



HSBC Continental Europe
A French *société anonyme*
with a share capital of €1,062,332,775
Registered office: 38, avenue Kléber, 75116 Paris, France
775 670 284 RCS Paris
LEI: F0HUI1NY1AZMJMD8LP67
(the “**Issuer**”)

SECOND CONVENING NOTICE FOR THE GENERAL MEETINGS ON 25 OCTOBER 2023

Since the general meetings of holders of the Notes listed in Annex 1 (the “**Holders**”) convened on 19 October 2023 were not able, due to the lack of quorum, to validly deliberate on the relevant resolutions listed on the agenda, the board of directors (*Conseil d’Administration*) of the Issuer (“**Board of Directors**”) has decided to reconvene such Holders to general meetings on 25 October 2023, as set out and at the times listed in the Annex 1 below, on second convocation, at the registered office of the Issuer located at 38, avenue Kléber, 75116 Paris, France, to deliberate on the same agenda as meetings convened on first convocation (the “**Meetings**”).

AGENDA

1. In respect of the Series of Notes identified with the sign * in Annex 1, appointment of a representative of the *masse* and determination of its remuneration;
2. In respect of all Series of Notes, approval of the partial asset contribution subject to the demerger regime (*apport partiel d’actifs soumis au régime des scissions*) under the conditions set out in article L. 236-27 of the French *Code de commerce* (the “**Contribution**”), pursuant to which the Issuer shall transfer its French retail banking business, the Issuer’s 100% ownership interest in HSBC SFH (France) and its 3% ownership interest in Crédit Logement, which would occur if certain conditions are met, to Banque des Caraïbes SA, an entity of the My Money Group (the “**Purchaser**”) (the “**Contributed Business**”) in exchange for shares issued by the Purchaser to the Issuer in order to benefit from the universal transfer (*transmission universelle de patrimoine*) of the rights and obligations relating exclusively or predominantly to the Contributed Business, followed by a sale of the shares remunerating the Contribution by the Issuer to the Purchaser’s parent company, Promontoria MMB (the “**Transaction**”);
3. In respect of all Series of Notes, filing of the documents relating to the Meetings; and
4. In respect of all Series of Notes, powers to carry out formalities.

VOTING PROCEDURES

In accordance with Article R.228-71 of the French *Code de commerce*, the rights of each Holder to participate at the relevant Meeting will be evidenced by the entries in the books of the relevant account holder of the name of such Holder on the second business day in Paris preceding the date set for the Meeting at 00.00 (midnight) (Paris time) (*i.e.* 23 October 2023 at 00.00 (midnight) (Paris time)) (the “**Account Holder Certificates Deadline**”).

Holders that wish to vote at the relevant Meeting can either (a) physically attend the relevant Meeting, (b) vote by proxy or (c) vote by correspondence.

- (a) Holders wishing to participate physically in the relevant Meeting must provide (i) an account holder certificate signed by the relevant account holder of the Notes ascertaining the holding of the Notes in its account (the “**Account Holder Certificate**”) duly executed and dated no later than the relevant Account Holder Certificates Deadline (as defined above), (ii) complete the relevant participation form and present the admission card obtained from the Centralising Agent and (iii) present a current identity card or a passport, with a power of attorney, if relevant.

- (b) A Holder can give proxy in writing to a person for the purpose of representing it at the relevant Meeting, subject to the provisions of Articles L.228-62 and L.228-63 of the French *Code de commerce*. Holders wishing to vote by proxy must provide, through their account holder, duly completed voting documents (together with the Account Holder Certificates) to the Centralising Agent at the latest three calendar days before the relevant Meeting at 23.59 (Paris time) (final reception date) (*i.e.*, 22 October 2023 at 23.59 (Paris time)).
- (c) Holders wishing to vote by correspondence must provide, through their account holder, duly completed voting documents (together with the Account Holder Certificates) to the Centralising Agent at the latest three calendar days before the relevant Meeting at 23.59 (Paris time) (final reception date) (*i.e.*, 22 October 2023 at 23.59 (Paris time)).

Voting documents will be delivered on demand by the Centralising Agent (details of which are set out below).

