Third Supplement dated 10 August 2018 to the Euro Medium Term Note Programme Base Prospectus dated 14 September 2017



HSBC France €20,000,000,000 Euro Medium Term Note Programme

This third supplement (the **Third Supplement**) is supplemental to, and should be read in conjunction with, the base prospectus dated 14 September 2017 which was granted the visa no. 17-485 on 14 September 2017 by the *Autorité des Marchés Financiers* (the **AMF**) (the **Base Prospectus**) as supplemented by the first supplement to the Base Prospectus dated 5 October 2017 (the **First Supplement**) granted visa no. 17-535 on 5 October 2017 by the AMF and by the second supplement to the Base Prospectus dated 1 March 2018 (the **Second Supplement**) granted visa no. 18-069 on 1 March 2018, which have been prepared by HSBC France (the **Issuer**) with respect to its €20,000,000,000 Euro Medium Term Note Programme (the **Programme**).

The Base Prospectus as supplemented constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (the **Prospectus Directive**).

Application has been made for approval of this Third Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

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

To the extent that there is any inconsistency between (i) any statement in this Third Supplement and (ii) any statement in, or incorporated by reference in, the Base Prospectus, the First Supplement or the Second Supplement, the statement referred to in (i) above will prevail.

This Third Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF's *Règlement Général*, for the purposes of giving information which amends or is additional to the information already contained in the Base Prospectus, as supplemented.

This Third Supplement has been prepared for the purposes of:

- 1. incorporating by reference the English translation of HSBC France's *Actualisation du Document de référence 2017* and inserting a related cross-reference table in the "Documents Incorporated by Reference" section of the Base Prospectus;
- 2. updating the "Programme Summary" and the "Résumé en Français du Programme";
- 3. updating the "Risk Factors Relating to the Issuer" section; and
- 4. updating sections 3, 4 and 7 of the "General Information" section of the Base Prospectus.

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes issued under the Programme before this Third Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Third Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 14 August 2018.

Copies of this Third Supplement (a) may be obtained, free of charge, at the registered office of the Issuer during normal business hours, (b) will be available on the website of the Issuer (http://www.about.hsbc.fr/investor-relations/debt-issuance), (c) will be available on the website of the AMF (www.amf-france.org) and (d) will be available for collection free of charge on any weekday (Saturdays, Sundays and public holidays excepted), at the specified office of the Paying Agent(s), during normal business hours so long Notes may be issued under the Programme and so long as any Notes issued under the Programme are outstanding.

TABLE OF CONTENTS

	Page
Summary of the Programme	4
Résumé en français du Programme	
Risk Factors	
Documents Incorporated By Reference	11
General Information	14
Responsibility Statement	

SUMMARY OF THE PROGRAMME

The "Summary of the Programme" on pages 5 to 21 of the Base Prospectus is amended as follows:

• Element B.10 is deleted in its entirety and replaced with the following:

B.10	Qualification	Not Applicable. The free English language translation of the Statutory Auditors' report on the		
	s in the	2016 consolidated financial statements does not contain an emphasis of matter paragraph.		
	auditors'	The free English language translation of the Statutory Auditors' report on the 2017		
	report	consolidated financial statements contains an emphasis of matter paragraph. The free English		
		language translation of the limited review report on the 2018 interim financial information		
		issued by the statutory auditors contains an emphasis of matter paragraph on page 59 of the		
		Update to the 2017 Registration Document.		

• Element B.12 is deleted in its entirety and replaced with the following:

B.12	Selected historical key		HS	BC France group	р	
	financial information	(in millions of euros)	30/06/2018 Limited review ¹	30/06/2017 Limited review ²	31/12/2017 Audited ²	31/12/2016 Audited ²
		Total operating income before loan impairment (charges)/releases and other credit risk provisions	903	1,034	1,907	2,317
		Loan impairment charges and other credit risk provisions	(15)	4	(81)	(73)
		Operating profit	10	196	219	432
		Profit attributable to shareholders of the parent company	20	126	177	310
		Shareholders' funds of the parent company	5,968	5,687	5,676	5,842
		Loans and advances to customers	44,567	42,187	44,856	41,327
		Customer accounts	38,748	37,821	38,277	34,220
		Total assets	172,114	177,477	167,544	169,423
		Fully loaded Total Capital Ratio	15.2%	14.3%	14.1%	13.2%
		Fully loaded Common Equity	12.2%	13.0%	13.1%	13.2%

