

Final Terms dated: 18 April 2024

HSBC Bank plc

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

Programme for the Issuance of Notes and Warrants

Legal Entity Identifier (LEI): MP615ZYZBEU3UXPYFY54

Issue of

Up to GBP 25,000,000 Autocallable Conditional Coupon Notes linked to a Basket of Indices due June 2030

PART A – CONTRACTUAL TERMS

This document constitutes the Final Terms relating to the issue of the Tranche of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the "**Conditions**") set forth in the Base Prospectus dated 23 June 2023 in relation to the above Programme, together with each supplemental prospectus relating to the Programme published by the Issuer after 23 June 2023 but before the issue date or listing date of the Notes, whichever is later, to which these Final Terms relate which together constitute a base prospectus ("**Prospectus**") for the purposes of the 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**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation Rules sourcebook in the FCA Handbook (the "**UK Prospectus Rules**") and must be read in conjunction with such Prospectus. However, a summary of the issue of the Notes is annexed to these Final Terms.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing during normal business hours at HSBC Bank plc, 8 Canada Square, London E14 5HQ, United Kingdom and www.hsbc.com (please follow links to 'Investors', 'Fixed income investors', 'Issuance programmes') and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ, United Kingdom.

EU PRIIPs REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

- | | |
|---|---|
| 1. Issuer: | HSBC Bank plc |
| 2. Tranche Number: | 1 |
| 3. Settlement Currency: | British pound sterling (" GBP ") |
| 4. Aggregate Principal Amount of Notes admitted to trading: | |
| (i) Series: | Up to GBP 25,000,000 |
| (ii) Tranche: | Up to GBP 25,000,000 |

5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Denomination(s): GBP 1
- (ii) Calculation Amount: GBP 1
- (iii) Aggregate Outstanding Nominal Amount Rounding: Not Applicable
7. (i) Issue Date: 19 June 2024
- (ii) Trade Date: 12 April 2024
- (iii) Interest Commencement Date: Not Applicable
8. Maturity Date: 19 June 2030 adjusted in accordance with the Following Business Day Convention.
9. Interest basis: Coupon Trigger Event is Applicable. See Paragraph 11 for further details.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

10. Fixed Rate Note provisions: Not Applicable
11. Coupon Trigger Event: Applicable

Coupon Trigger Valuation Date(s)	Coupon Trigger Level(s)	Coupon Trigger Payment Date(s)	Coupon Trigger Rate(s)
5 September 2024	70.00 per cent.	19 September 2024	1.75 per cent.
5 December 2024	70.00 per cent.	19 December 2024	1.75 per cent.
5 March 2025	70.00 per cent.	19 March 2025	1.75 per cent.
5 June 2025	70.00 per cent.	19 June 2025	1.75 per cent.
5 September 2025	70.00 per cent.	19 September 2025	1.75 per cent.
5 December 2025	70.00 per cent.	19 December 2025	1.75 per cent.
5 March 2026	70.00 per cent.	19 March 2026	1.75 per cent.
5 June 2026	70.00 per cent.	19 June 2026	1.75 per cent.
7 September 2026	70.00 per cent.	21 September 2026	1.75 per cent.
7 December 2026	70.00 per cent.	21 December 2026	1.75 per cent.
5 March 2027	70.00 per cent.	19 March 2027	1.75 per cent.
7 June 2027	70.00 per cent.	21 June 2027	1.75 per cent.
6 September 2027	70.00 per cent.	20 September 2027	1.75 per cent.
6 December 2027	70.00 per cent.	20 December 2027	1.75 per cent.
6 March 2028	70.00 per cent.	20 March 2028	1.75 per cent.
5 June 2028	70.00 per cent.	19 June 2028	1.75 per cent.
5 September 2028	70.00 per cent.	19 September 2028	1.75 per cent.
5 December 2028	70.00 per cent.	19 December 2028	1.75 per cent.
5 March 2029	70.00 per cent.	19 March 2029	1.75 per cent.
5 June 2029	70.00 per cent.	19 June 2029	1.75 per cent.
5 September 2029	70.00 per cent.	19 September 2029	1.75 per cent.
5 December 2029	70.00 per cent.	19 December 2029	1.75 per cent.
5 March 2030	70.00 per cent.	19 March 2030	1.75 per cent.
5 June 2030	70.00 per cent.	19 June 2030	1.75 per cent.

