

**Pricing Supplement dated 11 July 2019**



**HSBC France**

**Legal entity identifier (LEI): F0HUI1NY1AZMJMD8LP67**

**Issue of EUR 30,000,000 Automatic Early Redemption Index Linked Certificates due August 2027 linked to  
EURO STOXX 50 Index**

**Programme for the issue of Structured Notes and Certificates**

**Issue Price: 100%**

**PART A**  
**CONTRACTUAL TERMS**

This document constitutes the pricing supplement ("**Pricing Supplement**") relating to the issue of the Tranche of Certificates described herein for the purposes of listing on the Official List of the Irish Stock Exchange and must be read in conjunction with the Offering Memorandum dated 14 November 2018 as supplemented from time to time (the "**Offering Memorandum**") which, together with this Pricing Supplement, constitute listing particulars for the purposes of listing on the Global Exchange Market. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Certificates (the "**Conditions**") set forth in such Offering Memorandum.

Full information on the Issuer and the offer of the Certificates is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum. The Offering Memorandum is available for viewing on the website of HSBC France (<http://www.about.hsbc.fr/investor-relations/debt-issuance>) and copies may be obtained from HSBC France, 103 avenue des Champs Elysées, 75008 Paris, France.

**The Offering Memorandum does not comprise (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC as amended (the Prospectus Directive). The Offering Memorandum has been prepared solely with regard to Certificates that are (i) not to be admitted to listing or trading on any regulated market for the purposes of Directive 2014/65/EU and not to be offered to the public in a Member State (other than pursuant to one or more of the exemptions set out in Article 3.2 of the Prospectus Directive).**

- |    |   |   |
|----|---|---|
| 1. | <b>Issuer:</b>                                      | HSBC France                                   |
| 2. | (a) Series Number:                                  | Not applicable                                |
|    | (b) Tranche Number:                                 | <b>1</b>                                      |
|    | (c) Date on which the Certificates become fungible: | Not applicable                                |
| 3. | <b>Specified Currency or Currencies:</b>            | Euro (EUR)                                    |
| 4. | <b>Aggregate Nominal Amount:</b>                    |   |
|    | (a) Series:   | EUR 30,000,000                                |
|    | (b) Tranche:  | EUR 30,000,000                                |
| 5. | <b>Issue Price:</b>                                 | 100 per cent. of the Aggregate Nominal Amount |
| 6. | <b>Specified Denomination(s):</b>                   | EUR 1,000                                     |
| 7. | (a) Issue Date:                                     | 14 August 2019                                |
|    | (b) Interest Commencement Date:                     | Not applicable                                |
|    | (c) Trade Date:                                     | 17 July 2019                                  |

- |     |  |   |
|-----|--|---|
| 8.  | <b>Minimum Trading Size:</b>                                 | Not applicable  |
| 9.  | <b>Maturity Date:</b>  | 30 August 2027, subject to early redemption on an Automatic Early Redemption Date. See paragraph 27 below       |
| 10. | <b>Interest Basis:</b>                                       | Not applicable  |
| 11. | <b>Redemption/Payment Basis</b><br><br><i>(Condition 7):</i> | Redemption linked to an Index<br><br><i>(further particulars indicated below)</i>                               |
| 12. | <b>Change of Interest Basis or Redemption/Payment Basis:</b> | The Certificates are subject to early redemption on an Automatic Early Redemption Date. See paragraph 27 below. |
| 13. | <b>Put/Call Options:</b>                                     | Not applicable  |
| 14. | <b>Status of Certificates:</b>                               | Senior preferred  |
| 15. | <b>Method of distribution:</b>                               | Non-syndicated  |

