

# FINAL TERMS

Final Terms dated 17 May 2006

Series No.: 1084

Tranche No.: 2

## HSBC France

Issue of EUR 10,000,000 CMS Linked Notes due 10 May 2021  
to be consolidated and form a single series with the  
EUR 100,000,000 CMS Linked Notes due 10 May 2021  
under the € 12,500,000,000  
Euro Medium Term Note Programme

## HSBC

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 28 November 2005 which received the visa n°05-811 from the *Autorité des marchés financiers* ("AMF") on 25 November 2005 and the supplement to the Base Prospectus dated 16 March 2006 which received the visa n°06-077 from the AMF on 16 March 2006 which together constitute a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive 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. The Base Prospectus and the supplement to the Base Prospectus are available for viewing at, and copies may be obtained from, the registered office of the Issuer and at the specified office of the Paying Agent(s) or on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)), (b) the Issuer ([www.hsbc.fr](http://www.hsbc.fr)) and the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

1.	<b>Issuer:</b>	HSBC France
2.	(i) <b>Series Number:</b>	1084
	(ii) <b>Tranche Number:</b>	2
3.	<b>Specified Currency or Currencies:</b>	Euro ("EUR")
4.	<b>Aggregate Nominal Amount of Notes admitted to trading:</b>	
	(i) Series:	EUR 110,000,000
	(ii) Tranche:	EUR 10,000,000

5.	<b>Issue Price:</b>	100.280 per cent. of the Aggregate Nominal Amount (including accrued interest from the Interest Commencement Date)
6.	<b>Specified Denominations:</b>	EUR 50,000
7.	<b>(i) Issue Date;</b>	17 May 2006
	<b>(ii) Interest Commencement Date:</b>	10 May 2006
8.	<b>Maturity Date:</b>	The Specified Interest Payment Date falling in or nearest to May 2021, subject to early redemption as set out in 23 below
9.	<b>Interest Basis:</b>	Floating Rate, subject to 16 below
10.	<b>Redemption/Payment Basis:</b>	Redemption at par (further particulars specified below)
11.	<b>Change of Interest or Redemption/Payment Basis:</b>	Not Applicable
12.	<b>Put/Call Options:</b>	Not Applicable
13.	<b>(i) Status of the Notes:</b>	Senior
	<b>(ii) Date of Board approval for issuance of Notes obtained:</b>	Decision of the <i>Conseil d'Administration</i> of the Issuer dated 26 July 2005
14.	<b>Method of distribution:</b>	Non-syndicated

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

15.	<b>Fixed Rate Note Provisions:</b>	Not Applicable
16.	<b>Floating Rate Note Provisions:</b>	Applicable
	<b>(i) Interest Period(s):</b>	From, and including, the Interest Commencement Date to, but excluding, the first Specified Interest Payment Date (as defined below) and each successive period beginning on, and including, a Specified Interest Payment Date and ending on, but excluding, the next succeeding Specified Interest Payment Date
	<b>(ii) Specified Interest Payment Dates:</b>	10 February, 10 May, 10 August and 10 November in each year, from and including 10 August 2006, to and including 10 May 2021, all subject to adjustment in accordance with the Business Day Convention (there shall not be any resulting adjustment to the

	accrual)
(iii) Business Day Convention:	Following Business Day Convention
(iv) Business Centre(s) (Condition 4(a)):	Not Applicable
(v) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vi) Interest Period Dates:	As specified under 16(ii) above, without adjustment in accordance with the Business Day Convention
(vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(viii) Screen Rate Determination:	Applicable (further particulars specified under 16(xv))
– Reference Rate:	“ EUR 10 year CMS”
– Interest Determination Date(s):	The second TARGET Business Day prior to the first day in each Interest Accrual Period
– Relevant Time:	11 a.m. (Frankfurt time)
– Reference Banks (if primary source is "Reference Banks"):	Not Applicable
– Primary Source :	Reuters Page
– Representative Amount :	Not Applicable
– Relevant Financial Centre:	Not Applicable
– Effective Date:	Not Applicable
– Specified Duration:	10 years
– Relevant Screen Page:	ISDAFLX2
(ix) ISDA Determination	Not Applicable
– Floating Rate Option:	Not Applicable
– Designated Maturity:	Not Applicable
– Reset Date:	Not Applicable
ISDA Definitions (if different from those set out in the Conditions):	Not Applicable
(x) FBF Determination:	Not Applicable

- Floating Rate (*Taux Variable*): Not Applicable
- Floating Rate Determination Date (*Date de Détermination du Taux Variable*): Not Applicable
- FBF Definitions (if different from those set out in the Conditions): Not Applicable
- (xi) Margin(s): Not Applicable
- (xii) Minimum Rate of Interest: Not Applicable
- (xiii) Maximum Rate of Interest: Not Applicable
- (xiv) Day Count Fraction: Actual/Actual-ICMA (unadjusted) shall be applied by the Calculation Agent only to determine the Interest Amount that would be payable between Specified Interest Payment Dates, in case of secondary market.
- (xv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: The Interest Amount payable, in respect of each Note, on the relevant Specified Interest Payment Date will be determined by the Calculation Agent to be equal to the product of :

- (i) the Rate of Interest; and
- (ii) the Specified Denomination

As used in these Final Terms:

