

BASE PROSPECTUS SUPPLEMENT DATED 26 FEBRUARY 2024



HSBC Bank plc

(a company incorporated in England with registered number 14259; the liability of its members is limited)

as Issuer

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with: (i) the base prospectus dated 18 May 2023 relating to the Debt Issuance Programme and the supplement thereto dated 2 August 2023 (together, the "**DIP Base Prospectus**"); (ii) the base prospectus dated 25 May 2023 relating to the issuance of Market Access Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 2 August 2023 (together, the "**Market Access Base Prospectus**"); (iii) the base prospectus dated 15 June 2023 relating to the issuance of Preference Share-Linked Notes under the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 2 August 2023 (together, the "**Preference Share-Linked Base Prospectus**"); and (iv) the base prospectus dated 23 June 2023 relating to the issuance of Index-Linked Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 2 August 2023 (together, the "**Index-Linked Notes and Warrants Base Prospectus**") (the DIP Base Prospectus, the Market Access Base Prospectus, the Preference Share-Linked Base Prospectus and the Index-Linked Notes and Warrants Base Prospectus together being hereafter referred to as the "**Base Prospectuses**") each prepared by HSBC Bank plc (the "**Issuer**") in connection with the applications made for Notes, Warrants or Certificates (as applicable) 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, as amended (the "**FSMA**")) and to trading on the main market of the London Stock Exchange plc and/or the offer of Notes, Warrants or Certificates to the public (as applicable).

This Base Prospectus Supplement constitutes a supplement for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**UK Prospectus Regulation**") and a supplementary prospectus for the purposes of section 87G of the FSMA. Terms defined in the Base Prospectuses shall have the same meaning when used in this Base Prospectus Supplement.

The Issuer accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge of the Issuer, 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.

The purpose of this Base Prospectus 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 Shareholder of HSBC Bank plc", "Financial Statements" and "Notes on the Financial Statements" that fall within pages 112 to 187 of the 2023 Form 20-F, is hereby incorporated by reference into the Base Prospectuses. The 2023 Form 20-F is available on the Issuer's website at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20> and in electronic form on the SEC's website at <https://www.sec.gov/Archives/edgar/data/1140465/000114046524000013/hbeu-20231231.htm>;

- disclose that on 21 February 2024, the Issuer published its annual report and accounts for the year ended 31 December 2023 (the "**2023 Annual Report and Accounts**"), submitted to and filed with the United Kingdom Financial Conduct Authority. The audited consolidated financial statements of the Issuer, the independent auditor's report thereon and the notes thereto, in respect of the financial year ended 31 December 2023, as set out on pages 99 to 192 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 section of the 2023 Annual Report and Accounts entitled "Risk review", which section is set out on pages 22 to 86 of the 2023 Annual Report and Accounts, are hereby incorporated by reference into the Base Prospectuses. The 2023 Annual Report and Accounts is available at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20>;
- replace paragraph 2 of the "*General Information*" section of the registration document prepared by the Issuer dated 18 May 2023 (which is incorporated by reference into the Base Prospectuses) with the following statement:

"There has been no significant change in the financial position or financial performance of the Issuer or the Group nor any material adverse change in the prospects of the Issuer since 31 December 2023"; and
- replace each of paragraph 8 of the '*General Information*' section of the Market Access Base Prospectus, paragraph 8 of the '*General Information*' section of the Preference Share-Linked Base Prospectus and paragraph 9 of the '*General Information*' section of the Index-Linked Notes and Warrants Base Prospectus with the following statement:

"There has been no significant change in the financial position or financial performance of the Issuer and its subsidiary undertakings nor any material adverse change in the prospects of the Issuer 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 Base Prospectus Supplement or any of the Base Prospectuses for the purposes of the UK Prospectus Regulation, except where such information or documents are stated within this Base Prospectus Supplement as specifically being incorporated by reference or where this Base Prospectus 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 Base Prospectus Supplement or the Base Prospectuses.

To the extent there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated into the Base Prospectuses by this Base Prospectus Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectuses, the statements in this Base Prospectus Supplement will prevail.

Save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectuses has arisen since the publication of the Base Prospectuses.

In circumstances where Article 23(2) of the UK Prospectus Regulation applies, investors who have agreed to purchase or subscribe for any Notes, Warrants or Certificates prior to the publication of this Base Prospectus Supplement may have the right to withdraw their acceptance. Investors wishing to exercise any such right should do so by giving notice in writing to the person from whom they agreed to purchase or subscribe for such Notes, Warrants or Certificates. This right is exercisable up to, and including 28 February 2024, which is the final date for the exercise of such right to withdraw.