**PROVISIONS RELATING TO INTEREST PAYABLE (IF APPLICABLE)**

- |     |   |                |
|-----|---|----------------|
| 16. | <b>Provisions relating to Fixed Rate Certificates:</b>  | Not applicable |
| 17. | <b>Provisions relating to Floating Rate Certificates:</b>   | Not applicable |
| 18. | <b>Provisions relating to Zero Coupon Certificates:</b>   | Not applicable |
| 19. | <b>Provisions relating to Certificates with a Coupon Linked to an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR or ADR/GDR Basket:</b> | Not applicable |
| 20. | <b>Provisions relating to Dual Currency Certificates:</b>   | Not applicable |
| 21. | <b>Provisions relating to Physical Delivery Certificates:</b>   | Not applicable |

**PROVISIONS RELATING TO REDEMPTION**

- |     |  |                |
|-----|--|----------------|
| 22. | <b>Redemption at the option of the Issuer:</b><br><i>(Condition 7.3)</i> | Not applicable |
|-----|--|----------------|

23.	<b>Redemption at the option of the Certificate holders:</b> <i>(Condition 7.4)</i>	Not applicable
24.	<b>Redemption by Instalments:</b>	Not applicable
25.	<b>Final Redemption Amount of each Certificate:</b>	Applicable
	In cases where the Final Redemption Amount is linked to an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket or any other variable	
	(a) an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket, formula /other variable:	The Index as defined in paragraph 41 (b) below
	(b) Party responsible for calculating the Interest Rate(s) and Final Redemption Amount (if not the Calculation Agent):	Not applicable
	(c) Provisions for determining the Final Redemption Amount when calculated by reference to an Equity, an Equity Basket, an Index, an Index Basket, an ETF, an ETF Basket, an ADR/GDR, an ADR/GDR Basket and/or formula and/or other variable:	<p>Unless previously redeemed or purchased and cancelled, if, on the Valuation Date, the Calculation Agent determines that :</p> <ul style="list-style-type: none"> <li>- The Final Index Level is greater than or equal to 90 per cent. of the Initial Index Level, the Issuer shall redeem the Certificates on the Maturity Date at 144 per cent. of par; or</li> <li>- The Final Index Level is less than 90 per cent. of the Initial Index Level and a Trigger Event has not occurred, the Issuer shall redeem the Certificates on the Maturity Date at 100 per cent. of par;</li> <li>- The Final Index Level is less than 90 per cent. of the Initial Index Level and a Trigger Event has occurred, the Issuer will redeem the Certificates by paying on the Maturity Date an amount in the Specified Currency in respect of each Certificate determined by the Calculation Agent in accordance with the following formula:</li> </ul> <p style="text-align: center;">Specified Denomination x (Final Index Level /Strike Price)</p> <ul style="list-style-type: none"> <li>- Trigger Event: The Final Index Level as determined by the Calculation Agent, is lower than the Trigger Level.</li> </ul>
	Barrier Period:	Not applicable

	Trigger Level:		65.00% of the Initial Index Level
	- Knock-in Event:		Not applicable
	- Knock-out Event:		Not applicable
(d)	Determination Date(s):		Not applicable
(e)	Provisions for determining the Final Redemption Amount when calculation by reference to an Index and/or formula and/or other variable is impossible or impracticable:		Condition 17.9 applies
(f)	Payment Date:		Not applicable
(g)	Minimum Final Redemption Amount:		Not applicable
(h)	Maximum Final Redemption Amount:		Not applicable

26. **Early Redemption Amount:**

In cases where the Early Redemption Amount is linked to an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket or any other variable: Applicable

Early Redemption Amount(s) of each Certificate paid on redemption for taxation reasons or other early redemption events and/or the method of calculating the amount (if required or if different from that set out in Condition 7.5): Fair Market Value

Other redemption provisions: Not applicable

27. **Automatic Early Redemption:**

Applicable

Automatic Early Redemption Event: If Perf<sub>j</sub> (as defined in the paragraph 19(c) above) is greater than or equal to the Automatic Early Redemption Level as of any Automatic Early Redemption Valuation Date<sub>j</sub>

Where:

"Perf<sub>j</sub>" means:

S<sub>j</sub>  
*Initial Index Level*

“S<sub>j</sub>” means, in respect of the Index and Automatic Early Redemption Valuation Date<sub>j</sub> or the Valuation Date, the level of such Index, at the Valuation Time on such date.

