



**HSBC Continental Europe**

*(a société anonyme registered in France)*

*as Issuer*

**PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS**

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 27 June 2024 relating to the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 1 August 2024 and 30 September 2024 (together, the "**Base Prospectus**") prepared by HSBC Bank plc ("**HBEU**") and/or HSBC Continental Europe ("**HBCE**") in connection with the application made for Notes or Warrants (as applicable) to be admitted to listing on the Official List of the Irish Stock Exchange plc (trading as Euronext Dublin) ("**Euronext Dublin**") and to trading on the regulated market of Euronext Dublin and/or the offer of Notes or Warrants to the public (as applicable).

This Base Prospectus Supplement constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Terms defined in the Base Prospectus shall have the same meaning when used in this Base Prospectus Supplement. This Base Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Base Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of HBCE nor as an endorsement of the quality of any Notes or Warrants that are the subject of the Base Prospectus, as supplemented from time to time. Investors should make their own assessment as to the suitability of investing in such Notes or Warrants.

HBCE accepts responsibility for the information contained in this Base Prospectus Supplement relating to HBCE. To the best of the knowledge of HBCE the information contained in this Base Prospectus Supplement relating to HBCE is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Base Prospectus Supplement is to:

- disclose that on 19 February 2025, HBCE published the English version of HBCE's *Document d'enregistrement universel et Rapport Financier Annuel 2024* filed with the *Autorité des marchés financiers* on 19 February 2025, which includes the HBCE consolidated annual financial statements for the year ended 31 December 2024 (the "**HBCE Registration Document**"). The HBCE Registration Document is available on HBCE's website at: <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20>. The HBCE Registration Document is hereby incorporated by reference into the Base Prospectus; and
- replace paragraph 15 of the '*General Information*' section of the Base Prospectus with the following statement:

"There has been no significant change in the financial position or financial performance of HBCE and its subsidiary undertakings nor any material adverse change in the prospects of HBCE since 31 December 2024."

To the extent that any document or information incorporated by reference itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Base Prospectus Supplement or the Base Prospectus for the purposes of the Prospectus Regulation, except where such information or documents are stated within this Base Prospectus Supplement as specifically being incorporated by reference or where this Base Prospectus Supplement is specifically defined as including such information. To the extent that only certain parts of the above documents are specified to be incorporated by reference herein, the non-incorporated parts of such documents are either not relevant for investors or covered elsewhere in this Base Prospectus Supplement or the Base Prospectus.

To the extent there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated into the Base Prospectus by this Base Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this Base Prospectus Supplement will prevail.

HBCE confirms that, save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus and relating to HBCE and Notes and Warrants issued by it under the Programme has arisen since the publication of such Base Prospectus.