

FINAL TERMS

Final Terms dated 18 May 2009

Series No: 15

Tranche No: 1

HSBC Holdings plc
Debt Issuance Programme

Issue of

GBP 650,000,000

6.50 per cent. Notes due May 2024

PART A - CONTRACTUAL TERMS

This document constitutes the Final Terms relating to the issue of the Tranche of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Base Prospectus dated 17 March 2009 in relation to the above Programme (incorporating the Registration Document dated 17 March 2009) and as supplemented by base prospectus supplement dated 9 April 2009 (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the supplement thereto are available for viewing at HSBC Holdings plc, 8 Canada Square, London E14 5HQ and copies may be obtained from such address.

- | | | | |
|----|-------|--|--|
| 1. | (i) | Issuer: | HSBC Holdings plc |
| | (ii) | Arranger(s): | HSBC Bank plc |
| 2. | (i) | Series number: | 15 |
| | (ii) | Tranche number: | 1 |
| 3. | | Specified Currency or currencies: | |
| | (i) | of denomination: | GBP |
| | (ii) | of payment: | GBP |
| 4. | | Aggregate Principal Amount of Notes admitted to trading: | |
| | (i) | Series: | GBP 650,000,000 |
| | (ii) | Tranche: | GBP 650,000,000 |
| 5. | (i) | Issue Price: | 99.822 per cent. of the Aggregate Principal Amount |
| | (ii) | Commission payable: | 0.45 per cent. |
| | (iii) | Selling concessions: | None |

	(iv) Net proceeds:	GBP 645,918,000
6.	(i) Specified Denomination(s) <i>(Condition 1(b))</i> :	GBP 50,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 99,000
	(ii) Calculation Amount	GBP 1,000
7.	(i) Issue Date:	20 May 2009
	(ii) Interest Commencement Date:	20 May 2009
8.	Maturity Date: <i>(Condition 6(a))</i>	20 May 2024
9.	Interest basis: <i>(Conditions 3 to 5)</i>	6.50 per cent. Fixed Rate Notes
10.	Redemption basis: <i>(Condition 6)</i>	Redemption at par
11.	Change of interest or redemption basis:	Not Applicable
12.	Put/Call options:	Not Applicable
13.	(i) Status of the Notes: <i>(Condition 2)</i>	Not Subordinated Notes
	(ii) Subordinated Notes:	Not Applicable
	(iii) Date Board approval for issuance of Notes obtained:	Not Applicable
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note provisions: <i>(Condition 3)</i>	Applicable
	(i) Rate of Interest:	6.50 per cent. per annum payable annually in arrear
	(ii) Fixed Interest Payment Dates(s):	20 May in each year commencing on 20 May 2010 and ending on 20 May 2024
	(iii) Day count fraction:	Actual/Actual (ICMA) (and for these purposes, "Regular Period" means each period from and including the Interest Commencement Date to but excluding the first Fixed Interest Payment Date and each successive period from and including one Fixed Interest Payment Date to but excluding the next Interest Payment Date)

16. Floating Rate Note provisions: Not Applicable
(Condition 4)
17. Variable Coupon Amount Note provisions: Not Applicable
(Condition 5)
18. Zero Coupon Note provisions: Not Applicable
(Condition 5)

PROVISIONS RELATING TO REDEMPTION

19. Issuer's optional redemption (Call): No
(Condition 6(c))
20. Noteholder's optional redemption (Put): No
(Condition 6(d))
21. Final redemption amount: GBP 1,000 per Calculation Amount
(Condition 6(a))
22. Instalment Notes: Not Applicable
(Condition 6(a))
23. Early redemption amount:
- (i) Early redemption amount (upon redemption for taxation reasons) Par
(Condition 6(b)):
 - (ii) Early redemption amount upon enforcement: Par
(Condition 10)
 - (iii) Other redemption provisions: None
(Condition 6(h))

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes:
(Condition 1(a))
- (i) Form of Notes: Bearer
 - (ii) Bearer Notes exchangeable for Registered Notes: No
25. (A) If issued in bearer form:
- (i) Initially represented by a Temporary Global Note or Permanent Global Note: Temporary Global Note
 - (ii) Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Notes and/or Registered Notes: Yes, exchangeable for Permanent Global Note

(Condition 1(a))