- (i) Coupon Trigger Recovery Event: Not Applicable
- (ii) Averaging Dates: Not Applicable

- | | | |
|-------|--|-----------------------------------|
| (iii) | Averaging Date Market Disruption in respect of Coupon Trigger Event: | Not Applicable |
| (iv) | Business Day Convention: | Following Business Day Convention |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|--------|--|---|
| 12. | Method for determining the Final Redemption Amount of each Note: | Reverse Convertible Redemption |
| 13. | Provisions relating to the calculation of the Final Redemption Amount of each Note: | |
| (i) | Relevant Final Performance: | Final Index Performance of the Worst Performing Index in the Index Basket |
| (ii) | Relevant Level: | Final Index Level |
| (iii) | Final Valuation Date: | 5 June 2030 |
| (iv) | Barrier Level: | 65.00 per cent. |
| (v) | Cap: | Not Applicable |
| (vi) | Final Trigger Level: | Not Applicable |
| (vii) | Digital Amount: | Not Applicable |
| (viii) | Participation: | Not Applicable |
| (ix) | Protection Level: | Not Applicable |
| (x) | Redemption Rate: | Not Applicable |
| (xi) | Fixed Amount Redemption Rate: | Not Applicable |
| 14. | Early Redemption: | |
| (i) | Early Redemption Amount (upon redemption for taxation reasons or illegality):

<i>(Condition 5(b) or 5(d))</i> | Fair Market Value |
| (ii) | Early Redemption Amount following an Event of Default:

<i>(Condition 9)</i> | Fair Market Value |
| (iii) | Early Redemption Amount following an Administrator/Benchmark Event:

<i>(Condition 13A)</i> | Fair Market Value |
| (iv) | Other redemption provisions: | Not applicable |

15. Early Redemption for Autocallable Notes: Applicable

Automatic Early Redemption Valuation Date(s)	Automatic Early Redemption Percentage	Automatic Early Redemption Date(s)	Automatic Early Redemption Rate(s)
5 June 2025	105.00 per cent.	19 June 2025	100.00 per cent.
5 June 2026	105.00 per cent.	19 June 2026	100.00 per cent.
7 June 2027	105.00 per cent.	21 June 2027	100.00 per cent.
5 June 2028	105.00 per cent.	19 June 2028	100.00 per cent.
5 June 2029	105.00 per cent.	19 June 2029	100.00 per cent.

- (i) Averaging Date(s): Not Applicable
- (ii) Averaging Date Market Disruption in respect of Early Redemption for Autocallable Notes: Not Applicable
- (iii) Business Day Convention: Following Business Day Convention
16. Taxation: Condition 6B (*Taxation – Gross-up*) is applicable
(*Condition 6*)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

17. Form of Notes: Bearer Notes
18. If issued in bearer form: Applicable
- (i) Initially represented by a Temporary Global Note or Permanent Global Note: Temporary Global Note
- (ii) Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only in limited circumstances specified in the Permanent Global Note
- (iii) Permanent Global Note exchangeable at the option of the Issuer in circumstances where the Issuer would suffer a material disadvantage following a change of law or regulation: Yes
- (iv) Coupons to be attached to Definitive Notes: Yes
- (v) Talons for future Coupons to be attached to Definitive Notes: No
19. Exchange Date for exchange of Temporary Global Note: Not earlier than 40 days after the Issue Date
20. If issued in registered form (other than Uncertificated Registered Notes): Not Applicable
21. Payments:

- (i) Relevant Financial Centre Day: London
 - (ii) Business Centre(s): London
22. Redenomination: Not Applicable
23. Provisions relating to the underlying Indices:

- (i) Index Basket: Each of the Indices specified in the table below:

Index	Bloomberg Ticker
FTSE® 100 Index	UKX
EURO STOXX 50® Index	SX5E

(each, an "**Index**" and together, the "**Indices**")

