



HSBC Holdings plc

(a company incorporated with limited liability in England with registered number 617987)

as Issuer

DEBT ISSUANCE PROGRAMME

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with the Base Prospectus dated 28 March 2019 relating to the Debt Issuance Programme and the supplements thereto dated 14 May 2019 and 8 August 2019 (together, the "**Base Prospectus**") prepared by HSBC Holdings plc (the "**Issuer**") in connection with the application made for Notes to be admitted to listing on the Official List of the Financial Conduct Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 (the "**FSMA**")), and to trading on the regulated market of the London Stock Exchange plc.

This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of the FSMA. Terms defined in the Base Prospectus shall have the same meaning when used in this Base Prospectus Supplement.

To the extent there is any inconsistency between any statement in this Base Prospectus Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to:

- supplement the section entitled "*Documents Incorporated by Reference*" commencing on page 16 of the Base Prospectus and incorporate by reference into the Base Prospectus the Issuer's earnings release for the nine month period ended 30 September 2019 as filed with the U.S. Securities and Exchange Commission ("**SEC**") on Form 6-K on 28 October 2019 (the "**Q3 2019 Earnings Release**"). The Q3 2019 Earnings Release is available on the Issuer's website at: <https://www.hsbc.com/investors/results-and-announcements>. The Q3 2019 Earnings Release has also been filed with the SEC and is available in electronic form at <https://sec.report/Document/0001628280-19-012601/livedoc-q32019earningsrele.htm>; and
- replace paragraph 1 of the "*General Information*" section of the Registration Document (which is incorporated by reference into the Base Prospectus) with the following statement:

"There has been no significant change in the financial or trading position of the Group since 30 September 2019 nor any material adverse change in the prospects of the Issuer since 31 December 2018."

Save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen since the publication of the Base Prospectus.

Any document or information incorporated by reference into the Q3 2019 Earnings Release, either expressly or impliedly, does not form part of this Base Prospectus Supplement for the purposes of the Prospectus Directive.

The Issuer accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is

the case) the information contained in this Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.