



**HSBC HOLDINGS PLC**

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

This document (which expression shall include this document and all documents incorporated by reference herein) has been prepared for the purpose of providing disclosure information with regard to HSBC Holdings plc (the "**Issuer**") and has been approved by the Financial Conduct Authority (the "**FCA**") as a registration document ("**Registration Document**") for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended ("**EUWA**") (the "**UK Prospectus Regulation**") for the purpose of providing the information with regard to the Issuer of debt or derivative securities during the period of twelve months after the date hereof. The FCA has only approved this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation Rules sourcebook in the FCA Handbook. Such an approval should not be considered an endorsement of the Issuer that is the subject of the Registration Document. This Registration Document is valid for a period of twelve months from the date of approval.

This Registration Document includes details of the long-term and short-term credit ratings assigned to the Issuer by S&P Global Ratings UK Limited ("**S&P**"), Moody's Investors Service Limited ("**Moody's**") and Fitch Ratings Limited ("**Fitch**"). Each of S&P, Moody's and Fitch is established in the United Kingdom and registered under Regulation (EU) No 1060/2009 on credit rating agencies as it forms part of the domestic law of the United Kingdom by virtue of EUWA (the "**UK CRA Regulation**"). As such, each of S&P, Moody's and Fitch appears on the latest update of the list of registered credit rating agencies (as of the date of this Registration Document) on the UK FCA's Financial Services Register. The ratings each of S&P, Moody's and Fitch has given to the Issuer are endorsed by S&P Global Ratings Europe Limited, Moody's Deutschland GmbH and Fitch Ratings Ireland Limited, respectively, each of which is established in the European Union and registered under Regulation (EU) No 1060/2009 on credit rating agencies.

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## RISK FACTORS

*Prospective investors in any securities issued by the Issuer should carefully consider the risk factors associated with the business of the Issuer and the industry in which it operates together with all other information contained in this Registration Document, including, in particular, the risk factors incorporated by reference into this section. The Issuer considers such risk factors to be the principal risk factors that may affect the Issuer's ability to fulfil its obligations under any of its securities.*

*The risk factors incorporated by reference herein do not comprise an exhaustive list or explanation of all risks which investors may face when making an investment in securities issued by the Issuer. Additional risks and uncertainties relating to the Issuer that are not currently known to the Issuer, or that the Issuer currently deems immaterial, may individually or cumulatively also have a material adverse effect on the business, prospects, results of operations and/or financial position of the Issuer and its subsidiaries ("HSBC" or the "Group"), and, if any such risk should occur, the price of any securities issued by the Issuer may decline and investors could lose all or part of their investment.*

The section entitled "*Risk Factors*" on pages 155 to 166 of the Form 20-F dated 23 February 2022 filed with the U.S. Securities and Exchange Commission (as set out at <https://sec.report/Document/0001089113-22-000002/hsbc-20211231.htm>) (the "**2021 Form 20-F**"), as incorporated by reference herein, sets out a description of the risk factors that may affect the ability of the Issuer to fulfil its obligations to investors in relation to any of its securities.

## IMPORTANT NOTICES

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

This Registration Document is to be read and construed with all documents incorporated by reference into it.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Registration Document, including any documents incorporated by reference herein, and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, any trustee or any dealer appointed in relation to any issue of debt or derivative securities by the Issuer.

This Registration Document, including any documents incorporated by reference herein, should not be considered as a recommendation by the Issuer, any trustee or any dealer appointed in relation to any issue of debt or derivative securities by the Issuer that any recipient of this Registration Document, including any document incorporated by reference herein, should purchase any debt or derivative securities issued by the Issuer. Each investor contemplating subscribing for or purchasing debt or derivative securities issued by the Issuer should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. No part of this Registration Document including any documents incorporated by reference herein constitutes an offer or invitation by or on behalf of the Issuer, any trustee or any dealer appointed in relation to any issue of debt or derivative securities by the Issuer or any of them to any person to subscribe for or to purchase any of the debt or derivative securities issued by the Issuer.

None of the delivery of this Registration Document or any documents incorporated by reference herein or any prospectus, other offering document referring to this Registration Document or any relevant Final Terms or Pricing Supplement or the offering, sale or delivery of any debt or derivative securities shall, in any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof, or that the information contained in this Registration Document including any documents incorporated by reference herein, is correct at any time subsequent to the date hereof or that any other written information delivered in connection herewith or therewith is correct as of any time subsequent to the date indicated in such document. Any dealer or trustee appointed in relation to any issue of debt or derivative or securities by the Issuer expressly does not undertake to review the financial condition or affairs of the Issuer or its subsidiary undertakings during the life of such securities.

