

## OPERATIONAL INFORMATION DOCUMENT

**This Operational Information Document relates to the Final Terms dated 26 June 2015 (the "Final Terms") in respect of the issue of EUR 1,500,000,000 Subordinated 3.00 per cent. Notes due June 2025 (the "Notes").**

*This Operational Information Document has not been reviewed or approved by any competent authority for the purposes of the Prospectus Directive or otherwise and does not form part of the Final Terms for the purposes of the Prospectus Directive. However, for all other purposes this Operational Information Document must be read in conjunction with the Final Terms. Words and expressions which have a defined meaning in the Final Terms or Base Prospectus have the same meanings in this Operational Information Document.*

- | 1.   | Method of distribution:  | Syndicated  |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
|--|--|---|-------------|--------------------------------------|-----------------------------------|-------------|--------------------|------------|------------------|------------|--|------------|--------------------------------|------------|-------------------|------------|--------------------------------|------------|--------------------|------------|------------------|------------|--|------------|--|------------|---------------------------|--|------------------------|-----------|
| 2.   | (i) If syndicated, names and underwriting commitment of Relevant Dealer/ Lead Manager: | <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 60%;"><i>Name</i></th> <th style="text-align: right;"><i>Underwriting Commitment (EUR)</i></th> </tr> </thead> <tbody> <tr> <td>HSBC Bank plc</td> <td style="text-align: right;">928,125,000</td> </tr> </tbody> </table>   | <i>Name</i> | <i>Underwriting Commitment (EUR)</i> | HSBC Bank plc                     | 928,125,000 |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| <i>Name</i>                                      | <i>Underwriting Commitment (EUR)</i>   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| HSBC Bank plc                                    | 928,125,000  |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
|  | (ii) If syndicated, names and underwriting commitments of other Dealers/ Managers:     | <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 60%;"><i>Name</i></th> <th style="text-align: right;"><i>Underwriting Commitment (EUR)</i></th> </tr> </thead> <tbody> <tr> <td colspan="2" style="text-align: center;"><b><u>Joint Lead Managers</u></b></td> </tr> <tr> <td>ABN AMRO Bank N.V.</td> <td style="text-align: right;">48,750,000</td> </tr> <tr> <td>Banca IMI S.p.A.</td> <td style="text-align: right;">48,750,000</td> </tr> <tr> <td>Bank of Communications Co., Ltd Hong Kong Branch</td> <td style="text-align: right;">48,750,000</td> </tr> <tr> <td>Commerzbank Aktiengesellschaft</td> <td style="text-align: right;">48,750,000</td> </tr> <tr> <td>Nykredit Bank A/S</td> <td style="text-align: right;">48,750,000</td> </tr> <tr> <td>The Royal Bank of Scotland plc</td> <td style="text-align: right;">48,750,000</td> </tr> <tr> <td>Banco Santander SA</td> <td style="text-align: right;">48,750,000</td> </tr> <tr> <td>Societe Generale</td> <td style="text-align: right;">48,750,000</td> </tr> <tr> <td>Wells Fargo Securities International Limited</td> <td style="text-align: right;">48,750,000</td> </tr> <tr> <td>Westpac Banking Corporation ABN 33 007 457 141</td> <td style="text-align: right;">48,750,000</td> </tr> <tr> <td colspan="2" style="text-align: center;"><b><u>Co-Managers</u></b></td> </tr> <tr> <td>CIBC World Markets plc</td> <td style="text-align: right;">9,375,000</td> </tr> </tbody> </table> | <i>Name</i> | <i>Underwriting Commitment (EUR)</i> | <b><u>Joint Lead Managers</u></b> |             | ABN AMRO Bank N.V. | 48,750,000 | Banca IMI S.p.A. | 48,750,000 | Bank of Communications Co., Ltd Hong Kong Branch | 48,750,000 | Commerzbank Aktiengesellschaft | 48,750,000 | Nykredit Bank A/S | 48,750,000 | The Royal Bank of Scotland plc | 48,750,000 | Banco Santander SA | 48,750,000 | Societe Generale | 48,750,000 | Wells Fargo Securities International Limited | 48,750,000 | Westpac Banking Corporation ABN 33 007 457 141 | 48,750,000 | <b><u>Co-Managers</u></b> |  | CIBC World Markets plc | 9,375,000 |
| <i>Name</i>                                      | <i>Underwriting Commitment (EUR)</i>   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| <b><u>Joint Lead Managers</u></b>                |  |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| ABN AMRO Bank N.V.                               | 48,750,000   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| Banca IMI S.p.A.                                 | 48,750,000   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| Bank of Communications Co., Ltd Hong Kong Branch | 48,750,000   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| Commerzbank Aktiengesellschaft                   | 48,750,000   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| Nykredit Bank A/S                                | 48,750,000   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| The Royal Bank of Scotland plc                   | 48,750,000   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| Banco Santander SA                               | 48,750,000   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| Societe Generale                                 | 48,750,000   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| Wells Fargo Securities International Limited     | 48,750,000   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| Westpac Banking Corporation ABN 33 007 457 141   | 48,750,000   |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| <b><u>Co-Managers</u></b>                        |  |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |
| CIBC World Markets plc                           | 9,375,000  |   |             |                                      |                                   |             |                    |            |                  |            |  |            |                                |            |                   |            |                                |            |                    |            |                  |            |  |            |  |            |                           |  |                        |           |

<b>Emirates NBD P.J.S.C.</b>	9,375,000
<b>First Gulf Bank P.J.S.C</b>	9,375,000
<b>Mitsubishi UFJ Securities International plc</b>	9,375,000
<b>Mizuho International plc</b>	9,375,000
<b>National Bank of Abu Dhabi P.J.S.C.</b>	9,375,000
<b>NCB Capital Company</b>	9,375,000
<b>Scotiabank Europe plc</b>	9,375,000
<b>SMBC Nikko Capital Markets Limited</b>	9,375,000

- (iii) Date of Subscription Agreement: 26 June 2015
- (iv) Stabilising Manager(s) (if any): HSBC Bank plc
3. If non-syndicated, name and address of Relevant Dealer: Not Applicable
4. Additional selling restrictions: Not Applicable
5. New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable
6. Registered Global Notes intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable
7. Use of proceeds: The net proceeds will be used in the conduct of the business of the Issuer.

Signed on behalf of the Issuer:

By:  .....

Duly authorised 