## Pricing Supplement dated 30 August 2019

## **HSBC France**

Legal entity identifier (LEI): F0HUI1NY1AZMJMD8LP67

Issue of EUR 30,000,000 Variable Coupon Automatic Early Redemption Equity Linked Certificates due August 2029 linked to ordinary shares of ENGIE

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.

**Singapore SFA Product Classification**: In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**") the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are capital markets products other than prescribed capital markets products (as defined in the CMP Regulations 2018) and are Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

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.	<b>Specified Currency or Currencies:</b>		EUR		
4.	Aggreg	gate Nominal Amount:			
	(a)	Series:	EUR 30,000,000		
	(b)	Tranche:	EUR 30,000,000		
5.	Issue Price:		100 per cent. of the Aggregate Nominal Amount		
6.	<b>Specified Denomination(s):</b>		EUR 1,000		

7. (a) Issue Date: **02 September 2019** 

(b) Interest Commencement Date: The Issue Date

8. **Minimum Trading Size:** Not applicable

9. **Maturity Date:** 27 August 2029, subject to early redemption on an

Automatic Early Redemption Date. See paragraph 27

below

10. **Interest Basis:** Variable Coupon linked to an Equity

(further particulars specified below)

11. **Redemption/Payment Basis** Redemption linked to an Equity

(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** Applicable

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 The Security as defined in paragraph 39(a) below

Basket, ETF unit, ETF Basket, ADR/GDR, ADR/GDR

Basket/formula/other variable:

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

Not applicable

(c) Provisions for determining Coupon where calculated by reference to an Equity, Equity Basket, Index, Index Basket, ETF, ETF Basket, ADR/GDR, ADR/GDR Basket, a formula or other variable:

Unless the Certificates have been previously redeemed, or purchased and cancelled in accordance with the Conditions:

(a) if the Calculation Agent determines that, on a Valuation  $Date_j$  (as defined in Annex 1),  $Perf_j$  is greater than or equal to 90 per cent. of the Initial Price (as defined in paragraph 39(d) below) of such Security, the Variable Coupon (the "Coupon\_j") payable on the immediately succeeding Variable Coupon Payment  $Date_j$  shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula :

Coupon<sub>j</sub> = 
$$j \times 12\% - \sum_{k=0}^{j-1} cpupon k$$

Otherwise, no Variable Coupon shall be paid.

(b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 42 below), Perf<sub>j</sub> is greater than or equal to 90 per cent. of the Initial Price of such Security, the Variable Coupon (the "Coupon<sub>j=10</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<sub>j=10</sub> = 
$$10 \times 12\% - \sum_{k=0}^{j-1} cpupon k$$

Otherwise, no Variable Coupon shall be paid.

Where:

"j" means, for 1 to 10, each a Variable Coupon Payment Date<sub>j</sub>.

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

"Release Price" means, with respect to an Automatic Early Redemption Valuation Date<sub>j</sub> and subject to the Conditions, the official closing price of the Security on such Automatic Early Redemption Valuation Date<sub>i</sub> as determined by the Calculation Agent.

"Perfi" means:

"S<sub>j</sub>" means, in respect of the Security and Automatic Early Redemption Valuation Date<sub>j</sub> and Valuation Date the price of such Security, at the Valuation Time on such date.

(d) Determination Date(s) of the Not applicable Coupon Amount:

(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 1, 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): TARGET

(j) Minimum Interest Rate: Not applicable

(k) Maximum Interest Rate: Not applicable

(1) Day Count Fraction: Not applicable

20. **Provisions relating to Dual Currency** Not applicable

**Certificates:** 

21. **Provisions relating to Physical Delivery** Not applicable

**Certificates:** 

### PROVISIONS RELATING TO REDEMPTION

22. **Redemption at the option of the Issuer:** Not applicable (*Condition 7.3*)

23. **Redemption at the option of the** Not applicable **Certificate holders:** (*Condition 7.4*)

24. **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 Security as defined in paragraph 39(a) 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 :

- the Final Price of the Security is greater than or equal to the Strike Price of such Security, the Issuer shall redeem the Certificates on the Maturity Date at 100 per cent. of par; or
- Final Price of the Security is less than the Strike Price of such Security and a Trigger Event has not occurred, the Issuer shall redeem the Certificates on the Maturity Date at 100 per cent. of par;
- the Final Price of the Security is less than the Strike Price of such Security and a Trigger Event has occurred, 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:

 $\label{eq:specified Denomination x Final Price / Strike} Price$  Price

- Trigger Event:

The Final Price of such Security, as determined by the Calculation Agent, is lower than the Trigger Level.

