

**FIRST SUPPLEMENT DATED 18 June 2012
TO THE BASE PROSPECTUS DATED 5 OCTOBER 2011**



HSBC France

**€ 20,000,000,000
Euro Medium Term Note Programme**

This first supplement (the "**Supplement**") is supplemental to and should be read in conjunction with the Base Prospectus dated 5 October 2011 (the "**Base Prospectus**") prepared in relation to the €20,000,000,000 Euro Medium Term Note Programme of HSBC France (the "**Issuer**") and approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") for the purposes of Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**") and Article 8.4 of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 (the "**Luxembourg Law**").

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement.

This Supplement constitutes a Supplement to the Base Prospectus for the purposes of Article 13 of chapter 1 of Part II of the Luxembourg Law for the purposes of updating certain information contained in the Base Prospectus as described below.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any statement in the Base Prospectus, the statements in (a) above will prevail. The Issuer accepts responsibility for the information contained in this Supplement.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within a time limit of two working days after the publication of this supplement, to withdraw their acceptances.

On 25 April 2012, the Issuer filed with the *Autorité des marchés financiers* (the "**AMF**") its 2011 *Document de Référence* (Annual Report and Accounts 2011 which are consolidated) including, among other things, its audited annual financial statements as at, and for the twelve months ended, 31 December 2011. By virtue of this Supplement the English translation of such 2011 *Document de Référence* is incorporated in, and forms part of, the Base Prospectus.

Copies of the Annual Report and Accounts 2011 are available free of charge at the specified office of the Paying Agent. In addition, the Annual Report and Accounts 2011 is available on the Issuer's website "www.hsbc.fr" and on the Luxembourg Stock Exchange's website: "www.bourse.lu". This Supplement will be published on the Luxembourg Stock Exchange's website "www.bourse.lu".

The information incorporated by reference above is available as follows:

| INFORMATION INCORPORATED BY REFERENCE | REFERENCE |
|--|---|
| <i>Annual Report and Accounts 2011</i> | |
| - Balance sheet | <i>Annual Report and Accounts 2011 page 85</i> |
| - Income statement | <i>Annual Report and Accounts 2011 page 83</i> |
| - Cash flow statement | <i>Annual Report and Accounts 2011 page 87</i> |
| - Notes | <i>Annual Report and Accounts 2011 pages 89 to 169</i> |
| - Auditors' report relating to the above | <i>Annual Report and Accounts 2011 pages 170 to 171</i> |
| - Recent developments and Outlook | <i>Annual Report and Accounts 2011 page 244</i> |

Any information not listed in the cross reference list but included in the document incorporated by reference is given for information purposes only.

This Supplement has also been prepared for the purpose of making certain modifications to the summary and the French translation of the summary (*résumé*).

The Issuer accepts responsibility for the information contained or incorporated by reference in this Supplement. The Issuer confirms that, having taken all reasonable care to ensure that such is the case, the information contained or incorporated by reference in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Supplement on pages 1 to 5, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of this Supplement.

Save as disclosed in this Supplement on pages 1 to 5, there has been no significant change in the financial and trading position of the Issuer or the Group since 31 December 2011.

Save as disclosed in this Supplement on pages 2 to 5, there has been no material adverse in the prospects of the Issuer or the Group since 31 December 2011.

Neither the Issuer nor any other member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceeding which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the financial position or profitability of the Issuer.

SUMMARY

The section entitled "Issuer" in the "Summary (English Version)" included on pages 7-9 of the Base Prospectus is deleted in its entirety and replaced with the following:

Issuer: HSBC France.

PRESENTATION OF THE ISSUER

HSBC France is incorporated under French law and was founded in 1894 under the name Banque Suisse et Française (BSF). In 1917, BSF, Maison Aynard et Fils and Caisse de Crédit de Nice merged to create CCF. In 1982, CCF's share capital came under full state control and returned to the public in 1987 through a public offering. CCF joined the HSBC Group in July 2000.

CCF adopted the HSBC brand name on 1 November 2005 and became HSBC France.

Headquartered in London, HSBC is one of the world's largest banking and financial services organisations. The Group's international network covers 85 countries and territories in six geographical regions: Europe, Hong-Kong, Rest of Asia-Pacific, the Middle East and North Africa, North America and Latin America.

With listings on the London, Hong Kong, New York, Paris and Bermuda stock exchanges, shares in HSBC Holdings plc ("**HSBC Holdings**") are held by over 220,000 shareholders in 132 countries and territories. The shares are traded on the New York Stock Exchange in the form of American Depository Receipts.

