PRICING SUPPLEMENT

Pricing Supplement dated 20 May 2024

HSBC Continental Europe

Programme for the Issuance of Notes and Warrants

Issue of EUR 500,000 Variable Coupon Automatic Early Redemption Reverse Convertible Equity-Linked
Notes due May 2027 linked to a Basket of Securities

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: Euro ("EUR")

(ii) Denomination Currency: EUR

4. Aggregate Principal Amount:

(i) Series: EUR 500,000
(ii) Tranche: EUR 500,000

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

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

(Condition 2)

(ii) Calculation Amount: The Denomination

(iii) Aggregate Outstanding Nominal Not applicable

Amount Rounding:

7. (i) Issue Date: 21 May 2024

(ii) Interest Commencement Date: Issue Date(iii) Trade Date: 07 May 2024

8. **Maturity Date:** 14 May 2027, adjusted in accordance with the Following

(Condition 7(a)) 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 Basket as defined in paragraph 30(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, Basket_j is equal to or greater than the Coupon Trigger Level_i:

Calculation Amount x Coupon_j

(b) otherwise, zero.

Where:

"Coupon_j" means $j \times 9.85\% - \sum_{k=0}^{j-1} [Coupon_k]$

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);

"Basket_j" means, with respect to an Automatic Early Redemption Valuation Date_j, the performance (expressed as a percentage) of the Securities in the Basket, as determined by the Calculation Agent in accordance with the following formula:

$$\sum_{i=1}^{N} W_i \times \frac{S_j^i}{S_{initial}^i}$$

"i" means each Security in the Basket, 1 to N

"N" means the total number of underlyings, 5

"Wi" means in respect of a Security_i, the weighting as specified in respect of such Security in the Annex 2.

In respect of a Variable Coupon Valuation Date,

"Sⁱ_j" means, in respect of a Security (Security_i), the price of such Security_i as determined by the Calculation Agent as of the Valuation Time on the relevant Exchange on such Variable Coupon Valuation Date_i

" $S^{i}_{initial}$ " means, in respect of a Security (Security_i) the Initial Price (as defined in paragraph 30(v))

"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_i

"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 a Security in the Basket then such date shall be postponed in respect of such Security only to the next date which is a Scheduled Trading Day in respect of such Security 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 a Security in the Basket, then in respect of such Security only 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 Datei".

(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 30(ix), 30(x), 30(xii), 30(xiv) and 30(xv).

(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

14. Issuer's optional redemption (Call Option):

Not applicable

(Condition 7(c))

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:

The Basket as defined in paragraph 30(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:

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

Where:

"Basket_{final}" means, with respect to the Valuation Date, the performance (expressed as a percentage) of the Basket, as determined by the Calculation Agent in accordance with the following formula:

$$\sum_{i=1}^{N} W_i * \frac{S_{final}^i}{S_{initial}^i}$$

"i" means each Security in the Basket, 1 to N

"N" means the total number of underlyings, 5

"Wi" means in respect of a Security_i, the weighting as specified in respect of such Security in the Annex 2.

"Sⁱfinal" means, in respect of a Security_i and the Final Valuation Date, the Final Price (as defined in paragraph 30(vii)) of such Security

" $S^{i}_{initial}$ " means, in respect of a Security_i the Initial Price (as defined in paragraph 30(v)) of such Security

"Strike" means 100.00%

"Barrier Event" means an event which will be deemed to have occurred if, in respect of the Valuation Date, Basket_{final} is, as determined by the Calculation Agent, less than the Barrier Level.

"Barrier Price" means 70.00%.

(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 30(ix), 30(x), 30(xii), 30(xiv) and 30(xv).

(iv) Minimum Final Redemption Amount:

Not applicable

(v) Maximum Final Redemption Amount:

Not applicable

18. Instalment Notes:

Not applicable

(Condition 7(a))

19. Early Redemption:

Applicable

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

Fair Market Value

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

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

Fair Market Value

(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):

(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 Not applicable

Currency Equivalent:

