

Final Terms dated: 19 December 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 Autocallable Notes due December 2028 linked to a Basket of Indices

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.

EU PRIIPs REGULATION – PROHIBITION OF SALES TO EEA RETAIL INVESTORS – 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 any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the EU Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

UK PRIIPs REGULATION – PROHIBITION OF SALES TO UK RETAIL INVESTORS – 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 any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**EUWA**"); or (ii) a customer within the meaning of the provisions of the United Kingdom Financial Services and Markets Act 2000 (as amended) ("**FSMA**") and any rules or regulations made under the FSMA to implement Directive 2016/97/EU, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs 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.

| | | |
|-----|--|--|
| 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: | 20 December 2024 |
| | (ii) Trade Date: | 18 November 2024 |
| | (iii) Interest Commencement Date: | Not Applicable |
| 8. | Maturity Date: | 5 December 2028 adjusted in accordance with the Following Business Day Convention. |
| 9. | Interest basis: | Not Applicable |
| 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: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

14. Method for determining the Final Redemption Amount of each Note: Digital with Barrier Redemption
15. Provisions relating to the calculation of the Final Redemption Amount of each Note:
- (i) Final Valuation Date: 20 November 2028
 - 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: 65.00 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: 75.00 per cent.
 - (v) Digital Rate: 24.00 per cent.
 - (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: 100.00 per cent.
 - (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): Fair Market Value

(Condition 5(d) (Redemption and Purchase – Redemption for Taxation Reasons) or 5(g) (Redemption and Purchase – Early Redemption for Illegality)

- (ii) Early Redemption for taxation reasons on days other than Interest Payment Dates: Yes

(Condition 5(d) (Redemption and Purchase – Redemption for Taxation Reasons))

- (iii) Early Redemption Amount following an Event of Default: Fair Market Value

(Condition 9 (Events of Default))

- (iv) Redemption following FX Disruption Event: Applicable

(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))

- (v) Early Redemption Amount following FX Disruption Event or Benchmark Trigger Event: Fair Market Value

(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))

Interest Adjustment: Not Applicable

17. Autocall Event: Applicable

| Autocall Valuation Date(s) | Autocall Level(s) | Autocall Redemption Date(s) | Autocall Rate(s) |
|-----------------------------------|--------------------------|------------------------------------|-------------------------|
| 18 November 2025 | 105.00 per cent. | 3 December 2025 | 106.00 per cent. |
| 18 November 2026 | 95.00 per cent. | 3 December 2026 | 112.00 per cent. |
| 18 November 2027 | 85.00 per cent. | 3 December 2027 | 118.00 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 |
| 18. Redemption at the Option of the Issuer (Call Option): | Not Applicable |
| 19. Taxation: (Condition 6 (<i>Taxation</i>)) | Condition 6C (<i>Taxation – Gross-up (HBCE)</i>) 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. <i>Masse</i> (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 Indices: | Applicable |
| (i) Basket: | Each of the Indices specified in the table below (each, an " Index " and together, the " Indices ") |
| (ii) Reference Performance: | Worst of Basket |
| (iii) Weighting: | Not Applicable – Worst of Basket applies |
| (iv) Index Sponsor(s): | As per the table below |
| (v) Index Rules: | Not Applicable |

- (vi) Exchange(s): As per the table below
- (vii) Related Exchange(s): All Exchanges
- (viii) Initial Value: As per the table below
- Strike Date: 18 November 2024
- Reference Value (in respect of the Strike Date): Single Observation
- (ix) Alternative Pre-nominated Index: Not Applicable

| Index | Bloomberg Ticker | Index Sponsor | Exchanges | Initial Value |
|----------------|------------------|----------------------------|--|---------------|
| FTSE 100 Index | UKX | FTSE International Limited | London Stock Exchange | 8,109.32 |
| S&P 500 Index | SPX | S&P Dow Jones Indices LLC | The Index is a Multiple Exchange Index | 5,893.62 |
| SMI Index | SMI | Swiss Exchange | SIX Swiss Exchange | 11,639.60 |

- (x) Additional Disruption Event: The following Additional Disruption Events apply: Change in Law, Hedging Disruption and Increased Cost of Hedging
- (xi) Index Substitution: Not Applicable
- (xii) Number of local banking days for the purpose of postponing Relevant Benchmark Related Payment Date pursuant to Condition 13A(f) (*Consequences of a Benchmark Trigger Event*): 3
- (xiii) Adjusted Value provisions: Not Applicable
28. Provisions relating to the underlying Security: 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 3

the English Law Conditions or
Condition 15 of the French Law
Conditions:

- | | | |
|-----|--|---|
| 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

By:

Authorised Signatory



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

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. 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 1.5 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 Indices comprised in the Index Basket can be obtained from the following websites: www.ftserussell.com, www.spglobal.com and www.six-group.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: | Applicable |
| 12. | Prohibition of Sales to UK Retail Investors: | Applicable |