«**Rate of Interest**» means, in respect of each Interest Period, the following rate, as determined by the Calculation Agent:

$$\text{Max} \left[ 0; \left[ (1 + \text{CMS10} - 0.297\%)^{1/4} \right] - 1 \right]$$

For the avoidance of doubt, such rate (to be reset each quarter) shall be applied «flat» to the Specified Denomination to determine the Interest Amount payable each quarter in respect of each Note

Where

«**CMS10**» means, in respect of each Interest Period, the annual swap rate for euro swap transactions with a maturity of 10 years, expressed as a percentage, which appears on the Reuters Screen ISDAFIX2 Page under the heading «EURIBOR BASIS – FRF» and

above the caption «11:00 AM FRANKFURT» as of 11:00 a.m., Frankfurt time, on the Interest Determination Date

If such rate is cancelled or unavailable, the fallback provisions described under the definition of “EUR-Annual Swap Rate – Reference Banks” contained in the ISDA Definitions shall apply.

- |     |   |                |
|-----|---|----------------|
| 17. | <b>Zero Coupon Note Provisions</b>  | Not Applicable |
| 18. | <b>Index-Linked Interest Note/other variable-linked interest Note Provisions:</b> | Not Applicable |
| 19. | <b>Dual Currency Note Provisions:</b>   | Not Applicable |

#### PROVISIONS RELATING TO REDEMPTION

- |     |  |  |
|-----|--|--|
| 20. | <b>Call Option:</b>  | Not Applicable   |
| 21. | <b>Put Option:</b>   | Not Applicable   |
| 22. | <b>Final Redemption Amount of each Note:</b>   | EUR 50,000 per Note of EUR 50,000 specified denomination |
| 23. | <b>Early Redemption Amount:</b>  |  |
|     | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in Condition 5(e)): | EUR 50,000 per Note of EUR 50,000 specified denomination |

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |  |  |
|-----|--|--|
| 24. | <b>Form of Notes:</b>  | Dematerialised Notes                           |
|     | (i) Form of Dematerialised Notes:  | Applicable - bearer form ( <i>au porteur</i> ) |
|     | (ii) Registration Agent:   | Not Applicable                                 |
|     | (iii) Temporary Global Certificate:  | Not Applicable                                 |
|     | (iv) Applicable TEFRA exemption:   | Not Applicable                                 |
| 25. | <b>Financial Centre(s) or other special provisions relating to Payment Dates for the purposes of Condition 6(g):</b> | Condition 6(g) applies                         |

26. **Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):** Not Applicable
27. **Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:** Not Applicable
28. **Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:** Not Applicable
29. **Redenomination, renominalisation and reconventioning provisions:** Not Applicable
30. **Consolidation provisions:** Not Applicable
31. **Masse (Condition 10):** Applicable
- If there is more than one Noteholder, the initial Representative will be:
- Julie LAFFORGUE  
22, rue de Lesseps  
92200 Neuilly sur Seine  
France
- The alternative Representative will be:
- Guillaume DE ROBILIARD  
35, rue Scheffer  
75116 Paris  
France
- The Representative will not receive any remuneration
32. **Other final terms:** Not Applicable
- DISTRIBUTION**
33. (i) **If syndicated, names and addresses of Managers:** Not Applicable
34. **If non-syndicated, name and address of Dealer:** **HSBC Bank plc**  
Level 3

8 Canada Square  
London E14 5HQ  
United Kingdom

35. **Total commission and concession:** Not Applicable
36. **Additional selling restrictions:** Not Applicable

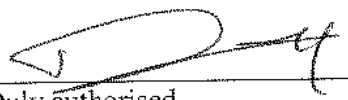
**GENERAL**

The aggregate principal amount of Notes issued has been translated into Euro at the rate of EUR 1 = [ ], producing a sum of: Not Applicable

**RESPONSIBILITY**


The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:   
Duly authorised

  
Duly authorised

Signed on behalf of the Issuer:

By:   
Duly authorised

  
Duly authorised

## PART B – OTHER INFORMATION

### 1. RISK FACTORS

Not Applicable

### 2. LISTING

- |   |   |
|---|---|
| (i) Listing(s):   | Luxembourg Stock Exchange   |
| (ii) Admission to trading:  | Application has been made for the Notes to be admitted to trading on the Luxembourg Stock Exchange with effect from 17 May 2006   |
| (iii) Estimate of total expenses related to admission to trading: | Euro 1,275  |
| (iv) Additional publication of Base Prospectus and Final Terms:   | The Base Prospectus, the supplement to the Base Prospectus and these Final Terms will be published on the website of the Luxembourg Stock Exchange ( <a href="http://www.bourse.lu">www.bourse.lu</a> ) |

### 3. RATINGS

Ratings: The Notes have not been rated

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

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer

### 5. NOTIFICATION

*The Autorité des marchés financiers*, which is the French competent authority for the purpose of the Prospectus Directive, has provided the Luxembourg *Commission de Surveillance du Secteur Financier* with a certificate of approval attesting that the Base Prospectus and the supplement to this Base Prospectus has been drawn up in accordance with the Prospectus Directive

### 6. OPERATIONAL INFORMATION

ISIN Code: FR0010326959  
(to be consolidated with ISIN Code FR0010322875)



after 40 days)  
 Common Code: 025469682  
 (to be consolidated with Common Code 025337069  
 after 40 days)

Depositories:

(i) Euroclear France to act as Central  
 Depository Yes

(ii) Common Depository for  
 Euroclear Bank and Clearstream,  
 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