### Pricing Supplement dated 08 January 2019

#### **HSBC France**

Legal entity identifier (LEI): F0HUI1NY1AZMJMD8LP67

Issue of EUR 5,000,000 Variable Coupon Automatic Early Redemption Index Linked Certificates due December 2026 linked to Basket of Indices

Programme for the issue of Structured Notes and Certificates

Issue Price: 100 %

## PART A CONTRACTUAL TERMS

This document constitutes the pricing supplement ("**Pricing Supplement**") relating to the issue of the Tranche of Certificates described herein for the purposes of listing on the Official List of Euronext Dublin and must be read in conjunction with the Offering Memorandum dated 14 November 2018 as supplemented from time to time (the "**Offering Memorandum**") which, together with this Pricing Supplement, constitute listing particulars for the purposes of listing on the Global Exchange Market. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Certificates (the "**Conditions**") set forth in such Offering Memorandum.

Full information on the Issuer and the offer of the Certificates is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum. The Offering Memorandum is available for viewing on the website of HSBC France (http://www.about.hsbc.fr/investor-relations/debt-issuance) and copies may be obtained from HSBC France, 103 avenue des Champs Elysées, 75008 Paris, France.

The Offering Memorandum does not comprise (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 Directive 2003/71/EC as amended (the Prospectus Directive). The Offering Memorandum has been prepared solely with regard to Certificates that are (i) not to be admitted to listing or trading on any regulated market for the purposes of Directive 2014/65/EU and not to be offered to the public in a Member State (other than pursuant to one or more of the exemptions set out in Article 3.2 of the Prospectus Directive).

1.	Issuer:		HSBC France		
2.	(a)	Series Number:	Not applicable		
	(b)	Tranche Number:	1		
	(c)	Date on which the Certificates become fungible:	Not applicable		
3.	Specific	ed Currency or Currencies:	Euro ("EUR")		
4.	Aggreg	gate Nominal Amount:			
	(a)	Series:	EUR 5,000,000		
	(b)	Tranche:	EUR 5,000,000		
5.	Issue Price:		100 per cent. of the Aggregate Nominal Amount		
6.	Specific	ed Denomination(s):	EUR 1,000		
7.	(a)	Issue Date:	09 January 2019		
	(b)	Interest Commencement Date:	The Issue Date		

Not applicable

8.

**Minimum Trading Size:** 

9. **Maturity Date: 29 December 2026,** subject to early redemption on an

Automatic Early Redemption Date. See paragraph 27

below

10. **Interest Basis:** Variable Coupon linked to an Index Basket

(further particulars specified below)

11. **Redemption/Payment Basis** Redemption linked to an Index Basket

(Condition 7):

(further particulars indicated below)

12. **Change of Interest Basis or** The Certificates are subject to early redemption on an

Redemption/Payment Basis: Automatic Early Redemption Date. See paragraph 27

below.

13. **Put/Call Options:** Not applicable

14. **Status of Certificates:** Senior preferred

15. **Method of distribution:** Non-syndicated

#### PROVISIONS RELATING TO INTEREST PAYABLE (IF APPLICABLE)

16. **Provisions relating to Fixed Rate** Not applicable

**Certificates:** 

17. **Provisions relating to Floating Rate** Not applicable

**Certificates:** 

18. Provisions relating to Zero Coupon Not applicable

Certificates:

19. Provisions relating to Certificates with a Coupon Linked to an Equity, Equity Basket, Index, Index Basket, ETF, ETF

Basket, ADR/GDR or ADR/GDR Basket:

(a) Equity, Equity Basket, Index, Index
Basket, ETF unit, ETF Basket,
ADR/GDR, ADR/GDR
Basket/formula/other variable:

The Basket of Indices as defined in paragraph 41(b)

asket, below

(b) Party responsible for calculating the Interest Rate(s) and/or Coupon Amount(s) (if not the Calculation

Agent):

Not applicable

Applicable

(c) Provisions for determining Coupon where calculated by reference to an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket,

Unless the Certificates have been previously redeemed, or purchased and cancelled in accordance with the Conditions: ADR/GDR, ADR/GDR Basket, a formula or other variable:

(a) if the Calculation Agent determines that, on Valuation Date<sub>j</sub> (as defined in Annex 2), WO<sub>j</sub> (as defined in paragraph 27 below) is greater than or equal to 75 per cent., the Variable Coupon (the "Coupon<sub>j</sub>") payable on the immediately succeeding Variable Coupon Payment Date shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

$$Coupon_j = j \times 5.30 \% - \sum_{k=0}^{j-1} Coupon_k$$

Otherwise, no Variable Coupon shall be paid.