- (ii) Index Sponsor(s): As per the table below
- (iii) Index Rules: Not Applicable
- (iv) Exchange(s): As per the table below
- (v) Related Exchange(s): All Exchanges
- (vi) Initial Index Level: The definition in Condition 1 applies
- (vii) Strike Date: 5 June 2024
- (viii) Alternative Pre-nominated Index: Not Applicable
- (ix) Additional Disruption Event: The following Additional Disruption Events apply: Change in Law, Hedging Disruption and Increased Costs of Hedging
- (x) Index Substitution: Not Applicable

Index	Index Sponsor	Exchange
FTSE® 100 Index	FTSE International Limited	London Stock Exchange
EURO STOXX 50® Index	STOXX Ltd	The Index is a Multiple Exchange Index

- (xi) Number of local banking days for the purpose of postponing Relevant Benchmark Related Payment Date pursuant to Condition 13A(c): 3
24. Valuation Time: The definition in Condition 1 applies
25. Specified Maximum Number of Disrupted Days: The definition in Condition 1 applies
26. Number of local banking days for the purpose of postponing Disrupted Day Related Payment Dates pursuant to Condition 16: 3

CONFIRMED

HSBC BANK PLC



Balajee Swaminathan

By:
Authorised Signatory

Date:

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: Application will be made to admit the Notes to listing on the Official List of the United Kingdom Financial Conduct Authority. No assurance can be given as to whether or not, or when, such application will be granted.
- (ii) Admission to trading: Application will be made for the Notes to be admitted to trading on the main market of the London Stock Exchange plc. No assurance can be given as to whether or not, or when, such application will be granted.

2. RATINGS

Ratings: The Notes are not rated.

3. REASONS FOR THE OFFER AND USE OF PROCEEDS, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer and use of proceeds: See the "*Use of Proceeds*" section of the Base Prospectus
- (ii) Estimated net proceeds: Up to GBP 25,000,000 less any re-offer spread (as described below)
- (iii) Estimated total expenses: GBP 5,000

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

The Notes may be on-sold by the Dealer(s) to the Plan Manager at a discount to the Issue Price of up to three per cent. Such discount (the "**re-offer spread**") will be retained by the Plan Manager.

Save for the re-offer spread retained by the Plan Manager, no person involved in the issue of the Notes has, so far as the Issuer is aware, an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

5. INFORMATION ABOUT THE UNDERLYING

Information on the past and future performance and volatility of the Indices comprised in the basket can be obtained from the following websites: www.ftserussell.com and www.stoxx.com. Such information can be obtained free of charge.

DISTRIBUTION

6. (i) If syndicated, name and address of Dealers: Not Applicable
- (ii) Date of subscription agreement: Not Applicable
- (iii) Indication of the overall amount of the underwriting commission and of the placing commission: Not Applicable
7. If non-syndicated, name and address of Dealer: HSBC Bank plc, 8 Canada Square, London E14 5HQ

8. TEFRA Rules applicable to Bearer Notes: TEFRA D Rules
9. Selling restrictions, United States of America: 40-day Distribution Compliance Period: Not Applicable
10. Public Offer: Applicable
- (i) Details of the Public Offer: A public offer of this Tranche of Notes may be made by Meteor Asset Management Ltd (the "**Plan Manager**" or, the "**Initial Authorised Offeror**") and any other Authorised Offerors published on the Issuer's website www.hsbc.com (*following links to 'Investors', 'Fixed income investors', 'Final terms and supplements'*) other than pursuant to Article 1(4) of the UK Prospectus Regulation in the United Kingdom only (the "**Public Offer Jurisdiction**") during the period from and including 22 April 2024 until but excluding 5 June 2024 (the "**Offer Period**").
- (ii) Conditions attached to the consent to use the Prospectus: Not Applicable
11. Additional U.S. federal income tax considerations: The Notes are not Section 871(m) Notes for the purpose of Section 871(m) of the U.S. Internal Revenue Code of 1986.