Tier One ratio				
Cost efficiency ratio (reported)	95%	75%	84%	78.2%
Liquidity Coverage Ratio (LCR)	169%	159%	149%	122%

	Consolidated cash flow table Audited					
(in millions of euros)	30/06/2018 Limited review ¹	30/06/2017 Limited review ²	31/12/2017 Audited ²	31/12/2016 Audited ²		
Cash and cash equivalents at 1 January	22,231	9,807	9,807	5,638		
Net cash from operating activities	(7,263)	8,348	7,069	3,224		
Net cash flows from financing activities	1,319	3,958	5,392	1,103		
Net cash (used in)/from financing activities	549	65	(5)	(165)		
Effect of exchange rate changes on cash and cash equivalents	(1)	(15)	(32)	7		
Cash and cash equivalents at the end of the period	16,837	22,163	22,231	9,807		

¹ IFRS 9 applicable

IFRS 9 Impacts:

The adoption of IFRS 9 on January 1, 2018 reduced HSBC France Group's net position by EUR 31 million net of taxes deferred, with an increase of EUR 5 million related to the 'Classification and Measurement' phase and a decrease of EUR 36 million in the 'Impairment' phase. The IFRS9 transition reduced the transitional CET1 ratio by 2 basis points. The total amount of provisions for expected credit losses at 1 January 2018 is EUR 578 million for financial assets at amortized cost, EUR 16 million for commitments and guarantees and EUR 5 million for financial assets at fair value through other

² IAS 39 applicable

comprehensive income.

There has been no material adverse change in the prospects of the Issuer since 31 December 2017 and, except as disclosed in the two paragraphs below, there has been no significant change in the financial or trading position of the Issuer since 30 June 2018.

Capital increases

The board of directors at its meeting on 30 May 2018 decided, under the delegation granted by the shareholders' general meeting on 26 April 2017, to increase the Issuer's core capital by approximately EUR 100 million (of which EUR 6.2 million of share capital). Following the completion of this operation on 25 July 2018, the Issuer's share capital has been increased from EUR 337,189,135 to EUR 343,410,030.

As part of the anticipation of activities transfers to the balance sheet of the Issuer, the board of directors decided, at its meeting of 26 July 2018, an increase of the Issuer's capital of approximately EUR 388 million, to be submitted for approval to shareholders at an extraordinary general meeting on 10 August 2018.

Acquisition of subsidiaries and activities from European branches

In the context of the upcoming structural changes to mitigate the consequences related to the future exit of the United Kingdom from the European Union and to simplify the legal organisation in continental Europe, the Issuer acquired on 1 August 2018 100% of European subsidiaries HSBC Polska Bank SA and HSBC Institutional Trust Services (Ireland) DAC.

In the same context, the Issuer will acquire the activities of seven European branches (in Belgium, the Czech Republic, Ireland, Italy, Luxembourg, the Netherlands and Spain) from HSBC Bank plc. The transfer of branches is expected to be effective during the first quarter of 2019. These changes have been and will be approved by the appropriate supervisory authorities and the relevant boards of directors.

• Element B.13 is deleted in its entirety and replaced with the following:

B.13	Recent	Not Applicable. Except as disclosed in the Base Prospectus, there are no recent events that
	material	the Issuer considers as material for investors since the date of the last published financial
	events	statements.
	relating to	
	the Issuer's	
	solvency	
J		

RESUME EN FRANÇAIS DU PROGRAMME

Le "Résumé en français du Programme" figurant aux pages 22 à 39 du Prospectus de Base est modifié comme suit :

• L'Elément B.10 est supprimé et entièrement remplacé par ce qui suit :

B.10	Réserves	Sans objet. La traduction anglaise libre des rapports des contrôleurs légaux sur les comptes
	contenues	consolidés 2016 ne contient pas d'observation. La traduction anglaise libre des rapports des
	dans le	contrôleurs légaux sur les comptes consolidés 2017 contient une observation. La traduction
	rapport des	anglaise libre du rapport de revue limitée relatif à l'information financière semestrielle 2018
	Commissaires	émis par les contrôleurs légaux contient des observations en page 59 de l'Actualisation du
	aux comptes	Document de Référence pour 2017.

