HSBC North America Holdings Inc

Capital and Other TLAC-eligible Instruments Main Features 31 December 2022



This document is a disclosure document published to provide a description of the main features of HSBC North America Holdings Inc's regulatory capital instruments and Total Loss Absorbing Capacity ('TLAC') eligible instruments.

The information contained in this document has been compiled in accordance with the final United States (US) TLAC rules, as published in December of 2016 (12 CFR 252, as part of Regulation YY). Assumptions on the regulatory treatment of the capital instruments and eligible liabilities described herein reflect the HSBC Group's interpretation of current rules. "HSBC Group" means HSBC Holdings plc, together with its consolidated subsidiaries. These disclosures are made in advance of relevant TLAC reporting requirements coming in to effect in the US. The format of these disclosures have been made in accordance with Template CCA, as per the Basel Committee on Banking Supervision ('BCBS') "Pillar 3 disclosure requirements - consolidated and enhanced framework", issued March 2017.

Disclosure in the required format has resulted in simplification and abbreviation of the features of the capital instruments described herein. The information contained in this document is not intended to be a comprehensive description of such capital instruments. No investor or prospective investor in any such capital instruments should rely upon the description contained in this document and none of HSBC North America Holdings Inc or any member of the HSBC Group shall be liable for any inaccuracy or misstatement contained in this document.

All capital instruments issued by HSBC North America Holdings Inc. are held by HSBC Overseas Holdings (UK) Limited. As such no external investors hold an interest in the securities, however the full terms and conditions for all instruments are available on request via HSBC Group Investor Relations (investorrelations@hsbc.com).

Cor	nmon Equity Tier 1	
1	Issuer	HSBC North America Holdings Inc
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	N/A - Internal issuance
3	Governing law(s) of the instrument	Laws of the State of New York
За	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	N/A
4	Transitional CRR rules	Common Equity Tier 1
5	Post-transitional CRR rules	Common Equity Tier 1
6	Eligible at solo/group/solo and group	Solo and Group
7	Instrument type (types to be specified by each jurisdiction)	Ordinary Shares
8	Amount recognised in regulatory capital (currency in millions, as of most recent reporting date). ¹	USD 8,928m
9	Par value of instrument	USD 0m
10	Accounting classification	Shareholder's Equity
11	Original date of issuance	01 Feb 2016
12	Perpetual or dated	Perpetual
13	Original maturity date	÷
14	Issuer call subject to prior supervisory approval	
15	Optional call date, contingent call dates and redemption amount	
16	Subsequent call dates, if applicable	-
	Coupons / dividends	
17	Fixed or floating dividend/coupon	·
18	Coupon rate and any related index	·
19	Existence of a dividend stopper	·
20	Fully discretionary, partially discretionary or mandatory	-
21	Existence of step up or other incentive to redeem	-
22	Non-cumulative or cumulative	Non-cumulative
23	Convertible or non-convertible	Non-convertible
24	If convertible, conversion trigger(s)	÷
25	If convertible, fully or partially	•
26	If convertible, conversion rate	÷
27	If convertible, mandatory or optional conversion	-
28	If convertible, specify instrument type convertible into	•
29	If convertible, specify issuer of instrument it converts into	
30	Write-down features	
31	If write-down, write-down trigger(s)	
32	If write-down, full or partial	
33	If write-down, permanent or temporary	
34	If temporary write-down, description of write-up mechanism	
34a	Type of subordination	-
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Additional Tier 1
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	-
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1 Represents the portion of ordinary share capital plus share premium which is held outside of the US Resolution Group.