Barrier Period:

Not applicable

Trigger Level:

50% of the Initial Price of the Security

- 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:

Final Redemption Not applicable

Maximum Amount:

### 26. Early Redemption Amount:

(h)

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

## 27. **Automatic Early Redemption:**

Applicable

Automatic Early Redemption Event:

Where:

"Perfj" means:

SJ Initial Price

" $S_j$ " means, in respect of the Index and Automatic Early Redemption Valuation Date<sub>j</sub> the price of such Index, at the Valuation Time on such date.

Automatic Early Redemption Amount: Each amount specified as such in the Annex 1, (each

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

ranking from 1 to 9)

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

"Automatic Early Redemption Date<sub>i</sub>") ("j" ranking from 1 to 9), subject to adjustment in accordance with

the Following Business Day Convention

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

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

from 1 to 9)

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;")

("j" ranking from 1 to 9).

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 Bearer form

Certificates:

(b) Registration Agent: Not applicable

30. Payment of Alternative Payment Not applicable

**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** Applicable Certificates, ADR/GDR Linked Certificates and ETF Linked Certificates:

(a) Securities/ADR/GDR Securities/ Ordinary shares of ENGIE

ETF:

(Bloomberg: ENGI FP)

(b) Underlying company or Securities ENGIE Issuing Company(ies)/ADR/GDR

Issuer:

(c) Unit: Not applicable

(d) Initial Price: EUR 13.63

(e) Final Price: As defined in Condition 17.1

(f) Exchange: Euronext Paris

(g) Related Exchange: All Exchanges

(h) Securities Transfer Amount: Not applicable

(i) Settlement Date: Condition 17.1 does not apply

(j) Settlement Disruption Event: Condition 17.1 does not apply

(k) Disruption Period (if other than as Not applicable specified in Condition 17.2(b):

(l) Potential Adjustment Event: Condition 17.9(a) applies

(m) Weighting: Not applicable (n) Strike Price: 100 per cent. of the Initial Price of the Security (o) Strike Date: 19 August 2019 Scheduled **Trading** Applicable (p) Day Convention: Additional Disruption Event: Change in Law, Insolvency Filing, Hedging (q) Disruption, Increased Cost of Hedging Not applicable 40. Additional Provisions relating to Equity **Linked Certificates:** 41. Not applicable **Provisions** relating Index-Linked Certificates: 42. **Valuation Date(s):** 20 August 2029, subject to postponement in accordance with Condition 17.5 Condition 17.1 applies 43. **Valuation Time:** 44. **Averaging Dates:** Not applicable Averaging Date in the event of Market Not applicable Disruption: 45. **Reference Prices:** No 46. Other provisions relating to Index-Linked Not applicable 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: 49. (a) **Date of Subscription Agreement:** Not applicable Not applicable **(b) Stabilising Manager(s) (if any):** HSBC Bank plc If not syndicated, name and address of 8 Canada Square Dealer: London E14 5HQ

United Kingdom

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

51. **Prohibition of Sales to EEA Retail** Not applicable

**Investors:** 

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 Security 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 has been 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 has been 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 Security 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: FR0013443751

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)

"j"	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 Price <sub>j</sub>	Automatic Early Redemption Amount <sub>j</sub>
1	19 Aug 2020	26 Aug 2020	19 Aug 2020	26 Aug 2020	100.00%	100.00%
2	19 Aug 2021	26 Aug 2021	19 Aug 2021	26 Aug 2021	100.00%	100.00%
3	19 Aug 2022	26 Aug 2022	19 Aug 2022	26 Aug 2022	100.00%	100.00%
4	21 Aug 2023	28 Aug 2023	21 Aug 2023	28 Aug 2023	100.00%	100.00%
5	19 Aug 2024	26 Aug 2024	19 Aug 2024	26 Aug 2024	100.00%	100.00%
6	19 Aug 2025	26 Aug 2025	19 Aug 2025	26 Aug 2025	100.00%	100.00%
7	19 Aug 2026	26 Aug 2026	19 Aug 2026	26 Aug 2026	100.00%	100.00%
8	19 Aug 2027	26 Aug 2027	19 Aug 2027	26 Aug 2027	100.00%	100.00%
9	21 Aug 2028	28 Aug 2028	21 Aug 2028	28 Aug 2028	100.00%	100.00%
10	None	None	20 Aug 2029	The Maturity Date	None	None

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