

Final Terms dated 23 September 2015



HSBC France

Issue of EUR 1,000,000,000 Floating Rate Notes due 25 September 2017  
under the € 20,000,000,000  
Euro Medium Term Note Programme

Issue Price: 100 per cent.

HSBC Bank plc

(the Lead Manager)

#### PART A– CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **Conditions**) set forth in the Base Prospectus dated 12 December 2014 which received visa no. 14-643 from the *Autorité des marchés financiers* (the **AMF**) on 12 December 2014 and the supplement to the Base Prospectus dated 18 March 2015 which together constitute a base prospectus for the purposes of the Prospectus Directive, as amended from time to time (the **Base Prospectus**). The expression **Prospectus Directive** means Directive 2003/71/EC (as amended), and includes any relevant implementing measure in the Relevant Member State.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, as amended from time to time and must be read in conjunction with such Base Prospectus as so supplemented. 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 Base Prospectus as so supplemented. These Final Terms, the Base Prospectus and the supplements to the Base Prospectus are available for viewing on the websites of the *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)) and the Issuer [www.hsbc.fr/1/2/hsbc-france/entreprises-institutionnels/placements/nos-solutions-de-placement-individuelles/emissions-obligataires](http://www.hsbc.fr/1/2/hsbc-france/entreprises-institutionnels/placements/nos-solutions-de-placement-individuelles/emissions-obligataires)) at least during a period of twelve months from the date of the Base Prospectus, and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

|    |   |                |
|----|---|----------------|
| 1  | <b>Issuer:</b>  | HSBC France    |
|    | (i) <b>Series Number:</b>   | 1338           |
|    | (ii) <b>Tranche Number:</b>   | 1              |
|    | (iii) <b>Date on which the Notes will be consolidated and form a single Series:</b> | Not Applicable |
| 2. | <b>Specified Currency or Currencies:</b>  | Euro (EUR)     |

3. Aggregate Nominal Amount of Notes:
- (i) Series: EUR 1,000,000,000
- (ii) Tranche: EUR 1,000,000,000
4. Issue Price: 100 per cent. of the Aggregate Nominal Amount
5. Specified Denomination(s): EUR 100,000
6. (i) Issue Date: 25 September 2015
- (ii) Interest Commencement Date (if Issue Date different from the Issue Date):
7. Maturity Date: Interest Payment Date falling in or nearest to September 2017
8. Interest Basis: 3 month EURIBOR (further particulars specified below)
9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. (Condition 8)
10. Change of Interest Basis: Not Applicable
11. Put/Call Options: Not Applicable
12. (i) Status of the Notes: Unsubordinated
- (ii) Date of Board approval for issuance of Notes obtained: Authorisation of the Board of Directors (*Conseil d'Administration*) of the Issuer dated 22 July 2015
- (iii) Date of Issuance authorisations: 23 september 2015

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13. Fixed Rate Note Provisions: Not Applicable
14. Floating Rate Note Provisions: Applicable
- (i) Interest Period(s): As specified in the Conditions
- (i) Specified Interest Payment Dates: 25 December, 25 March, 25 June and 25 September in each year subject in each case to adjustment in accordance with the applicable Business Day Convention specified in (iv) below.
- (ii) First Interest Payment Date: 25 December 2015
- (iii) Business Day Convention: Following Business Day Convention

|            |  |  |
|------------|--|--|
| (iv)       | Business Centre(s) (Condition 4):  | <b>TARGET</b>  |
| (v)        | Manner in which the Rate(s) of Interest is/are to be determined:   | <b>Screen Rate Determination</b>   |
| (vi)       | Interest Period Dates:   | <b>Interest Payment Dates</b>  |
| (vii)      | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): | <b>Not Applicable</b>  |
| (viii)     | Screen Rate Determination:   | <b>Applicable</b>  |
|            | - Reference Rate:  | <b>EURIBOR 3 months</b>  |
|            | - Relevant Time:   | <b>11:00 a.m. (Brussels time)</b>  |
|            | - Interest Determination Date(s):  | <b>Two TARGET Business Days prior to the first day of each Interest Accrual Period</b> |
|            | - Reference Banks (if applicable):   | <b>Not Applicable</b>  |
|            | - Relevant Screen Page:  | <b>Reuters EURIBOR01</b>   |
|            | - Designated Maturity:   | <b>Not Applicable</b>  |
| (ix)       | ISDA Determination:  | <b>Not Applicable</b>  |
| (x)        | FBF Determination:   | <b>Not Applicable</b>  |
| (xi)       | Margin(s):   | <b>0.26 per cent.</b>  |
| (xii)      | Minimum Rate of Interest:  | <b>0.00 per cent.</b>  |
| (xiii)     | Maximum Rate of Interest:  | <b>100.000 per cent.</b>   |
| (xiv)      | Day Count Fraction:  | <b>Actual/360, adjusted</b>  |
| <b>15.</b> | <b>Zero Coupon Note Provisions</b>   | <b>Not Applicable</b>  |