(b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 42 below), WO<sub>Final</sub> (as defined in paragraph 25(c) below) is greater than or equal to 75 per cent., the Variable Coupon Amount (the "**Coupon**<sub>j=8</sub>") payable on the Maturity Date shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

$$Coupon_{j=8} = 8 \times 5.30 \% - \sum_{k=0}^{7} Coupon_k$$

Otherwise, no Variable Coupon shall be paid.

Where:

"j" means, for 1 to 8, each a Variable Coupon Payment Date<sub>i</sub>.

For avoidance of doubt, "Coupon<sub>i=0</sub>" means zero.

(d) Determination Date(s) of the Coupon Amount:

Not applicable

(e) Provisions for determining Coupon where calculation by reference to an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket, a formula or other variable is impossible or impracticable:

Condition 17.9 applies

(f) Interest or Calculation Period(s):

Not applicable

(g) Specified Interest Payment Dates:

Each date specified as such in the Annex 2, each a "Variable Coupon Payment Date<sub>j</sub>", subject (except in the case of the Maturity Date) to early redemption on an Automatic Early Redemption Date

(h) Business Day Convention: Following Business Day Convention

(i) Business Centre(s): Not applicable

(j) Minimum Interest Rate: Not applicable

(k) Maximum Interest Rate: Not applicable

(1) Day Count Fraction: Not applicable

20. Provisions relating to Dual Currency

Certificates:

Not applicable

21. Provisions relating to Physical Delivery Certificates:

Not applicable

#### PROVISIONS RELATING TO REDEMPTION

22. **Redemption at the option of the Issuer:** Not applicable

(Condition 7.3)

24.

23. **Redemption at the option of the Certificate** Not applicable

**holders:** (Condition 7.4)

**Redemption by Instalments:** 

Not applicable

25. Final Redemption Amount of each Certificate:

In cases where the Final Redemption Amount is linked to an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket or any other variable

Applicable

(a) an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket, formula /other variable: The Basket of Indices as defined in paragraph 41 (b) below

(b) Party responsible for calculating the Interest Rate(s) and Final Redemption Amount (if not the Calculation Agent):

Not applicable

(c) Provisions for determining the Final Redemption Amount when calculated by reference to an Equity, an Equity Basket, an Index, an Index Basket, an ETF, an ETF Basket, an ADR/GDR, an ADR/GDR Basket and/or formula and/or other variable:

Unless previously redeemed or purchased and cancelled, if, on the Valuation Date, the Calculation Agent determines that :

-  $WO_{\text{final}}$  is greater than or equal to 100 per cent, the Issuer shall redeem the Certificates on the Maturity Date at 100 per cent. of par; or

-  $WO_{\text{final}}$  is less than 100 per cent. and a Trigger Event has not occurred with respect to any of

the Indices, the Issuer shall redeem the Certificates on the Maturity Date at 100 per cent. of par;

- WO<sub>final</sub> is less than 100 per cent. and a Trigger Event has occurred with respect to one or more of the Indices, the Issuer will redeem the Certificates by paying on the Maturity Date an amount in the Specified Currency in respect of each Certificate determined by the Calculation Agent in accordance with the following formula:

Specified Denomination x WO<sub>final</sub> / 100%

#### Where:

"WOfinal" means, in respect of the Valuation Date, the lowest performance (expressed as a percentage) among the Indices as determined by the Calculation Agent in accordance with the following formula:

$$\operatorname{Min}_{i=1 \text{ to } 2} \left( \frac{\operatorname{S}_{\operatorname{Final}}^{i}}{\operatorname{S}_{0}^{i}} \right)$$

Where:

"i" means each Index in the Basket, 1 to 2.

" $S^{i}_{Final}$ " means, in respect of an Index (Index<sub>i</sub>) and the Valuation Date, the Final Index Level (as defined in the paragraph 41(e) below) of such Index<sub>i</sub>.

" $\mathbf{S}_{0}^{i}$ " means, in respect of an Index (Index<sub>i</sub>), the Initial Index Level (as defined in paragraph 41(d) below) of such Index<sub>i</sub>.

For information purposes, if more than one Index has the same percentage, the Calculation Agent shall determine which Index is the Worst Performing Index in its sole and absolute discretion.

"Worst Performing Index" means the Index for which the performance is the lowest in accordance with the definition of WO<sub>final</sub>.

The Final Index Level as determined by the Calculation Agent, is lower than or equal to the Trigger Level.