OPERATIONAL INFORMATION

| | | |
|-----|--|--|
| 13. | ISIN Code: | FR001400UA24 |
| 14. | Common Code: | 294790063 |
| 15. | Valoren Number: | 128016473 |
| 16. | SEDOL: | Not Applicable |
| 17. | Other identifier / code: | Not Applicable |
| 18. | Clearing System: | Euroclear France |
| 19. | Central Depository: | 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 Depository: | Not Applicable |
| 23. | Calculation Agent: | HSBC Bank plc |

BENCHMARKS

| | | |
|-----|---|---|
| 24. | Details of benchmarks administrators and registration under EU Benchmarks Regulation: | The S&P 500® Index is provided by S&P Dow Jones Indices LLC. As at the date hereof, S&P Dow Jones Indices LLC appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation. |
|-----|---|---|

The FTSE 100 Index is provided by FTSE International Limited. As at the date hereof, FTSE International Limited does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation. As far as the Issuer is aware, the transitional provisions in Article 51 of the EU Benchmarks Regulation apply, such that FTSE International Limited is not currently required to obtain authorisation/registration (or, if located outside the European Union, recognition, endorsement or equivalence).

The Swiss Market Index is provided by SIX Index AG. As at the date hereof, SIX Index AG appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the EU Benchmarks Regulation.

ANNEX
ADDITIONAL PROVISIONS NOT REQUIRED BY THE SECURITIES NOTE RELATING TO THE UNDERLYING

The following Index disclaimers are applicable in respect of each Index, as agreed between the Index Sponsors and the Issuer:

STATEMENTS REGARDING S&P 500 INDEX

The "S&P 500® Index" is a product of S&P Dow Jones Indices LLC or its affiliates ("**SPDJI**") and has been licensed for use by Issuer. S&P®, S&P 500®, US 500, The 500, iBoxx®, iTraxx® and CDX® are trademarks of S&P Global, Inc. or its affiliates ("**S&P**"); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("**Dow Jones**"). It is not possible to invest directly in an index. The Notes are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, any of their respective affiliates (collectively, "**S&P Dow Jones Indices**"). S&P Dow Jones Indices does not make any representation or warranty, express or implied, to the Noteholders or any member of the public regarding the advisability of investing in securities generally or in the Notes particularly or the ability of the S&P 500® Index to track general market performance. Past performance of an index is not an indication or guarantee of future results. S&P Dow Jones Indices' only relationship to the Issuer with respect to the S&P 500® Index is the licensing of the Index and certain trademarks, service marks and/or trade names of S&P Dow Jones Indices and/or its licensors. The S&P 500® Index is determined, composed and calculated by S&P Dow Jones Indices without regard to the Issuer or the Notes. S&P Dow Jones Indices has no obligation to take the needs of the Issuer or the Noteholders into consideration in determining, composing or calculating the S&P 500® Index. S&P Dow Jones Indices has no obligation or liability in connection with the administration, marketing or trading of the Notes. There is no assurance that investment products based on the S&P 500® Index will accurately track index performance or provide positive investment returns. S&P Dow Jones Indices LLC is not an investment adviser, commodity trading advisor, commodity pool operator, broker dealer, fiduciary, "promoter" (as defined in the Investment Company Act of 1940, as amended), "expert" as enumerated within 15 U.S.C. § 77k(a) or tax advisor. Inclusion of a security, commodity, crypto currency or other asset within an index is not a recommendation by S&P Dow Jones Indices to buy, sell, or hold such security, commodity, crypto currency or other asset, nor is it considered to be investment advice or commodity trading advice.

S&P DOW JONES INDICES DOES NOT GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE S&P 500® INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY THE ISSUER, THE NOTEHOLDERS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500® INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. S&P DOW JONES INDICES HAS NOT REVIEWED, PREPARED AND/OR CERTIFIED ANY PORTION OF, NOR DOES S&P DOW JONES INDICES HAVE ANY CONTROL OVER, THE ISSUER'S PRODUCT REGISTRATION STATEMENT, PROSPECTUS OR OTHER OFFERING MATERIALS. THERE ARE NO THIRD-PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND THE ISSUER, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

STATEMENTS REGARDING THE FTSE® 100 INDEX

The Notes (the "**Products**") have been developed solely by their respective issuers. The Products are not in any way connected to or sponsored, endorsed, sold or promoted by the London Stock Exchange Group plc and its group undertakings (collectively, the "**LSE Group**"). FTSE Russell is a trading name of certain of the LSE Group companies.

All rights in the FTSE® 100 Index (the "**Index**") vest in the relevant LSE Group company which owns the Index. FTSE®, Russell® and FTSE Russell® are trade marks of the relevant LSE Group company and are used by any other LSE Group company under license.

The Index is calculated by or on behalf of FTSE International Limited or its affiliate, agent or partner. The LSE Group does not accept any liability whatsoever to any person arising out of (a) the use of, reliance on or any error in the Index or (b) investment in or operation of the Products. The LSE Group makes no claim, prediction, warranty or representation either as to the results to be obtained from the Products or the suitability of the Index for the purpose to which it is being put by the issuers of the Products.

