

BASE PROSPECTUS SUPPLEMENT

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 14 March 2017 relating to the Debt Issuance Programme (the "**Base Prospectus**") prepared by HSBC Holdings plc ("**HSBC Holdings**") 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 (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 disclose that on the 4 May 2017, HSBC Holdings published its Earnings Release for the three months ended 31 March 2017 (the "**Earnings Release**"). The Earnings Release is available on the Issuer's website at: http://www.hsbc.com/investor-relations/group-results-and-reporting?WT.ac=HGHO_Ir_fr1.1_On. The Earnings Release is hereby incorporated by reference into the Base Prospectus. Any document or information incorporated by reference into the Earnings Release, either expressly or impliedly, does not form part of this Base Prospectus Supplement for the purposes of the Prospectus Directive.

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.

HSBC Holdings accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge and belief of HSBC Holdings (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.

10 May 2017