



HSBC Holdings plc

(a company incorporated in England with registered number 617987; the liability of its members is limited)

as Issuer

**A\$10,000,000,000
DEBT ISSUANCE PROGRAMME**

This supplement (the "**Supplement**") to the information memorandum dated 31 March 2023 relating to the Debt Issuance Programme and the supplements thereto dated 3 May 2023, 2 August 2023 and 31 October 2023 (together, the "**Information Memorandum**") prepared by HSBC Holdings plc, as issuer (the "**Issuer**"), which constitutes listing particulars for the purposes of listing ("**Listing**") on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") and trading on the Global Exchange Market of Euronext Dublin and, for the avoidance of doubt, which does not constitute (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 Regulation (EU) 2017/1129, constitutes supplementary listing particulars (pursuant to rule 3.10 of the Global Exchange Market Listing and Admission to Trading – Rules) for the purposes of Listing.

Terms defined in the Information Memorandum have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Information Memorandum and any other supplements to the Information Memorandum prepared by the Issuer in relation to its A\$10,000,000,000 Debt Issuance Programme.

This Supplement has been approved by Euronext Dublin for the purposes of Listing.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to:

- disclose that on 22 February 2024, the Issuer filed with the U.S. Securities and Exchange Commission (the "**SEC**") its Form 20-F (the "**2023 Form 20-F**"). The 2023 Form 20-F, save for the sections entitled "Report of Independent Registered Public Accounting Firm to the Board of Directors and Shareholders of HSBC Holdings plc", "Financial Statements" and "Notes on the Financial Statements" that fall within pages 354 to 461 of the 2023 Form 20-F, is hereby incorporated by reference into the Information Memorandum. The 2023 Form 20-F is available on the Issuer's website at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/group?page=1&take=20> and in electronic form on the SEC's website at <https://www.sec.gov/Archives/edgar/data/1089113/000108911324000004/hsbc-20231231.htm>;
- disclose that on 21 February 2024, the Issuer published its Annual Report and Accounts 2023 (the "**2023 Annual Report and Accounts**"). The audited consolidated financial statements of the Issuer, the independent auditors' report thereon and the notes thereto, in respect of the financial year ended 31 December 2023, as set out on pages 318 to 434 of the 2023 Annual Report and Accounts, and the notes to such audited consolidated financial statements of the Issuer that are identified as '(Audited)' and are presented within the sections of the 2023 Annual Report and Accounts entitled "Risk review" and "Directors' remuneration report" which sections are set out on pages 135 to 237 and 279 to 305 respectively of the 2023 Annual Report and Accounts, are hereby incorporated by reference into the Information Memorandum. The 2023 Annual Report

and Accounts is available on the Issuer's website at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/group?page=1&take=20>;

- replace paragraph 1 of the "*General Information*" section of the registration document of the Issuer dated 31 March 2023 (which is incorporated by reference into the Information Memorandum) with the following statement:

"There has been no significant change in the financial position or financial performance of the Group nor any material adverse change in the prospects of the Issuer since 31 December 2023.";

- replace paragraph 5 of the "*General Information*" section of the Information Memorandum with the following statement:

"There has been no material adverse change in the prospects of the Issuer since 31 December 2023."; and

- replace paragraph 6 of the "*General Information*" section of the Information Memorandum with the following statement:

"There has been no significant change in the financial or trading position of the Issuer and its subsidiaries since 31 December 2023."

To the extent that any document or information incorporated by reference itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement or the Information Memorandum, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information. To the extent that only certain parts of the above documents are specified to be incorporated by reference herein, the non-incorporated parts of such documents are either not relevant for investors or covered elsewhere in this Supplement or the Information Memorandum.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated into the Information Memorandum by this Supplement and (b) any other statement in or incorporated by reference in the Information Memorandum prior to the date of this Supplement, the statement in this Supplement will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Information Memorandum has arisen or been noted, as the case may be, since the publication of the Information Memorandum.