

## FINAL TERMS

Final Terms dated 27 June 2023

Series No: 64

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

**EUR 85,000,000 5.15 per cent. Fixed Rate Notes due 2043 (the "Notes")**

**UK MiFIR product governance / Professional investors and ECPs only target market** - Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

## 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 31 March 2023 in relation to the above Programme (incorporating the Registration Document dated 31 March 2023) and the supplement thereto dated 3 May 2023 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](http://www.hsbc.com) (please follow links to 'Investors', 'Fixed income investors', 'Issuance programmes') 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:                           | 64                    |
|    | (ii)  | Tranche number:                          | 1                     |
|    | (iii) | Date on which the Notes become fungible: | Not Applicable        |
| 3. |       | Specified Currency:                      | Euro (" <b>EUR</b> ") |

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|-----|--|--|
| 4.  | Aggregate Principal Amount of Notes admitted to trading: |  |
|     | (i) Series:  | EUR 85,000,000   |
|     | (ii) Tranche:  | EUR 85,000,000   |
| 5.  | Issue Price:   | 100 per cent. of the Aggregate Principal Amount                          |
| 6.  | (i) Specified Denomination(s):<br>Condition 1(d)         | EUR 1,000,000 and integral multiples of EUR 1,000,000 in excess thereof. |
|     | (ii) Calculation Amount                                  | EUR 1,000,000  |
| 7.  | (i) Issue Date:  | 30 June 2023   |
|     | (ii) Interest Commencement Date:                         | Issue Date   |
|     | (iii) CNY Issue Trade Date:                              | Not Applicable   |
| 8.  | Maturity Date:<br>(Condition 6(a))                       | 30 June 2043   |
| 9.  | Interest basis:<br>(Conditions 3 to 5)                   | 5.15 per cent. Fixed Rate Notes  |
|     | (a) Change of interest basis:                            | Not Applicable   |
| 10. | Redemption basis:<br>(Condition 6)                       | Redemption at par  |
| 11. | Put/Call options:  | Condition 6(c) will apply as specified in paragraph 16 below.            |
| 12. | Status of the Notes:<br>(Condition 2)                    | Not Subordinated Notes   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|---|--|
| 13. | Fixed Rate Notes and Resettable Notes:<br>(Condition 3) | Applicable   |
|     | (a) Fixed Rate Note provisions:<br>(Condition 3(a))     | Applicable   |
|     | (i) Rate of Interest:                                   | 5.15 per cent. per annum payable annually in arrear                              |
|     | (ii) Fixed Coupon Amounts:                              | EUR 51,500 per Calculation Amount.   |
|     | (iii) Fixed Interest Payment Dates:                     | 30 June in each year commencing on 30 June 2024 and ending on the Maturity Date. |
|     | (iv) Business Day Convention:                           | No Adjustment  |
|     | (v) Day Count Fraction:                                 | Actual/Actual (ICMA)   |
|     | (vi) Determination Date(s):                             | 30 June in each year   |

(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**

16.	Issuer's optional redemption (Call): (Condition 6(c))	Applicable
(i)	Early Redemption Amount (Call):	Optional Redemption Amount (Call)
(ii)	Optional Redemption Amount (Call):	EUR 1,000,000 per Calculation Amount
(iii)	Make Whole Redemption Amount:	Not Applicable
(iv)	Series redeemable in part:	No
(v)	Call option date(s):	30 June 2030
(vi)	Call option notice period:	Not less than 30 nor more than 60 Relevant Financial Centre Days' notice
(vii)	Par Redemption Date:	Not Applicable
17.	Noteholder's optional redemption (Put): (Condition 6(e))	Not Applicable
18.	Redemption for taxation reasons – non- deductibility: (Condition 6(b)(iii))	Not Applicable
19.	Residual Call: (Condition 6(d))	Not Applicable
20.	Redemption upon Capital Disqualification Event: (Condition 6(i))	Not Applicable
21.	Redemption upon Loss Absorption Disqualification Event: (Condition 6(j))	Applicable
	Loss Absorption Disqualification Event Early Redemption Price:	EUR 1,000,000 per Calculation Amount
22.	Early redemption amount:	
(i)	Early redemption amount upon redemption for taxation reasons: (Condition 6(b))	At par
(ii)	Early redemption amount upon enforcement: (Condition 9)	At par
23.	Substitution or Variation: (Condition 6(l))	Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|---|---|
| 24. | Form of Notes:<br>(Condition 1(a))  | Bearer  |
| 25. | (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:<br>(Condition 1(a)) | Applicable<br>Permanent Global Note               |
|     | (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                                    |
| 26. | Exchange Date for exchange of Temporary Global Note:  | Not earlier than 40 days following the Issue Date |
| 27. | Payments<br>(Condition 8)   |   |
|     | Relevant Financial Centre Day:  | As specified in the Conditions and London         |
| 28. | U.S. Selling restrictions:  | TEFRA D<br><br>Regulation S Compliance Category 2 |
| 29. | Prohibition of Sales to EEA Retail Investors:   | Not Applicable                                    |
| 30. | Prohibition of Sales to UK Retail Investors:  | Not Applicable                                    |

**CONFIRMED**

**HSBC HOLDINGS PLC**

By:  .....

*Authorised Signatory*

Date: 27 June 2023

## **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 on or around 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 on or around the Issue Date.

### **2. RATINGS**

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

S&P: A-

Moody's: A3

Fitch: A+

The Notes are expected to be rated:

S&P: A-

Moody's: A3

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**

Indication of yield: 5.15 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**

The Issuer intends to use the net proceeds from the sale of the Notes 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 4,300.

7.	<b>ESTIMATED NET PROCEEDS</b>	EUR 84,617,500
	<b>OPERATIONAL INFORMATION</b>	
8.	ISIN Code:	XS2642404177
9.	Common Code:	264240417
10.	FISN:	HSBC HOLDINGS P/5.15 MTN 20430630, as may be updated on the website of the Association of National Numbering Agencies ("ANNA")
11.	CFI code:	DTFXFB, as may be updated on the website of the ANNA
12.	CUSIP Number:	Not Applicable
13.	New Global Note:	Yes
14.	New Safekeeping Structure:	Not Applicable
15.	Intended to be held in a manner which would allow Eurosystem eligibility	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them, the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that the Eurosystem eligibility criteria have been met.
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):	Not Applicable
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: HSBC Bank plc

#### **BENCHMARKS**

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