SUPPLEMENTARY LISTING PARTICULARS DATED 26 MAY 2020

HSBC Bank plc

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

HSBC Bank Middle East Limited

(a company limited by shares incorporated in the Dubai International Financial Centre)
as Issuer

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This supplement (the "**Supplement**") to the offering memorandum dated 6 June 2019 relating to the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 27 June 2019, 6 August 2019, 9 December 2019, 24 January 2020, 19 February 2020 and 6 April 2020 (together the "**Offering Memorandum**"), which constitutes listing particulars for the purposes of listing ("**Listing**") on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") and trading on the Global Exchange Market of Euronext Dublin 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and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC (as amended or superseded) or Regulation (EC) 2017/1129, constitutes supplementary listing particulars (pursuant to rule 3.10 of the Global Exchange Market Listing and Admission to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 ("**HBEU**") and HSBC Bank Middle East Limited ("**HBME**" and, together with HBEU, the "**Issuers**" and each an "**Issuer**"), in relation to its Programme for the Issuance of Notes and Warrants.

This Supplement has been approved by Euronext Dublin for the purposes of Listing.

HBEU accepts responsibility for the information contained in this Supplement relating to HBEU and Notes and Warrants issued by it. To the best of the knowledge of HBEU (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 S&P Global Ratings Europe Limited announced on 13 May 2020 that the long-term and short-term credit ratings of the Issuer were revised as follows:

Previous long-term credit rating of the Issuer	**Revised long-term credit rating of the Issuer as of 13 May 2020**
AA-	A+
Previous short-term credit rating of the Issuer	**Revised short-term credit rating of the Issuer as of 13 May 2020**
A-1+	A-1

- insert a new risk factor entitled: *Impact of Covid-19* in the Offering Memorandum in the section entitled "**Risks relating to HBEU**" as set out in Annex 1 hereto.

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.

HBEU confirms that, save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Memorandum and relating to HBEU and Notes and Warrants issued by it under the Programme has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.

ANNEX 1

Impact of Covid-19

The outbreak of Covid-19 has had, and continues to have, a material impact on businesses around the world and the economic environments in which they operate.

The outbreak has caused disruption to the Issuer's customers, suppliers and staff globally. A number of jurisdictions in which the Issuer operates, such as the United Kingdom, have implemented severe restrictions on the movement of populations, with a resultant significant impact on economic activity. These restrictions are being determined by the governments of individual jurisdictions, including through the implementation of emergency powers. The impacts of these restrictions, including the subsequent lifting of restrictions, may vary from jurisdiction to jurisdiction. It remains unclear how this will evolve through 2020 and beyond, and the Issuer continues to monitor the situation closely.

In a number of jurisdictions in which the Issuer operates, the Issuer has initiated market-specific measures to support its personal and business customers through these challenging times, including mortgage assistance, payment holidays, the waiving of certain fees and charges, and liquidity relief for businesses facing market uncertainty and supply chain disruption. The Issuer is also working closely with governments and supporting national schemes that focus on the parts of the economy most impacted by Covid-19.

The actions taken by the various governments and central banks, in particular in the UK and EU, provide an indication of the potential severity of the downturn and post-recovery environment, which from a commercial, regulatory and risk perspective could be significantly different to past crises and persist for a prolonged period. An immediate financial impact of the outbreak is an increase in expected credit losses and other credit impairment charges ("**ECL**"), driven by a change in the economic scenarios used to calculate ECL. The outbreak has led to a weakening in gross domestic product ("**GDP**") in many of the Issuer's markets, a key input used for calculating ECL, and the probability of a more adverse economic scenario for at least the short to medium term is substantially higher than at 31 December 2019. Furthermore, ECL will arise from other parts of the Issuer's business impacted by the disruption to supply chains. The impact will vary by sectors of the economy, with heightened risk to the oil and gas, transport and discretionary consumer sectors being observed in the first stages of the outbreak. The impact of the outbreak on the long-term prospects of businesses in these sectors is uncertain and may lead to significant ECL charges on specific exposures, which may not be fully captured by ECL modelling techniques. In addition, in times of crisis, fraudulent activity is often more prevalent, leading to potentially significant ECL charges.

Should the Covid-19 outbreak continue to cause disruption to economic activity in the UK and Europe through 2020, there could be further adverse impacts on the Issuer's income due to lower lending and transaction volumes and lower wealth and insurance manufacturing revenue due to equity markets volatility. Lower interest rates globally will negatively impact net interest income and increase the cost of guarantees for insurance manufacturing.

Moreover, the Issuer has financial instruments which are carried at fair value, and such fair values may be impacted by the market volatility resulting from the Covid-19 outbreak. This would in turn affect the market value of such instruments and result in markdowns on such instruments and an increase in the size of fair value adjustments.

The Covid-19 outbreak will also have material impacts on capital and liquidity. This may include downward customer credit rating migration, which could negatively impact the Issuer's risk-weighted assets and capital position, and potential liquidity stress due, among other factors, to increased customer drawdowns, notwithstanding the significant initiatives that governments and central banks, including the UK government and the Bank of England, have put in place to support funding and liquidity. Central banks in some markets have also initiated a series of capital measures, including the reduction of certain regulatory capital buffers, to support the ability of banks to supply credit to businesses and households through this period of economic disruption. For instance, the Bank of England's Financial Policy Committee reduced the UK countercyclical capital buffer rate to zero per cent.

Central bank and government actions and support measures may result in restrictions in relation to capital. These may limit management's flexibility in managing the business and taking action in relation to capital distribution and capital allocation.

There remain significant uncertainties in assessing the duration of the Covid-19 outbreak and its impact. A prolonged period of significantly reduced economic activity as a result of the impact of the outbreak would have a material adverse effect on the Issuer’s financial condition, results of operations, prospects, liquidity, capital position and credit ratings.