The distribution of this Registration Document, including any document incorporated by reference herein, and the offer or sale of securities issued by the Issuer may be restricted by law in certain jurisdictions. Persons into whose possession this Registration Document or any document incorporated by reference herein or any securities issued by the Issuer come must inform themselves about, and observe, any such restrictions. For a description of certain restrictions on offers, sales and deliveries of securities issued by the Issuer and on the distribution of this Registration Document, including any document incorporated by reference herein, see the applicable description of arrangements relating to subscription and sale of the relevant debt or derivative securities in the relevant prospectus.

In this Registration Document and in relation to any securities issued by the Issuer, references to the "**relevant dealers**" are to whichever of the dealers enters into an agreement for the issue of such securities issued by the Issuer as described in the applicable description of arrangements relating to subscription and sale of the relevant debt or derivative securities in the relevant prospectus or other offering document and references to the "**relevant Final Terms**" are to the Final Terms or Pricing Supplement relating to such securities.

## DOCUMENTS INCORPORATED BY REFERENCE

The following documents shall be deemed to be incorporated in, and to form part of, this Registration Document:

- the Form 20-F dated 24 February 2021 filed with the U.S. Securities and Exchange Commission (as set out at <https://www.hsbc.com/-/files/hsbc/investors/hsbc-results/2020/annual/pdfs/hsbc-holdings-plc/210223-sec-specific-disclosures-2020.pdf?download=1&la=en-gb&hash=29A0BD903C7B4B71C71DDEBACAC22762BA7F2076> (the "**2020 Form 20-F**")) containing the audited consolidated financial statements of the Issuer and the independent auditors' report thereon, in respect of the financial year ended 31 December 2020; and
- the 2021 Form 20-F containing the audited consolidated financial statements of the Issuer and the independent auditors' report thereon, in respect of the financial year ended 31 December 2021.

The Issuer will, at its registered office, and at the specified offices of the paying agents specified on the final page of this Registration Document (the "**Paying Agents**"), make available for inspection during normal business hours and free of charge, upon oral or written request, a copy of this Registration Document including any document incorporated by reference herein. Written or oral requests for inspection of such documents should be directed to the specified office of any Paying Agent. Additionally, this Registration Document and all the documents incorporated by reference herein will be available for viewing at [www.hsbc.com](http://www.hsbc.com) (please follow links to 'Investors', 'Fixed income investors', 'Issuance programmes' for this Registration Document and 'Investors', 'Results and Announcements', 'All Reporting' for the remaining documents). For the avoidance of doubt, unless specifically incorporated by reference into this Registration Document, any websites referred to in this Registration Document or any information appearing on such websites and pages do not form part of this Registration Document.

Any information incorporated by reference in the above documents does not form part of this Registration Document and, to the extent that only certain parts of the above documents are specified to be incorporated by reference hereunder, the non-incorporated parts of such documents are either not relevant for investors or are covered elsewhere in this Registration Document.

## THE ISSUER AND ITS SUBSIDIARY UNDERTAKINGS

### Introduction

HSBC is one of the largest banking and financial services organisations in the world, with a market capitalisation of (approximately) U.S.\$121.9 billion as at 31 December 2021.

The Issuer is a public limited company registered in England and Wales under registration number 617987. The liability of members is limited. It has its registered and head office at 8 Canada Square, London, E14 5HQ, United Kingdom; telephone number +44 20 7991 8888. The Issuer was incorporated on 1 January 1959 under the Companies Act 1948 as a limited company and was re-registered under the Companies Act 1985 as a public limited company.

As at 31 December 2021, the Group had total assets of U.S.\$2,957,939 million, and total shareholders' equity of U.S.\$198,250 million. For the year ended 31 December 2021, the Group's operating profit was U.S.\$15,860 million on total operating income of U.S.\$63,940 million. As at 31 December 2021, the Group had a UK CRR common equity tier 1 ratio (transitional basis) of 15.8 per cent. and a UK CRR common equity tier 1 ratio (non-transitional basis) of 15.7 per cent.

Headquartered in London, HSBC operates through long-established businesses and has an international network of offices in 64 countries and territories. Within these regions, a comprehensive range of banking and related financial services is offered to personal, commercial, corporate, institutional, investment and private banking clients.