Attention of the Holders is drawn to the fact that, in accordance with Article R.225-77 of the French *Code de commerce*, the Issuer will not take into account the voting documents received after three calendar days before the relevant Meeting at 23.59 (Paris time) (final reception date) (*i.e.*, 22 October 2023 at 23.59 (Paris time)). Holders may have earlier deadlines stipulated by their respective account holder or broker. The voting documents (together with the Account Holder Certificates) received by the Centralising Agent for the general meeting called on first convocation remain valid for the meeting to be held on second convocation.

Each Meeting may deliberate validly whatever the number of Holders present, represented or who have voted by correspondence.

Decisions at each Meeting shall be taken by a two-third (2/3) majority of votes cast by the Holders attending such relevant Meeting or represented thereat.

By submitting a voting document, each Holder shall be deemed to agree, acknowledge, represent, warrant and undertake to the Issuer and the Centralising Agent at (i) the time of submission of such voting document; (ii) the applicable voting deadline for the relevant Meeting; and (iii) the time of the relevant Meeting (and if a Holder is unable to make any such agreement or acknowledgement or give any such representation, warranty or undertaking, such Holder should contact the Centralising Agent immediately) that it is not a Sanctions Restricted Person; where a “**Sanctions Restricted Person**” is a person or entity:

- (A) that is, or is directly or indirectly owned or controlled by a person or entity that is, described or designated in (i) the most current “Specially Designated Nationals and Blocked Persons” list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/sdnlist.pdf>) or (ii) the Foreign Sanctions Evaders List (which as of the date hereof can be found at: <http://www.treasury.gov/ofac/downloads/fse/fselist.pdf>) or (iii) the most current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: <https://data.europa.eu/data/datasets/consolidated-list-of-persons-groups-and-entities-subject-to-eu-financial-sanctions?locale=en>) or (iv) the most current “UK sanctions list” (which as of the date hereof can be found at: <https://www.gov.uk/government/publications/the-uk-sanctions-list>); or
- (B) that is otherwise the subject of any sanctions administered or enforced by any Sanctions Authority, other than solely by virtue of their inclusion in: (i) the most current “Sectoral Sanctions Identifications” list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/ssi/ssilist.pdf>) (the “**SSI List**”), (ii) Annexes III, IV, V and VI of Council Regulation No. 833/2014, as amended from time to time including (without limitation) by Council Regulation No. 960/2014, Council Regulation (EU) No 1290/2014, Council Regulation (EU) No 2015/1797 and Council Regulation (EU) No 2017/2212 (the “**EU Annexes**”), (iii) the “Current list of designated persons: Russia” published by the Office of Financial Sanctions Implementation (which as at the date hereof can be found at: <https://www.gov.uk/government/publications/financial-sanctions-ukraine-sovereignty-and-territorial-integrity>) or (iv) any other list maintained by a Sanctions Authority, with similar effect to the SSI List or the EU Annexes.

For these purposes “**Sanctions Authority**” means each of: (i) the United States government; (ii) the United Nations; (iii) the European Union (or any of its member states); (iv) the United Kingdom; (v) any other equivalent governmental or regulatory authority, institution or agency which administers

economic, financial or trade sanctions; and (vi) the respective governmental institutions and agencies of any of the foregoing including, without limitation, the Office of Foreign Assets Control of the US Department of the Treasury, the United States Department of State, the United States Department of Commerce and His Majesty's Treasury.

DOCUMENTS ON DISPLAY

The following documents will be available for inspection by the Holders at the registered office of HSBC Continental Europe and from DIIS Group (as set out below) (the “**Centralising Agent**”) during at least the 5-day period preceding the holding of the relevant Meeting:

- the report of the Board of Directors dated 20 September 2023;
- the text of the resolutions which will be proposed at the relevant Meeting;
- the offering memorandum dated 1 June 2022 and the relevant pricing supplement;
- the Contribution Agreement dated 27 September 2023; and
- the relevant voting documents.

GENERAL

The relevant provisions governing the convening and holding of the Meetings are set out in the terms and conditions.

No consent or participation fee will be payable in connection with this consent solicitation.

This convening notice does not constitute or form part of, or should be construed as, an offer for sale, exchange or subscription of, or a solicitation of any offer to buy, exchange or subscribe for, any securities of the Issuer or any other entity. The distribution of this convening notice may nonetheless be restricted by law in certain jurisdictions. Persons into whose possession this convening notice comes are required to inform themselves about, and to observe, any such restrictions.

