



**Final Terms dated 14 January 2013**

**HSBC France**

Issue of EUR 1,000,000,000 1.875 per cent. Notes due 16 January 2020  
under the € 20,000,000,000  
Euro Medium Term Note Programme

Issue Price: 99.217 per cent.

HSBC Bank plc  
(the **Lead Manager**)

ABN AMRO Bank N.V.  
Banca IMI S.p.A.  
Banco Bilbao Vizcaya Argentaria, S.A.  
Banco Santander, S. A.  
Bayerische Landesbank  
BNP Paribas  
CIBC World Markets plc  
Commerzbank Aktiengesellschaft  
Danske Bank A/S  
DekaBank Deutsche Girozentrale  
Erste Group Bank AG  
ING Bank N.V. Belgian Branch  
Lloyds TSB Bank plc  
Natixis  
Raiffeisen Bank International AG  
Swedbank AB (publ)  
UniCredit Bank AG  
(the **Co-Lead Managers**)

## 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 14 December 2012 which constitutes 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 (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the Relevant Member State), 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. 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. These Final Terms, the Base Prospectus are available for viewing on the websites of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) 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. | (i)   | Series Number:   | 1323   |
|    | (ii)  | Tranche Number:  | 1  |
|    | (iii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable   |
| 2. |       | Specified Currency:  | Euro ( <b>EUR</b> )  |
| 3. |       | Aggregate Nominal Amount of Notes:                                     |  |
|    | (i)   | Series:  | EUR 1,000,000,000  |
|    | (ii)  | Tranche:   | EUR 1,000,000,000  |
| 4. |       | Issue Price:   | 99.217 per cent. of the Aggregate Nominal Amount                           |
| 5. |       | Specified Denomination(s):   | EUR 100,000  |
| 6. | (i)   | Issue Date:  | 16 January 2013  |
|    | (ii)  | Interest Commencement Date:  | Issue Date   |
| 7. |       | Maturity Date:   | 16 January 2020  |
| 8. |       | Interest Basis:  | 1.875 per cent. Fixed Rate<br><i>(further particulars specified below)</i> |
| 9. |       | Redemption/Payment Basis (Condition 8) :                               | 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.

10. Change of Interest Basis: Not Applicable
11. Put/Call Options: Not Applicable
12. (i) Status of the Notes: Senior
- (ii) Date of Board approval for issuance of Notes obtained: Authorisation of the Board of Directors (*Conseil d'Administration*) of the Issuer dated 25 July 2012

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

13. Fixed Rate Note Provisions: Applicable
- (i) Rate of Interest: 1.875 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 16 January in each year commencing on 16 January 2014 and ending on the Maturity Date
- (iii) Fixed Coupon Amount: EUR 1,875 per EUR 100,000 in Specified Denomination
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 16 January in each year
14. Floating Rate Note Provisions: Not Applicable
15. Zero Coupon Note Provisions: Not Applicable

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

16. Issuer's optional redemption (Call): Not Applicable  
(Condition 7(b))
17. Noteholder's optional redemption (Put): Not Applicable  
(Condition 7(c))
18. Final Redemption Amount of each Note: EUR 100,000 per Note
19. Early Redemption Amount:
- (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default: As set out in the Conditions
- (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):  | Contractual Masse shall apply     |
- Name and address of the Representative:
- Sandrine D'HAUSSY  
69, avenue Gambetta  
94100 Saint Maur des Fossés  
France
- Name and address of the alternate Representative:
- Sylvain THOMAZO  
20, rue Victor Bart  
78000 Versailles  
France

Signed on behalf of the Issuer:

By: .....  
Duly authorised

  
Xavier BISSEAU

  
Franck CARLINATI

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing(s): Official List of the Luxembourg Stock Exchange
- (ii) (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Luxembourg Stock Exchange Regulated Market (*Bourse de Luxembourg*) with effect from 16 January 2013
- (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 4,390

### 2. RATINGS

Ratings: The Notes to be issued have been rated:

Moody's: A1  
Standard & Poor's: AA-  
Fitch Ratings: AA-

Each such credit rating agency is established in the European Union and is registered under Regulation (EU) N° 1060/2009 (as amended) (the **CRA Regulation**). Each of S&P, Moody's and Fitch are included in the list of credit rating agencies published by the European Security and Markets Authority on its website ([www.esma.europa.eu/page/List-registered-and-certified-CRAs](http://www.esma.europa.eu/page/List-registered-and-certified-CRAs)) in accordance with the CRA Regulation.

### 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

Indication of yield: 1.996 per cent. per annum.

The yield is calculated as at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

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

Not Applicable

## 7. OPERATIONAL INFORMATION

ISIN Code: FR0011391580

Common Code: 087530426

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: Syndicated

(ii) If syndicated, names of Managers: HSBC Bank plc  
(the **Lead Manager**)

ABN AMRO Bank N.V.  
Banca IMI S.p.A.  
Banco Bilbao Vizcaya Argentaria, S.A.  
Banco Santander, S. A.  
Bayerische Landesbank  
BNP Paribas  
CIBC World Markets plc  
Commerzbank Aktiengesellschaft

Danske Bank A/S  
DekaBank Deutsche Girozentrale  
Erste Group Bank AG  
ING Bank N.V. Belgian Branch  
Lloyds TSB Bank plc  
Natixis  
Raiffeisen Bank International AG  
Swedbank AB (publ)  
UniCredit Bank AG  
(the **Co-Lead Managers**)

- (iii) Stabilising Manager(s) (including addresses) (if any):  
HSBC Bank plc  
8 Canada Square  
London E14 5HQ
- (iv) If non-syndicated, name of Dealer: Not Applicable
- (v) 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

**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