

HSBC France

Issue of EUR 50,000,000 Floating Rate Notes due March 2017 under the € 20,000,000,000 Euro Medium Term Note Programme

Issue Price: 100.00 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 16 January 2014 which received visa n°14-013 and 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 and the Base Prospectus are available for viewing on the websites of the Autorité des marchés financiers (www.amf-france.org) and the Issuer www.hsbc.fr/1/2/hsbc-france/entreprises-institutionnels/placements/nos-solutions-de-placement-

<u>individuelles/emissions-obligataires</u>) 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:	1328	
	(ii)	Tranche Number:	1	
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable	:
2.	Specific	ed Currency or Currencies:	Euro (EUR)	
3.	Aggregate Nominal Amount of Notes:			
	(i)	Series:	EUR 50,000,000	
	(ii)	Tranche:	EUR 50,000,000	
4.	Issue Price:		100.00 per cent. of the Aggregate Nominal Amount	
5.	Specifie	ed Denomination(s):	EUR 100,000	1
6.	(i)	Issue Date:	20 March 2014	
	(ii)	Interest Commencement Date:	Issue Date	
7.	Maturity Date:		Interest Payment Date falling in or nearest to March 2017	
8.	Interest Basis:		3 month EURIBOR + 0. (further particulars specifi	38 per cent, Floating Rate ed below)
9.	Redemption/Payment Basis: (Condition 8)			and cancellation or early will be redeemed on the

Maturity Date at 100 per cent. of their nominal

amount.

(further particulars specified below)

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 31 July 2013

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

(ii) Specified Interest Payment Dates: 15 March, 15 June, 15 September and 15 December in

each year subject in each case to adjustment in accordance with the applicable Business Day

Convention specified in (iv) below.

(iii) First Interest Payment Date: 15 June 2014

(iv) Business Day Convention: Modified Following Business Day Convention

(v) Business Centre(s) (Condition 4): TARGET

(vi) Manner in which the Rate(s) of

Interest is/are to be determined:

Screen Rate Determination

(vii) Interest Period Dates: Interest Payment Dates

(viii) Party responsible for calculating the Rate(s) of Interest and Interest

Amount(s) (if not the Calculation Agent):

gent): Not Applicable

(ix) Screen Rate Determination: Applicable

Reference Rate: EURIBOR 3 months

Relevant Time: 11:00 a.m. (Brussels time)

Interest Determination

Date(s): Two TARGET Business Days prior to the first day of

each Interest Accrual Period

Reference Banks (if

applicable): Not Applicable

Reuters EURIBOR01 Relevant Screen Page: Designated Maturity: Not Applicable (x) ISDA Determination: Not Applicable FBF Determination: Not Applicable (xi) (xii) Margin(s): + 0.38 per cent. per annum Minimum Rate of Interest: Not Applicable (xiii) (xiv) Maximum Rate of Interest: Not Applicable (xy)Day Count Fraction: Actual/360, adjusted 15. Zero Coupon Note Provisions: Not Applicable PROVISIONS RELATING TO REDEMPTION 16. Issuer's optional redemption Not Applicable (Call): (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 of EUR 100,000 Specified Denomination 19, Early Redemption Amount: Early Redemption Amount(s) of (i) 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 Form of Dematerialised Notes: (i) bearer form (au porteur) (ii) Registration Agent: Not Applicable Temporary Global Certificate: (iii) Not Applicable Financial Centre(s) for the purposes of 21.

Not Applicable

Condition 8(g):

22. Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature):

Not Applicable

23. Redenomination, renominalisation and reconventioning provisions:

Not Applicable

24. Purchase in accordance with Article L. 213-1 A and D. 213-1 A of the French *Code monétaire et financier*:

Applicable

25. Consolidation provisions:

Not Applicable

26. Masse (Condition 12):

Contractual Masse shall apply Name and address of the Representative: Christian Hochstrasser

Christian Hochstrasser
2, rue du Général de Gaulle
54870 Cons La Grandville

Name and address of the alternate Representative:

Sandrine d'Haussy 69 avenue Gambetta 94100 St Maur des Fossés

The Representative will receive a remuneration of

EUR 450 (VAT excluded) per year.

RESPONSIBILITY

Signed on behalf of the Issuer:

By:

Duly authorised

Xavier BOISSEAU

Managing Director

Head of Global Markets France

Philoson Detourkoy

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Listing(s): Euronext Paris

(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 Euronext Paris

with effect from 20 March 2014.