In addition, HSBC Holdings is a reporting issuer for the purposes of certain US securities regulations and in accordance therewith is required to publish certain financial information with the offices of the Securities and Exchange Commission.

BUSINESS LINES

HSBC in France offers universal banking services more than 823,000 personal customers and 116,000 business customers, through the expertise of its 10,850 staff in almost 400 branches and offices. HSBC France's activity is focused on (i) Retail Banking and Wealth Management, (ii) Commercial Banking, (iii) Global Banking and Markets, Asset management and (iv) Private Banking.

Retail Banking and Wealth Management: Retail Banking and Wealth Management offers individual services to personal and business customers with a wholistic approach to their financial needs. Capitalising on the HSBC Group synergies, HSBC in France continues to expand in its target segment, wealth management.

With a strong presence in the largest French cities, RBWM is supported by:

- teams of experts specialised according to customer profile (542 HSBC Premier Relationship Managers, 147 Relationship Business Managers and 43 patrimonial and financial specialists);
- services meeting its customers' aspirations: HSBC Premier and HSBC Advance;
- almost 400 branches, including 32 HSBC Premier Centres, and direct banking services.

Commercial Banking: Commercial Banking offers an extensive range of domestic and international products and services providing daily support to businesses ranging from VSEs to multinationals, through:

- local presence in 65 countries and recognised expertise in accompanying businesses in their international development, particularly in emerging markets;
- specialists in Cash management, Trade services and Factoring;
- a domestic network specialised by type and size of business and comprising 10 Corporate Banking Centres, 51 "*Centres d'Affaires Entreprises*" dedicated to SMEs and 15 dedicated "*Pôles Entrepreneurs*" to VSEs (very small enterprises);
- direct banking services for VSEs and VSAs (very small enterprises and associations).

Global Banking and Markets : HSBC's global and local scale make it an ideal partner for large corporations and institutional investors, their complex transactions and their expansion plans, both in France and worldwide, thanks to the presence in around 30 countries. GBM offers a complete range of services:

- Corporate finance: commercial banking, payment and cash management, leveraged acquisition finance, property and structured finance ;
- Investment banking: Mergers and Acquisitions, IPO, capital increase ;
- Markets: include Fixed Income, Currencies and Equities. Paris is one of HSBC's four hubs (with London, Hong Kong and New York) and the Group's centre of excellence for three activities: derivatives rates, euro rates and structured equity.

In **Asset Management**, Present in 36 countries, HSBC Global Asset Management, Asset Management specialist of the HSBC Group, offers investment solutions targeted for individuals, businesses and institutional .. In France, HSBC Global Asset Management is recognised as:

- one of the major players in emerging markets;
- one of the world's leading distributors of mutual funds, through a range of funds providing access to all developed and emerging markets and consisting of strategies of management of shares, bonds, diversified, alternatives, cash and multi-management;
- an expert in employees saving solutions for businesses.

Private Banking: HSBC Private Bank offers products and services tailored to the needs of resident and international high-net-worth individuals, through:

- the expertises of its discretionary management and advisory management teams; a vast international network with presence in 37 countries and territories;
- strong synergies with HSBC France's other business lines, particularly with Commercial Banking and Global Banking.

RÉSUMÉ

The section entitled "Émetteur" in the "Summary (French Version)" included on pages 16-18 of the Base Prospectus is deleted in its entirety and replaced with the following:

Émetteur : HSBC France.

PRÉSENTATION DE L'ÉMETTEUR

HSBC France est une société de droit français fondée en 1894 sous le nom de Banque Suisse et Française. En 1917, BSF, Maison Aynard et fils, et Caisse de Crédit de Nice fusionnèrent pour créer le CCF. En 1982 le CCF fut nationalisé puis privatisé en 1987. Le CCF a intégré le Groupe HSBC en juillet 2000.

Le CCF a adopté la marque HSBC le 1er novembre 2005 et est devenu HSBC France.

HSBC, dont le siège social est situé à Londres, est l'un des plus importants groupes de services bancaires et financiers au monde. Le réseau international du Groupe couvre environ 85 pays et territoires dans six régions : Europe, Hong-Kong, Reste de l'Asie-Pacifique, Moyen-Orient et Afrique du Nord, Amérique du Nord et Amérique du Sud. Le Groupe HSBC entend être reconnu comme la première banque internationale du monde.

Cotées sur les Bourses de Londres, Hong Kong, New York, Paris et des Bermudes, les actions HSBC Holdings plc ("HSBC Holdings") sont détenues par plus de 220 000 actionnaires dans 132 pays et territoires. Les actions sont négociées sur la Bourse de New York sous la forme d'*American Depository Receipts*.

