

Pricing Supplement dated 16 March 2020



HSBC France

Legal entity identifier (LEI): F0HUI1NY1AZMJMD8LP67

Issue of EUR 30,000,000 Automatic Early Redemption Equity Linked Certificates due February 2030 linked to a Basket of Securities

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 13 November 2019 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 Regulation (EU) 2017/1129, as amended (the "Prospectus Regulation"). The Offering Memorandum has been prepared solely with regard to Notes 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 Regulation).

| | | |
|---|---|---|
| 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 30,000,000 |
| | (b) Tranche: | EUR 30,000,000 |
| 5 | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6 | Specified Denomination(s): | EUR 1,000 |
| 7 | (a) Issue Date: | 13 March 2020 |
| | (b) Interest Commencement Date: | Not applicable |
| | (c) Trade Date: | 13 February 2020 |

| | | |
|----|--|--|
| 8 | Minimum Trading Size: | EUR 100,000 (or equivalent amount in another currency) per investor for each separate offer and increments of EUR 1,000 thereafter |
| 9 | Maturity Date: | 27 February 2030, subject to early redemption on an Automatic Early Redemption Date. See paragraph 27 below |
| 10 | Interest Basis: | Not applicable |
| 11 | Redemption/Payment Basis <i>(Condition 7):</i> | Redemption linked to an Equity Basket <i>(further particulars specified below)</i> |
| 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: <i>(Condition 7.3)</i> | Not applicable |
|----|--|----------------|

- 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 Security as defined in paragraph 39 (a) 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 (as defined in paragraph 42 below), the Calculation Agent determines on the Valuation Date that:
- a) WO_{final} is greater than or equal to 50 per cent, the Issuer shall redeem the Certificates on the Maturity Date at 196.60 per cent. of par; or
- b) WO_{final} is less than 50 per cent and a Trigger Event has not occurred with respect to any of the Securities, the Issuer shall redeem the Certificates on the Maturity Date at 100 per cent. of par; or
- c) WO_{final} is less than 50 per cent and a Trigger Event has occurred with respect to any of the Securities, the Issuer shall 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:

$$\text{Specified Denomination} \times WO_{\text{final}} / \text{Strike}$$

Where:

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

$$\text{Min}_{i=1\text{to}4} \left[\frac{S_{final}^i}{S_{initial}^i} \right]$$

Where:

"i" means each Security in the basket, 1 to 4

" S_{final}^i " means, in respect of a Security (Security_i) and the Valuation Date, the Final Price (as defined in paragraph 39(e) below) of such Security.

" $S_{initial}^i$ " means, in respect of a Security (Security_i), the Initial Price (as defined in paragraph 39 (d) below) of such Security.

"**Strike**" means 100%

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|---|---|
| - Trigger Event: | In respect of a Security, the Final Price per the Security (at least one), as determined by the Calculation Agent, is lower than the Trigger Level. |
| Barrier Period: | Not applicable |
| Trigger Level: | In respect of a Security, 30 per cent. of the Initial Price of the Security |
| - 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 | Condition 17.9 applies |

and/or other variable is impossible or impracticable:

- (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

Early Redemption Amount (upon redemption following an FX Disruption Event or a Benchmark Trigger Event): Not applicable

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 an Automatic Early Redemption Valuation Date.

Where:

" WO_j " means the lowest performance (expressed as a percentage) among the Securities as Determined by the Calculation Agent in accordance with the following formula.

$$\frac{S_j}{\text{Initial Price}}$$

" S_j " means, in respect of the Security and Automatic Early Redemption Valuation Date_j, the

price of such Security, at the Valuation Time on such date.

" $S_{initial}^i$ " means, in respect of a Security (Security_i), the Initial Price (as defined in paragraph 39 (D) below) of such Security.

Automatic Early Redemption Amount: Each amount specified as such in the Annex 1, (each an "**Automatic Early Redemption Amount_j**") ("j" ranking from 1 to 18)

Automatic Early Redemption Dates: Each date specified as such in the Annex 1 (each an "**Automatic Early Redemption Date_j**") ("j" ranking from 1 to 18), subject to adjustment in accordance with the Modified Following Business Day Convention

Automatic Early Redemption Price/Level: Each price specified as such in the Annex 1, (each an "**Automatic Early Redemption Price_j**") ("j" ranking from 1 to 18)

Automatic Early Redemption Level: See the Annex 2

Automatic Early Redemption Valuation Date(s): Each date specified as such in the Annex 1 (each an "**Automatic Early Redemption Valuation Date_j**") ("j" ranking from 1 to 18)

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

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|----|---|----------------|
| 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