Automatic Early Redemption Amount:	See Annex
Automatic Early Redemption Dates:	Each date specified as such in the Annex 1 (each an "Automatic Early Redemption Date <sub>j</sub> ") ("j" ranking from 1 to 7), subject to adjustment in accordance with the Following Business Day Convention
Automatic Early Redemption Price/Level:	See Annex
Automatic Early Redemption Rate:	Not applicable
Automatic Early Redemption Valuation Date(s):	Each date specified as such in the Annex 1 (each an "Automatic Early Redemption Valuation Date <sub>j</sub> ") ("j" ranking from 1 to 7).  Each Automatic Early Redemption Valuation Date shall be subject to postponement in accordance with Condition 17.5 as if each reference to "Valuation Date" in such Condition was deemed to be a reference to "Automatic Early Redemption Valuation Date".

28. **Calculation Agent for the requirements of Condition 6.3(j):** Not applicable

**GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES**

- |   |                             |
|---|-----------------------------|
| 29. <b>Form of Certificates:</b>  | Dematerialised Certificates |
| (a) Form of Dematerialised Certificates:  | Bearer form                 |
| (b) Registration Agent:   | Not applicable              |
| 30. <b>Payment of Alternative Payment Currency Equivalent:</b>  | Not applicable              |
| 31. <b>Underlying Currency Pair provisions:</b>   | Not applicable              |
| 32. <b>Price Source Disruption:</b>   | Not applicable              |
| 33. <b>Financial Centre(s) or other special provisions relating to Payment Dates for the purposes of Condition 8.5:</b> | TARGET                      |

- |     |   |                |
|-----|---|----------------|
| 34. | <b>Provisions relating to Partly Paid Certificates: 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 Certificates and interest due on late payment:</b> | Not applicable |
| 35. | <b>Provisions relating to Instalment Certificates: amount of each instalment, date on which each payment is to be made:</b>   | Not applicable |
| 36. | <b>Provisions relating to consolidation:</b>  | Not applicable |
| 37. | <b>Other Pricing Supplement:</b>  | Not applicable |

**PROVISIONS APPLICABLE TO CERTIFICATES LINKED TO AN EQUITY, EQUITY BASKET, INDEX, INDEX BASKET, ETF, ETF BASKET, ADR/GDR AND ADR/GDR BASKET**

- |     |  |   |
|-----|--|---|
| 38. | <b>Delivery of Securities (Equity Linked Certificates only):</b>   | Not applicable  |
| 39. | <b>Provisions relating to Equity Linked Certificates, ADR/GDR Linked Certificates and ETF Linked Certificates:</b> | Not applicable  |
| 40. | <b>Additional Provisions relating to Equity Linked Certificates:</b>   | Not applicable  |
| 41. | <b>Provisions relating to Index-Linked Certificates:</b>   | Applicable  |
| (a) | Composite Index:   | Not applicable  |
| (b) | Index(ices):   | The EURO STOXX 50 Index ( <i>Bloomberg Code SX5E</i> )  |
| (c) | Index Sponsor:   | STOXX Limited   |
| (d) | Initial Index Level:   | In respect of the Index, the Closing Level of the Index on the Strike Date.   |
| (e) | Final Index Level:   | As defined in Condition 17.1  |
| (f) | Index Rules:   | Not applicable  |
| (g) | Exchange:  | The regulated markets or quotation systems (or any substituting market or system) on which the shares which compose the Index are mainly traded |
| (h) | Related Exchange:  | All Exchanges   |
| (i) | Weighting:   | Not applicable  |

