#### Pricing Supplement dated 12 April 2019

#### **HSBC France**

#### Legal Entity Identifier (LEI): F0HUI1NY1AZMJMD8LP67

# Issue of EUR 30,000,000 Automatic Early Redemption Index Linked Certificates due 23 April 2029 linked to a Basket of Indices

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

Issue Price: 100 %

#### **HSBC**

## 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 (<a href="http://www.about.hsbc.fr/investor-relations/debt-issuance">http://www.about.hsbc.fr/investor-relations/debt-issuance</a>) 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.	Issue	er:	HSBC France
2.	(a)	Series Number:	Not applicable
	(b)	Tranche Number:	1
	(c)	Date on which the Certificates become fungible	Not applicable
3.	Spec	ified Currency or Currencies:	Euro (EUR)

4.	Aggregate Nominal Amount :				
	(a) Series:	EUR 30,000,000			
	(b) Tranche:	EUR 30,000,000			
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount			
6.	<b>Specified Denomination(s):</b>	EUR 1,000			
7.	(a) Issue Date:	15 April 2019			
	(b) Interest Commencement Date (if different from the Issue Date):	The Issue Date			
8.	Minimum Trading Size:	Not Applicable			
9.	Maturity Date:	23 April 2029, subject to early redemption on an Automatic Early Redemption Date. See paragraph 27 below.			
10.	Interest Basis:	Variable Coupon linked to an Index Basket. (further particulars specified below)			
11.	<b>Redemption /Payment Basis:</b> (Condition 7)	Redemption linked to an Index Basket			
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			
PROVISIO	ONS RELATING TO INTEREST PAYABLE	E (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:	Applicable			

(a) Equity, Equity Basket, Index, Index
Basket, ETF unit, 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/or Coupon Amount(s) (if not the Calculation Agent): Not applicable

(c) Provisions for determining the Coupon where calculated by reference to an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket, a Formula or other variable:

Unless the Certificates have been previously redeemed, or purchased and cancelled in accordance with the Conditions:

(a) if the Calculation Agent determines that, on the Automatic Early Redemption Valuation Date (as defined in paragraph 27 below),  $WO_j$  (as defined in paragraph 27 below) is greater than or equal to  $\bf 80.00$  per cent., the Variable Coupon (the " $\bf Coupon_j$ ") payable on the immediately succeeding Variable Coupon Payment Date shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

Coupon<sub>j</sub> = 
$$i \times y \% - \sum_{k=0}^{j-1} Coupon_k$$

Otherwise, no Variable Amount Payable will be paid.

(b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 42 below), WO<sub>Final</sub> (as defined in paragraph 25(c) below) is greater than or equal to 80.00 per cent., the Variable Coupon Amount (the "Coupon<sub>j=10</sub>") payable on the Maturity Date shall be an amount in the Specified Currencydetermined by the Calculation Agent in accordance with the following formula:

Coupon<sub>j=10</sub> = 10 × y % 
$$-\sum_{k=0}^{10-1} \text{Coupon}_{k}$$

Otherwise, no Variable Coupon will be paid.

#### Where:

"y" equals 4.2000%

"i" means, for 1 to 10, each a Variable Coupon Payment Date;

For avoidance of doubt, "Coupon<sub>i=0</sub>" means zero.

(d) Determination Date(s) of the Coupon Amount:

Provisions for determining the Coupon Condition 17.9 applies (e) where calculation by reference to an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket, a Formula or other variable is impossible or impracticable:

Interest or Calculation Period(s): Not applicable (f)

Specified Interest Payment Dates: (g) Each date specified as such in Annex 2, each a

> "Variable Coupon Payment Date;", subject (except in the case of the Maturity Date) to early redemption

on an Automatic Early Redemption Date

**Business Day Convention:** Following Business Day Convention (h)

Not applicable Business Centre(s): (i)

Minimum Interest Rate: Not applicable (j)

Maximum Interest Rate: Not applicable (k)

Day Count Fraction: 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. Not applicable Redemption at the option of the Issuer:

(Condition 7.3)

23. Redemption at the option of the Certificate Not applicable holders:

(Condition 7.4)

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

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

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

an Equity, Equity Basket, Index, Index (a) Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket, formula/other variable:

The Basket of Indices as defined in paragraph 41(b) below

Party responsible for calculating the (b) Interest Rate(s) and Final Redemption Amount (if not the Calculation Agent):

(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 100.00 per cent, the Issuer shall redeem the Certificates on the Maturity Date at 100 per cent. of par; or
- WO<sub>final</sub> is less than 100.00 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<sub>final</sub> is less than 100.00 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 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:

Specified Denomination x WO<sub>final</sub> /100.00%

"WO<sub>final</sub>" 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:

$$Min_{i} = 1 \text{ to } 2.00 \left( \frac{S_{\text{Final}}^{i}}{S_{0}^{i}} \right)$$

#### Where:

"i" means each Security in the Basket, 1 to 2.00

"S<sup>i</sup> Final" means, in respect of an Index (Index<sub>i</sub>) and the Valuation Date, the Final Index Level (as defined in paragraph 41(e) below) of such Index<sub>i</sub>.