The consent solicitation and any voting instructions given in connection with the consent solicitation shall be governed by, and construed in accordance with, French law.

CENTRALISING AGENT

DIIS GROUP

12 rue Vivienne
75002 Paris

Attention: Sylvain Thomazo / Sandrine d’Haussy

Tel: +33 1 88 65 75 15

Email: centralisation@diisgroup.com

ANNEX 1

ISIN	DATE / TIME (in Paris)	
FR001400B5V7	25 October 2023	10:55 A.M.
FR001400BBR9	25 October 2023	11:00 A.M.
FR001400BFB4	25 October 2023	11:05 A.M.
FR001400CCM6	25 October 2023	11:10 A.M.
FR001400CRB7	25 October 2023	11:15 A.M.
FR001400D930	25 October 2023	11:20 A.M.
FR001400ER66	25 October 2023	11:25 A.M.
FR001400ER74	25 October 2023	11:30 A.M.
FR001400F3V8	25 October 2023	11:35 A.M.
FR001400F6A5	25 October 2023	11:40 A.M.
FR001400F6B3	25 October 2023	11:45 A.M.
FR001400FB63	25 October 2023	11:50 A.M.
FR001400FCS6	25 October 2023	11:55 A.M.
FR001400FCT4	25 October 2023	12:00 P.M.
FR001400FCU2	25 October 2023	12:05 P.M.
FR001400FFU5	25 October 2023	12:10 P.M.
FR001400FJB7	25 October 2023	12:15 P.M.
FR001400FJC5	25 October 2023	12:20 P.M.
FR001400FJD3	25 October 2023	12:25 P.M.
FR001400FM94	25 October 2023	12:30 P.M.
FR001400FN77	25 October 2023	12:35 P.M.
FR001400FO50*	25 October 2023	12:40 P.M.
FR001400FPP4	25 October 2023	12:45 P.M.
FR001400FPR0	25 October 2023	12:50 P.M.
FR001400FR65	25 October 2023	12:55 P.M.
FR001400FTJ9	25 October 2023	1:30 P.M.
FR001400FU11	25 October 2023	1:35 P.M.
FR001400FUT6	25 October 2023	1:40 P.M.
FR001400FUU4	25 October 2023	1:45 P.M.
FR001400FVH9	25 October 2023	1:50 P.M.
FR001400FXN3	25 October 2023	1:55 P.M.
FR001400FZ65	25 October 2023	2:00 P.M.
FR001400G1A5*	25 October 2023	2:05 P.M.
FR001400G1D9	25 October 2023	2:10 P.M.
FR001400G1L2	25 October 2023	2:15 P.M.
FR001400G420	25 October 2023	2:20 P.M.
FR001400G7Q8	25 October 2023	2:25 P.M.
FR001400GC61	25 October 2023	2:30 P.M.
FR001400GC79	25 October 2023	2:35 P.M.
FR001400GC87	25 October 2023	2:40 P.M.
FR001400GC95	25 October 2023	2:45 P.M.
FR001400GCA2	25 October 2023	2:50 P.M.
FR001400GD37	25 October 2023	2:55 P.M.
FR001400GD60	25 October 2023	3:00 P.M.
FR001400GD78	25 October 2023	3:05 P.M.
FR001400GD86	25 October 2023	3:10 P.M.
FR001400GFI8	25 October 2023	3:15 P.M.
FR001400GHF0	25 October 2023	3:20 P.M.

