

FINAL TERMS

Final Terms dated 1 June 2021

Series No: 42

Tranche No: 1

HSBC Holdings plc*(a company incorporated in England with registered number 617987; the liability of its members is limited)***Debt Issuance Programme****Legal Entity Identifier (LEI): MLU0ZO3ML4LN2LL2TL39****Issue of****HKD 1,500,000,000 1.55 per cent. Notes due 2027 (the "Notes")**

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

PART A – CONTRACTUAL TERMS

This document constitutes the Final Terms relating to the issue of the Tranche of Notes described herein. 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 30 March 2021 in relation to the above Programme (incorporating the Registration Document dated 30 March 2021) and the supplement thereto dated 28 April 2021 which together constitute a base prospectus (the "Base Prospectus") for the purposes of Part VI of the Financial Services and Markets Act 2000. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation Rules sourcebook in the FCA Handbook (the "UK Prospectus Rules") 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. Pursuant to the UK Prospectus Rules, the Base Prospectus and the supplement thereto are available for viewing at www.hsbc.com (please follow links to 'Investors', 'Fixed income investors', 'Issuance programmes') and at HSBC Holdings plc, 8 Canada Square, London E14 5HQ during normal business hours and copies may be obtained from HSBC Holdings plc, 8 Canada Square, London E14 5HQ.

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| 1. | (i) | Issuer: | HSBC Holdings plc |
| 2. | (i) | Series number: | 42 |
| | (ii) | Tranche number: | 1 |
| | (iii) | Date on which the Notes become fungible: | Not Applicable |
| 3. | | Specified Currency: | Hong Kong Dollar ("HKD") |
| 4. | | Aggregate Principal Amount of Notes admitted to trading: | |
| | (i) | Series: | HKD 1,500,000,000 |
| | (ii) | Tranche: | HKD 1,500,000,000 |
| 5. | | Issue Price: | 100 per cent. of the Aggregate Principal Amount |

EXECUTION VERSION

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|-----|-------|--|--|
| 6. | (i) | Specified Denomination(s):
Condition 1(d) | HKD 1,000,000 |
| | (ii) | Calculation Amount | HKD 1,000,000 |
| 7. | (i) | Issue Date: | 3 June 2021 |
| | (ii) | Interest Commencement Date: | Issue Date |
| | (iii) | CNY Issue Trade Date: | Not Applicable |
| 8. | | Maturity Date:
(Condition 6(a)) | Interest Payment Date falling on or nearest to 3 June 2027 |
| 9. | | Interest basis:
(Conditions 3 to 3) | 1.55 per cent. Fixed Rate Notes |
| | (a) | Change of interest basis: | Not Applicable |
| 10. | | Redemption basis:
(Condition 6) | Redemption at par or as specified in paragraph 16
<i>(Issuer's optional redemption (Call) Condition 6(c))</i> |
| 11. | | Put/Call options: | Condition 6(c) will apply as specified below. |
| 12. | | Status of the Notes:
(Condition 2) | Not Subordinated Notes |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 13. | | Fixed Rate Notes and Resettable
Notes:
(Condition 3) | Applicable |
| | (a) | Fixed Rate Note provisions:
(Condition 3(a)) | Applicable |
| | (i) | Rate of Interest: | 1.55 per cent. per annum payable annually in arrear |
| | (ii) | Fixed Coupon
Amounts: | Not Applicable |
| | (iii) | Fixed Interest
Payment Dates: | 3 June in each year up to and including the Maturity
Date, in each case subject to adjustment in accordance
with the Business Day Convention |
| | (iv) | Business Day
Convention: | Modified Following Business Day Convention |
| | (v) | Day Count Fraction: | Actual/365 (Fixed) |
| | (vi) | Determination
Date(s): | Not Applicable |

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|-----|---|----------------|
| (b) | Resettable Note provisions:
(Condition 3(b)) | Not Applicable |
| 14. | Floating Rate Note provisions
(Condition 4) | Not Applicable |
| 15. | Zero Coupon Note provisions:
(Condition 5) | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 16. | Issuer's optional redemption (Call):
(Condition 6(c)) | Applicable |
| (i) | Early Redemption Amount
(Call): | Optional Redemption Amount (Call). |
| (ii) | Optional Redemption Amount
(Call): | HKD 1,000,000 per Calculation Amount |
| (iii) | Make Whole Redemption
Amount: | Not Applicable |
| (iv) | Series redeemable in part: | No |
| (v) | Call option date(s): | The Interest Payment Date falling in June 2026 |
| (vi) | Call option notice period: | As per Condition 6(c) |
| (vii) | Par Redemption Date: | Not Applicable |
| 17. | Noteholder's optional redemption
(Put):
(Condition 6(d)) | Not Applicable |
| 18. | Redemption for taxation reasons:
(Condition 6(b)(iii)) | Not Applicable |
| 19. | Redemption upon Capital
Disqualification Event:
(Condition 6(h)) | Not Applicable |
| | Capital Disqualification Event Early
Redemption Price: | Not Applicable |
| 20. | Redemption upon Loss Absorption
Disqualification Event:
(Condition 6(i)) | Applicable |
| | Loss Absorption Disqualification
Event
Early Redemption Price: | HKD 1,000,000 per Calculation Amount |
| 21. | Early redemption amount: | |
| (i) | Early redemption amount
upon redemption for taxation
reasons:
(Condition 6(b)) | HKD 1,000,000 per Calculation Amount |
| (ii) | Early redemption amount
upon enforcement: | HKD 1,000,000 per Calculation Amount |

