



HSBC Holdings plc

(a company incorporated in England with registered number 617987; the liability of its members is limited)

as Issuer

DEBT ISSUANCE PROGRAMME

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 28 March 2022 relating to the Debt Issuance Programme and the supplements thereto dated 27 April 2022 and 2 August 2022 (together, the "**Base Prospectus**") prepared by HSBC Holdings plc (the "**Issuer**") in connection with the application made for Notes to be admitted to listing on the Official List of the United Kingdom Financial Conduct Authority (the "**FCA**") (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000, as amended (the "**FSMA**")), and to trading on the main market of the London Stock Exchange plc.

This Base Prospectus Supplement constitutes a supplement for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**UK Prospectus Regulation**") and a supplementary prospectus for the purposes of section 87G of the FSMA. Terms defined in the Base Prospectus shall have the same meaning when used in this Base Prospectus Supplement. This Base Prospectus Supplement has been approved by the FCA as competent authority under the UK Prospectus Regulation. The FCA only approves this Base Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Base Prospectus Supplement. With effect from the date of this Base Prospectus Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

The Issuer accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge of the Issuer, the information contained in this Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Base Prospectus Supplement is to:

- supplement the section entitled "*Documents Incorporated by Reference*" commencing on page 19 of the Base Prospectus and incorporate by reference into the Base Prospectus the Issuer's earnings release for the nine-month period ended 30 September 2022 as filed with the U.S. Securities and Exchange Commission (the "**SEC**") on Form 6-K on 25 October 2022 (the "**Q3 2022 Earnings Release**"). The Q3 2022 Earnings Release is available on the Issuer's website at: <https://www.hsbc.com/investors/results-and-announcements/all-reporting/group?page=1&take=20>. The Q3 2022 Earnings Release has also been filed with the SEC and is available in electronic form at <https://www.sec.gov/Archives/edgar/data/1089113/000108911322000014/livedocq32022earningsrelea.htm>;
- amend the section entitled "*Form of Final Terms*" commencing on page 35 of the Base Prospectus, by adding the following as a new item 13(b)(xvi), immediately below item 13(b)(xv) "*Reference Rate applicable to Resettable Note Interbank Rate*", and renumbering the subsequent items accordingly:

"

- (xvi) Benchmark Gilt Rate: [Applicable]/[Not Applicable]
- (a) Relevant Screen Page: [As per the Conditions] [•]
- (b) Quotation Time: [•]

"; and

- replace paragraph 1 of the "*General Information*" section of the registration document prepared by the Issuer dated 28 March 2022 (which is incorporated by reference into the Base Prospectus) with the following statement:

"There has been no significant change in the financial position or financial performance of the Group since 30 September 2022 nor any material adverse change in the prospects of the Issuer since 31 December 2021."

To the extent that any document or information incorporated by reference itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Base Prospectus Supplement or the Base Prospectus for the purposes of the UK Prospectus Regulation, except where such information or documents are stated within this Base Prospectus Supplement as specifically being incorporated by reference or where this Base Prospectus Supplement is specifically defined as including such information.

To the extent there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated into the Base Prospectus by this Base Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this Base Prospectus Supplement will prevail.

Save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen since the publication of the Base Prospectus.