" $S^{i}_{0}$ " means, in respect of a Index (Index<sub>i</sub>), the Initial Index Level (as defined in Condition 41(d) below) of such Index<sub>i</sub>.

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

"Worst Performing Security" means the Index for which the performance is the lowest in accordance with the definition of  $WO_{\text{final}}$ 

Barrier Period: Not applicable

Trigger Event: In respect of an Index, the Final Index Level per

Index (at least one), as determined by the Calculation

Agent, is less than the Trigger Level

Trigger Level: See Annex

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

In cases where the Final Redemption Amount Not applicable is linked to a Fund or Fund Basket:

In cases where the Final Redemption Amount Not applicable is linked to the credit of a reference entity/ obligation or a basket of reference entities/ obligations:

In cases where the Final Redemption Amount Not applicable is linked to a Preference Share:

Final Redemption Amount of each Note: 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 cases 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  $\mathbf{WO}_j$  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 Datej, the lowest performance (expressed as a percentage) among the Indices as determined by the Calculation Agent in accordance with the following formula:

$$\underset{\text{Min}_{i} = 1 \text{ to } 2}{\underbrace{\left(\frac{S_{j}^{i}}{S_{0}^{i}}\right)}}$$

Where:

" $S_j^i$ " means, in respect of an Index (Index<sub>i</sub>) and a Valuation Date<sub>j</sub>, the level of such Index<sub>i</sub> on the relevant Exchange at the Valuation Time on such Valuation Date<sub>j</sub>, as determined by the Calculation Agent.

"  $S_0^i$  " means, in respect of an Index (Index<sub>i</sub>), the Initial Index Level (as defined in paragraph 41(d) below) of such Index<sub>i</sub>

Automatic Early Redemption Amount: Each amount specified as such in Annex 2, (each an "Automatic Early Redemption Amount<sub>i</sub>") ("<sub>i</sub>"

ranking from 1 to 9)

Automatic Early Redemption Dates: Each date specified as such in the Annex 2 (each an

"Automatic Early Redemption Date<sub>j</sub>") ("<sub>j</sub>" ranking from 1 to 9), subject to adjustment in accordance with

the Following Business Day Convention

Automatic Early Redemption Price/Level: Each price specified as such in the Annex 2, (each an

"Automatic Early Redemption Level;")("j" ranking

from 1 to 9)

Automatic Early Redemption Rate: Not applicable

Automatic Early Redemption Valuation Date(s):

Each date specified as such in Annex 2 (each an "Automatic Early Redemption Valuation Date<sub>j</sub>") ("<sub>i</sub>" ranking from 1 to 9).

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** Not applicable **Condition 6.3(j):** 

#### GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

29. **Form of Certificates: Dematerialised Certificates** Form of Dematerialised Certificates: Bearer form (a) (b) Registration Agent: Not applicable 30. Payment of Alternative Payment Currency Not applicable **Equivalent:** 31. Not applicable **Underlying Currency Pair provisions:** 32. Not applicable **Price Source Disruption:** 33. **TARGET** Financial Centre(s) or other special provisions relating to Payment Dates for the purposes of Condition 8.5: 34. Not applicable **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: 35. Not applicable **Provisions relating to Instalment** Certificates: amount of each instalment.

date on which each payment is to be made:

Provisions relating to consolidation:

**Other Pricing Supplement:** 

36.

37.

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		
	(e)	Final Index Level:	As defined in condition 17.1		
	<ul><li>(f) Index Rules:</li><li>(g) Exchange:</li></ul>		Not applicable		
			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:	Not applicable		
	(j)	Strike Price:	Not applicable		
	(k)	Strike Date:	15 April 2019		
	(1)	Scheduled Trading Day Convention:	Not applicable		
	(m)	Additional Disruption Event:	Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging		
42.		isions relating to Preference Share- ed Certificates:	Not applicable		

43. **Valuation Date(s):** 16 April 2029, subject to postponement in

accordance with Condition 17.5

**Valuation Time:** 44. Condition 17.1 applies

45. **Averaging Dates:** Not applicable

> Averaging Date in the event of Market **Disruption:**

Not applicable

46. **Reference Prices:** No

47. Provisions relating to Inflation Rate-

**Linked Certificates:** 

Not applicable

#### DISTRIBUTION

48. If syndicated, names and addresses of the Not applicable

**Members of the Distribution Syndicate** and the underwriting commitments:

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:** 

Not 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 Notes issued has been translated into euro at the rate of, producing a sum of (solely for Notes not denominated in euro):

#### RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Information relating to the Securities 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.

