

**Certificate of Approval of a Prospectus
in accordance with Articles 17 and 18 of Directive 2003/71/EC**

To :

FINANCIAL SERVICES AND MARKETS AUTHORITY (FSMA)
AUTORITEIT FINANCIËLE MARKTEN (AFM)

From :

Autorité des marchés financiers (AMF)
17, place de la Bourse
75002 PARIS
FRANCE

We hereby certify that the base prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC and was approved by us on June 28, 2012.

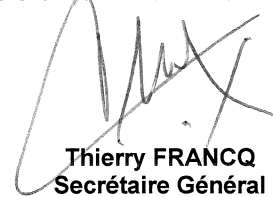
Name of Issuer : HSBC FRANCE

Registered Office : 103 avenue des Champs-Élysées, 75008 PARIS

Type of Securities (references to the annexes of regulation EC 809/2004 according to which the prospectus was drawn up) : Annexes 5, 11 and 12

Guarantor : not applicable

Date : June 28, 2012
Reference : 12-311/126-12



Thierry FRANcq
Secrétaire Général
Autorité des marchés financiers
(AMF)

17, place de la Bourse
75002 PARIS

Attachment :

(1) Base prospectus approved on June 28, 2012.