3 Gov. 3a Mea achi. 4 Tra 5 Pc 6 Eli 7 Ins 8 Amc 10 Accc 11 Orig 12 Perp 13 Or 14 Issue 17 Fib 18 Ccou 20 Fu 21 Exi 20 Fu 21 Exi 22 Nc 23 Con 24 If c 25 If c 28 If c 29 If c 29 If c 30 Writ	uer ique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) everning law(s) of the instrument eans by which enforceability requirement of Section 13 of the TLAC Term Sheet is hieved (for other TLAC-eligible instruments governed by foreign law) Transitional CRR rules	HSBC North America Holdings Inc N/A - Internal issuance [Series C Preferred Stock] Laws of the State of New York N/A
3 Gov. 3a Mea achi. 4 Tra 5 Pc 6 Eli 7 Ins 8 Amcoline 9 Part 10 Acccoline 11 Original 12 Perperiod 13 Original 14 Issue 17 Fib 18 Council 20 Fui 21 Exit 22 No 23 Cominic 24 If original 27 If original 28 If original 29 If original 20 Transister 23 Cominic 29 If original 29 If original 29 If original 30 Writt	everning law(s) of the instrument eans by which enforceability requirement of Section 13 of the TLAC Term Sheet is hieved (for other TLAC-eligible instruments governed by foreign law)	N/A - Internal issuance [Series C Preferred Stock] Laws of the State of New York
3 Gov. 3a Mea achi. 4 Tra 5 Pc 6 Eli 7 Ins 8 Amcoline 9 Part 10 Acccoline 11 Original 12 Perperiod 13 Original 14 Issue 17 Fib 18 Council 20 Fui 21 Exit 22 No 23 Cominic 24 If original 27 If original 28 If original 29 If original 20 Transister 23 Cominic 29 If original 29 If original 29 If original 30 Writt	everning law(s) of the instrument eans by which enforceability requirement of Section 13 of the TLAC Term Sheet is hieved (for other TLAC-eligible instruments governed by foreign law)	Laws of the State of New York
3a Mea achi- 4 Tra- 5 Poc 6 Eli 7 Ins 8 Amo date 9 9 Par 10 Acco 11 Orig 12 Perrentian 13 Orig 14 Issue 15 Op 16 Suc 20 Fu 21 Exi 22 No 23 Com 24 If or 25 If or 28 If or 29 If or 30 Writt	eans by which enforceability requirement of Section 13 of the TLAC Term Sheet is hieved (for other TLAC-eligible instruments governed by foreign law)	
achi- 4 Tr. 5 Pcc 6 Elli 7 Ins 8 Amc 9 Par 10 Accc 11 Orig 12 Perp 13 Or 14 Issue 15 Op 16 Stu 20 Fu 21 Exi 22 Nc 23 Com 24 If c 25 If c 26 If c 27 If c 28 If c 30 Writt	hieved (for other TLAC-eligible instruments governed by foreign law)	N/A
4 Train 5 Pc 6 Elii 7 Ins 8 Amc 9 Par 10 Accc 11 Original 12 Perp 13 Original 15 Op 16 Suu 20 Fui 21 Exi 22 Nc 23 Com 24 If c 25 If c 28 If c 29 If c 28 If c 30 Writi		
5 Pcc 6 Elii 7 Ins 8 Amc 9 Par 10 Accc 11 Orig 12 Perg 13 Ori 14 Issue 15 Op 16 Su 20 Fu 21 Exi 22 Nc 23 Com 24 If c 25 If c 28 If c 29 If c 30 Writi	Fransitional CRR rules	
6 Eli 7 Ins 8 Amo date 9 9 Par 10 Accc 11 Orig 12 Perp 13 Or 14 Issue 15 Op 16 Su 20 Fu 21 Exi 22 No 23 Com 24 If of 25 If of 28 If of 29 If of 29 If of 30 Writt		Additional Tier 1
7 Ins 8 Amo date 9 Par 10 Acco date 9 Par 10 Acco date 11 Orig 12 Perp 13 Or 14 Issue 15 Op 16 Su Cou 20 Fu 20 Fu 21 Ex 22 No 23 Com 24 If of 25 If of 26 If of 27 If of 28 If of 29 If of 30 Writt	Post-transitional CRR rules	Additional Tier 1
8 Amc 9 Par 10 Accc 11 Orig 12 Perg 13 Ori 14 Issue 15 Op 16 Suc 20 Fu 21 Exi 20 Fu 21 Exi 22 No 23 Conn 24 If of 25 If of 28 If of 29 If of 30 Writi	Eligible at solo/group/solo and group	Solo and Group
date 9 Par 10 Accc 11 Orig 12 Perp 13 Or 14 Issue 15 Op 16 Su 20 Fu 21 Exi 22 Na 23 Conno 24 If of 27 If of 28 If of 29 If of 30 Writi	nstrument type (types to be specified by each jurisdiction)	Preferred Stock
9 Par 10 Accci 11 Orig 12 Perp 13 Ori 14 Issue 15 Op 16 Su 17 Fib 18 Ccou 20 Fu 21 Exi 22 Nccou 23 Connu 24 If c 25 If c 26 If c 28 If c 29 If c 30 Writi	nount recognised in regulatory capital (currency in millions, as of most recent reporting	USD 1,840m
10 Accord 11 Orig 12 Perp 13 Or 14 Issue 15 Op 16 Su 17 Fib 18 Ccou 19 Exi 20 Fu 21 Exi 23 Com 24 If c 25 If c 28 If c 29 If c 30 Writi		LICD 1 040-
11 Orig 12 Perp 13 Ori 14 Issue 15 Op 16 Su 17 Fib 18 Cc 19 Exiz 20 Fu 21 Exiz 22 No 23 Com 24 If c 25 If c 26 If c 27 If c 28 If c 29 If c 30 Writi	r value of instrument	USD 1,840m
12 Perp 13 Or 14 Issue 15 Op 16 Su 17 Fib 18 Cccu 19 Exiz 20 Fu 21 Exiz 22 No 23 Com 24 If c 25 If c 26 If c 27 If c 28 If c 29 If c 30 Writi	counting classification	Shareholder's Equity
13 Or 14 Issue 15 Op 16 Su 17 Fib 18 Ccc 19 Exi 20 Fu 21 Exi 22 Nc 23 Com 24 If c 25 If c 26 If c 28 If c 29 If c 30 Writi	iginal date of issuance	31 May 2016
14 Issue 15 Op 16 Su Coup Coup 17 Fib 18 Cc 19 Exit 20 Fu 21 Exit 22 Nac 23 Conrol 24 If c 25 If c 26 If c 28 If c 29 If c 30 Writi	rpetual or dated	Perpetual
15 Op 16 Su Coup Coup 17 Fib 18 Cc 19 Exi 20 Fu 21 Exi 22 No 23 Conn 24 If c 25 If c 26 If c 28 If c 29 If c 30 Writi	Driginal maturity date	-
16 Su 17 Fb 18 Cc 19 Exi 20 Fu 21 Ex 22 Na 23 Com 24 If c 25 If c 26 If c 27 If c 28 If c 29 If c 30 Writi	uer call subject to prior supervisory approval	Yes
Cou 17 Fib 18 Cc 19 Exi 20 Fu 21 Exi 23 Com 24 If c 25 If c 26 If c 27 If c 28 If c 29 If c 30 Writi	Optional call date, contingent call dates and redemption amount	31 May 2021 / Capital event at any time / Par
17 Fb 18 Cc 19 Exi 20 Fu 21 Ex 22 Nc 23 Conn 24 If c 25 If c 26 If c 27 If c 28 If c 29 If c 30 Writi	Subsequent call dates, if applicable	-
18 Ccc 19 Exi 20 Fu 21 Exi 22 No 23 Conno 24 If c 25 If c 26 If c 27 If c 28 If c 29 If c 30 Writi	upons / dividends	
19 Exil 20 Fu 21 Ex 22 No 23 Conn 24 If c 25 If c 26 If c 27 If c 28 If c 29 If c 30 Writt	Fixed or floating dividend/coupon	Fixed
20 Fu 21 Ex 22 Nd 23 Com 24 If d 25 If d 26 If d 27 If d 28 If d 29 If d 30 Writt	Coupon rate and any related index	6.000%
21 Ex 22 No 23 Com 24 If of 25 If of 26 If of 27 If of 28 If of 29 If of 30 Writt	xistence of a dividend stopper	No
22 Nd 23 Com 24 If c 25 If c 26 If c 27 If c 28 If c 29 If c 30 Writi	Fully discretionary, partially discretionary or mandatory	Fully Discretionary
23 Com 24 If c 25 If c 26 If c 27 If c 28 If c 29 If c 30 Writi	Existence of step up or other incentive to redeem	No
24 If of 25 If of 26 If of 27 If of 28 If of 29 If of 30 Write	Non-cumulative or cumulative	Non-cumulative
25 If of 26 If of 27 If of 28 If of 29 If of 30 Write	nvertible or non-convertible	Non-convertible
26 If of 27 If of 28 If of 29 If of 30 Write	f convertible, conversion trigger(s)	-
27 If c 28 If c 29 If c 30 Write	f convertible, fully or partially	-
27 If c 28 If c 29 If c 30 Write	f convertible, conversion rate	-
28 If c 29 If c 30 Write	f convertible, mandatory or optional conversion	-
29 If o 30 Write	f convertible, specify instrument type convertible into	-
30 Writ	f convertible, specify issuer of instrument it converts into	-
	ite-down features	No
	f write-down, write-down trigger(s)	-
	f write-down, full or partial	_
	f write-down, permanent or temporary	-
	If temporary write-down, description of write-up mechanism	
	Type of subordination	N/A
	sition in subordination hierarchy in liquidation (specify instrument type immediately	Immediately subordinate to Tier 2 Instruments
	nior to instrument)	mineuratery subordinate to ther 2 Instruments
-		No
36 Non 37 If ye	n-compliant transitioned features	No