HSBC's products and services are delivered to clients through three global businesses: Wealth and Personal Banking, Commercial Banking and Global Banking and Markets.

Wealth and Personal Banking serves more than 38 million customers from retail customers to ultra high net worth individuals and their families. It offers locally-tailored products and services across multiple channels for its customers' everyday banking needs, as well as insurance, investment management, advisory and wealth solutions for those with more sophisticated requirements. Wealth and Personal Banking's global presence provides for customers with international needs.

HSBC's Commercial Banking supports businesses in 53 countries and territories, ranging from small enterprises to large companies operating globally. It helps businesses grow by supporting their financial needs, facilitating cross-border trade and payment services, and providing access to products and services. Commercial Banking helps businesses access international markets, provides expert financial advice and offers a full suite of products and services from across the Group's other businesses. It also supports customers' liquidity and working capital needs.

HSBC's Global Banking and Markets business supports major government, corporate and institutional clients worldwide. The product specialists deliver a comprehensive range of transaction banking, financing, capital markets and advisory, as well as risk management services.

## Ratings

The Issuer has been assigned the following long-term credit ratings:

- A- by S&P. This means that S&P is of the opinion that the Issuer has a strong capacity to meet its financial commitments;
- A3 by Moody's. This means that Moody's is of the opinion that the Issuer is judged to be upper-medium-grade and subject to low credit risk; and
- A+ by Fitch. This means that Fitch is of the opinion that the Issuer poses expectations of very low credit risk, indicates very strong capacity for payment of financial commitments and this capacity is not significantly vulnerable to foreseeable events.

The Issuer has also been assigned the following short-term credit ratings:

- A-2 by S&P. This means that S&P is of the opinion that the Issuer's capacity to meet its financial commitment on its short-term obligations is satisfactory;
- P-2 by Moody's. This means that Moody's is of the opinion that the Issuer has a strong ability to repay short-term debt obligations; and
- F1+ by Fitch. This means that Fitch is of the opinion that the Issuer has the strongest intrinsic capacity for timely payment of short-term financial commitments.

Each of S&P, Moody's and Fitch is established in the United Kingdom and is registered as a credit rating agency under the UK CRA Regulation.

A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

## History and development

The founding member of HSBC, The Hongkong and Shanghai Banking Corporation, was established in both Hong Kong and Shanghai in 1865. The bank expanded rapidly, with an emphasis on building up representation in mainland China and throughout the rest of Asia, while also establishing a presence in the major financial and trading centres in Europe and America.

The Hongkong and Shanghai Banking Corporation purchased The Mercantile Bank of India Limited and The British Bank of the Middle East, now HSBC Bank Middle East Limited, in 1959.

In 1965, The Hongkong and Shanghai Banking Corporation acquired a 51 per cent. interest (subsequently increased to a 62.14 per cent. interest) in Hang Seng Bank Limited ("**Hang Seng Bank**"). Hang Seng Bank is the one of the largest banks in Hong Kong by market capitalisation.

The Hongkong and Shanghai Banking Corporation entered the US market in 1980 by acquiring a 51 per cent. interest in Marine Midland Banks, Inc., now HSBC USA, Inc, with the remaining interest acquired in 1987.

In 1981, The Hongkong and Shanghai Banking Corporation incorporated its then existing Canadian operations, now HSBC Bank Canada. HSBC Bank Canada subsequently made numerous acquisitions, expanding rapidly to become the largest foreign-owned bank in Canada.

In 1987, The Hongkong and Shanghai Banking Corporation purchased a 14.9 per cent. interest in Midland Bank plc, now HSBC Bank plc ("**HSBC Bank**"), one of the UK's principal clearing banks.

In 1991, the Issuer was established as the parent company of the Group and, in 1992, it purchased the remaining share capital in HSBC Bank. As a consequence of this acquisition, HSBC's head office was transferred from Hong Kong to London in January 1993.

In 1997, HSBC assumed selected assets, liabilities and subsidiaries of Banco Bamerindus do Brasil S.A., now HSBC Bank Brasil S.A.-Banco Múltiplo, following the intervention of the Central Bank of Brazil, and in Argentina completed the acquisition of Grupo Roberts, now part of HSBC Bank Argentina S.A.

In 1999, HSBC acquired Republic New York Corporation, which subsequently merged with HSBC USA, Inc., and Safra Republic Holdings S.A. In 2004, HSBC Bank USA, Inc. merged with HSBC Bank & Trust (Delaware) N.A. to form HSBC Bank USA, N.A.

