

SUPPLEMENTARY LISTING PARTICULARS



HSBC Bank plc

(A company incorporated with limited liability in England with registered number 14259)

as Issuer

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This supplement (the "**Supplement**") to the offering memorandum dated 10 June 2016 relating to the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 9 August 2016 and 21 October 2016 (the "**Offering Memorandum**"), which constitutes listing particulars for the purposes of listing on the Official List of the Irish Stock Exchange ("**Listing**") and trading on the Global Exchange Market of the Irish Stock Exchange and, for the avoidance of doubt, which does not constitute (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC (as amended)) constitutes supplementary listing particulars (pursuant to rule 3.10 of the Global Exchange Market Listing and Admission to Trading – Rules) for the purposes of Listing.

Terms defined in the Offering Memorandum have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Memorandum and any other supplements to the Offering Memorandum prepared by HSBC Bank plc, as issuer (the "**Issuer**") in relation to its Programme for the Issuance of Notes and Warrants.

This Supplement has been approved by the Irish Stock Exchange for the purposes of Listing.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to disclose that on 21 February 2017 the Issuer published its annual report and accounts for the year ended 31 December 2016 (the "**Annual Report and Accounts**") and the related additional financial information document (the "**Additional Information**"). The Annual Report and Accounts and the Additional Information are available at <http://www.hsbc.com/investor-relations/subsidiary-company-reporting>. The Additional Information contains certain additional financial information, which is intended to be read in conjunction with the Annual Report and Accounts, but which is not required to be included in the Annual Report and Accounts by either the UK Companies Act 2006 or by International Financial Reporting Standards. It includes commentary on the results of the Issuer and its subsidiaries for 2015 compared to 2014 and certain statistical and other information. The Additional Information has been published by the Issuer together with the Annual Report and Accounts. The Annual Report and Accounts and the Additional Information, other than information incorporated by reference therein, are hereby incorporated by reference into the Offering Memorandum.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Offering Memorandum prior to the date of this Supplement, the statement in this Supplement will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Memorandum has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.

27 February 2017