(j)	Strike Date:	14 August 2019
(k)	Strike Price:	100% of the Initial Index Level
(l)	Scheduled Trading Day Convention:	Not applicable
(m)	Additional Disruption Event:	Change in Law, Hedging Disruption, Increased Cost of Hedging
42.	<b>Valuation Date(s):</b>	16 August 2027, subject to postponement in accordance with Condition 17.5
43.	<b>Valuation Time:</b>	Condition 17.1 applies
44.	<b>Averaging Dates:</b>	Not applicable
	Averaging Date in the event of Market Disruption:	Not applicable
45.	<b>Reference Prices:</b>	No
46.	<b>Other provisions relating to Index-Linked Certificates, Equity Linked Certificates and ETF Linked Certificates:</b>	Not applicable
47.	<b>Provisions relating to Inflation Rate-Linked Certificates:</b>	Not applicable

## DISTRIBUTION

48.	<b>If syndicated, names and addresses of the Managers and the underwriting commitments:</b>	Not applicable
49.	(a) Date of Subscription Agreement:	Not applicable
	(b) Stabilising Manager(s) (if any):	Not applicable
	If not syndicated, name and address of Dealer:	<b>HSBC Bank plc</b> 8 Canada Square London E14 5HQ United Kingdom
50.	<b>Total Commission and concession:</b>	Not applicable
51.	<b>Prohibition of Sales to EEA Retail Investors:</b>	Not applicable
52.	<b>Additional selling restrictions:</b>	Not applicable
53.	<b>U.S. Selling Restrictions:</b>	The Issuer is Category 2 for the purposes of Regulation S under the United States Securities Act of 1933, as amended.



TEFRA rules not applicable

54. **U.S. Tax Considerations:**

Not applicable

55. **GENERAL**

**The aggregate principal amount of Certificates issued has been translated into euro at the rate of [ ● ], producing a sum of (solely for Certificates not denominated in euro):** Not applicable

### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement. Information relating to the Index has been extracted from *Bloomberg*. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by *Bloomberg*, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:



By:

Duly authorised

**PART B  
OTHER INFORMATION**

1. **ISSUE- SPECIFIC RISK FACTORS**

Not applicable

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

- (a) Listing: Application will be made to admit the Certificates to listing on the Official List of Euronext Dublin on or around the Issue Date. No assurance will be given as to whether or not, or when, such application will be granted
- (b) Admission to trading: Application will be made for the Certificates to be admitted to trading on the Global Exchange Market with effect from the Issue Date. No assurance can be given as to whether or not, or when, such application will be granted
- (c) Estimate of total expenses related to admission to trading: EUR 1,000

3. **RATINGS**

Ratings: The Certificates have not been specifically rated.

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

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

5. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (a) Reasons for the offer: Not applicable
- (b) Estimated net proceeds: Not applicable
- (c) Estimated total expenses: Not applicable

6. ***Fixed Rate Certificates only – Yield***

Not applicable

***Floating Rate Certificates only – Information on Floating Rate Certificates***

Not applicable

7. ***Index Linked or Other Variable-Linked Certificates only – PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF ITS EFFECT ON THE VALUE OF THE INVESTMENT AND THE ASSOCIATED RISKS, AND OTHER INFORMATION CONCERNING THE UNDERLYING***

*It is advisable that prospective investors considering acquiring any Certificates understand the risks of transactions involving the Certificates and it is advisable that they reach an investment decision after carefully considering, with their financial, legal, regulatory, tax, accounting and other advisers, the suitability of the Certificates in light of their particular circumstances (including without limitation their own financial circumstances and investment objectives and the impact the Certificates will have on their overall investment portfolio) and the information contained in the Offering Memorandum and this Pricing Supplement. Prospective investors should consider carefully the risk factors set forth under "Risk Factors" in the Offering Memorandum.*

*Details of the past and future performance and volatility of the Index can be obtained from Bloomberg.*

8. **Dual Currency Certificates only – PERFORMANCE OF EXCHANGE RATE[S] AND EXPLANATION OF EFFECT ON THE VALUE OF THE INVESTMENT**

Not applicable

9. **Derivative instruments only – EXPLANATION OF EFFECT ON THE VALUE OF THE INVESTMENT, THE YIELD ON THE DERIVATIVE INSTRUMENTS AND INFORMATION CONCERNING THE UNDERLYING**

