

Pricing Supplement dated 17 July 2019

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Certificates are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the **Insurance Mediation Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the **Prospectus Directive**). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Certificates or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Certificates or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

HSBC France

Legal entity identifier (LEI): F0HUI1NY1AZMJMD8LP67

**Issue of EUR 5,000,000 Automatic Early Redemption Index Linked Certificates due January 2027 linked to
Basket of Indices
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 Euronext Dublin 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. | Issuer: | HSBC France |
| 2. | (a) Series Number: | Not applicable |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Certificates become fungible: | Not applicable |
| 3. | Specified Currency or Currencies: | Euro ("EUR") |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | EUR 5,000,000 |
| | (b) Tranche: | EUR 5,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denomination(s): | EUR 100,000 |
| 7. | (a) Issue Date: | 18 July 2019 |
| | (b) Interest Commencement Date: | Not applicable |
| 8. | Minimum Trading Size: | Not applicable |

9. **Maturity Date:** **18 January 2027**, subject to early redemption on an Automatic Early Redemption Date. See paragraph 27 below
10. **Interest Basis:** Not applicable
11. **Redemption/Payment Basis** Redemption linked to an Index Basket
(Condition 7):

(further particulars indicated below)
12. **Change of Interest Basis or Redemption/Payment Basis:** The Certificates are subject to early redemption on an Automatic Early Redemption Date. See paragraph 27 below
13. **Put/Call Options:** Not applicable
14. **Status of Certificates:** Senior preferred
15. **Method of distribution:** Non-syndicated

PROVISIONS RELATING TO INTEREST PAYABLE (IF APPLICABLE)

16. **Provisions relating to Fixed Rate Certificates:** Not applicable
17. **Provisions relating to Floating Rate Certificates:** Not applicable
18. **Provisions relating to Zero Coupon Certificates:** Not applicable
19. **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:** Not applicable
20. **Provisions relating to Dual Currency Certificates:** Not applicable
21. **Provisions relating to Physical Delivery Certificates:** Not applicable

PROVISIONS RELATING TO REDEMPTION

22. **Redemption at the option of the Issuer:** Not applicable
(Condition 7.3)
23. **Redemption at the option of the Certificate holders:** Not applicable
(Condition 7.4)

24. **Redemption by Instalments:** Not applicable

25. **Final Redemption Amount of each Certificate:**

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

Applicable

(a) an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket, formula /other variable: The Basket of Indices 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: Unless previously redeemed or purchased and cancelled, if, on the Valuation Date, the Calculation Agent determines that :

- WO_{final} is greater than or equal to 60 per cent, the Issuer shall redeem the Certificates on the Maturity Date at 137.45 per cent. of par; or

- WO_{final} is less than 60 per cent. and a Trigger Event has not occurred with respect to any of the Indices, the Issuer shall redeem the Certificates on the Maturity Date at 100 per cent. of par;

- WO_{final} is less than 60 per cent. and a Trigger Event has occurred with respect to one or more of the Indices, 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:

$$\text{Specified Denomination} \times WO_{final} / 100\%$$

Where :

" WO_{final} " means, in respect of the Valuation Date, the lowest performance (expressed as a percentage) among the Indices as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{i=1 \text{ to } 2} \left(\frac{S_{Final}^i}{S_0^i} \right)$$

Where:

"i" means each Index in the Basket, 1 to 2.

" S_{Final}^i " means, in respect of an Index (Index_i) and the Valuation Date, the Final Index Level (as defined in the paragraph 41(e) below) of such Index_i.

" S_0^i " means, in respect of an Index (Index_i), the Initial Index Level (as defined in paragraph 41(d) below) of such Index_i.

For information purposes, if more than one Index has the same percentage, the Calculation Agent shall determine which Index is the Worst Performing Index in its sole and absolute discretion.

"**Worst Performing Index**" means the Index for which the performance is the lowest in accordance with the definition of WO_{final} .

- Trigger Event: The Final Index Level (at least one) as determined by the Calculation Agent, is lower than or equal to the Trigger Level.