1	Issuer	HSBC North America Holdings Inc	HSBC North America Holdings Inc
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	N/A - Internal issuance [9530]	N/A - Internal issuance [9406]
2	Unique identifier (eg CUSIP, ISIN OF Bloomberg identifier for private placement)	N/A - Internal Issuance [9550]	N/A - Internal Issuance [9400]
3	Governing law(s) of the instrument	Laws of the State of New York	Laws of the State of New York
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	Contractual	Contractual
4	Transitional CRR rules	N/A	N/A
5	Post-transitional CRR rules	N/A	N/A
6	Eligible at solo/group/solo and group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by each jurisdiction)	Loan	Loan
8	Amount recognised in regulatory capital (currency in millions, as of most recent reporting date)	N/A – amount eligible for TLAC only.	N/A – amount eligible for TLAC only.
9	Par value of instrument	USD 2,000m	USD 1,000m
10	Accounting classification	Financial liabilities measured at amortized cost	t Financial liabilities measured at amortized cos
11	Original date of issuance	25 May 2021	06 Dec 2018
12	Perpetual or dated	Dated	Dated
13	Original maturity date	04 Jun 2027	12 Sep 2027
14	Issuer call subject to prior supervisory approval	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	04 Jun 2025	12 September 2025/ Tax event at any time / Par
16	Subsequent call dates, if applicable	N/A	N/A
	Coupons / dividends		
17	Fixed or floating dividend/coupon	Fixed to Floating	Floating
18	Coupon rate and any related index	From 04 June 2025 rate changes from fixed 1.506% to SOFR + 0.99676%	3 month USD LIBOR + 1.96%
19	Existence of a dividend stopper	No	No
20	Fully discretionary, partially discretionary or mandatory	Mandatory	Mandatory
21	Existence of step up or other incentive to redeem	No	No
22	Non-cumulative or cumulative	Cumulative	Cumulative
23	Convertible or non-convertible	Convertible	Convertible
24	If convertible, conversion trigger(s)	Triggers to Federal Reserve debt conversion order authority under Sections 165 and 166 of the Dodd-Frank Act, as embodied in the Federal Reserve regulations at Subpart P of Regulation YY, 12 CFR Section 252.163.	Triggers to Federal Reserve debt conversion order authority under Sections 165 and 166 of the Dodd-Frank Act, as embodied in the Federal Reserve regulations at Subpart P of Regulation YY, 12 CFR Section 252.163.
25	If convertible, fully or partially	May convert fully or partially	May convert fully or partially
26	If convertible, conversion rate	To be determined at conversion	To be determined at conversion
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	Common Equity Tier 1	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	HSBC North America Holdings Inc	HSBC North America Holdings Inc
30	Write-down features	-	
31	If write-down, write-down trigger(s)	-	-
32	If write-down, full or partial	-	-
33	If write-down, permanent or temporary	-	-
34	If temporary write-down, description of write-up mechanism	-	-
34a	Type of subordination	Structural	Structural
35	Position in subordination hierarchy in liquidation (specify instrument type immediately	N/A	N/A
36	senior to instrument) Non-compliant transitioned features	No	No
()	Non-compliant transitioned realures	INU	INU