#### **PROVISIONS RELATING TO REDEMPTION**

|            |   |   |
|------------|---|---|
| <b>16.</b> | <b>Issuer's optional redemption (Call):</b>   | <b>Not Applicable</b>   |
| <b>17.</b> | <b>Noteholder's optional redemption (Put):</b>  | <b>Not Applicable</b>   |
| <b>18.</b> | <b>Final Redemption Amount of each Note:</b>  | <b>EUR 100,000 per Note of EUR 100,000 Specified Denomination</b> |
| <b>19.</b> | <b>Early Redemption Amount:</b>   |   |
|            | (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of | <b>As set out in the Conditions</b>                               |

default:

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

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|     |  |  |
|-----|--|--|
| 20. | Form of Notes:   | Dematerialised Notes   |
|     | (i) Form of Dematerialised Notes:  | bearer form ( <i>au porteur</i> )  |
|     | (ii) Registration Agent:   | Not Applicable   |
|     | (iii) Temporary Global Certificate:  | Not Applicable   |
| 21. | Financial Centre(s) for the purposes of Condition 8(g):  | Not Applicable   |
| 22. | Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature): | Not Applicable   |
| 23. | Redenomination, renominatisation and reconventioning provisions:   | Not Applicable   |
| 24. | Purchase in accordance with Article L. 213-1 A and D. 213-1 A of the French <i>Code monétaire et financier</i>     | Applicable   |
| 25. | Consolidation provisions:  | Not Applicable   |
| 26. | Masse (Condition 12):  | As long as the Notes are held by a single Noteholder, the powers prescribed by the provisions of Condition 12 will be vested to such single Noteholder. The single Noteholder will hold a register of the decisions that will be taken in this respect and will make it available upon request of any subsequent Noteholder. A Masse Representative will be appointed as soon as the Notes are held by more than one Noteholder. |

Signed on behalf of the Issuer:  
By: .....  
Duly authorised

Signed on behalf of the Issuer:  
By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |       |   |  |
|-------|---|--|
| (i)   | Listing(s):   | Euronext Paris   |
| (ii)  | (a)   | Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 25 September 2015.                          |
|       | (b)   | Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be offered or admitted to trading are already admitted to trading: Not Applicable |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 6,600 + VAT  |

### 2. RATINGS

Ratings: The Notes to be issued have not been rated.

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

Save for any fees payable to the Managers in connection with the Issue of the Notes, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates 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.

### 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Not applicable

### 5. Fixed Rate Notes only – YIELD

Not Applicable

### 6. Floating Rate Notes only - HISTORIC INTEREST RATES

6. Details of historic EURIBOR rates can be obtained from Reuters.

### 6. OPERATIONAL INFORMATION

6. ISIN Code: FR0012979375

6. Common Code: 129761709

6.

Depositories:

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository for Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

## 8. DISTRIBUTION

(i) Method of distribution: Non-syndicated

(ii) If syndicated, names of Managers: Not Applicable

(iii) Date of Subscription Agreement: Not Applicable

(iv) Stabilising Manager(s) (including addresses) (if any): Not Applicable

(v) If non-syndicated, name of Dealer: HSBC Bank plc

(vi) Total commission and concession: Not Applicable

(vii) U.S. Selling Restrictions: The Issuer is Category 2 for the purposes of Regulation S under the United States Securities Act of 1933, as amended.

TEFRA not applicable

(viii) Non-exempt Offer: Not Applicable

## 9. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

## 10. PLAN OF DISTRIBUTION AND ALLOTMENT

Not Applicable

## 11. PRICING

Not Applicable

**12. PLACING AND UNDERWRITING**

**Not Applicable**