



HSBC Holdings plc

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

as Issuer

A\$10,000,000,000 DEBT ISSUANCE PROGRAMME

This supplement (the "**Supplement**") to the information memorandum dated 16 December 2021 relating to the Debt Issuance Programme (the "**Information Memorandum**"), which constitutes listing particulars for the purposes of listing ("**Listing**") on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") and trading on the Global Exchange Market of Euronext Dublin and, for the avoidance of doubt, which does not constitute (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, constitutes supplementary listing particulars (pursuant to rule 3.10 of the Global Exchange Market Listing and Admission to Trading – Rules) for the purposes of Listing.

Terms defined in the Information Memorandum have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Information Memorandum and any other supplements to the Information Memorandum prepared by HSBC Holdings plc, as issuer (the "**Issuer**") in relation to its A\$10,000,000,000 Debt Issuance Programme.

This Supplement has been approved by Euronext Dublin for the purposes of Listing.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to:

- supplement the section entitled "*Documents Incorporated by Reference*" commencing on page 3 of the Information Memorandum and incorporate by reference into the Information Memorandum (i) the Issuer's earnings release for the three month period ended 31 March 2022 as filed with the U.S. Securities and Exchange Commission (the "**SEC**") on Form 6-K on 26 April 2022 (the "**Q1 2022 Earnings Release**"), (ii) the Issuer's Form 20-F dated 23 February 2022 filed with the SEC (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 and (iii) the registration document of the Issuer dated 28 March 2022 (the "**Registration Document**"). The Q1 2022 Earnings Release, the 2021 Form 20-F and the Registration Document are available on the Issuer's website at: <https://www.hsbc.com/investors/results-and-announcements> (in the case of the Q1 2022 Earnings Release and the 2021 Form 20-F) and <https://www.hsbc.com/-/files/hsbc/investors/fixed-income-investors/issuance-programmes/hsbc-holdings/2022/220328-regsitration-document-dated-28-march-2022.pdf> (in the case of the Registration Document). The Q1 2022 Earnings Release and the 2021 Form 20-F have also been filed with the SEC and are available in electronic form at https://www.sec.gov/Archives/edgar/data/1089113/000108911322000007/livedocq12022earning_srelea.htm (in the case of the Q1 2022 Earnings Release) and <https://sec.report/Document/0001089113-22-000002/hsbc-20211231.htm> (in the case of the 2021 Form 20-F).
- replace paragraph 1 of the "*General Information*" section of the Registration Document (which is incorporated by reference into the Information Memorandum) with the following statement:

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

- replace paragraph 5 of the "General Information" section of the Information Memorandum with the following statement:

"There has been no material adverse change in the prospects of the Issuer since 31 December 2021".

- replace paragraph 6 of the "General Information" section of the Information Memorandum with the following statement:

"There has been no significant change in the financial or trading position of the Issuer and its subsidiaries since 31 March 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 Supplement or the Information Memorandum, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated into the Information Memorandum by this Supplement and (b) any other statement in or incorporated by reference in the Information Memorandum prior to the date of this Supplement, the statement in this Supplement will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Information Memorandum has arisen or been noted, as the case may be, since the publication of the Information Memorandum.