HSBC completed its acquisition of 99.99 per cent. of the issued share capital of Crédit Commercial de France S.A., now HSBC Continental Europe, in 2000.

In 2002, HSBC completed the acquisition of 99.59 per cent. of Grupo Financiero Bital, S.A. de C.V., the holding company of what is now HSBC México, S.A, Institución de Banca Múltiple, Group Financiero HSBC. In addition, HSBC acquired shares of Ping An Insurance (Group) Company of China, Limited ("**Ping An Insurance**"). Ping An Insurance is the second-largest life insurer and the third-largest property and casualty insurer in mainland China.

In 2003, HSBC acquired Household International, Inc., now HSBC Finance Corporation. HSBC also acquired Banco Lloyds TSB S.A.-Banco Múltiplo in Brazil and the country's leading consumer finance company, Losango Promotora de Vendas Limitada in 2003.

In 2004, the acquisition of The Bank of Bermuda Limited, now HSBC Bank Bermuda Limited, was completed. In the same year, HSBC acquired Marks and Spencer Retail Financial Services Holdings Limited, which trades as Marks and Spencer Money in the UK.

In 2004, HSBC acquired 19.9 per cent. of Bank of Communications Limited.

In 2005, HSBC increased its holding in Ping An Insurance to 19.9 per cent.

In 2005, HSBC Finance Corporation completed the acquisition of Metris Companies Inc.

In 2006, HSBC completed its acquisition of 99.98 per cent. of the outstanding shares of Grupo Banistmo S.A., the leading banking group in Central America.

In 2007, following public offerings of new shares, HSBC's holding in Bank of Communications Limited was reduced to 18.60 per cent., but was subsequently increased to 19.03 per cent.

In 2007, following a public offering of new shares, HSBC's holding in Ping An Insurance was reduced to 16.78 per cent.

In 2008, HSBC acquired the assets, liabilities and operations of The Chinese Bank Co., Limited in Taiwan. In the same year, HSBC completed the sale of its seven French regional banks.

In 2009, HSBC completed its acquisition of 88.89 per cent. of PT Bank Ekonomi Raharja Tbk in Indonesia.

In December 2012, HSBC announced an agreement to sell its entire shareholding in Ping An Insurance, the sale of which was completed on 6 February 2013, generating a gain of U.S.\$3.0 billion.

In 2013, in addition to the accounting reclassification of Industrial Bank so that it was no longer an associate, HSBC completed the sale of its Panama operations. In addition, it completed the sale of its non-real estate loan portfolio together with several tranches of real estate loans out of its US Consumer and Mortgage Lending portfolio.

In 2014, HSBC completed the sale of its shareholding in Bank of Shanghai. In addition, it completed the sale of several tranches of real estate loans out of its US Consumer and Mortgage Lending portfolio.

In 2015, HSBC completed the partial disposal of its shareholding in Industrial Bank. In addition, HSBC completed the disposal of further real estate loans out of its US Consumer and Mortgage Lending portfolio and its Global Banking and Markets legacy portfolio.

In 2016, HSBC completed the sale of HSBC Bank Brasil S.A. on 1 July. HSBC will continue to serve the international and cross-border needs of large corporate clients in Brazil through HSBC Brasil S.A. – Banco de Investimento.

In 2017, HSBC Finance Corporation completed the sale of its real estate loans portfolio.

On 1 July 2018, the Group completed the ring-fencing of its UK retail banking activities. HSBC UK Bank plc has been created as a ring-fenced bank to meet the Issuer's UK ring-fencing obligations in accordance with the Financial Services (Banking Reform) Act of 2013.



**Major Shareholders**

The ordinary shares of the Issuer are widely held and the Issuer is not directly or indirectly owned or controlled by any one individual or group of collective shareholders. The Issuer is not aware of any arrangements which may result in a change of this position.