37 If yes, specify non-compliant features

1	ible Liabilities	HSBC North America Holdings Inc	HSBC North America Holdings Inc
2	Issuer Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	N/A - Internal issuance [9408]	N/A - Internal issuance [9518]
2	Unique identifier (eg CUSIP, ISIN of Bioomberg identifier for private placement)	N/A - Internal Issuance [9408]	N/A - Internal Issuance [9518]
3	Governing law(s) of the instrument	Laws of the State of New York	Laws of the State of New York
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	Contractual	Contractual
4	Transitional CRR rules	N/A	N/A
5	Post-transitional CRR rules	N/A	N/A
5	Eligible at solo/group/solo and group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by each jurisdiction)	Loan	Loan
8	Amount recognised in regulatory capital (currency in millions, as of most recent reporting date)	N/A – amount eligible for TLAC only.	N/A – amount eligible for TLAC only.
9	Par value of instrument	USD 2,000m	USD 1,500m
10	Accounting classification	Financial liabilities measured at amortized cost	t Financial liabilities measured at amortized co
11	Original date of issuance	06 Dec 2018	08 Mar 2021
12	Perpetual or dated	Dated	Dated
13	Original maturity date	12 Sep 2027	04 Jun 2032
14	Issuer call subject to prior supervisory approval	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	12 September 2025/ Tax event at any time / Par	4 June 2030/ Tax event at any time / Par
16	Subsequent call dates, if applicable	N/A	N/A
	Coupons / dividends		
7	Fixed or floating dividend/coupon	Fixed to Floating	Fixed to Floating
18	Coupon rate and any related index	From 12 September 2025 rate changes from fixed 4.95% to 3 month USD LIBOR + 1.932%	From 04 June 2030 rate changes from fixed 2.6250% to SOFR + 1.3396%
19	Existence of a dividend stopper	No	No
20	Fully discretionary, partially discretionary or mandatory	Mandatory	Mandatory
21	Existence of step up or other incentive to redeem	No	No
22	Non-cumulative or cumulative	Cumulative	Cumulative
23	Convertible or non-convertible	Convertible	Convertible
24	If convertible, conversion trigger(s)	Triggers to Federal Reserve debt conversion order authority under Sections 165 and 166 of the Dodd-Frank Act, as embodied in the Federal Reserve regulations at Subpart P of Regulation YY, 12 CFR Section 252.163.	Triggers to Federal Reserve debt conversion order authority under Sections 165 and 166 of the Dodd-Frank Act, as embodied in the Federal Reserve regulations at Subpart P of Regulation YY, 12 CFR Section 252.163.
25	If convertible, fully or partially	May convert fully or partially	May convert fully or partially
26	If convertible, conversion rate	To be determined at conversion	To be determined at conversion
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	Common Equity Tier 1	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	HSBC North America Holdings Inc	HSBC North America Holdings Inc
30	Write-down features	-	-
31	If write-down, write-down trigger(s)	-	-
32	If write-down, full or partial	-	-
33	If write-down, permanent or temporary	-	-
34	If temporary write-down, description of write-up mechanism	-	-
34a	Type of subordination	Structural	Structural
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	N/A	N/A
36	Non-compliant transitioned features	No	No
07		110	110