STATEMENTS REGARDING THE SMI® INDEX

SIX Index AG and its licensors ("Licensors") have no relationship to the Issuer, other than the licensing of the SMI® Index and the related trademarks for use in connection with the Notes.

SIX Index AG and its Licensors do not:

- sponsor, endorse, sell or promote the Notes.
- recommend that any person invest in the Notes or any other securities.
- have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes.
- have any responsibility or liability for the administration, management or marketing of the Notes.
- consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the SMI® Index or have any obligation to do so.

SIX Index AG and its Licensors give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Notes or its performance.

SIX Index AG does not assume any contractual relationship with the purchasers of the Notes or any other third parties.

Specifically,

- SIX Index AG and its Licensors do not give any warranty, express or implied, and exclude any liability for:
 - The results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the SMI® Index and the data included in the SMI® Index;
 - The accuracy, timeliness, and completeness of the SMI® Index and its data;
 - The merchantability and the fitness for a particular purpose or use of the SMI® Index and its data;
 - The performance of the Notes generally.
- SIX Index AG and its Licensors give no warranty and exclude any liability, for any errors, omissions or interruptions in the SMI® Index or its data;
- Under no circumstances will SIX Index AG or its Licensors be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the SMI® Index or its data or generally in relation to the Notes, even in circumstances where SIX Index AG or its Licensors are aware that such loss or damage may occur.

The licensing Agreement between the Issuer and SIX Index AG is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.

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 Autocallable Notes due December 2028 linked to a Basket of Indices" (the "**Notes**") and the ISIN is FR001400UA24.
- (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 principal with respect to the Notes are linked to the worst performing index in a basket of indices comprising:

| "Underlying" | "Initial Value" |
|----------------|-----------------|
| FTSE 100 Index | 8,109.32 |
| S&P 500 Index | 5,893.62 |
| SMI Index | 11,639.60 |

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

- (b) *Coupon Payments.* The Notes do not bear interest.
- (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. Holders of the Notes ("**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 the Final Performance is greater than or equal to the Return Threshold, the sum of (x) 100 per cent. and (y) the Digital Rate;
- (B) If the Final Performance is less than the Return Threshold and:
- (1) a Barrier Event has not occurred, the Conditional Protection; or

(2) 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) |
|-----------------------------------|--------------------------|------------------------------------|-------------------------|
| 18 November 2025 | 105.00 per cent. | 3 December 2025 | 106.00 per cent. |
| 18 November 2026 | 95.00 per cent. | 3 December 2026 | 112.00 per cent. |
| 18 November 2027 | 85.00 per cent. | 3 December 2027 | 118.00 per cent. |

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

"**Barrier Level**" means 65.00 per cent.

"**Conditional Protection**" means 100.00 per cent.

"**Digital Rate**" means 24.00 per cent.

"**Final Performance**" means the Reference Performance on 20 November 2028 (the "**Final Valuation Date**").

"**Initial Value**" means, in respect of an Underlying, the Reference Value of such Underlying on 18 November 2024 (the "**Strike Date**").

"**Reference Performance**" means, in respect of 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 level of such Underlying.

"**Return Threshold**" means 75.00 per cent.

"**Underlying Performance**" means, in respect of an Underlying and 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 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 FR001400UA24.
- (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 5 December 2028.
- (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, Index Cancellation or Benchmark Trigger Event – If a change in law, hedging disruption or increased cost of hedging occurs (each an "**Additional Disruption Event**"), certain events occur in relation to an Index (including its suspension or cancellation) (an "**Index Cancellation**") or an event or circumstance which has the effect that the Issuer or the calculation agent is not, or will not be, permitted under any applicable law or regulation to use any applicable benchmark to perform its or their obligations under the Notes (a "**Benchmark Trigger 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 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 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 the component securities of an Underlying), Noteholders 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 the component securities 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 the component securities of an Underlying. Ownership of the Notes does not confer any legal or beneficial interest or any voting or dividend rights in the component securities of an Underlying and the value of the Notes may not exactly correlate with the level 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 Index Cancellation or modification or disruption in the publication of an Index, certain events relating to the administrator(s) of an Index and/or certain events affecting the settlement currency), valuations of an Index 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.

Application will be made by the Issuer for the Notes to be admitted to trading on the regulated market of Euronext Dublin. No assurance can be given as to whether or not, or when, such application will be granted. The expense of listing is EUR 1,000. Expenses in respect of the listing of Notes are not charged directly by the Issuer or Dealer to the Noteholder.

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 component securities of an Underlying or (ii) with issuers of component securities of an Underlying. The Issuer or its affiliates may also publish research or other reports relating to an Underlying or component securities of an Underlying. Any such activities may have a positive or negative effect on the value of Notes relating to such Index. 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 1.5 per cent. of the issue price.