## DIRECTORS OF THE ISSUER

The directors of the Issuer, each of whose business address is 8 Canada Square, London E14 5HQ, United Kingdom, their functions in relation to the Group and their principal outside activities (if any) of significance to the Group are as follows:

<u>Name</u>	<u>Function(s) within the Group</u>	<u>Principal outside activities</u>
Mark E Tucker	<p>Non-executive Group Chairman</p> <p>Chairman of the Chairman's Committee</p> <p>Chairman of the Nomination &amp; Corporate Governance Committee</p>	<p>Non-executive Chairman of Discovery Limited and Chair of The CityUK</p>
Noel Quinn	<p>Group Chief Executive</p> <p>Member of the Chairman's Committee</p> <p>Chairman of the Group Executive Committee</p>	<p>Member of the Advisory Board of the China Children Development Fund</p> <p>Chair of the Financial Services Task Force of HRH The Prince of Wales' Sustainable Markets Initiative</p>
Ewen Stevenson	<p>Group Chief Financial Officer</p> <p>Member of the Chairman's Committee</p> <p>Member of the Group Executive Committee</p> <p>Director of HSBC UK Holdings Limited</p>	<p>Not applicable</p>
Rachel Duan	<p>Independent Non-executive Director</p> <p>Member of the Group Remuneration Committee</p> <p>Member of the Nomination &amp; Corporate Governance Committee</p>	<p>Independent Director of AXA; Independent Director of Sanofi; Independent Director of The Adecco Group</p>
Dame Carolyn Fairbairn	<p>Independent Non-executive Director</p> <p>Member of the Group Remuneration Committee</p> <p>Member of the Group Risk Committee</p> <p>Member of the Nomination &amp; Corporate Governance Committee</p>	<p>Non-executive Director of BAE Systems plc; Honorary Fellow of Gonville and Caius College, Cambridge; Honorary Fellow of Nuffield College, Oxford</p>

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
James Anthony Forese	Independent Non-executive Director	Non-executive Chairman of Global Bamboo Technologies; Trustee of Colby College
	Member of the Chairman's Committee	
	Member of the Group Audit Committee	
	Member of the Group Remuneration Committee	
	Member of the Nomination & Corporate Governance Committee	
	Non-executive Chairman of HSBC North America Holdings, Inc	
Steven Guggenheimer	Independent Non-executive Director	Non-executive Director of Forrit Technology Limited; Non-executive Director of The Software Acquisition Group; Advisor of Tensility Venture Partners LLC; Advisor of The 5G Open Innovation Lab; Advisor of UC Davis – Department of Physics
	Member of the Chairman's Committee	
	Member of the Group Risk Committee	
	Member of the Nomination & Corporate Governance Committee	
Irene Lee	Independent Non-executive Director	Executive Chair of Hysan Development Company Limited; Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority
	Member of the Chairman's Committee	
	Member of the Nomination & Corporate Governance Committee	
	Non-executive Director of The Hongkong and Shanghai Banking Corporation Limited	
	Non-executive Director of Hang Seng Bank Limited	
José Antonio Meade Kuribreña	Independent Non-executive Director	Commissioner and Board Member of the Global Commission on Adaptation; Non-executive Director of Alfa S.A.B. de C.V.; Non-executive Director of Grupo Comercial Chedraui SAB de CV
	Member of the Chairman's Committee	
	Member of the Group Nomination & Corporate Governance Committee	

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
Eileen Murray	Member of the Group Risk Committee	Chair of the Financial Industry Regulatory Authority; Non-executive Director of Compass (real estate); Non-executive Director of Guardian Life Insurance Company of America; Non-executive Director of Atlas Crest Investment Corporation; Advisor to Aquarion Company; Advisor to Lukka, Inc
	Member of the Group Remuneration Committee	
	Independent Non-executive Director	
	Member of the Chairman's Committee	
David Nish	Member of Group Risk Committee	Non-executive Director of Vodafone Group plc
	Member of Nomination & Corporate Governance Committee	
	Senior Independent Non-executive Director	
	Member of the Chairman's Committee	
Jackson Tai	Chairman of the Group Audit Committee	Non-executive Director of Eli Lilly and Company; Non-executive Director of MasterCard Incorporated
	Member of the Nomination & Corporate Governance Committee	
	Member of the Group Risk Committee	
	Independent Non-executive Director	
	Member of the Chairman's Committee	
	Chairman of the Group Risk Committee	
	Member of the Group Audit Committee	
Pauline van der Meer Mohr	Member of the Nomination & Corporate Governance Committee	Chair of the supervisory board of EY Netherlands; Member of the Selection and Nomination Committee of the Supreme Court of the Netherlands; Non-executive Director of Viatrix, Inc.; Member of the Capital Markets Committee of the Dutch Authority for Financial Markets; Chair of the Dutch
	Independent Non-executive Director	
	Member of the Chairman's Committee	
	Chair of the Group Remuneration Committee	

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
	Member of the Group Audit Committee	Corporate Governance Code Monitoring Committee
	Member of the Group Nomination & Corporate Governance Committee	