(Condition 9)

22. Substitution or Variation: Not Applicable
(Condition 6(k))

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. Form of Notes:
(Condition 1(a))

Bearer

24. (a) If issued in bearer form: Applicable

(i) Initially represented by a Temporary Global Note or Permanent Global Note: Temporary Global Note

(ii) Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Bearer Notes: (Condition 1(a)) Applicable

(iii) Permanent Global Note exchangeable for Definitive Bearer Notes: Yes.

(iv) Coupons to be attached to Definitive Bearer Notes: Yes

(v) Talons for future Coupons to be attached to Definitive Bearer Notes: No

(vi) Definitive Bearer Notes to be security printed: Yes

(vii) Definitive Bearer Notes to be in ICMA or successor's format: Yes

(b) If issued in registered form: Not Applicable

25. Exchange Date for exchange of Temporary Global Note: No earlier than 40 days following the Issue Date

26. Payments
(Condition 8)

Relevant Financial Centre Day: Hong Kong, London and New York

27. U.S. Selling restrictions: TEFRA D

Regulation S Compliance Category 2

- 28. Prohibition of Sales to EEA Retail Investors: Not Applicable
- 29. Prohibition of Sales to UK Retail Investors: Not Applicable

CONFIRMED

HSBC HOLDINGS PLC


By: Richard Boyns.....
Authorised Signatory

Date: 1 June 2021.....

PART B - OTHER INFORMATION

1. LISTING

- (i) Listing: Application will be made for the Notes to be admitted to listing on the Official List of the Financial Conduct Authority with effect from the Issue Date.
- (ii) Admission to trading: Application will be made for the Notes to be admitted to trading on the Main Market of the London Stock Exchange plc with effect from the Issue Date. No assurance can be given as to whether or not, or when, such application will be granted.

2. RATINGS

Ratings: The long term senior debt of HSBC Holdings plc has been rated:

S&P: A-

Moody's: A2

Fitch: A+

The Notes have been rated:

S&P: A-

Moody's: A2

Fitch: A+

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees and commission payable to the Relevant Dealer in relation to the Notes, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the issue.

4. YIELD

- (i) Indication of yield: 1.55 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. REASONS FOR THE OFFER

Use of proceeds if other than for general corporate purposes.

6. ESTIMATE OF THE TOTAL EXPENSES RELATED TO THE ADMISSION TO TRADING

It is estimated that the total expenses to be incurred in relation to the admission to trading of the Notes will be: GBP 4,840.

7. **ESTIMATED NET PROCEEDS** HKD 1,495,500,000

OPERATIONAL INFORMATION

8. ISIN Code: XS2349742119

9. Common Code: 234974211

10. FISN: HSBC HOLDINGS P/1.55 MTN 20270603, and as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

11. CFI code: DTFXFB, and as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

12. CUSIP Number: Not Applicable

13. New Global Note or Classic Global Note: Classic Global Note

14. New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable

15. Registered Global Notes intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable

16. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): None

17. Settlement procedures: Medium Term Note

18. Name and Address of Initial Paying Agent(s): HSBC Bank plc, 8 Canada Square, London E14 5HQ

19. Additional Paying Agent(s) (if any): None

20. Calculation Agent: Not Applicable

21. City in which specified office of Registrar to be maintained: (Condition 11) Not Applicable

22. CPDI Notes: Not Applicable

DISTRIBUTION

23. Method of distribution: Non-syndicated

24. (i) If syndicated, names of Relevant Dealer/ Lead Manager(s): Not Applicable

- (ii) If syndicated, names of other Dealers/ Managers: Not Applicable
 - (iii) Date of Subscription Agreement: Not Applicable
 - (iv) Stabilisation Manager(s) (if any): Not Applicable
25. If non-syndicated, name of Relevant Dealer: The Hongkong and Shanghai Banking Corporation Limited

BENCHMARKS

26. Details of benchmarks administrators and registration under UK Benchmarks Regulation: Not Applicable