- Barrier Period: Not applicable
- Trigger Level: 60 per cent. 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 an event of default 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 WO_j is greater than or equal to the Automatic Early Redemption Level as of any Automatic Early Redemption Valuation Date_j

Where:

" WO_j " means, in respect of a Valuation Date_j, the lowest performance (expressed as a percentage) among the Indices as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{i=1 \text{ to } 2} \left(\frac{S_j^i}{S_{\text{initial}}^i} \right)$$

Where:

" S_j^i " means, in respect of an Index (Index_i) and a Valuation Date_j, the level of such Index_i on the relevant Exchange at the Valuation Time on such Valuation Date_j, as determined by the Calculation Agent.

" S_{initial}^i " means, in respect of an Index (Index_i), the Initial Index Level (as defined in paragraph 41(d) below) of such Index_i

Automatic Early Redemption Amount: Each amount specified as such in the Annex 2, (each an "**Automatic Early Redemption Amount_j**") ("j" ranking from 1 to 6)

Automatic Early Redemption Dates: Each date specified as such in the Annex 2 (each an "**Automatic Early Redemption Date_j**") ("j" ranking

	from 1 to 6), subject to adjustment in accordance with the Modified Following Business Day Convention
Automatic Early Redemption Price/Level:	Each level specified as such in the Annex 2, (each an " Automatic Early Redemption Level, ") ("j" ranking from 1 to 6)
Automatic Early Redemption Rate:	Not applicable
Automatic Early Redemption Valuation Date(s):	Each date specified as such in the Annex 2 (each an " Automatic Early Redemption Valuation Date, ") ("j" ranking from 1 to 6). 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. **Form of Certificates:** Dematerialised Certificates
- (a) Form of Dematerialised Certificates: Bearer form
- (b) Registration Agent: Not applicable
30. **Payment of Alternative Payment Currency Equivalent:** Not applicable
31. **Underlying Currency Pair provisions:** Not applicable
32. **Price Source Disruption:** Not applicable
33. **Financial Centre(s) or other special provisions relating to Payment Dates for the purposes of Condition 8.5:** TARGET
34. **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:** Not applicable
35. **Provisions relating to Instalment Certificates: amount of each instalment, date on which each payment is to be made:** Not applicable
36. **Provisions relating to consolidation:** Not applicable

37. **Other Pricing Supplement:** 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. **Delivery of Securities (Equity Linked Certificates only):** Not applicable

39. **Provisions relating to Equity Linked Certificates, ADR/GDR Linked Certificates and ETF Linked Certificates:** Not applicable

40. **Additional Provisions relating to Equity Linked Certificates:** Not applicable

41. **Provisions relating to Index-linked Certificates:** Applicable

(a) Composite Index: Not applicable

(b) Index(ices): The Indices comprising the Basket specified in Annex 1 below

(c) Index Sponsor: With respect to each Index, the entity specified as such in respect of such Index in Annex 1

(d) Initial Index Level: See the Annex 1

(e) Final Index Level: As defined in Condition 17.1

(f) Index Rules: Not applicable

(g) Exchange: With respect to each Index, each exchange or quotation system specified as such in respect of such Index in Annex 1

(h) Related Exchange: With respect to each Index, each exchange or quotation system specified as such in respect of such Index in Annex 1

(i) Weighting: No applicable

(j) Strike Date: 11 July 2019

(k) Strike Price: Not applicable

(l) Scheduled Trading Day Convention: Not applicable

(m) Additional Disruption Event: Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging

42. **Valuation Date(s):** 11 January 2027, subject to postponement in accordance with Condition 17.5

43. **Valuation Time:** Condition 17.1 applies
44. **Averaging Dates:** Not applicable
- Averaging Date in the event of Market Disruption: Not applicable
45. **Reference Prices:** No
46. **Other provisions relating to Index-Linked Certificates, Equity Linked Certificates and ETF Linked Certificates:** Not applicable
47. **Provisions relating to Inflation Rate-Linked Certificates:** Not applicable

DISTRIBUTION

48. **If syndicated, names and addresses]of the Managers and the underwriting commitments:** 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: **HSBC Bank plc**
8 Canada Square
London E14 5HQ
United Kingdom

50. **Total Commission and concession:** Not applicable
51. **Prohibition of Sales to EEA Retail Investors:** Applicable
52. **Additional selling restrictions:** Not applicable
53. **U.S. Selling Restrictions:** 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 Indices 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:

A handwritten signature in black ink, appearing to read "D. Mann". The signature is written in a cursive style with a long horizontal stroke at the end.