Par ailleurs, HSBC Holdings plc est un émetteur enregistré conformément à la réglementation américaine sur les valeurs mobilières et est tenu, selon cette réglementation, de publier certaines informations financières auprès de la Securities and Exchange Commission.

SECTEURS D'ACTIVITÉ

HSBC en France développe des activités de banque universelle au service de plus de 823 000 clients Particuliers et de plus de 116 000 clients Entreprises, grâce à l'expertise de ses 10 850 collaborateurs dans près de 400 points de vente. L'activité de HSBC France est orientée vers (i) la Banque de particuliers et gestion de patrimoine, (ii) la Banque d'entreprises, (iii) la Banque de financement, d'investissement et de marchés, la Gestion d'actifs et (iv) la Banque privée.

La Banque de particuliers et gestion de patrimoine : la Banque de particuliers et gestion de patrimoine offre à ses clients particuliers et professionnels un accompagnement personnalisé, ainsi qu'une approche patrimoniale et globale. HSBC en France poursuit sa politique de conquête sur son segment cible, la clientèle patrimoniale, en s'appuyant sur les atouts du Groupe HSBC. Forte d'une présence dans les principales agglomérations françaises, la Banque de particuliers et gestion de patrimoine s'appuie sur :

- des équipes d'experts spécialisés par profil de clients (542 conseillers HSBC Premier, 147 conseillers Professionnels, 43 experts patrimoniaux et financiers) ;

- des propositions adaptées aux aspirations de ses clients : HSBC Premier et HSBC Advance ;

- près de 400 points de vente dont 32 Centres HSBC Premiers et des agences directes.

La Banque d'entreprises : la Banque d'entreprises propose une gamme étendue de produits et services domestiques et internationaux afin d'accompagner au quotidien une clientèle variée d'entreprises, de la TPE à la multinationale. Elle s'appuie sur :

- une présence locale dans 65 pays et une expertise reconnue dans l'accompagnement des entreprises dans leur développement international, notamment en direction des

marchés émergents ;

- des experts en matière de *cash management*, *trade services* et d'affacturage ;

- un réseau spécialisé par profil et taille de clients comprenant 10 Corporate Banking Centres, 51 Centres d'Affaires Entreprises dédiés aux PME et 15 Pôles Entrepreneurs au service des TPE ;

- des agences directes destinées aux TPE et Petites et Moyennes Associations.

La Banque de financement, d'investissement et de marchés : la dimension à la fois locale et globale de HSBC en fait un partenaire de référence pour accompagner les grandes entreprises et les institutionnels dans leurs projets et leurs opérations en France et dans le monde, grâce à une présence dans environ 30 pays. Elle propose une gamme complète de solutions :

- de banque de financement : banque d'entreprise, *payment and cash management*, financements d'acquisitions avec effet de levier, immobilier et financements structurés ;

- banque d'investissement : fusion et acquisition, introduction en bourse, augmentation de capital ;

- banque de marchés : regroupe les activités de marchés de taux, change et actions. A Paris, elle est l'une des quatre plateformes de marchés du Groupe, (avec Londres, Hong Kong et New York) et le Centre d'expertise du Groupe sur trois activités : les structurés de taux (*derivatives rates*), les produits liquides en euros (*euro rates*) et les dérivés actions (*structured equity*).

En Gestion d'actifs : Présent dans 36 pays, HSBC Global Asset Management, spécialiste de la gestion d'actifs du Groupe HSBC, propose des solutions d'investissement ciblées pour une clientèle de particuliers, d'entreprises et d'institutionnels. En France ; HSBC Global Asset Management est reconnu comme :

- un acteur majeur sur les marchés émergents ;

- l'un des distributeurs d'OPCVM les plus actifs au monde, au travers d'une gamme d'OPCVM donnant accès à l'ensemble des marchés développés et émergents et composée de stratégies de gestion actions, obligations, diversifiées, alternatives, de trésorerie et de multigestion ;

- un expert en solutions d'épargne salariale pour les entreprises.

La Banque privée : HSBC Private Bank propose une offre de produits et de services personnalisés à une clientèle fortunée résidente et internationale en s'appuyant sur :

- les expertises des équipes de gestion discrétionnaire et conseillée ;

- un vaste réseau international avec une présence dans 37 pays et territoires ;

- de fortes synergies avec les autres métiers de HSBC France, notamment la Banque d'entreprises et la Banque de financement et d'investissement.