37 If yes, specify non-compliant features

1	jible Liabilities	LISBC North Amorico Haldings Inc.	LICDC North America Haldings Inc.
2		HSBC North America Holdings Inc	HSBC North America Holdings Inc
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	N/A - Internal issuance [9413]	N/A - Internal issuance [9579]
3	Governing law(s) of the instrument	Laws of the State of New York	Laws of the State of New York
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	Contractual	Contractual
4	Transitional CRR rules	N/A	N/A
5	Post-transitional CRR rules	N/A	N/A
Ś	Eligible at solo/group/solo and group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by each jurisdiction)	Loan	Loan
8	Amount recognised in regulatory capital (currency in millions, as of most recent reporting date)	N/A – amount eligible for TLAC only.	N/A – amount eligible for TLAC only.
9	Par value of instrument	USD 1,500	USD 500
10	Accounting classification	Financial liabilities measured at amortized cost	
11	Original date of issuance	13 Dec 2018	09 Dec 2022
2	Perpetual or dated	Dated	Dated
3	Original maturity date	08 Mar 2028	09 Dec 2029
4	Issuer call subject to prior supervisory approval	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	8 March 2026/ Tax event at any time / Par	9 December 2027/ Tax event at any time / Pa
16	Subsequent call dates, if applicable	N/A	N/A
	Coupons / dividends		
7	Fixed or floating dividend/coupon	Fixed to Floating	Fixed to Floating
18	Coupon rate and any related index	From 8 March 2026 rate changes from fixed to 4.968% to 3 month USD LIBOR + 2.118%	From 9 December 2027 rate changes from fixed 6.215% to SOFR + 2.680%
19	Existence of a dividend stopper	No	No
20	Fully discretionary, partially discretionary or mandatory	Mandatory	Mandatory
21	Existence of step up or other incentive to redeem	No	No
22	Non-cumulative or cumulative	Cumulative	Cumulative
23	Convertible or non-convertible	Convertible	Convertible
24	If convertible, conversion trigger(s)	Triggers to Federal Reserve debt conversion order authority under Sections 165 and 166 of the Dodd-Frank Act, as embodied in the Federal Reserve regulations at Subpart P of Regulation YY, 12 CFR Section 252.163.	Triggers to Federal Reserve debt conversion order authority under Sections 165 and 166 of the Dodd-Frank Act, as embodied in the Federal Reserve regulations at Subpart P of Regulation YY, 12 CFR Section 252.163.
25	If convertible, fully or partially	May convert fully or partially	May convert fully or partially
26	If convertible, conversion rate	To be determined at conversion	To be determined at conversion
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	Common Equity Tier 1	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	HSBC North America Holdings Inc	HSBC North America Holdings Inc
30	Write-down features	-	-
31	If write-down, write-down trigger(s)	-	-
32	If write-down, full or partial	-	-
	If write-down, permanent or temporary	-	-
33	If temporary write-down, description of write-up mechanism	-	-
		Structural	Structural
34	Type of subordination		
34 34a	Type of subordination Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	N/A	N/A
33 34 34a 35 36			N/A No