OPERATIONAL INFORMATION

12. ISIN Code: XS2807528943
13. Common Code: 280752894
14. Valoren Number: Not Applicable
15. SEDOL: Not Applicable
16. Other identifier / code: Not Applicable
17. Clearing System: Euroclear
18. Delivery: Delivery against payment
19. (i) Principal Paying Agent/Registrar/Issue Agent/Transfer Agent: HSBC Bank plc
- (ii) Additional Paying Agent(s) (if any): Not Applicable
20. Common Depository: HSBC Bank plc
21. Calculation Agent: HSBC Bank plc

TERMS AND CONDITIONS OF THE OFFER

22. Offer Price: Issue Price
23. Total amount of the issue/offer; if the amount is not fixed, description of the arrangements and time for announcing to the public the definitive amount of the offer: Up to GBP 25,000,000 Notes will be issued and the criterion/condition for determining the final amount of Notes will be investor demand.
- A copy of these Final Terms will be filed with the FCA in the UK. On or before the Issue Date, a notice pursuant to UK Prospectus Rule 2.3.2(2) of the final aggregate principal

amount of the Notes will be (i) filed with the FCA and (ii) published in accordance with the method of publication set out in Prospectus Rule 3.2.4(2).

24. The time period, including any possible amendments, during which the offer will be open: An offer of the Notes will be made other than pursuant to Article 1(4) of the UK Prospectus Regulation during the Offer Period.
25. Conditions to which the offer is subject: The Issuer reserves the right to withdraw the offer of the Notes for any reason and at any time prior to the end of the Offer Period. Following such withdrawal, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Notes and any applications will automatically be cancelled and any purchase money will be refunded to the applicant by the Initial Authorised Offeror in accordance with the Initial Authorised Offeror's usual procedures.
- The Initial Authorised Offeror is responsible for notification of any withdrawal rights applicable in relation to the offer of the Notes to potential investors.
26. Description of the application process: A prospective investor should contact the Initial Authorised Offeror during the Offer Period. A prospective investor will subscribe for the Notes in accordance with the arrangements existing between the Initial Authorised Offeror and its customer relating to the subscription of securities generally and not directly with the Issuer.
- Persons interested in purchasing Notes should contact their financial adviser. If an investor in any jurisdiction other than the United Kingdom wishes to purchase Notes, such investor should (a) be aware that sales in the relevant jurisdiction may not be permitted; and (b) contact its financial adviser, bank or financial intermediary for more information.
27. Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable
28. Details of the minimum and/or maximum amount of application: Any minimum or maximum amount of application will be notified to investors by the Initial Authorised Offeror.
29. Details of the method and time limits for paying up and delivering of the securities: Prospective Noteholders will be notified by the Initial Authorised Offeror of their allocations of Notes and the settlement arrangements in respect thereof. The Notes will be issued on the Issue Date on a delivery against payment basis.
30. Manner in and date on which results of the offer are to be made public: The final size will be known at the end of the Offer Period.
- A copy of these Final Terms will be filed with the FCA in the UK. On or before the Issue Date, a notice pursuant to UK Prospectus Rule 2.3.2(2) of the final aggregate principal amount of the Notes will be (i) filed with the FCA and (ii) published in accordance with the method of publication set out in Prospectus Rule 3.2.4(2).
31. Procedure for exercise of any right of pre-emption, negotiability of: Not Applicable

subscription rights and treatment of subscription rights not exercised:

32. Whether tranche(s) have been reserved for certain countries: Not Applicable
33. Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: At the end of the Offer Period, Meteor Asset Management Ltd will proceed to notify the prospective Noteholders as to the amount of their allotment of the Notes.
34. Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable
35. Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: The Notes are to be offered to the public in the Public Offer Jurisdiction by the Initial Authorised Offeror:
Meteor Asset Management Ltd, 24/25 The Shard, 32 London Bridge Street, London SE1 9SG
36. Name and address of any paying agents and depositary agents in each country: HSBC Bank plc, 8 Canada Square, London E14 5HQ
37. Name and address if the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment: Not Applicable

BENCHMARKS

38. Details of benchmarks administrators and registration under UK Benchmarks Regulation: The FTSE® 100 Index is provided by FTSE International Limited. As of the date hereof, FTSE International Limited appears in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of the UK Benchmarks Regulation.
- The EUROSTOXX 50® Index is provided by STOXX Limited. As of the date hereof, STOXX Limited does not appear in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of the UK Benchmarks Regulation. As far as the Issuer is aware, the transitional provisions in Article 51 of the UK Benchmarks Regulation apply, such that STOXX Limited is not currently required to obtain authorisation/registration (or, if located outside the UK, recognition, endorsement or equivalence).