L'Elément B.12 est supprimé et entièrement remplacé par ce qui suit :

B.12	Informations financières	Informations financières sélectionnées concernant le Groupe HSBC France				
	sélectionnées historiques clés	(en millions d'euros)	30/06/2018 Revue limitée ¹	30/06/2017 Revue limitée ²	31/12/2017 Audité ²	31/12/2016 Audité ²
		Produit net bancaire avant dépréciation pour risque de crédit	903	1.034	1.907	2.317
		Dépréciations pour risque de crédit	(15)	4	(81)	(73)
		Résultat d'Exploitation	10	196	219	432
		Résultat net part du groupe	20	126	177	310
		Capitaux propres part du groupe	5.968	5.687	5.676	5.842
		Prêts et créances sur la clientèle	44.567	42.187	44.856	41.327
		Comptes créditeurs de la clientèle	38.748	37.821	38.277	34.220
		Total du bilan	172.114	177.477	167.544	169.423
		Ratio total des fonds propres « plein »	15,2%	14,3%	14,1%	13,2%
		Ratio Common Equity Tier 1 « plein »	12,2%	13,0%	13,1%	13,2%
		Coefficient d'exploitation (rapporté)	95%	75%	84%	78,2%

Liquidity Coverage Ratio (LCR)	169%	159%	149%	122%	
-----------------------------------	------	------	------	------	--

Tableau des flux de trésorerie consolidé							
	Audité						
(en millions d'euros)	30/06/17 Revue limitée ¹	30/06/16 Revue limitée ²	31/12/2017 Audité ²	31/12/2016 Audité ²			
Trésorerie en début de période	22.231	9.807	9.807	5.638			
Flux nets de trésorerie provenant des activités opérationnelles	(7.263)	8.348	7.069	3.224			
Flux nets de trésorerie provenant des activités d'investissement	1.319	3.958	5.392	1.103			
Flux nets de trésorerie provenant des activités de financement	549	65	(5)	(165)			
Effet de change sur la trésorerie	(1)	(15)	(32)	7			
Trésorerie en fin de période	16.837	22.163	22.231	9.807			

¹ Norme IFRS 9 applicable

Impacts de la norme IFRS 9:

L'adoption de la norme IFRS 9 au 1er janvier 2018 a réduit la situation nette du Groupe HSBC France de 31 millions EUR nets d'impôts différés, avec une augmentation de 5 millions EUR liée à la phase "Classification et Évaluation" et une diminution de 36 millions EUR liée à la phase "Dépréciation". La transition IFRS 9 a eu pour effet de diminuer le ratio CET1 transitionnel de 2 points de base. Le montant total des provisions pour pertes de crédit attendues au 1er janvier 2018 est de 578 million millions EUR pour les actifs financiers au coût amorti, de 16 million millions EUR pour les engagements et garantie et de 5 millions EUR sur les actifs financiers à la juste valeur par les autres éléments du résultat global.

Aucune détérioration significative n'a eu de répercussions sur les perspectives de l'Emetteur depuis le 31 décembre 2017 et excepté ce qui figure dans les deux paragraphes ci-dessous il n'y a eu aucun changement significatif dans la situation financière ou commerciale de l'Emetteur depuis le 30 juin 2018.

Augmentations de capital

Le conseil d'administration de l'Emetteur lors de sa réunion du 30 mai 2018 a décidé, dans le cadre de la délégation de compétence consentie à cet effet par

² Norme IAS 39 applicable

l'assemblée générale le 26 avril 2017, d'augmenter les fonds propres durs de l'Emetteur d'environ 100 millions EUR (dont 6,2 millions EUR de capital social). Suite à la réalisation de cette opération le 25 juillet 2018, le capital social de l'Emetteur a été porté de 337.189.135 EUR à 343.410.030 EUR.

Dans le cadre de l'anticipation de transferts d'activités vers le bilan de l'Emetteur, le conseil d'administration a décidé, lors de sa réunion du 26 juillet 2018, une augmentation des fonds propres durs de l'Emetteur d'environ 388 millions EUR, qui sera soumise pour approbation aux actionnaires lors d'une assemblée générale extraordinaire le 10 août 2018.

Acquisition de filiales et d'activités de succursales européennes

Dans le cadre des changements structurels visant à anticiper les conséquences de la sortie future du Royaume Uni de l'Union Européenne et dans l'objectif de simplifier l'organisation des activités en Europe continentale, l'Emetteur a acquis le 1er août 2018 100% des filiales européennes HSBC Polska Bank SA et HSBC Institutional Trust Services (Ireland) DAC.

Dans le même cadre, l'Emetteur a prévu d'acquérir les activités de sept succursales européennes (en Belgique, en République tchèque, en Irlande, en Italie, au Luxembourg, aux Pays-Bas et en Espagne), actuellement rattachées à HSBC Bank plc. L'acquisition des actifs et des passifs des succursales devrait être effective durant le premier trimestre 2019. Ces évolutions ont été et vont être approuvées par les autorités de supervision compétentes et les conseils d'administration concernés.