FR001400GHG8	25 October 2023	3:25 P.M.
FR001400GHH6	25 October 2023	3:30 P.M.
FR001400GHI4	25 October 2023	3:35 P.M.
FR001400GHX3	25 October 2023	3:40 P.M.
FR001400GIY9	25 October 2023	3:45 P.M.
FR001400GJY7	25 October 2023	3:50 P.M.
FR001400GJZ4	25 October 2023	3:55 P.M.
FR001400GK04	25 October 2023	4:00 P.M.
FR001400GK12	25 October 2023	4:05 P.M.
FR001400GK79	25 October 2023	4:10 P.M.
FR001400GM44	25 October 2023	4:15 P.M.
FR001400GM51	25 October 2023	4:20 P.M.
FR001400GOC3	25 October 2023	4:25 P.M.
FR001400GOD1	25 October 2023	4:30 P.M.
FR001400GOE9	25 October 2023	4:35 P.M.
FR001400GOH2	25 October 2023	4:40 P.M.
FR001400GOI0	25 October 2023	4:45 P.M.
FR001400GOJ8	25 October 2023	4:50 P.M.
FR001400GOZ4	25 October 2023	4:55 P.M.
FR001400GQ73	25 October 2023	5:00 P.M.
FR001400GR72	25 October 2023	5:05 P.M.
FR001400GSD2	25 October 2023	5:10 P.M.
FR001400GSE0	25 October 2023	5:15 P.M.
FR001400GSF7	25 October 2023	5:20 P.M.
FR001400GSM3	25 October 2023	5:25 P.M.
FR001400GSO9	25 October 2023	5:30 P.M.
FR001400GSP6	25 October 2023	5:35 P.M.
FR001400GSW2	25 October 2023	5:40 P.M.
FR001400GU44	25 October 2023	5:45 P.M.
FR001400GUC0	25 October 2023	5:50 P.M.
FR001400GUF3	25 October 2023	5:55 P.M.
FR001400GVK1	25 October 2023	6:00 P.M.
FR001400GVO3	25 October 2023	6:05 P.M.
FR001400GWN3	25 October 2023	6:10 P.M.
FR001400GWP8	25 October 2023	6:15 P.M.
FR001400GY08	25 October 2023	6:20 P.M.
FR001400GY16	25 October 2023	6:25 P.M.

ANNEX 2

Text of the resolutions applicable to Series including the sign * in Annex 1

The following resolutions will be proposed to the general meetings of holders:

First Resolution – *Appointment of a Representative of the Masse and determination of its remuneration*

The general meeting, deliberating pursuant to Articles L.228-47 and L.228-51 of the French *Code de commerce* and after having reviewed:

- the report of the Board of Directors of HSBC Continental Europe (the “**Issuer**”) dated 20 September 2023,
 - the offering memorandum dated 1 June 2022 (the “**Offering Memorandum**”), and
 - the relevant pricing supplement (together with the terms and conditions contained in the Offering Memorandum, the “**Terms and Conditions**”),
- a) **takes note** of the absence of appointment of a representative of the *masse* (a “**Representative**”) in the Terms and Conditions;
- b) **acknowledges** the absence of incompatibility of DIIS Group, candidate for the position of Representative, with the exercise of their functions, in accordance with the provisions of Articles L.228-48 and L.228-49 of French *Code de commerce*;
- c) **appoints**, with immediate effect, as from the adoption of this resolution by the general meeting, DIIS Group whose registered office is located at 12 rue Vivienne, 75002 Paris, France, represented by Mr. Sylvain Thomazo or Mrs. Sandrine d’Haussy, as Representative; and
- d) **decides** that the Representative will receive, as from the adoption of this resolution, a remuneration of Euro 150 (excluding tax) per year for the performance of its duties which shall be paid by the Issuer.

Second Resolution – *Approval of the Contribution*

The general meeting, deliberating pursuant to Articles L.228-65, I, 3° and L.236-23 of the French *Code de commerce* and after having taking formal note of:

- the report of the Board of Directors of the Issuer dated 20 September 2023,
- the Terms and Conditions, and
- the executed contribution agreement relating to the Contribution (as defined below) dated 27 September 2023 (the “**Contribution Agreement**”),

in the context of the proposed sale announced by the Issuer on 18 June 2021 and 14 June 2023 of its French retail banking business, the Issuer’s 100% ownership interest in HSBC SFH (France) and its 3% ownership interest in Crédit Logement, which would occur if certain conditions are met, to Banque des Caraïbes SA, an entity of the My Money Group (the “**Purchaser**”) (the “**Contributed Business**”) which will be contributed by the Issuer to the Purchaser by way of a partial contribution of assets subject to the demerger regime (*apport partiel d’actifs soumis au régime des scissions*) under the conditions set out in article L. 236-27 of the French *Code de commerce* (the “**Contribution**”) in exchange for shares issued by the Purchaser to the Issuer in order to benefit from the universal transfer (*transmission universelle de patrimoine*) of the rights and obligations relating exclusively or predominantly to the Contributed Business, followed by a sale of the shares remunerating the Contribution by the Issuer to the Purchaser’s parent company, Promontoria MMB (the “**Transaction**”),