ANNEX

ADDITIONAL PROVISIONS NOT REQUIRED BY THE SECURITIES NOTE RELATING TO THE UNDERLYING

The following Index disclaimers are applicable in respect of the Indices, as agreed between the Index Sponsors and the Issuer:

STATEMENTS REGARDING THE FTSE® 100 INDEX

The Notes have been developed solely by the Issuer. The Notes are not in any way connected to or sponsored, endorsed, sold or promoted by the London Stock Exchange Group plc and its group undertakings (collectively, the "LSE Group"). FTSE Russell is a trading name of certain of the LSE Group companies.

All rights in the FTSE® 100 Index (the "**Index**") vest in the relevant LSE Group company which owns the Index. FTSE®, Russell® and FTSE Russell® are trade marks of the relevant LSE Group company and are used by any other LSE Group company under license.

The Index is calculated by or on behalf of FTSE International Limited or its affiliate, agent or partner. The LSE Group does not accept any liability whatsoever to any person arising out of (a) the use of, reliance on or any error in the Index or (b) investment in or operation of the Notes. The LSE Group makes no claim, prediction, warranty or representation either as to the results to be obtained from the Notes or the suitability of the Index for the purpose to which it is being put by the Issuer.

STATEMENTS REGARDING THE EURO STOXX 50® INDEX

The EURO STOXX 50® Index (the "**Index**") is the intellectual property (including registered trademarks) of STOXX Ltd., Qontigo Index GmbH, or their licensors, and is used under a license. The Notes are neither sponsored nor promoted, distributed or in any other manner supported by STOXX Ltd., Qontigo Index GmbH or their licensors, research partners or data providers and STOXX Ltd., Qontigo Index GmbH and their licensors, research partners or data providers do not give any warranty, and exclude any liability (whether in negligence or otherwise) with respect thereto generally or specifically in relation to any errors, omissions or interruptions in the Index or its data.

ISSUE SPECIFIC SUMMARY
SECTION A - INTRODUCTION

*This summary should be read as an introduction to the prospectus for the Notes (as defined below) comprised of 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(s) thereto (the "**Base Prospectus**") and the final terms in relation to the Notes (the "**Final Terms**" and together with the Base Prospectus, the "**Prospectus**" in relation to the Notes). Any decision to invest in the Notes should be based on consideration of the Prospectus as a whole by the investor. Investors could lose all or part of their invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the relevant national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only where this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Notes. **You are about to purchase a product that is not simple and may be difficult to understand.***

- (a) The Notes are called the "Up to GBP 25,000,000 Autocallable Conditional Coupon Notes linked to a Basket of Indices due June 2030" (the "**Notes**") and the ISIN is XS2807528943.
- (b) The "**Issuer**" is HSBC Bank plc and its LEI is MP6I5ZYZBEU3UXPYFY54. The Issuer can be contacted at its registered office at 8 Canada Square, London, E14 5HQ.
- (c) The "**Initial Authorised Offeror**" is Meteor Asset Management Ltd, a limited company under the laws of England and Wales and its LEI is 2138008UN4KBVG2LGA27. The Initial Authorised Offeror can be contacted at its registered office at 24/25 The Shard, 32 London Bridge Street, London SE1 9SG. The Issuer will apply for the admission of Notes on the Main Market of the London Stock Exchange. The Issuer's contact details are set out in paragraph (b) above.
- (d) The competent authority for the purposes of the approval of the Base Prospectus is the UK Financial Conduct Authority (the "**FCA**") having its head office at 12 Endeavour Square, London, E20 1JN and telephone number +44 (0)20 7066 1000.
- (e) The Base Prospectus was approved on 23 June 2023.