- Trigger Event:

Barrier Period:

Not applicable

Trigger Level: 60% of the Initial Index Level

- Knock-in Event: Not applicable

- Knock-out Event: Not applicable

(d) Determination Date(s): Not applicable

(e) Provisions for determining the Final Redemption Amount when calculation by reference to an Index and/or formula and/or other variable is impossible or impracticable:

Condition 17.9 applies

(f) Payment Date: Not applicable

(g) Minimum Final Redemption Not applicable

Amount:

(h) Maximum Final Redemption Not applicable

Amount:

### 26. Early Redemption Amount:

In cases where the Early Redemption Amount is linked to an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket or any other variable:

Applicable

Early Redemption Amount(s) of each Certificate paid on redemption for taxation reasons or an event of default or other early redemption events and/or the method of calculating the amount (if required or if different from that set out in Condition 7.5):

Fair Market Value

Other redemption provisions:

Not applicable

27. **Automatic Early Redemption:** Applicable

Automatic Early Redemption Event: If WO<sub>i</sub> is greater than or equal to the Automatic Early

Redemption Level as of any Automatic Early

Redemption Valuation Datei

Where:

"WO<sub>j</sub>" means, in respect of a Valuation Date<sub>j</sub>, the lowest performance (expressed as a percentage) among the Indices as determined by the Calculation Agent in accordance with the following formula:

$$\operatorname{Min}_{i=1 \text{ to 2}} \left( \frac{S_{j}^{i}}{S_{initial}^{i}} \right)$$

Where:

" $S^{i}_{j}$ " means, in respect of an Index (Index<sub>i</sub>) and a Valuation Date<sub>j</sub>, the level of such Index<sub>i</sub> on the relevant Exchange at the Valuation Time on such Valuation Date<sub>j</sub>, as determined by the Calculation Agent.

Sinitial

" means, in respect of an Index (Index $_i$ ), the Initial Index Level (as defined in paragraph 41(d) below) of such Index $_i$ 

Automatic Early Redemption Amount: Each amount specified as such in the Annex 2, (each an

"Automatic Early Redemption Amount;") ("j"

ranking from 1 to 7)

Automatic Early Redemption Dates: Each date specified as such in the Annex 1 (each an

"Automatic Early Redemption Date $_i$ ") ("j" ranking from 1 to 7), subject to adjustment in accordance with

the Following Business Day Convention

Automatic Early Redemption Price/Level: Each level specified as such in the Annex 1, (each an

"Automatic Early Redemption Level;") ("j" ranking

from 1 to 7)

Automatic Early Redemption Rate: Not applicable

Automatic Early Redemption Valuation

Date(s):

Each date specified as such in the Annex 1 (each an "Automatic Early Redemption Valuation Date $_{i}$ ") ("j"

ranking from 1 to 7).

Each Automatic Early Redemption Valuation Date shall be subject to postponement in accordance with Condition 17.5 as if each reference to "Valuation Date" in such Condition was deemed to be a reference to "Automatic Early Redemption Valuation Date".

28. **Calculation Agent for the requirements of** Not applicable **Condition 6.3(j):** 

### GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

29. **Form of Certificates:** Dematerialised Certificates

(a) Form of Dematerialised Certificates: Bearer form
 (b) Registration Agent: Not applicable
 30. Payment of Alternative Payment Currency Equivalent:

31. Underlying Currency Pair provisions: Not applicable

32. **Price Source Disruption:** Not applicable

33. Financial Centre(s) or other special TARGET provisions relating to Payment Dates for the purposes of Condition 8.5:

34. Provisions relating to Partly Paid Not applicable Certificates: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Certificates and interest due on late payment:

35. **Provisions relating to Instalment** Not applicable Certificates: amount of each instalment, date on which each payment is to be made:

36. **Provisions relating to consolidation:** Not applicable

37. **Other Pricing Supplement:** Not applicable

# PROVISIONS APPLICABLE TO CERTIFICATES LINKED TO AN EQUITY, EQUITY BASKET, INDEX, INDEX BASKET, ETF, ETF BASKET, ADR/GDR AND ADR/GDR BASKET

38. **Delivery of Securities (Equity Linked** Not applicable **Certificates only):** 

39. **Provisions relating to Equity Linked** Not applicable Certificates, ADR/GDR Linked Certificates and ETF Linked Certificates:

40. **Additional Provisions relating to Equity** Not applicable **Linked Certificates:** 

41. **Provisions relating to Index-Linked** Applicable Certificates:

(a) Composite Index: Not applicable

(b) Index(ices): The Indices comprising the Basket specified in Annex

1 below

Index Sponsor: With respect to each Index, the entity specified as such (c) in respect of such Index in Annex 1 (d) Initial Index Level: See the Annex 1 (e) Final Index Level: As defined in Condition 17.1 (f) Index Rules: Not applicable With respect to each Index, each exchange or quotation Exchange: (g) system specified as such in respect of such Index in Annex 1 (h) Related Exchange: With respect to each Index, each exchange or quotation system specified as such in respect of such Index in Annex 1 Weighting: No applicable (i) Strike Date: 14 December 2018 (j) Strike Price: Not applicable (k) Scheduled Trading Day Convention: (1) Not applicable Additional Disruption Event: Change in Law, Insolvency Filing, Hedging (m) Disruption, Increased Cost of Hedging 14 December 2026, subject to postponement in 42. **Valuation Date(s):** accordance with Condition 17.5 43. Valuation Time: Condition 17.1 applies 44. **Averaging Dates:** Not applicable Averaging Date in the event of Market Not applicable Disruption: 45. **Reference Prices:** No Not applicable 46. Other provisions relating to Index-Linked Certificates, Equity Linked Certificates and ETF Linked Certificates: 47. Provisions relating to Inflation Rate-Not applicable **Linked Certificates:** DISTRIBUTION 48. If syndicated, names and addresses of the Not applicable **Managers** and the underwriting commitments:

Not applicable

49.

(a)

**Date of Subscription Agreement:** 

(b) Stabilising Manager(s) (if any): Not applicable

If not syndicated, name and address of

Dealer:

Not applicable

50. **Total Commission and concession:** Not applicable

51. **Prohibition of Sales to EEA Retail** 

**Investors:** 

Not applicable

52. Additional selling restrictions: Not applicable

53. **U.S. Selling Restrictions:** The Issuer is Category 2 for the purposes of Regulation

S under the United States Securities Act of 1933, as

amended.

TEFRA rules not applicable

54. **U.S. Tax Considerations:** Not applicable

55. **GENERAL** 

The aggregate principal amount of Certificates issued has been translated into euro at the rate of  $[\bullet]$ , producing a sum of (solely for Certificates not denominated in euro):

Not applicable

#### RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. Information relating to the Indices has been extracted from *Bloomberg*. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by *Bloomberg*, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:

Duly authorised

# PART B OTHER INFORMATION

#### 1. ISSUE - SPECIFIC RISK FACTORS

Not applicable

#### 2. LISTING AND ADMISSION TO TRADING:

(a) Listing: Application will be made to admit the Certificates to

listing on the Official List of Euronext Dublin on or around the Issue Date. No assurance can be given as to whether or not, or when, such application will be

granted.

(b) Admission to trading: Application will be made for the Certificates to be

admitted to trading on the Global Exchange Market with effect from the Issue Date. No assurance can be given as to whether or not, or when, such application

will be granted.

(c) Estimate of total expenses related to EUR 1,000

admission to trading:

3. **RATINGS** 

Ratings: The Certificates have not been specifically rated.

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

Save as indicated in the "Subscription and Sale" section, so far as the Issuer is aware, no person involved in the offer of the Certificates has an interest material to the offer.

### 5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(a) Reasons for the offer: Not applicable

(b) Estimated net proceeds: Not applicable

(c) Estimated total expenses: Not applicable

6. Fixed Rate Certificates only – Yield

Not applicable

Floating Rate Certificates only - Information on Floating Rate Certificates

Not applicable

7. Index Linked or Other Variable-Linked Certificates only – PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF ITS EFFECT ON THE

# VALUE OF THE INVESTMENT AND THE ASSOCIATED RISKS, AND OTHER INFORMATION CONCERNING THE UNDERLYING

It is advisable that prospective investors considering acquiring any Certificates understand the risks of transactions involving the Certificates and it is advisable that they reach an investment decision after carefully considering, with their financial, legal, regulatory, tax, accounting and other advisers, the suitability of the Certificates in light of their particular circumstances (including without limitation their own financial circumstances and investment objectives and the impact the Certificates will have on their overall investment portfolio) and the information contained in the Offering Memorandum and this Pricing Supplement. Prospective investors should consider carefully the risk factors set forth under "Risk Factors" in the Offering Memorandum.

Details of the past and future performance and volatility of the Indices can be obtained from Bloomberg.

