



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, 2 August 2022 and 26 October 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 Form 20-F dated 22 February 2023 filed with the U.S. Securities and Exchange Commission (the "**SEC**") (the "**2022 Form 20-F**"), save for the sections that fall within pages 345 to 442 of the 2022 Form 20-F. The 2022 Form 20-F is available on the Issuer's website at: <https://www.hsbc.com/investors/results-and-announcements/all-reporting/group?page=1&take=20>. The 2022 Form 20-F has also been filed with the SEC and is available in electronic form at <https://www.sec.gov/Archives/edgar/data/1089113/000108911323000006/hsbc-20221231.htm>;
- 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 audited consolidated financial statements of the Issuer, the independent auditors' report thereon and the notes thereto, in respect of the financial year ended 31 December 2022, as set out on pages 312 to 417 of the Annual Report and Accounts 2022 of the Issuer (the "**2022 Annual Reports and Accounts**"). The 2022 Annual Reports and Accounts is available on the Issuer's website at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/group?page=1&take=20>; 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 nor any material adverse change in the prospects of the Issuer since 31 December 2022."

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 that only certain parts of the above documents are specified to be incorporated by reference herein, the non-incorporated parts of such documents are either not relevant for investors or covered elsewhere in this Base Prospectus Supplement or the Base Prospectus.

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.