- a) **unconditionally approves**, in accordance with Articles L.228-65, I, 3° and L.236-23 of the French *Code de commerce*, the Contribution as more fully described in the Contribution Agreement; and

- b) grants**, in light of the foregoing, all powers to the holder of an original, a copy or an extract of the minutes of this general meeting, to the extent needed, in order to make all determinations, conclusions, communications and to carry out all formalities, including the publication of the decisions of this general meeting, and such other things as may be appropriate to carry out and may prove to be necessary for the purposes of the implementation of this resolution and the Contribution.

Third Resolution – Filing of the documents relating to the general meeting

The general meeting decides, in accordance with Article R.228-74, paragraph 1, of the French *Code de commerce*, that the attendance sheet, the relevant powers of represented holders and the minutes of this general meeting shall be filed at the registered office of the Issuer to enable any holder to exercise its communication right granted by law.

Fourth Resolution – Powers to carry out formalities

The general meeting authorises and grants all powers to the legal representatives of the Issuer to take all measures and to conclude any agreements, as the case may be, to implement these resolutions, and to the holder of a copy or excerpt of the minutes setting out these resolutions, to perform any legal or administrative formalities.

Text of the resolutions applicable to Series which do not include the sign * in Annex 1

The following resolutions will be proposed to the general meetings of holders:

First Resolution – Approval of the Contribution

The general meeting, deliberating pursuant to Articles L.228-65, I, 3° and L.236-23 of the French *Code de commerce* and after having taken formal note of:

- the report of the Board of Directors of HSBC Continental Europe (the “**Issuer**”) dated 20 September 2023,
- the offering memorandum dated 1 June 2022 (the “**Offering Memorandum**”),
- the relevant pricing supplement (together with the terms and conditions contained in the Offering Memorandum, the “**Terms and Conditions**”), and
- the executed contribution agreement relating to the Contribution (as defined below) dated 27 September 2023 (the “**Contribution Agreement**”),

in the context of the proposed sale announced by the Issuer on 18 June 2021 and 14 June 2023 of its French retail banking business, the Issuer’s 100% ownership interest in HSBC SFH (France) and its 3% ownership interest in Crédit Logement, which would occur if certain conditions are met, to Banque des Caraïbes SA, an entity of the My Money Group (the “**Purchaser**”) (the “**Contributed Business**”) which will be contributed by the Issuer to the Purchaser by way of a partial contribution of assets subject to the demerger regime (*apport partiel d’actifs soumis au régime des scissions*) under the conditions set out in article L. 236-27 of the French *Code de commerce* (the “**Contribution**”) in exchange for shares issued by the Purchaser to the Issuer in order to benefit from the universal transfer (*transmission universelle de patrimoine*) of the rights and obligations relating exclusively or predominantly to the Contributed Business, followed by a sale of the shares remunerating the Contribution by the Issuer to the Purchaser’s parent company, Promontoria MMB (the “**Transaction**”),

- a) **unconditionally approves**, in accordance with Articles L.228-65, I, 3° and L.236-23 of the French *Code de commerce*, the Contribution as more fully described in the Contribution Agreement; and
- b) **grants**, in light of the foregoing, all powers to the holder of an original, a copy or an extract of the minutes of this general meeting, to the extent needed, in order to make all determinations, conclusions, communications and to carry out all formalities, including the publication of the decisions of this general meeting, and such other things as may be appropriate to carry out and may prove to be necessary for the purposes of the implementation of this resolution and the Contribution.

Second Resolution – Filing of the documents relating to the general meeting

The general meeting decides, in accordance with Article R.228-74, paragraph 1, of the French *Code de commerce*, that the attendance sheet, the relevant powers of represented holders and the minutes of this general meeting shall be filed at the registered office of the Issuer to enable any holder to exercise its communication right granted by law.

Third Resolution – Powers to carry out formalities

The general meeting authorises and grants all powers to the legal representatives of the Issuer to take all measures and to conclude any agreements, as the case may be, to implement these resolutions, and to the holder of a copy or excerpt of the minutes setting out these resolutions, to perform any legal or administrative formalities.