

**FIRST SUPPLEMENT DATED 24 DECEMBER 2009
TO THE BASE PROSPECTUS DATED 5 OCTOBER 2009**



HSBC France

€ 20,000,000,000

Euro Medium Term Note Programme

This first supplement (the "**Supplement**") is supplemental to and should be read in conjunction with the Base Prospectus dated 5 October 2009 (the "**Base Prospectus**") prepared in relation to the €20,000,000,000 Euro Medium Term Note Programme of HSBC France (the "**Issuer**") and approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") for the purposes of Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**") and Article 8.4 of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 (the "**Luxembourg Law**").

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement.

This Supplement constitutes a Supplement to the Base Prospectus for the purposes of Article 13 of chapter 1 of Part II of the Luxembourg Law for the purposes of updating certain information contained in the Base Prospectus as described below.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within a time limit of two working days after the publication of this supplement, to withdraw their acceptances.

The purpose of this Supplement is to disclose that HSBC France has agreed to sell its buildings at 103 avenue des Champs-Élysées and 15 rue Vernet for €400 million.

The agreement to sell the buildings has been entered into with French Properties Management. The sale will be completed, subject to the satisfaction of any necessary conditions¹, with a subsidiary of a French OPCI (Organisme de Placement Collectif Immobilier) established for the transaction. HSBC France has agreed to lease the buildings for nine years, with break clauses in years four, five and six.

The transaction is expected to complete in the first quarter of 2010.

The Issuer accepts responsibility for the information contained in this Supplement. The Issuer confirms that, having taken all reasonable care to ensure that such is the case, the information contained or incorporated by reference in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement will be available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).

1. There is one condition precedent: that the City of Paris does not exercise its right of pre-emption to buy the buildings in the two months' period immediately following the agreement.