8. Dual Currency Certificates only – PERFORMANCE OF EXCHANGE RATE[S] AND EXPLANATION OF EFFECT ON THE VALUE OF THE INVESTMENT

Not applicable

9. Derivative instruments only – EXPLANATION OF EFFECT ON THE VALUE OF THE INVESTMENT, THE YIELD ON THE DERIVATIVE INSTRUMENTS AND INFORMATION CONCERNING THE UNDERLYING

EXPLANATION OF EFFECT ON THE VALUE OF THE INVESTMENT

Not applicable

10. SETTLEMENT PROCEDURE FOR DERIVATIVE INSTRUMENTS

Not applicable

11. INFORMATION CONCERNING THE UNDERLYING

**OTHER** 

Name and address of Calculation Agent: **HSBC Bank plc** 

8 Canada Square London E14 5HQ United Kingdom

Information on taxes on the income from the Certificates withheld at source in the country where admission to trading (other than in Luxembourg and France) is sought):

Not applicable

## 12. Derivative instruments only – POST ISSUANCE INFORMATION CONCERNING THE UNDERLYING

The Issuer will not provide any post-issuance information, unless so required by any applicable laws and regulations.

#### 13. **OPERATIONAL INFORMATION**

ISIN Code: FR0013390861

Common Code: Available from the Euroclear Bank website -

www.euroclear.com/site/public/EB/

### Depositaries:

(a) Euroclear France to act as Central Yes Depositary:

(b) Common Depositary for Euroclear Yes Bank and Clearstream Banking, S.A.:

Any clearing system(s) other than Euroclear Bank and Clearstream Banking, S.A. and the corresponding identification number(s):

Not applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agents designated for the Certificates:

**BNP Paribas Securities Services** 

3-5-7 rue General Compans

ACI-CPC03A2 93500 Pantin France

Names and addresses of additional Paying None Agent(s) (if any):

#### 14. TERMS AND CONDITIONS OF THE OFFER

# CONDITIONS, OFFER STATISTICS, EXPECTED TIMETABLE AND ACTION REQUIRED TO APPLY FOR THE OFFER

Not applicable

#### 15. PLAN OF DISTRIBUTION AND ALLOTMENT

Not applicable

#### 16. **PRICING**

Not applicable

#### 17. PLACING AND UNDERWRITING

Not applicable

### ANNEX 1

(This Annex forms part to the Pricing Supplement to which it is attached)

## Information in relation to underlying indices

" <b>i</b> "	Indices	Index Sponsor	Bloomberg Code	Exchange	Related Exchange	Initial Index Level	Trigger Level
	EURO	STOXX	SX5E	Euronext Paris	All	3092.60	1855.56
1	STOXX	Limited			Exchanges		
	50				_		
	CAC 40	Euronext	CAC	Euronext Paris	All	4853.70	2912.22
2		Paris			Exchanges		

ANNEX 2 (this annex forms part to the Pricing Supplement to which it is attached)

" <b>j</b> "	Automatic Early Redemption Valuation Date <sub>j</sub>	Automatic Early Redemption Date <sub>j</sub>	Valuation Date <sub>j</sub>	Variable Coupon Payment Date <sub>j</sub>	Automatic Early Redemption Level <sub>j</sub>	Automatic Early Redemption Amount <sub>j</sub>
1	16 Dec 2019*	02 Jan 2020	16 Dec 2019	02 Jan 2020	100.00%	100.00%
2	14 Dec 2020*	29 Dec 2020	14 Dec 2020	29 Dec 2020	100.00%	100.00%
3	14 Dec 2021*	28 Dec 2021	14 Dec 2021	28 Dec 2021	100.00%	100.00%
4	14 Dec 2022*	29 Dec 2022	14 Dec 2022	29 Dec 2022	100.00%	100.00%
5	14 Dec 2023*	02 Jan 2024	14 Dec 2023	02 Jan 2024	100.00%	100.00%
6	16 Dec 2024*	02 Jan 2025	16 Dec 2024	02 Jan 2025	100.00%	100.00%
7	15 Dec 2025*	31 Dec 2025	15 Dec 2025	31 Dec 2025	100.00%	100.00%
8	None	None	None	The Maturity Date	None	None

<sup>\*</sup> Subject to postponement in accordance with Condition 17.5

#### ANNEX 3

#### **Index Disclaimer**

(this annex forms part to the Pricing Supplement to which it is attached)

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  - the accuracy, timeliness and completeness of the EURO STOXX 50® Index or the STOXX Index and its data;
  - the merchantability and the fitness for a particular purpose or use of the EURO STOXX 50® Index or the STOXX Index and its data; or
  - the performance of the Notes, Warrants or Certificates, as the case may be, generally.
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