

**Final Terms dated 31 August 2018**

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.



**HSBC France**

**Issue of EUR 750,000,000 1.375 per cent. Notes due 4 September 2028  
under the € 20,000,000,000  
Euro Medium Term Note Programme**

**Issue Price: 99.325 per cent.**

**HSBC**

**(the Lead Manager)**

**Banca Akros S.p.A. Gruppo Banco BPM  
Bankia**

**Bayerische Landesbank**

**BNP PARIBAS**

**KBC Bank NV**

**Morgan Stanley & Co. International plc**

**MUFG Securities EMEA plc**

**National Australia Bank Limited ABN 12 004 044 937**

**Norddeutsche Landesbank - Girozentrale -**

**Rabobank**

**TD Securities**

**(the Co-Managers and together with the Lead Manager, the Managers)**

## 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 14 September 2017 which received visa n°17-485 from the *Autorité des marchés financiers* (the **AMF**) on 14 September 2017 and the supplements to the Base Prospectus dated 5 October 2017 which received visa n°17-535 from the AMF, 1 March 2018 which received visa n°18-069 from the AMF and 10 August 2018 which received visa n°18-388 from the AMF, which together constitute a base prospectus for the purposes of the Prospectus Directive, as amended from time to time (the **Base Prospectus**). The expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU (as amended)), and includes any relevant implementing measure in the Relevant Member State.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, as amended from time to time and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. These Final Terms, the Base Prospectus and the supplements to the Base Prospectus are available for viewing on the websites of the *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)) and the Issuer (<http://www.about.hsbc.fr/investor-relations/debt-issuance>) at least during a period of twelve months from the date of the Base Prospectus, and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

- |    |       |  |  |
|----|-------|--|--|
| 1. | (i)   | Series Number:   | 1368   |
|    | (ii)  | Tranche Number:  | 1  |
|    | (iii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable   |
| 2. |       | Specified Currency or Currencies:                                      | Euro (EUR)   |
| 3. |       | Aggregate Nominal Amount of Notes:                                     |  |
|    | (i)   | Series:  | EUR 750,000,000  |
|    | (ii)  | Tranche:   | EUR 750,000,000  |
| 4. |       | Issue Price:   | 99.325 per cent. of the Aggregate Nominal Amount                           |
| 5. |       | Specified Denomination(s):   | EUR 100,000  |
| 6. | (i)   | Issue Date:  | 4 September 2018   |
|    | (ii)  | Interest Commencement Date:  | Issue Date   |
| 7. |       | Maturity Date:   | 4 September 2028   |
| 8. |       | Interest Basis:  | 1.375 per cent. Fixed Rate<br><i>(further particulars specified below)</i> |

9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.  
(Condition 7) (further particulars specified below)
10. Change of Interest Basis: Not Applicable
11. Put/Call Options: Not Applicable
12. (i) Status of the Notes: Senior (*chirographaire*)
- (ii) Date of Board approval for issuance of Notes obtained: Authorisation of the Board of Directors (*Conseil d'Administration*) of the Issuer dated 26 July 2018

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

13. Fixed Rate Note Provisions: Applicable
- (i) Rate of Interest: 1.375 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 4 September in each year commencing on 4 September 2019
- (iii) Fixed Coupon Amount: EUR 1,375 per EUR 100,000 in Specified Denomination
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 4 September in each year
14. Floating Rate Note Provisions: Not Applicable
15. Zero Coupon Note Provisions: Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

16. Issuer's optional redemption (Call): Not Applicable  
(Condition 7(b))
17. Noteholder's optional redemption (Put): Not Applicable  
(Condition 7(e))
18. Final Redemption Amount of each Note: EUR 100,000 per Note of EUR 100,000 Specified Denomination
19. Early Redemption Amount:
- (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of 100 per cent. of their nominal amount

default:

- (ii) Early Redemption for taxation reasons on days other than Interest Payment Dates: Yes

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

20. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: bearer form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable

21. Financial Centre(s) for the purposes of Condition 8(g): Not Applicable

22. Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature): Not Applicable

23. Redenomination, renominatisation and reconventioning provisions: Not Applicable

24. Purchase in accordance with applicable laws and regulations referred to in Condition 7(f) : Applicable

25. Consolidation provisions: Not Applicable

26. Masse (Condition 12): Contractual Masse shall apply

Name and address of the Representative:  
DIIS GROUP  
12 rue Vivienne  
75002 Paris  
[rmo@diisgroup.com](mailto:rmo@diisgroup.com)

The Representative will receive a remuneration of EUR 350 (VAT excluded) per year.

Signed on behalf of the Issuer:

By: Duly authorised



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing(s): Euronext Paris
- (ii) (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 4 September 2018.
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be offered or admitted to trading are already admitted to trading: Not Applicable.
- (iii) Estimate of total expenses related to admission to trading: EUR 7,575

### 2. RATINGS

- Ratings: The Notes to be issued have been rated:
- Standard & Poor's Credit Market Services Europe Limited: AA-
- Moody's Investors Service Ltd: Aa3
- Fitch France S.A.S.: AA-

Each such credit rating agency is established in the European Union and is registered under Regulation (EU) N° 1060/2009 (as amended) (the CRA Regulation). Each of Standard & Poor's Credit Market Services Europe Limited, Moody's Investors Service Ltd. and Fitch France S.A.S. are included in the list of credit rating agencies published by the European Security and Markets Authority on its website ([www.esma.europa.eu/page/List-registered-and-certified-CRAs](http://www.esma.europa.eu/page/List-registered-and-certified-CRAs)) in accordance with the CRA Regulation.

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

Save for the fees payable to the Managers in connection with the Issue of the Notes, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates, including parent companies, have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

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

Not applicable

5. **Fixed Rate Notes only – YIELD**

Indication of yield: 1.448 per cent. per annum.

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

6. **Floating Rate Notes only - HISTORIC INTEREST RATES**

Not Applicable

7. **OPERATIONAL INFORMATION**

ISIN Code: FR0013358124

Common Code: 187539331

Depositories:

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

(ii) Common Depository for Euroclear Bank SA/NV and Clearstream Banking, S.A.: No

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

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

8. **DISTRIBUTION**

(i) Method of distribution: Syndicated

(ii) If syndicated, names of Managers: HSBC Bank plc  
(the Lead Manager)

Banca Akros S.p.A. Gruppo Banco BPM  
Bankia SA  
Bayerische Landesbank  
BNP Paribas  
Coöperative Rabobank U.A.

KBC Bank NV  
Morgan Stanley & Co. International plc  
MUFG Securities EMEA plc  
National Australia Bank Limited ABN 12 004 044  
937  
Norddeutsche Landesbank - Girozentrale -  
The Toronto-Dominion Bank

(the Co-Managers and together with the Lead  
Manager, the Managers)

- (iii) Stabilising Manager(s) (including  
addresses) (if any): Not Applicable
- (iv) If non-syndicated, name of Dealer: Not Applicable
- (v) 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 not applicable
- (vi) Prohibition of Sales to EEA Retail Investors: Not Applicable

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

Not Applicable

**10. PLAN OF DISTRIBUTION AND ALLOTMENT**

Not Applicable

**11. PRICING**

Not Applicable

**12. PLACING AND UNDERWRITING**

Not Applicable