By:
Duly authorised

**PART B
OTHER INFORMATION**

1. **ISSUE-SPECIFIC RISK FACTORS**

Not applicable

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

(a) Listing: Application has been made to admit the Certificates to listing on the Official List of Euronext Dublin on or around the Issue Date. No assurance can 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 Indices 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: FR0013435195

Common Code: Available from the Euroclear Bank website - 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)

Information in relation to underlying indices

"i"	Indices	Index Sponsor	Bloomberg Code	Exchange	Related Exchange	Initial Index Level	Trigger Level
1	EURO STOXX 50	STOXX Limited	SX5E	Euronext Paris	All Exchanges	3496.73	2098.038
2	DAX 30 PRICE INDEX	Deutsche Börse AG	DAXK	Xetra	All Exchanges	5505.49	3303.294

ANNEX 2

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

"j"	Automatic Early Redemption Valuation Date_j	Automatic Early Redemption Date_j	Automatic Early Redemption Level_j	Automatic Early Redemption Amount_j
1	11 Jan 2021	18 Jan 2021	100.00%	105.35%
2	11 Jan 2022	18 Jan 2022	95.00%	110.70%
3	11 Jan 2023	18 Jan 2023	90.00%	116.05%
4	11 Jan 2024	18 Jan 2024	85.00%	121.40%
5	13 Jan 2025	20 Jan 2025	80.00%	126.75%
6	12 Jan 2026	19 Jan 2026	75.00%	132.10%

* Subject to postponement in accordance with Condition 17.5

ANNEX 3

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

STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to the Issuers, other than the licensing of the EURO STOXX 50® Index or STOXX Index and the related trademarks for use in connection with the Notes, Warrants or Certificates, as the case may be.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:

sponsor, endorse, sell or promote the Notes, Warrants or Certificates, as the case may be;

recommend that any person invest in the Notes, Warrants or Certificates, as the case may be, or any other securities;

have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes, Warrants or Certificates, as the case may be;

have any responsibility or liability for the administration, management or marketing of the Notes, Warrants or Certificates, as the case may be; or

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.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Notes, Warrants or Certificates, as the case may be, or their performance.

STOXX does not assume any contractual relationship with the purchasers of the Notes, Warrants or Certificates, as the case may be, or any other third parties.

Specifically:

STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:

the results to be obtained by the Notes, Warrants or Certificates, as the case may be, the owner of the Notes, Warrants or Certificates, as the case may be, or any other person in connection with the use of the EURO STOXX 50® Index or STOXX Index and the data included in the EURO STOXX 50® Index or the STOXX Index;

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.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the EURO STOXX 50® Index or the STOXX Index or its data.

Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the EURO STOXX 50® Index or the STOXX Index or its data or generally in relation to the Notes, Warrants or Certificates, as the case may be, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing agreement between the Issuers and STOXX is solely for their benefit and not for the benefit of the owners of the Notes, Warrants or Certificates, as the case may be, or any other third parties.

STATEMENTS REGARDING THE DAX® INDEX

Neither the Notes nor the Warrants nor the Certificates are sponsored nor promoted, distributed or in any other manner supported by Deutsche Börse AG (the "**Licensor**"). The Licensor does not give any explicit or implicit warranty or representation, neither regarding the results deriving from the use of the DAX® Index (the "**Index**") and/or the Index trademark nor regarding the Index value at a certain point in time or on a certain date nor in any other respect. The Index is calculated and published by the Licensor. Nevertheless, as far as admissible under statutory law the Licensor will not be liable vis-à-vis third parties for potential errors in the Index. Moreover, there is no obligation for the Licensor vis-à-vis third parties, including investors, to point out potential errors in the Index.

Neither the publication of the Index by the Licensor nor the granting of a license regarding the Index as well as the Index trademark for the utilization in connection with the financial instrument or other securities or financial products, which one derived from the Index, represents a recommendation by the Licensor for a capital investment or contains in any manner a warranty or opinion by the Licensor with respect to the attractiveness of an investment in the Notes, Warrants or Certificates, as the case may be.

In its capacity as sole owner of all rights to the Index and the Index trademark the Licensor has solely licensed to the Issuer and its affiliates the utilization of the Index and the Index trademark as well as any reference to the Index and the Index trademark in connection with the Notes, Warrants or Certificates, as the case may be.