- | | | |
|--------|--|---|
| (iii) | Permanent Global Note exchangeable for Definitive Notes and/or Registered Notes: | Yes. The Issuer waives its right to elect to exchange a Permanent Global Note for Definitive Notes in the circumstances described in item (d) of the exchange provision of the Permanent Global Note. |
| (iv) | Coupons to be attached to Definitive Notes: | Yes |
| (v) | Talons for future Coupons to be attached to Definitive Notes: | Not Applicable |
| (vi) | (a) Definitive Notes to be security printed: | Yes |
| | (b) If the answer to (a) is yes, whether steel engraved plates will be used: | Yes |
| (vii) | Definitive Notes to be in ICMA or successor's format: | Yes |
| (viii) | Issuer or Noteholder to pay costs of security printing: | Issuer |
| (B) | If issued in registered form: | |
| (i) | Rule 144A Global Registered Note exchangeable for U.S. Definitive Registered Notes: | Not Applicable |
| (ii) | Restricted Global Registered Note exchangeable for U.S. Definitive Registered Notes: | Not Applicable |
| 26. | Exchange Date for exchange of Temporary Global Note: | Not earlier than 29 June 2009 |
| 27. | Payments:
<i>(Condition 8)</i> | |
| (i) | Method of payment: | Condition 8 shall apply, subject as provided in the Temporary Global Note or as the case may be, the Permanent Global Note |
| (ii) | Relevant Financial Centre Day: | As provided in Condition 8 |
| 28. | Partly Paid Notes:
<i>(Condition 1)</i> | No |
| 29. | Redenomination:
<i>(Condition 9)</i> | |

- (i) Redenomination: Not Applicable
- (ii) Exchange: Not Applicable

DISTRIBUTION

30. (i) If syndicated, names of Relevant Dealer/Lead Manager: HSBC Bank plc
- (ii) If syndicated, names of other Dealers/Managers (if any): Australia & New Zealand Banking Group
Banca IMI S.p.A.
Banco Santander, S.A.
Bank of Montreal, London Branch
Calyon
Canadian Imperial Bank of Commerce, London Branch
Commerzbank Aktiengesellschaft
Danske Bank A/S
Lloyds TSB Bank plc
Morgan Stanley & Co. International plc
Nordea Bank Danmark A/S
ScotiaMcLeod Inc.
Société Générale
Wachovia Securities International Limited
- (iii) Date of Subscription Agreement: 18 May 2009
- (iv) Stabilising Manager (if any): HSBC Bank plc
31. If non-syndicated, name of Relevant Dealer: Not Applicable
32. Selling restrictions:
- U.S. Selling Restrictions: Regulation S, Category 2, TEFRA D
Not Rule 144A eligible
- Other: Not Applicable
33. Stabilisation: **In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as the Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager(s)) in the applicable Final Terms may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) (or persons acting on behalf of a Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public**

disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilising Manager(s) (or person(s) acting on behalf of any Stabilising Manager(s)) in accordance with all applicable laws and rules.

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Debt Issuance Programme of HSBC Holdings plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

CONFIRMED

HSBC HOLDINGS PLC

By:



Authorised Signatory

Date: 18th May 2009.

PART B - OTHER INFORMATION

34. LISTING

- (i) Listing: Application has been made for the Notes to be admitted to listing on the Official List of the UK Listing Authority with effect from 20 May 2009
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the regulated market of the London Stock Exchange plc with effect from 20 May 2009

35. RATINGS

- Ratings: The long term senior debt of HSBC Holdings plc has been rated:
- S&P: AA-
- Moody's: Aa2
- Fitch: AA

36. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

37. REASONS FOR THE OFFER ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: See "Use of Proceeds" in Base Prospectus
- (ii) Estimated net proceeds: GBP 645,918,000
- (iii) Estimated total expenses: EUR 15,000

38. YIELD

- (i) Indication of yield: Calculated as 6.519 per cent. per annum on the Issue Date assuming redemption of Notes on 20 May 2009
- As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

39. HISTORIC INTEREST RATES

Not Applicable

40. **PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

The Issuer does not intend to provide post-issuance information.

41. **PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**

Not Applicable

OPERATIONAL INFORMATION

- | | | |
|-----|--|--|
| 42. | ISIN Code: | XS0429422271 |
| 43. | Common Code: | 042942227 |
| 44. | New Global Note or Classic Global Note: | New Global Note |
| 45. | New Global Note intended to be held in a manner which would allow Eurosystem eligibility: | Yes

Note that the designation "Yes" simply means that the Notes are intended upon issue to be delivered to the common safe-keeper acting as agent for Euroclear or Clearstream, Luxembourg and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria. |
| 46. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 47. | Settlement procedures: | Eurobond |
| 48. | Name and Address of Initial Paying Agent(s) | HSBC Bank plc
8 Canada Square
London
E14 5HQ |
| 49. | Additional Paying Agent(s) (if any): | None |
| 50. | Common Depository: | HSBC Bank plc |
| 51. | Agent Bank: | Not Applicable |

- | | |
|--|----------------------|
| — is Agent Bank to make calculations? | Not Applicable |
| if not, identify calculation agent: | Not Applicable |
| 52. Notices:
(<i>Condition 14</i>) | Condition 14 applies |
| 53. City in which specified office of Registrar to be maintained:
(<i>Condition 12</i>) | Not Applicable |
| 54. Tradeable Amount: | Not Applicable |
| 55. Other relevant Terms and Conditions: | None |
| 56. Other Final Terms: | None |