**EXPLANATION OF EFFECT ON THE VALUE OF THE INVESTMENT**

Not applicable

10. **SETTLEMENT PROCEDURE FOR DERIVATIVE INSTRUMENTS**

Not applicable

11. **INFORMATION CONCERNING THE UNDERLYING**

**OTHER**

Name and address of Calculation Agent: **HSBC Bank plc**  
8 Canada Square  
London E14 5HQ  
United Kingdom

Information on taxes on the income from the Certificates withheld at source in the country where admission to trading (other than in Luxembourg and France) is sought): Not applicable

12. **Derivative instruments only – POST ISSUANCE INFORMATION CONCERNING THE UNDERLYING**

The Issuer will not provide any post-issuance information, unless so required by any applicable laws and regulations.

13. **OPERATIONAL INFORMATION**

ISIN Code: FR0013436714

Common Code: Available from the Euroclear Bank website - [www.euroclear.com/site/public/EB/](http://www.euroclear.com/site/public/EB/)

Depositories:

(a) Euroclear France to act as Central Depository: Yes

(b) Common Depository for Euroclear Bank and Clearstream Banking, S.A.: Yes

Any clearing system(s) other than Euroclear Bank and Clearstream Banking, S.A. and the corresponding identification number(s): Not applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agents designated for the Certificates: **BNP Paribas Securities Services**  
3-5-7 rue General Compans  
ACI-CPC03A2  
93500 Pantin  
France

Names and addresses of additional Paying Agent(s) (if any): None

14. **TERMS AND CONDITIONS OF THE OFFER**

**CONDITIONS, OFFER STATISTICS, EXPECTED TIMETABLE AND ACTION REQUIRED TO APPLY FOR THE OFFER**

Not applicable

15. **PLAN OF DISTRIBUTION AND ALLOTMENT**

Not applicable

16. **PRICING**

Not applicable

17. **PLACING AND UNDERWRITING**

Not applicable

## ANNEX 1

*(This Annex forms part to the Pricing Supplement to which it is attached)*

<b>"j"</b>	<b>Automatic Early Redemption Valuation Date;<sub>j</sub></b>	<b>Automatic Early Redemption Date;<sub>j</sub></b>	<b>Automatic Early Redemption Price;<sub>j</sub></b>	<b>Automatic Early Redemption Amount;<sub>j</sub></b>
<b>1</b>	14 Aug 2020	28 Aug 2020	100.00%	105.50%
<b>2</b>	16 Aug 2021	30 Aug 2021	95.00%	111.00%
<b>3</b>	15 Aug 2022	29 Aug 2022	90.00%	116.50%
<b>4</b>	14 Aug 2023	28 Aug 2023	90.00%	122.00%
<b>5</b>	14 Aug 2024	28 Aug 2024	90.00%	127.50%
<b>6</b>	14 Aug 2025	28 Aug 2025	90.00%	133.00%
<b>7</b>	14 Aug 2026	28 Aug 2026	90.00%	138.50%

\* Subject to postponement in accordance with Condition 17.5

## ANNEX 2

### **Index Disclaimer**

*(this annex forms part to the Pricing Supplement to which it is attached)*

If this Pricing Supplement indicates that it relates to an issue of Certificates, then all references herein and in the Index Disclaimers to Notes shall be deemed to be references to "Certificates" for the purposes of this Issue

### **STATEMENTS REGARDING THE EURO STOXX 50® INDEX AND STOXX INDEX**

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consider the needs of the Notes, Warrants or Certificates, as the case may be, or the owners of the Notes, Warrants or Certificates, as the case may be, in determining, composing or calculating the EURO STOXX 50® Index or STOXX Index or have any obligation to do so.

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the accuracy, timeliness and completeness of the EURO STOXX 50® Index or the STOXX Index and its data;

the merchantability and the fitness for a particular purpose or use of the EURO STOXX 50® Index or the STOXX Index and its data; or

the performance of the Notes, Warrants or Certificates, as the case may be, generally.

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