SECTION B – KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Notes?

- (a) The Issuer, HSBC Bank plc, is a public limited company under the laws of England and Wales. The liability of its members is limited. HSBC Bank plc is registered in England and Wales under registration number 14259. The Issuer's LEI is MP6I5ZYZBEU3UXPYFY54.
- (b) The Issuer and its subsidiaries form a UK head-quartered group (the "**Group**") and provide a comprehensive range of banking and related financial services. The Group divides its activities into three business segments: Global Banking and Markets; Commercial Banking; and Wealth and Personal Banking.
- (c) The whole of the issued ordinary and preference share capital of the Issuer is owned by HSBC Holdings plc.
- (d) The executive directors of the Issuer's board of directors are Colin Bell (Chief Executive Officer) and Kavita Mahtani (Chief Financial Officer).
- (e) The statutory auditors of the Issuer are PricewaterhouseCoopers LLP.

What is the key financial information regarding the Issuer?

The selected key financial information regarding the Issuer set out below has been extracted without material adjustment from the audited consolidated financial statements of the Issuer for the years ended 31 December 2022 and 31 December 2023. References in the accompanying footnotes to numbered pages are to the corresponding numbered pages of the Issuer's 2023 Form 20-F unless otherwise stated.

From 1 January 2023, the Issuer has adopted IFRS 17 'Insurance Contracts', which replaced IFRS 4 'Insurance Contracts'. Comparative data have been restated accordingly. In the tables that follow, the comparative data figures that have been restated are marked with an asterisk.

For the period (£m)	Footnote	Year Ended	
		31 December 2022	31 December 2023
Net interest income		1,904	2,151
Net fee income	1	1,295*	1,229
Change in expected credit losses and other credit impairment charges		(222)	(169)

For the period (£m)	Footnote	Year Ended	
Net operating income before change in expected credit losses and other credit impairment charges	2	4,304*	7,506
(Loss)/profit before tax (reported basis)		(1,199)*	2,152
Profit/(loss) attributable to the parent company		(563)*	1,703
At period-end (£m)		As at 31 December 2022	As at 31 December 2023
Total assets		716,646*	702,970
Senior debt		32,771	38,658
Subordinated liabilities		15,337	14,919
Loans and advances to customers		72,614	75,491
At period-end (£m)		As at 31 December 2022	As at 31 December 2023
Customer accounts		215,948	222,941
Total equity		23,233*	24,505
Capital Ratios (%)	3	As at 31 December 2022	As at 31 December 2023
Common equity tier 1		16.3*	17.9
Total capital ratio		31.3*	34.6
Leverage Ratio (fully phased in)	4, 5	5.4*	5.1

1. Interest income includes £16,484m (2022: £5,512m; 2021: £1,986m) of interest recognised on financial assets measured at amortised cost; £42m (2022: £422m; 2021: £659m) of negative interest recognised on financial liabilities and £1,256m (2022: £601m; 2021: £504m) of interest recognised on financial assets measured at fair value through other comprehensive income. Included within this is £117m (2022: £59m; 2021: £61m) interest recognised on impaired financial assets.

2. Net operating income before change in expected credit losses and other credit impairment charges is also referred to as 'revenue'.

3. Unless otherwise stated, regulatory capital ratios and requirements are based on the transitional arrangements of the Capital Requirements Regulation in force at the time. These include the regulatory transitional arrangements for IFRS 9 'Financial Instruments'. References to EU regulations and directives (including technical standards) should, as applicable, be read as references to the UK's version of such regulation and/or directive, as onshored into UK law under the European Union (Withdrawal) Act 2018, and as may be subsequently amended under UK law.

4. The leverage ratio is calculated using the end point definition of capital and the IFRS 9 regulatory transitional arrangements, in line with the UK leverage rules that were implemented on 1 January 2022, and excludes central bank claims and cash pooling netting. Comparatives for 2021 are reported based on the disclosure rules in force at that time, and include claims on central banks.

5. From 30 September 2022, investments in non-financial institution subsidiaries or participations have been measured on an equity accounting basis in compliance with UK regulatory requirements. Comparatives for prior periods have been represented on a consistent basis with the current year.