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|-----|--|---|
| 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: | Applicable |
| (a) | Securities: | The Security comprised in the basket specified in Annex 1 |
| (b) | Underlying company or, Securities Issuing Company(ies) or ADR/GDR Issuer: | The entity specified as such in Annex 1 |

| | | |
|-----|--|---|
| (c) | Unit: | Not applicable |
| (d) | Initial Price: | As defined in Condition 17.1 |
| (e) | Final Price: | As defined in Condition 17.1 |
| (f) | Exchange: | The exchange or quotation system specified as such in the Annex 1 |
| (g) | Related Exchange: | All Exchanges |
| (h) | Securities Transfer Amount: | Not applicable |
| (i) | Settlement Date: | Condition 17.1 does not apply |
| (j) | Settlement Disruption Event: | Condition 17.1 does not apply |
| (k) | Disruption period (if other than as specified in Condition 17.2(b)): | Not applicable |
| (l) | Potential Adjustment Event: | Condition 17.9(a) applies |
| (m) | Weighting: | Not applicable |
| (n) | Strike Price: | 100 per cent. of the Initial Price, or see the Annex 1 |
| (o) | Strike Date: | 20 February 2020 |
| (p) | Scheduled Trading Day Convention: | Not applicable |
| (q) | Additional Disruption Event: | Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging |
| 40 | Additional Provisions relating to Equity Linked Certificates: | Not applicable |
| 41 | Provisions relating to Index-Linked Certificates: | Not applicable |
| 42 | Valuation Date(s): | 20 February 2030, subject to postponement in accordance with Condition 17.5 |
| 43 | Valuation Time: | Condition 17.1 applies |

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|----|--|----------------|
| 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 Members of the Distribution Syndicate 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: | Not applicable |
| 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 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 Security 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 HSBC France:

A handwritten signature in black ink, appearing to be 'Benjamin', written over a faint horizontal line.

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 the 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 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 Security 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

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

Not applicable

13. **OPERATIONAL INFORMATION**

ISIN Code: FR0013485257

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)

| Securities | Bloomberg Code | ISIN | Underlying Company | Exchange | Related Exchange | Initial Price (EUR) |
|--|-----------------------|--------------|---------------------------------|--------------------|-------------------------|----------------------------|
| Ordinary shares of BASF SE | BAS GY | DE000BASF111 | BASF SE | Xetra | All Exchanges | 61.400 |
| Ordinary shares of PEUGEOT SA | UG FP | FR0000121501 | PEUGEOT SA | Euronext Paris | All Exchanges | 19.435 |
| Ordinary shares of ROYAL DUTCH SHELL PLC A SHS_AMS | RDSA NA | GB00B03MLX29 | ROYAL DUTCH SHELL PLC A SHS_AMS | Euronext Amsterdam | All Exchanges | 23.175 |
| Ordinary shares of THALES SA (ex-THOMSON) | HO FP | FR0000121329 | THALES SA (ex-THOMSON) | Euronext Paris | All Exchanges | 96.980 |

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 | 22 Feb 2021* | 01 Mar 2021 | 85.00% | 109.66% of par |
| 2 | 20 Aug 2021* | 27 Aug 2021 | 85.00% | 114.49% of par |
| 3 | 21 Feb 2022* | 28 Feb 2022 | 81.00% | 119.32% of par |
| 4 | 22 Aug 2022* | 29 Aug 2022 | 81.00% | 124.15% of par |
| 5 | 20 Feb 2023* | 27 Feb 2023 | 77.00% | 128.98% of par |
| 6 | 21 Aug 2023* | 28 Aug 2023 | 77.00% | 133.81% of par |
| 7 | 20 Feb 2024* | 27 Feb 2024 | 73.00% | 138.64% of par |
| 8 | 20 Aug 2024* | 27 Aug 2024 | 73.00% | 143.47% of par |
| 9 | 20 Feb 2025* | 27 Feb 2025 | 69.00% | 148.30% of par |
| 10 | 20 Aug 2025* | 27 Aug 2025 | 69.00% | 153.13% of par |
| 11 | 20 Feb 2026* | 27 Feb 2026 | 65.00% | 157.96% of par |
| 12 | 20 Aug 2026* | 27 Aug 2026 | 65.00% | 162.79% of par |
| 13 | 22 Feb 2027* | 01 Mar 2027 | 61.00% | 167.62% of par |
| 14 | 20 Aug 2027* | 27 Aug 2027 | 61.00% | 172.45% of par |
| 15 | 21 Feb 2028* | 28 Feb 2028 | 57.00% | 177.28% of par |
| 16 | 21 Aug 2028* | 28 Aug 2028 | 57.00% | 182.11% of par |
| 17 | 20 Feb 2029* | 27 Feb 2029 | 53.00% | 186.94% of par |
| 18 | 20 Aug 2029* | 27 Aug 2029 | 53.00% | 191.77% of par |
| 19 | None | None | None | 196.60% of par |

* Subject to postponement in accordance with Condition 17.5