#### **CONFIRMED**

Signed on behalf of HSBC Bank France

L Barrett	
Ву: -	
	Authorised Signatory

#### 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 has been 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 1000.00
3.	RATINGS	
	Ratings:	The Certificates have not been specifically rated.
4.	INTERESTS OF NATURAL AND LEGAL	PERSONS INVOLVED IN THE ISSUE
	Not applicable	
5.	REASONS FOR THE OFFER, ESTIMATI EXPENSES	ED NET PROCEEDS AND TOTAL
	(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	

 ${\it Floating \ Rate \ Certificates \ only-Information \ on \ Floating \ Rate \ Certificates}$ 

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

Not applicable

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

Not applicable

EXPLANATION OF EFFECT ON THE VALUE OF THE INVESTMENT

Not applicable

10. SETTLEMENT PROCEDURE FOR DERIVATIVE INSTRUMENTS

Not applicable

11. INFORMATION CONCERNING THE UNDERLYING

Not applicable

**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

## 13. OPERATIONAL INFORMATION

	ISIN Code:	FR0013400470		
	Common Code:	Available from the Euroclear Bank website - www.euroclear.com/site/public/EB/		
	Mnemonic Code: Depositaries:	Not Applicable		
	(a) Euroclear France to act as Central Depositary:	Yes		
	(b) Common Depositary for Euroclear Bank and Clearstream Banking, S.A.:	Yes		
	Any clearing system(s) other than Euroclear Bank and Clearstream Banking, <i>S.A.</i> 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	R		
	CONDITIONS, OFFER STATISTICS, EXPECTED TIMETABLE AND ACTION REQUIRED APPLY FOR THE OFFER			
	Not Applicable			
15.	PLAN OF DISTRIBUTION AND ALLOTME	NT		
	Not applicable			
16.	PRICING			
	Not applicable			
17.	PLACING AND UNDERWRITING			
	Not applicable			

#### ANNEX 1

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

### Information in relation to underlying indices

"i"	Indicies	Index Sponsor	Exchange	Related Exchange	Initial Index Level	Trigger Level
1	CAC 40 (Bloomberg:CAC)	Euronext Paris	Euronext Paris	All Exchanges	To be Setermined on Strike Date - 15 Apr 2019	50.0000% of the Initial Index Level
2	DJ EURO STOXX 50 (Bloomberg:SX5E)	STOXX Limited	The regulated markets or quotation systems (or any substituting market or system) on which the shares which compose the Index are mainly traded	All Exchanges	To be Determined on Strike Date - 15 Apr 2019	50.0000% of the Initial Index Level

ANNEX 2
(This Annex forms part to the Pricing Supplement to which it is attached)

"j"	Automatic Early Redemption Valuation Date <sub>j</sub>	Automatic Early Redemption Date <sub>j</sub>	Automatic Early Redemption Level <sub>j</sub>	Automatic Early Redemption Amount <sub>j</sub>	Variable Coupon Payment Date <sub>j</sub>
1	15 Apr 2020	22 Apr 2020	100.00%	100.00%	22 Apr 2020
2	15 Apr 2021	22 Apr 2021	100.00%	100.00%	22 Apr 2021
3	19 Apr 2022	26 Apr 2022	100.00%	100.00%	26 Apr 2022
4	17 Apr 2023	24 Apr 2023	100.00%	100.00%	24 Apr 2023
5	15 Apr 2024	22 Apr 2024	100.00%	100.00%	22 Apr 2024
6	15 Apr 2025	24 Apr 2025	100.00%	100.00%	24 Apr 2025
7	15 Apr 2026	22 Apr 2026	100.00%	100.00%	22 Apr 2026
8	15 Apr 2027	22 Apr 2027	100.00%	100.00%	22 Apr 2027
9	18 Apr 2028	25 Apr 2028	100.00%	100.00%	25 Apr 2028
10	None	None	None	None	The Maturity Date

#### ANNEX 3

#### **Index Disclaimer**

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

#### STATEMENTS REGARDING THE CAC-40 INDEX

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- 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.

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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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