#### PRICING SUPPLEMENT

Pricing Supplement dated 22 April 2024

## **HSBC** Continental Europe

#### Programme for the Issuance of Notes and Warrants

Issue of USD 2,000,000 Variable Coupon Automatic Early Redemption Reverse Convertible Index-Linked Notes due April 2029 linked to EURO STOXX 50

#### **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.

1. **Issuer:** HSBC Continental Europe

2. Tranche Number:

3. Currency:

(i) Settlement Currency: United States Dollar ("USD")

(ii) Denomination Currency: USD

4. Aggregate Principal Amount:

(i) Series: USD 2,000,000 (ii) Tranche: USD 2,000,000

5. **Issue Price:** 100.00 per cent. of the Aggregate Principal Amount

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

(Condition 2)

(ii) Calculation Amount: The Denomination

(iii) Aggregate Outstanding Nominal Not applicable

Amount Rounding:

7. (i) Issue Date: 23 April 2024

(ii) Interest Commencement Date: Issue Date(iii) Trade Date: 09 April 2024

8. **Maturity Date:** 16 April 2029, adjusted in accordance with the Following (*Condition 7(a)*) Business Day Convention for the purposes of payment only

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

10. **Fixed Rate Note provisions:** Not applicable

(Condition 4)

11. Floating Rate Note provisions: Not applicable

(Condition 5)

12. **Zero Coupon Note provisions:** Not applicable

(Condition 6)

13. Equity-Linked/Index-Linked Interest Applicable

Note/other variable-linked interest Note

provisions:

(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<sub>j</sub> (as defined in the Annex(es)) occurring immediately prior to such Interest Payment Date, Perf<sub>j</sub> is equal to or greater than the Coupon Trigger Level<sub>j</sub>:

Calculation Amount x Coupon,

(b) otherwise, zero.

Where:

"Coupon<sub>j</sub>" means  $j \times 3.70\% - \sum_{k=0}^{j-1} [Coupon_k]$ 

Where:

"Coupon<sub>0</sub>" means zero;

"j" means, in respect of each Variable Coupon Valuation Date<sub>j</sub>, the corresponding value set out in Annex 1 (from 1 to 10);

"**Perf**<sub>j</sub>" 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 a Variable Coupon Valuation Date,

" $S_j$ " 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<sub>initial</sub>" means the Initial Index Level (as defined in paragraph 32(vi))

"Coupon Trigger Level<sub>j</sub>" means the level (expressed as a percentage) specified as such in the Annex(es) in respect of the corresponding Variable Coupon Valuation Date<sub>j</sub>

"Variable Coupon Valuation Date;" means each date specified as such in the Annex(es) (each a "Variable Coupon Valuation Date;"), 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 Datei" 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<sub>i</sub>".

(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<sub>j</sub> 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:

New York

(viii) Minimum Interest Rate:

Not applicable

(ix) Maximum Interest Rate:

Not applicable

(x) Day Count Fraction:

Not applicable

#### PROVISIONS RELATING TO REDEMPTION

14. **Issuer's optional redemption (Call Option):** (Condition 7(c))

Not applicable

15. Noteholders optional redemption (Put Not applicable Option):

(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:

(ii) Provisions for determining Final Redemption Amount where calculated by reference to Equity/ Index and/or formula and/or other variable:

The Index as defined in paragraph 32(i)

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:

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

Where:

"**Perf**<sub>final</sub>" means the performance (expressed as a percentage) determined by the Calculation Agent in accordance with the following formula:

$$Perf_{final} = \frac{S_{final}}{S_{initial}}$$

"Sfinal" means, in respect of the Final Valuation Date, the Final Index Level (as defined in paragraph 32(vii))

"S<sub>initial</sub>" 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 60.00% of the Initial Index Level with respect to such Index as specified in the Annex(es)

(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:** Not applicable

(Condition 7(a))

19. Early Redemption: Applicable

(i) Early Redemption Amount (upon Fair Market Value redemption for taxation reasons or illegality):

(Conditions 7(b) or 7(f))

(ii) Early Redemption Amount (upon Fair Market Value redemption following an Event of Default):

(Condition 11)

(iii) Early Redemption Amount (upon Fair Market Value redemption following an FX Disruption Event or Benchmark Trigger Event):

(Conditions 9(f)(Y) or 15A)

(iv) Other redemption provisions: Not applicable

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

20. **Form of Notes:** Bearer Dematerialised Notes

(Condition 2)

21. New Global Note: Not applicable22. If issued in bearer form: Not applicable

23. Exchange Date for exchange of Temporary Not applicable Global Note:

24. If issued in registered form (other than Not applicable **Uncertificated Registered Notes):** 

25. Masse (Condition 15 of Part B3 – Terms and Condition 15 applies Conditions of the Notes issued by HBCE):

Representative: DIIS Group, 12 rue Vivienne, 75002 Paris (i)

