

Final Terms dated 1 December 2015



HSBC France

**Issue of EUR 500,000,000 0.625 per cent. Notes due 3 December 2020
under the € 20,000,000,000
Euro Medium Term Note Programme**

Issue Price: 99.428 per cent.

HSBC Bank plc

(the Sole Bookrunner)

Skandinaviska Enskilda Banken AB (publ)

(together with the Sole Bookrunner, the Joint Lead Managers)

ABN AMRO

Banca IMI

Banco Bilbao Vizcaya Argentaria, S.A.

BayernLB

Citigroup

Credit Suisse Securities (Europe) Limited

National Australia Bank Limited (ABN 12 004 044 937)

Natixis

RBC Capital Markets

SMBC Nikko

The Royal Bank of Scotland

TD Securities

Westpac Banking Corporation

(the Co-Lead 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 12 December 2014 which received visa n°14-643 from the *Autorité des marchés financiers* (the **AMF**) on 12 December 2014 and the supplements to the Base Prospectus dated 18 March 2015, 17 June 2015 and 8 September 2015 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) and the Issuer (www.hsbc.fr/1/2/hsbc-france/entreprises-institutionnels/placements/nos-solutions-de-placement-individuelles/emissions-obligataires) 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:	1341
	(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 500,000,000
	(ii)	Tranche:	EUR 500,000,000
4.		Issue Price:	99.428 per cent. of the Aggregate Nominal Amount
5.		Specified Denomination(s):	EUR 100,000
6.	(i)	Issue Date:	3 December 2015
	(ii)	Interest Commencement Date:	Issue Date
7.		Maturity Date:	3 December 2020
8.		Interest Basis:	0.625 per cent. Fixed Rate <i>(further particulars specified below)</i>

9. Redemption/Payment Basis: (Condition 7) 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.
(further particulars specified below)
10. Change of Interest Basis: Not Applicable
11. Put/Call Options: Not Applicable
12. (i) Status of the Notes: Unsubordinated
- (ii) Date of Board approval for issuance of Notes obtained: Authorisation of the Board of Directors (*Conseil d'Administration*) of the Issuer dated 22 July 2015

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. Fixed Rate Note Provisions: Applicable
- (i) Rate of Interest: 0.625 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 3 December in each year
- (iii) Fixed Coupon Amount: EUR 625 per EUR 100,000 in Specified Denomination
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 3 December 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): (Condition 7(b)) Not Applicable
17. Noteholder's optional redemption (Put): (Condition 7(c)) Not Applicable
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 default: As set out in the Conditions

- (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): TARGET
22. Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature): Not Applicable
23. Redenomination, renominalisation and reconventioning provisions: Not Applicable
24. Purchase in accordance with Article L. 213-1 A and D. 213-1 A of the French *Code monétaire et financier*: Applicable
25. Consolidation provisions: Not Applicable
26. Masse (Condition 12): Contractual Masse shall apply
- Name and address of the Representative:
F&S Financial Services
société par actions simplifiée
8 rue Mont Thabor
75001 Paris
- Name and address of the alternate Representative:
Vincent Fabié
8 rue Mont Thabor
75001 Paris
- The Representative will receive a remuneration of EUR 500 (VAT excluded) per year.

Signed on behalf of the Issuer.7

By:
Duly authorised

Xavier BOISSEAU
Managing Director
Head of Global Markets France



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 3 December 2015.
- (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 3,700

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: A2
- 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) 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

(i) Reasons for the offer:

The net proceeds of the issuance of the Notes will be used to fund eligible businesses and projects in Eligible Sectors as defined below and further described within the HSBC Green Bond Frameworks dated 6 November 2015 available on the following webpage: <http://www.hsbc.com/investor-relations/fixed-income-securities/green-bond-reports> (the **HSBC Green Bond Framework**).

Eligible Sectors include the following sectors:

- Renewable Energy
- Energy Efficiency
- Efficient Buildings
- Sustainable Waste Management
- Sustainable Land Use
- Clean Transportation
- Sustainable Water Management
- Climate Change Adaptation

Excluded Sectors

Business and projects that are involved in the following operations will be ineligible to use the net proceeds of the Notes:

- nuclear power generation
- weapons
- alcohol
- gambling / adult entertainment

While any portion of the net proceeds of the Notes has not been applied directly to finance eligible green lending, proceeds may be invested according to local liquidity management guidelines.

Management of Proceeds

The Issuer will track the use of the net proceeds of the Notes via its internal information systems.

Reporting on use of proceeds

The Issuer will provide a green progress report (the **Green Progress Report**) on an annual basis including:

- Aggregate amounts of funds allocated to each of the Eligible Sector together with a description of the types of business and projects financed;
- The remaining balance of unallocated proceeds of the Notes at the reporting period end; and

- Confirmation that the use of the net proceeds of the Notes conforms with the HSBC Green Bond Framework

Assurance

A second party opinion has been obtained from an appropriate provider to confirm the validity of the HSBC Green Bond Framework. The second party opinion will be published on HSBC Group Investor Relations webpage, found through hsbc.com.

HSBC France will engage an appropriate external assurance provider to independently assure the Green Progress Report, on an annual basis, and opine on its conformity with the HSBC Green Bond Framework..

The annual Green Progress Report and related assurance report will be made available to the public at the HSBC Group Investor Relations webpage, found through hsbc.com.

(ii)	Estimated net proceeds:	EUR 495,890,000
(iii)	Estimated total expenses:	EUR 3,700.

5. Fixed Rate Notes only – YIELD

Indication of yield: 0.742 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: FR0013064755

Common Code: 132812977

Depositories:

(i)	Euroclear France to act as Central Depository:	Yes
(ii)	Common Depository for Euroclear Bank S.A/N.V. and Clearstream Banking, société anonyme:	No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme 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 **Sole Bookrunner**)

Skandinaviska Enskilda Banken AB (publ)
(together with the Sole Bookrunner, the **Joint Lead Managers**)

ABN AMRO Bank N.V.
Banca IMI S.p.A.
Banco Bilbao Vizcaya Argentaria, S.A.
Bayerische Landesbank
Citigroup Global Markets Limited
Credit Suisse Securities (Europe) Limited
National Australia Bank Limited (ABN 12 004 044 937)
Natixis
RBC Europe Limited
SMBC Nikko Capital Markets Limited
The Royal Bank of Scotland plc
The Toronto-Dominion Bank
Westpac Banking Corporation ABN 33 007 457 141
(the **Co-Lead 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

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