(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 2,200 + VAT

2. RATINGS

Ratings: The Notes to be issued have been rated:

Standard & Poor's Rating Services: AA-Moody's Investors Services Inc.: A1

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 Standard & Poor's Rating Services, Moody's Investors Services Inc. and Fitch Ratings are included in the list of credit rating agencies published by the European Security and Markets Authority on its website (www.esma.europea.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

Not Applicable

6. Floating Rate Notes only - HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters.

7. OPERATIONAL INFORMATION

ISIN Code: FR0011801406

Common Code: 104822479

Depositaries:

(i) Euroclear France to act as Central

Depositary: Yes

(ii) Common Depositary 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: Unsyndicated

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

(iii) Stabilising Manager(s) (including

addresses) (if any): Not Applicable

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

(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

Technical Term sheet for Debt Securities (version 1.2)

this fectionics, ferni Sheet rusins part of the Application form for the admission to issing analysi brading of Cebt Securibes on one or more NYSE Europeat Regulated Markets / Atternert Markets, Def terms hereir shall have the sume meaning as provided in the Application Form and the Rules, unlies otherwise defined beneration issuers seeting to admit Debt Securities on none or more NYSE European Regulared Market () Alternet markets shall fill out and consister the trevent Technical Term sheet, so as to didy provide for all relevant technical details of the proposed issuance and admission of Debsecurities in a condition of the proposed issuance and admission of Debsecurities in a condition event any time, prospects and/or information document.

Once completely please send a cupy of this Technical Term sheet in Eval format, with a copy thereoffice highest send and send in PCF to the Oslowing email addresses.

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Admission to Listing amylor trading of Debt Securities is conditional upon due and timely reception of the present Fechnical Ferni Sheet and any supporting document required porsuant to the Application

our Jurher details pertaining to the achies and process are available on NYSE Euronext Bonds website
The completed and signed Technical Term Shet for Debt Securities, together with all required documentation have to be submitted before the following cut-off time and date:

* first time issuer on a NYSE Euronext Regulated Market and/or an Alternext Market operated by NYSE Euronext:

This interests on a visa currence, requirementant angular an interment makes to perfect our visa currence.

* Preteously admitted issuer on a NYSE Euronoxt Regulated Market and/or an Alternext Market:

* Preteously admitted issuer on a NYSE Euronoxt Regulated Market and/or an Alternext Market:

* No later than 1:100 CET on the business day prior to the targeted listing date.

The Issuer is solely responsible for all information provided in this Technical Term sheet and accompanying documents, if any, Subject to Jeing admitted, Dubt Securities will exclusively be contigured on

The Issuer is solely responsible for all information provided in this Technical Term sheet and accompanying documents, if any, Subject to Leing admitted, Dath Securities will exclusively be configured on the basis of the Issuer, notably through this Technical Term sheet. Recordingly NTSE turnest and any related document (including this Technical Term sheet). It is the Issuer's sole responsibility to duly and timely life all application documents, including any of its affiliates, directors or employees, shall not be leable in any septicular turnest Market Undertaing Including any of its affiliates, directors or employees) shall not be leable in any manner whatsoever for any application which is incomplete, inaccurate, erroneous and/or lates. Similarly the Relevant Euroneat Market Undertaining (including any of its affiliates), directors or employees) shall not be leable in any manner whatsoever for the due and timely processing of any application within the indicative trindrame required by the Applicant to the execut that wish extent that wish extent that such execut that such as the relevant thereof would not have been timely lifted by the Applicant to the execut that such execut that is any three of would not have been timely lifted by the Applicant to the execut that such execut that is such as the relevant their events. Conditions.

The undersigned issuer of Debt Securities hereby acknowledges having read and understood the present Turtinical Term Sheet, the Application Form and the relevant Ferms & Conditions.

The undersigned source of Debt Securities hereby acknowledges having read and understood the present this Term sheet, and the Terms & Condition Application Form in general way against the Securities hereby acknowledges having read and understood the present this Term sheet, and the Terms & Condition Application Form in general sets and the securities and not misleading.

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Managing Director Head of Global Markets France

DECISION D'EMISSION D'OBLIGATIONS

Je soussigné Xavier Boisseau, agissant en vertu des pouvoirs qui m'ont été conférés par décision du Conseil d'Administration de HSBC France en date du 31 juillet 2013, décide par la présente de procéder le 20 mars 2014 à l'émission par HSBC France des obligations ci-après, dont les principales conditions sont décrites dans le *term-sheet* joint en annexe:

EUR 50,000,000 Floating Rate Notes due March 2017 (FR0011801406)

Xavier BOISSEAU

Xavier BOISSEAU
Managing Director
Head of Global Markets France