

**Final Terms dated 12 April 2013**



**HSBC SFH (France)**

Issue of € 1,250,000,000 2.00 per cent. Covered Bonds due 16 October 2023  
under the € 8,000,000,000 Covered Bond Programme

Issue Price: 99.78 per cent.

**BANCO SANTANDER, S.A.  
COMMERZBANK AKTIENGESELLSCHAFT  
CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK  
DANSKE BANK A/S  
HSBC FRANCE  
ING BANK N.V  
NATIXIS  
UNICREDIT BANK AG**

## 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 4 October 2012 which received visa no. 12-472 from the *Autorité des marchés financiers* ("**AMF**") in France on 4 October 2012 and the two supplements to the Base Prospectus dated 20 December 2012 and 20 March 2013 which received respectively visa no. 12-618 and no 13-082 from the AMF on 20 December 2012 and 20 March 2013 which together constitute a base prospectus for the purposes of article 5.4 of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/UE (the "**Prospectus Directive**").

This document constitutes the Final Terms of the Covered Bonds 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 Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus, the two supplements to the Base Prospectus and these Final Terms are available for viewing on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (b) HSBC France ([www.hsbc.fr](http://www.hsbc.fr)) and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent (where copies may be obtained).

1.	<b>Issuer:</b>	HSBC SFH (France)
2.	(i) <b>Series Number:</b>	1
	(ii) <b>Tranche Number:</b>	1
	(iii) <b>Date on which the Covered Bonds become Fungible:</b>	Not Applicable
3.	<b>Specified Currency or Currencies:</b>	Euro (EUR)
4.	<b>Aggregate Nominal Amount of Covered Bonds:</b>	
	(i) <b>Series:</b>	EUR 1,250,000,000
	(ii) <b>Tranche:</b>	EUR 1,250,000,000
5.	<b>Issue Price:</b>	99.78 per cent. of the Aggregate Nominal Amount.
6.	<b>Specified Denominations:</b>	EUR 100,000
7.	(i) <b>Issue Date:</b>	16 April 2013
	(ii) <b>Interest Commencement Date:</b>	Issue Date
8.	<b>Final Maturity Date:</b>	16 October 2023

	<b>Extended Final Maturity Date:</b>	Not Applicable
9.	<b>Interest Basis:</b>	2.00 per cent. Fixed Rate
10.	<b>Redemption/Payment Basis:</b>	Redemption at par
11.	<b>Change of Interest or Redemption/Payment Basis:</b>	Not Applicable
12.	<b>Put/Call Options:</b>	Not Applicable
13.	(i) <b>Status of the Covered Bonds:</b>	Senior
	(ii) <b>Date of Board approval for issuance of Covered Bonds obtained:</b>	27 March 2013

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

14.	<b>Fixed Rate Covered Bond Provisions:</b>	Applicable
	(i) <b>Rate of Interest:</b>	2.00 per cent. per annum payable annually in arrear.
	(ii) <b>Interest Payment Date:</b>	16 October in each year, adjusted for payment purposes only pursuant to the Following Business Day Convention.
	(iii) <b>Fixed Coupon Amount:</b>	EUR 2,000 per Specified Denomination.
	(iv) <b>Broken Amount:</b>	EUR 1,002.74 per Specified Denomination payable on the first Interest Payment Date falling on 16 October 2013.
	(v) <b>Day Count Fraction:</b>	Actual/Actual (ICMA)
	(vi) <b>Determination Dates:</b>	16 October in each year
15.	<b>Floating Rate Covered Bond Provisions:</b>	Not Applicable
16.	<b>Zero Coupon Covered Bond Provisions</b>	Not Applicable

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

17.	<b>Call Option:</b>	Not Applicable
18.	<b>Put Option:</b>	Not Applicable

- |     |  |   |
|-----|--|---|
| 19. | <b>Final Redemption Amount of each Covered Bond:</b>   | 100,000 per Covered Bond of Specified Denomination. |
| 20. | <b>Redemption by Instalments:</b>  | Not Applicable                                      |
| 21. | <b>Early Redemption Amount:</b><br>Early Redemption Amount(s) of each Covered Bond payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same and/or any other terms: | 100,000 per Covered Bond of Specified Denomination. |

**GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

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|-----|---|------------------------------------|
| 22. | <b>Form of Covered Bonds:</b>   | Dematerialised Covered Bonds       |
|     | (i) Form of Dematerialised Covered Bonds:   | Bearer form ( <i>au porteur</i> ). |
|     | (ii) Registration Agent:  | Not Applicable                     |
|     | (iii) Temporary Global Certificate:   | Not Applicable                     |
| 23. | <b>Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 8(g):</b>                          | TARGET                             |
| 24. | <b>Talons for future Coupons or Receipts to be attached to Definitive Materialised Covered Bonds (and dates on which such Talons mature):</b> | Not Applicable                     |
| 25. | <b>Purchase in accordance with Article L.213-1 and D.213-1 of the French Code monétaire et financier:</b>                                     | Not Applicable                     |
| 26. | <b>Details relating to Instalment Covered Bonds: amount of each instalment, date on which each payment is to be made:</b>                     | Not Applicable                     |
| 27. | <b>Redenomination, renominatisation and reconventioning provisions:</b>   | Not Applicable                     |
| 28. | <b>Consolidation provisions:</b>  | Not Applicable                     |

**RESPONSIBILITY**

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

Signed on behalf of HSBC SFH (France):

By: EL AZIZ Samir.....

Duly authorised as legal representative of HSBC SFH (France)

A handwritten signature in blue ink, appearing to be 'EL AZIZ Samir', written over a horizontal line. The signature is stylized and includes a large loop at the end.

## **PART B – OTHER INFORMATION**

### **1. DISTRIBUTION**

- (i) If syndicated, names of Managers:
- Banco Santander, S.A.
  - Commerzbank Aktiengesellschaft
  - Credit Agricole Corporate and Investment Bank
  - Danske Bank A/S
  - HSBC France
  - Ing Bank N.V
  - Natixis
  - UniCredit Bank AG
- (ii) Date of subscription agreement: 12 April 2013
- (iii) Stabilising Manager (if any): HSBC France
- If non-syndicated, name of Dealer: Not Applicable
- U.S. selling restrictions: The Issuer is Category 1 for the purposes of Regulation S under the United States Securities Act 1933, as amended. TEFRA exemption is not applicable.

### **2. LISTING AND ADMISSION TO TRADING**

- (i) Listing(s): Euronext Paris
- (ii) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on Euronext Paris with effect from or about 16 April 2013.
- (iii) Estimate of total expenses related to admission to trading: EUR 14,800.00
- (iv) Additional publication of Base Prospectus and Final Terms: Not Applicable

### 3. RATINGS

Ratings:

The Covered Bonds to be issued are expected to be rated:

S & P: AAA (Stable)

Moody's: Aaa (Stable)

Each of S & P and Moody's is established in the European Union, is registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**") and is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website ([www.esma.europa.eu](http://www.esma.europa.eu)) in accordance with CRA Regulation.

### 4. SPECIFIC CONTROLLER

The specific controller (*contrôleurspécifique*) of the Issuer has certified that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *privilège* defined in Article L. 515-19 of the French Monetary and Financial Code (Code monétaire et financier), after settlement of this issue.

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

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer.

### 6. REASONS FOR THE OFFER

- (i) Reasons for the offer: The net proceeds will be used to fund the Borrower Advances that the Issuer (as Lender) will make available to HSBC France (as Borrower) under the Borrower Facility Agreement. Such net proceeds may also fund the purchase by the Issuer in the future of Eligible Assets other than the Borrower Advances and the HomeLoan Receivables. In particular, the Issuer may purchase any such assets in the future with a view to grant such assets as collateral with the Banque de France in accordance with the rules of the Eurosystem.

### 7. FIXED RATE COVERED BONDS ONLY – YIELD

Indication of yield: 2.024%.

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

## 8. OPERATIONAL INFORMATION

Intended to be held in a manner which would allow Eurosystem eligibility Not Applicable

Common Code: 091770814

ISIN Code: FR0011470764

Depositories:

(i) Euroclear France to act as Central Depository Yes

(ii) Common Depository for Euroclear Bank and Clearstream Banking, *société anonyme* No

(iii) Common Depository for DTC 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 initial Paying Agent(s): BNP Paribas Securities Services  
Corporate Trust Services  
Les Grands Moulins de Pantin  
9 rue du Débarcadère  
93500 Pantin  
France

Names and addresses of additional Paying Agent(s) (if any): Not Applicable