(ii) Alternative Representative: Not applicable

Remuneration of Representative: (iii) Euro 150 (exclusive of VAT) per year

26. Payments:

(Condition 9)

(i) Relevant Financial Centre Day: New York

(ii) Payment of Alternative Payment Not applicable

Currency Equivalent:

27. **Redenomination:** (Condition 10)

Conversion provisions: Not applicable (iii)

Underlying Currency Pair provisions: Not applicable (iv)

(v) Price Source Disruption: Not applicable

(vi) LBMA Physical Settlement provisions: Not applicable Physical Settlement provisions: (vii)

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 Not applicable

**Notes:** 

32. Provisions for Index-Linked Notes: Applicable

Index(ices): The Index or Indices specified in the Annex(es) (i)

With respect to an Index, the entity specified in the (ii) Index Sponsor:

Annex(es)

Not applicable

(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: 09 April 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): 09 April 2029 (the "Final Valuation Date"), each Variable

Coupon Valuation Date<sub>j</sub> and each Automatic Early Redemption Valuation Date<sub>j</sub> 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):

34. **Valuation Time:** The definition in Condition 22(a) applies

**Applicable** 

35. Averaging Dates: Not applicable

36. Other terms or special conditions relating to Index-Linked Notes or Equity-Linked Notes:

(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<sub>j</sub>" 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<sub>i</sub>,

" $\mathbf{S_{j}}$ " 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<sub>i</sub>.

" $\mathbf{S}_{\text{initial}}$ " 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<sub>j</sub>").

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<sub>j</sub>, the level specified as such in the Annex(es) (each an "**Automatic Early Redemption Level**<sub>j</sub>").

- Automatic Early Redemption Date(s):

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

- Automatic Early Redemption Rate: In respect of an Automatic Early Redemption Valuation

Date<sub>i</sub>, the rate specified as such in the Annex(es) (each an

"Automatic Early Redemption Rate<sub>j</sub>").

- 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 Not applicable

Dealer(s):

(ii) If syndicated, names of other Dealers Not applicable

(if any):

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

Authorised Signatory

Date: Paris 19th April 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 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 EUR 1,000

admission to trading:

#### 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: FR001400PIG7

6. Common Code: 280456101

7. CUSIP: Not applicable

8. Valoren Number: 128016215

9. SEDOL: Not applicable

10. WKN: Not applicable

11. Other identifier code:

Not applicable

12. Intended to be held in a manner which would Not applicable

allow Eurosystem eligibility:

13. Any clearing system(s) other than Euroclear Euroclear France and Clearstream, Luxembourg and the

relevant identification number(s):

14. Central Depositary: Euroclear France

15. Delivery: Delivery against payment

16. Settlement procedures: Medium Term Note

17. Additional Paying Agent(s) (if any): None

18. Common Depositary: Not applicable

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 <sub>j</sub> *	Automatic Early Redemption Date <sub>j</sub> *	Automatic Early Redemption Level <sub>i</sub>	Automatic Early Redemption Rate <sub>j</sub>	Variable Coupon Valuation Date;*	Variable Coupon Payment Date <sub>j</sub> *	Coupon Trigger Level <sub>j</sub>
1	-	-	-	-	09 Oct 2024	17 Oct 2024	75.00%
2	-	-	-	-	09 Apr 2025	16 Apr 2025	75.00%
3	-	-	-	-	09 Oct 2025	17 Oct 2025	75.00%
4	09 Apr 2026	16 Apr 2026	100.00%	100.00%	09 Apr 2026	16 Apr 2026	75.00%
5	09 Oct 2026	19 Oct 2026	95.00%	100.00%	09 Oct 2026	19 Oct 2026	75.00%
6	09 Apr 2027	16 Apr 2027	90.00%	100.00%	09 Apr 2027	16 Apr 2027	75.00%
7	11 Oct 2027	18 Oct 2027	85.00%	100.00%	11 Oct 2027	18 Oct 2027	75.00%
8	10 Apr 2028	19 Apr 2028	80.00%	100.00%	10 Apr 2028	19 Apr 2028	75.00%
9	09 Oct 2028	16 Oct 2028	75.00%	100.00%	09 Oct 2028	16 Oct 2028	75.00%
10	-	-	-	-	09 Apr 2029	16 Apr 2029	75.00%

<sup>\*</sup>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

j		Index	Bloomberg Code	Index Sponsor	Exchange	Related Exchange	Initial Index Level	Barrier Level
	EUR	O STOXX 50	SX5E	STOXX Limited	Multiple Exchange Index	All Exchanges	4,990.90	2,994.54

#### ANNEX 3

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

#### STATEMENTS REGARDING THE EURO STOXX 50® INDEX AND STOXX INDEX

The EURO STOXX 50® Index (the "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 and Warrants 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 Index or its data.