• L'Elément B.13 est supprimé et entièrement remplacé par ce qui suit :

B.13	Evénement	Sans objet. Excepté ce qui figure dans le Prospectus de Base, il n'y a pas
	récent relatif	d'évènement récent que l'Emetteur considère comme significatif pour les
	à l'Emetteur	investisseurs depuis la fin de la période couverte par les derniers états financiers
	présentant un	publiés.
	intérêt	
	significatif	
	pour	
	l'évaluation	
	de sa	
	solvabilité	

RISK FACTORS

The paragraph under the heading "Risks Relating to the Issuer" and above the heading "Risk Factors Relating to the Notes" on page 40 of the Base Prospectus is deleted and replaced by the following:

"Risk factors in connection with the Issuer are set out in detail on pages 62 to 121 of the English translation of the Issuer's 2017 Registration Document and on pages 12 to 21 of the Update to the 2017 Registration Document which are incorporated by reference in this Base Prospectus."

DOCUMENTS INCORPORATED BY REFERENCE

The English translation of the Issuer's 2017 *Actualisation du Document de référence* has been filed with the AMF for the purposes of the Prospectus Directive and, by virtue of this Third Supplement, is incorporated in, and forms part of, the Base Prospectus as supplemented by the First Supplement and the Second Supplement.

The section "Documents incorporated by reference" in the Base Prospectus is updated accordingly as follows:

- Above the paragraph corresponding to the first bullet point, the following paragraph is inserted:
 - "- the English translation of the Issuer's *Actualisation du Document de référence 2017* filed with the *Autorité des marchés financiers* on 6 August 2018 under No. D.18-0068-A01 (the **Update to the 2017 Registration Document**);"; and
- The table under the heading "CROSS REFERENCE LIST" on pages 55 to 58 of the Base Prospectus is deleted in its entirety and replaced by the following:

INFORMATION INCORPORATED BY REFERENCE	REFERENCE
Annex XI of the European Regulation 809/2004/EC	
3. RISK FACTORS	Update to the 2017 Registration Document pages 12 to 21
	2017 Registration Document pages 62 to 121
4. INFORMATION ABOUT THE ISSUER	
4.1. History and development of the Issuer	2017 Registration Document page 239
4.1.2. Place of registration of the Issuer and its registration number	2017 Registration Document page 238
4.1.3 Date of incorporation and the length of life of the issuer, except where indefinite	2017 Registration Document page 238
4.1.4 Domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business of different from its registered office)	2017 Registration Document page 238
4.1.5 Recent Developments	2017 Registration Document page 14
5. BUSINESS OVERVIEW	
5.1. Principal activities:	Update to the 2017 Registration Document pages 3 to 11
	2017 Registration Document pages 3 to 14 and 198
5.1.2. New product and/or activities:	2017 Registration Document pages 3 to 14 and 198

INFORMATION INCORPORATED BY REFERENCE	REFERENCE
Annex XI of the European Regulation 809/2004/EC	
5.1.3. Principal markets:	Update to the 2017 Registration Document pages 3 to 11
	2017 Registration Document pages 3 to 14 and 198
5.1.4 Basis for any statement in the registration document made by the issuer regarding its competitive position	2017 Registration Document pages 3 to 14 and 198
6. ORGANISATIONAL STRUCTURE	
6.1 Brief description of the group and of the issuer's position within it	2017 Registration Document pages 2 to 15 and 226 and 232 to 234
6.2 Issuer's dependence upon other entities within the group	2017 Registration Document pages 233 to 240
7. TREND INFORMATION	Update to the 2017 Registration Document page 9
	2017 Registration Document page 14
9. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES	
Name, business addresses and functions in the Issuer of the members of the administrative, management or supervisory bodies and indication of the principal activities performed by them outside the Issuer	2017 Registration Document pages 17 to 23
Conflict of Interest	2017 Registration Document page 25
10. MAJOR SHAREHOLDERS	
10.1 To the extent know to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused	2017 Registration Document pages 23 and 240
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
Interim and other financial information for the period	
<u>ended 30 June 2018</u>	
- Balance sheet	Update to the 2017 Registration Document page 32
- Income statement	Update to the 2017 Registration Document page 30

