners or data providers and STOXX Ltd., Qontigo Index GmbH and their licensors, research partners or data providers do not give any warranty, and exclude any liability (whether in negligence or otherwise) with respect thereto generally or specifically in relation to any errors, omissions or interruptions in the EURO STOXX Banks[®] Index or its data.