The Board has an established policy and set of procedures to ensure that the Board's management of the Directors' conflicts of interest operates effectively. The Board has the power to authorise conflicts where they arise, in accordance with the Companies Act 2006 and the Issuer's Articles of Association. Details of all Directors' conflicts of interest are recorded in the register of conflicts which is maintained by the Group Company Secretary and Chief Governance Officer's office. Upon appointment, new Directors are advised of the policy and procedures for managing conflicts. Directors are required to notify the Board of any actual or potential conflicts of interest and to update the Board with any changes to the facts and circumstances surrounding such conflicts. The Board has considered, and authorised (with or without conditions) where appropriate, potential conflicts as they have arisen during the year in accordance with the said policy and procedures.

#### **Group Company Secretary & Chief Governance Officer**

All Directors have access to the advice and services of the Group Company Secretary & Chief Governance Officer, who is responsible to the Board for ensuring that Board procedures and all applicable rules and regulations are complied with, and for advising the Board on corporate governance matters.

Under the direction of the Group Chairman, the Group Company Secretary & Chief Governance Officer is responsible for ensuring good information flows within the Board and its committees and between senior management and non-executive Directors, as well as facilitating induction and assisting with professional development as required. The details of the Group Company Secretary & Chief Governance Officer and her principal outside activities (if any) of significance to the Group are as follows:

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
Aileen Taylor	Group Company Secretary	Member of European Corporate Governance Council; Member of GC100;
	Chief Governance Officer	Member of Financial Conduct Authority's Listing Authority Advisory Panel
	Member of the Group Executive Committee	

## GENERAL INFORMATION

1. 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 2021.
2. Save as disclosed in Note 27 (*Provisions*) and in Note 34 (*Legal proceedings and regulatory matters*) on pages 397 to 398, and on pages 410 to 413 respectively of the 2021 Form 20-F, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened against the Issuer or any of its subsidiary undertakings of which the Issuer is aware) which may have during the 12 months prior to the date of this Registration Document, or have had in the recent past, significant effects on the financial position or profitability of the Issuer and/or the Group.
3. The Issuer prepares its consolidated financial statements in accordance with IFRS.
4. PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, of 1 Embankment Place, London, WC2N 6RH, United Kingdom has audited without qualification the financial statements contained in the Annual Report and Accounts of the Issuer for the financial years ended 31 December 2020 and 2021.
5. For so long as the Issuer may issue securities with respect to which this Registration Document forms part of the prospectus prepared by the Issuer relating to such securities (a "**Prospectus**"), the following documents may be inspected during normal business hours at the registered office of the Issuer or at the website set out by each relevant document listed below for the 12 months from the date of this Registration Document:
  - (a) the up to date memorandum and articles of the Issuer (website: [www.hsbc.com](http://www.hsbc.com) (please follow links to 'Investors', 'Shareholder Information', 'Annual-General Meeting')); and
  - (b) the 2020 Form 20-F and the 2021 Form 20-F (website: [www.hsbc.com](http://www.hsbc.com) (please follow links to 'Investors', 'Results and Announcements', 'All Reporting'))).
6. The Issuer will, at its registered office and at the specified offices of the Paying Agents, make available for inspection during normal office hours, free of charge, upon oral or written request, a copy of this Registration Document and any document incorporated by reference herein, and any Prospectus (as defined above). Written or oral requests for such documents should be directed to the specified office of any Paying Agent.
7. This Registration Document and all the documents incorporated by reference herein will be available for viewing at [www.hsbc.com](http://www.hsbc.com) (please follow links in paragraph 5 above, or for all other documents 'Investors', 'Fixed income investors', 'Issuance programmes'). For the avoidance of doubt, unless specifically incorporated by reference into this Registration Document, information contained on the website does not form part of this Registration Document.
8. The Legal Entity Identifier (LEI) code of the Issuer is MLU0ZO3ML4LN2LL2TL39.

**HEAD AND REGISTERED OFFICE OF THE ISSUER**

**HSBC Holdings plc**  
8 Canada Square  
London E14 5HQ  
United Kingdom

**PAYING AGENTS**

**HSBC Bank plc**  
8 Canada Square  
London E14 5HQ  
United Kingdom

**HSBC Bank USA, National Association**

Issuer Services  
452 Fifth Avenue  
New York  
New York 10018  
USA

**AUDITORS TO THE ISSUER**

**PricewaterhouseCoopers LLP**

1 Embankment Place  
London  
WC2N 6RH  
United Kingdom