(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:** Applicable

(i) Security(ies): The Security or Securities specified in the Annex(es) (the "Basket") (ii) Underlying Company(ies): The entities specified as such in the Annex(es) (iii) Exchange(s): With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex(es) (iv) Related Exchange(s): With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex(es) (v) **Initial Price:** The definition in Condition 22(a) applies, the price in respect of a Security being the price specified as such in the Annex(es) Strike Date: 07 May 2024 (vi) (vii) Final Price: Condition 22(a) applies (viii) Reference Price: Not applicable (ix) Potential Adjustment Event: Condition 22(g)(i) applies Extraordinary Dividend (if other Condition 22(a) applies than as specified in the definition Condition 22(a)): Additional Potential Adjustment Not applicable Event (for purposes of paragraph (viii) of the definition there of): (x) Extraordinary Event: Condition 22(g)(ii) applies (xi) Conversion: Condition 22(g)(iii) does not apply (for Notes relating to Government Bonds and debt securities only) Correction of prices: Condition 22(g)(iv) applies (xii) (xiii) China Connect Underlying: No (xiv) Additional Disruption Events: The following Additional Disruption Events apply: Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging (xv) Substitution of Securities: Applicable 31. Additional provisions for Equity-Linked Not applicable Notes: 32. Provisions for Index-Linked Notes: Not applicable 33. Valuation Date(s): 07 May 2027 (the "Final Valuation Date"), each Variable

Coupon Valuation Datej 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):

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 $Basket_j$ is equal to or greater than the Automatic Early Redemption Level_j as of any Automatic Early Redemption Valuation $Date_i$.

Where:

"Basket_j" means, with respect to an Automatic Early Redemption Valuation Date_j, the performance (expressed as a percentage) of the Securities in the Basket, as determined by the Calculation Agent in accordance with the following formula:

$$\sum_{i=1}^{N} W_i \times \frac{S_j^i}{S_{initial}^i}$$

"i" means each Security in the Basket, 1 to N

"N" means the total number of underlyings, 5

"Wi" means in respect of a Security, the weighting as specified in respect of such Security in the Annex 2.

In respect of an Automatic Early Redemption Valuation Date_i,

"Sij" means, in respect of a Security (Securityi), the price of such Securityi as determined by the Calculation Agent as of the Valuation Time on the relevant Exchange on such Automatic Early Redemption Valuation Date_i.

"Sinitial" means, in respect of a Security (Securityi) the Initial Price (as defined in paragraph 30(v))

Automatic Early Redemption Valuation Date(s):

Each date specified as such in the Annex(es) (each an "Automatic Early Redemption Valuation Date_i").

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_i, the level specified as such in the Annex(es) (each an "Automatic Early Redemption Level;").

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_i, the rate specified as such in the Annex(es) (each an "Automatic Early Redemption Rate_i").

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 (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:

Authorised Signatory

Paris 17 May 2024

Yonathan EBGUY Head of Markets & Securities Services HSBC Continental Europe

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: FR001400Q569

6. Common Code: 282169894

7. CUSIP: Not applicable

8. Valoren Number: 128016253

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;*	Automatic Early Redemption Date _j *	Automatic Early Redemption Level _j	Automatic Early Redemption Rate _i	Variable Coupon Valuation Date _j *	Variable Coupon Payment Date _j *	Coupon Trigger Level _j
1	07 May 2025	14 May 2025	100.00%	100.00%	07 May 2025	14 May 2025	70.00%
2	07 May 2026	14 May 2026	100.00%	100.00%	07 May 2026	14 May 2026	70.00%
3	-	-	-	-	07 May 2027	14 May 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 Securities

i	Bloomberg Code	Securities	Exchange	Related Exchange	Currency of the Security	Initial Price	Barrier Price	W_{i}
1	VOW3 GY	VOLKSWAGEN AG PREF	Xetra	All Exchanges	EUR	118.05	82.635	20.00%
2	BMW GY	BAYERISCHE MOTOREN WERKE AG	Xetra	All Exchanges	EUR	104.20	72.94	20.00%
3	MBG GY	MERCEDES-BENZ GROUP AG	Xetra	All Exchanges	EUR	73.30	51.31	20.00%
4	STLAM IM	STELLANTIS NV	Borsa Italiana	All Exchanges	EUR	20.20	14.14	20.00%
5	RNO FP	RENAULT SA	Euronext Paris	All Exchanges	EUR	48.14	33.698	20.00%

i	Bloomberg Code	Depositary	Underlying Company	Underlying Security	ISIN Code of the Securities
1	VOW3 GY	X	VOLKSWAGEN AG PREF	X	DE0007664039
2	BMW GY	X	BAYERISCHE MOTOREN WERKE AG	X	DE0005190003
3	MBG GY	X	MERCEDES-BENZ GROUP AG	X	DE0007100000
4	STLAM IM	X	STELLANTIS NV	X	NL00150001Q9
5	RNO FP	X	RENAULT SA	X	FR0000131906

[&]quot;Securities" means either (i) 'Ordinary Shares of'; (ii) 'Preference Shares of'; or (iii) 'Units of the'; or (iv) 'Depositary Receipts' of each Underlying Company or Underlying Security as the case may be.