INFORMATION INCORPORATED BY REFERENCE	REFERENCE
Annex XI of the European Regulation 809/2004/EC	
- Cash flow statement	Update to the 2017 Registration Document page 33
- Notes	Update to the 2017 Registration Document pages 36 to 58
- Auditor's report relating to the above	Update to the 2017 Registration Document page 59
- Consolidated statement of comprehensive income	Update to the 2017 Registration Document page 31
- Consolidated statement of changes in equity	Update to the 2017 Registration Document pages 34 to 35
Issuer's audited consolidated annual financial	
statements for the year ended 31 December 2017	
- Balance sheet	2017 Registration Document page 129
- Income statement	2017 Registration Document page 127
- Cash flow statement	2017 Registration Document page 130
- Notes	2017 Registration Document pages 132 to 187
- Auditors' report relating to the above	2017 Registration Document pages 188 to 192
- Consolidated statement of comprehensive income	2017 Registration Document page 128
- Consolidated statement of changes in equity	2017 Registration Document page 131
Issuer's audited consolidated annual financial statements for the year ended 31 December 2016	
- Balance sheet	2016 Registration Document page 192
- Income statement	2016 Registration Document page 190
- Cash flow statement	2016 Registration Document page 193
- Notes	2016 Registration Document pages 196 to 287
- Auditors' report relating to the above	2016 Registration Document pages 288 and 289
- Consolidated statement of comprehensive income	2016 Registration Document pages 191
- Consolidated statement of changes in equity	2016 Registration Document pages 194 to 195
11.6 Legal and arbitration proceedings	Update to the 2017 Registration Document pages 53 to 54
	2017 Registration Document pages 182 and 183
11.7 Significant change in the issuer's financial position	Update to the 2017 Registration Document pages 9 and 58
12. MATERIAL CONTRACTS	2017 Registration Document page 240

GENERAL INFORMATION

The section "General Information" in the Base Prospectus is amended as follows:

a) Paragraph (3) on page 140 of the Base Prospectus is deleted in its entirety and replaced by the following:

"The Issuer has obtained all necessary consents, approvals and authorisations in France in connection with the update of the Programme. Any issuance of Notes under the Programme, to the extent that such Notes constitute obligations under French law, require the decision of the Board of Directors (*Conseil d'Administration*) of the Issuer or, as the case may be, the decision of any person acting by delegation of the Board of Directors (*Conseil d'Administration*) of the Issuer. For this purpose the Board of Directors (*Conseil d'Administration*) of the Issuer has delegated on 26 July 2018 to Jean Beunardeau, Chief Executive Officer (*Directeur Général*), and pursuant to his proposal, to Andrew Wild, Executive Director and Deputy Chief Executive Officer (*Administrateur et Directeur Général Délégué*), to Laurence Rogier, Chief Financial Officer (*Directrice Financière*), and to Xavier Boisseau, Harry-David Gauvin, Yonathan Ebguy, and François Goberville, in charge of the *Banque de marchés* (*responsables à la Banque de marchés*) all powers to issue obligations and to determine their final terms and conditions, up to a maximum aggregate amount of £15,000,000,000 (or its equivalent in any other currency) for 1 year from 26 July 2018. Any issue of Notes, to the extent that such Notes do not constitute obligations under French law, fall within the general powers of the *directeur général* or a *directeur général délégué* of the Issuer.";

b) Paragraph (4) on page 140 of the Base Prospectus is deleted in its entirety and replaced by the following:

"Except as disclosed on pages 9 and 58 of the Update to the 2017 Registration Document, there has been no significant change in the financial position of the Issuer or the Group since 30 June 2018.";

c) Paragraph (7) on page 140 of the Base Prospectus is deleted in its entirety and replaced by the following:

"Except as disclosed on pages 182 and 183 of the 2017 Registration Document and pages 53 to 54 of the Update to the 2017 Registration Document, neither the Issuer nor any other member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceeding which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the financial position or profitability of the Issuer."

RESPONSIBILITY STATEMENT

I hereby certify, having taken all reasonable care to ensure that such is the case that, to the best of my knowledge, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import.

HSBC France

103, avenue des Champs Elysées 75008 Paris France

Represented by Mr. Xavier Boisseau in charge of the *Banque de marchés* (responsable à la Banque de marchés)

Duly authorised

Dated 10 August 2018



In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("**AMF**"), in particular Articles 211-1 to 216-1, the AMF has granted to this Third Supplement the visa n°18-388 on 10 August 2018. This Third Supplement has been prepared by HSBC France and its signatories assume responsibility for it. This Third Supplement and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.