What are the key risks that are specific to the Issuer?

All references to "Group" refer to the Issuer and its subsidiary undertakings.

Current economic and market conditions may adversely affect the Group's results

The Group's earnings are affected by global and local economic and market conditions. In particular, the Group has faced and may continue to face the following challenges to its operations and operating model in connection with these factors: market developments may continue to depress consumer and business confidence; significant uncertainties remain in assessing the duration and impact of the ongoing the Russia-Ukraine war; the impact of the Covid-19 pandemic on global economies; the demand for borrowing from creditworthy customers may diminish during periods of recession or where economic activity slows or remains subdued and the Group's ability to borrow from other financial institutions or to engage in funding transactions may be adversely affected by market disruption. The occurrence of any of these events or circumstances could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and customers.

The Group is subject to political, social and other risks in the countries in which it operates

The Group's operations are subject to potentially unfavourable political, social, environmental and economic developments in the jurisdictions in which the Group operates, which may include; coups, wars or acts of terrorism; political and/or social instability; geopolitical tensions; climate change, acts of God, including epidemics and pandemics and natural disasters; and infrastructure issues,

such as transportation and power failures. Each of the above could impact credit risk-weighted assets, and the financial losses caused by any of these risk events or developments could impair asset values and the creditworthiness of customers.

These risk events or developments could also give rise to disruption to the Group's services and some could result in physical damage to its operations and/or risks to the safety of its personnel and customers. Geopolitical tensions could have significant ramifications for the Group and its customers and could have a material adverse impact on the Group's business, financial condition, results of operations, prospects, strategy and reputation, as well as on the Group's customers.

Risks to the Group's strategy

The Group's strategy has been supported by the global economic, geopolitical, legal and regulatory environment. The Group has taken into consideration global trends such as technology, customer needs and competition. The development and implementation of the Group's strategy requires difficult, subjective and complex judgements, including forecasts of economic conditions in various parts of the region. The Group may fail to correctly identify the relevant factors in making decisions as to capital deployment and cost reduction. The Group may also encounter unpredictable changes in the external environment that are unfavourable to its strategy, such as the Russia-Ukraine war. The Group's ability to execute strategic change may be limited by its operational capacity, effectiveness of its change management controls and the potential for unforeseen changes in the market and/or regulatory environment in which it operates. The European economic outlook continues to remain uncertain due to the likelihood of economic recession, heightened inflation, changes in legislation and geopolitical tensions. Therefore, there remains a risk that, in the absence of an improvement in economic conditions, the Group's cost and investment actions may not be sufficient to achieve the expected benefits. The failure to successfully deliver or achieve the expected benefits of these key strategic initiatives could have a material adverse effect on the Group's customers, business, financial condition, results of operations, prospects, operational resilience and reputation.

The Group is subject to financial and non-financial risks associated with Environmental, Social and Governance ('ESG') related matters, such as climate change, nature-related and human rights issues

ESG-related matters such as climate change, society's impact on nature and human rights issues bring risks to the Group's business, customers and wider society. If any of these risks materialise, this could have financial and non-financial impacts for the Group which could, in turn, have a material adverse effect on its business, financial condition, results of operations, reputation, prospects and strategy.

The Group relies on recruiting, retaining and developing appropriate senior management and skilled personnel

Meeting the demand to recruit, retain and develop appropriate senior management and skilled personnel remains subject to a number of challenges. If one of the Group's business units fails to staff its operations appropriately or loses one or more of their key senior executives and fails to successfully replace them in a satisfactory and timely manner, or fails to implement successfully the organisational changes required to support the Group's strategy, the Group's business, financial condition, results of operations, reputation and prospects, including control and operational risks, could be materially adversely affected.

The Group could incur losses or be required to hold additional capital as a result of model limitations or failure

The Group uses models for a range of purposes in managing its business, including regulatory capital calculations, stress testing, credit approvals, calculation of ECLs on an IFRS 9 basis, financial crime and fraud risk management and financial reporting. HSBC Bank plc could face adverse consequences as a result of decisions that may lead to actions by management based on models that are poorly developed, implemented or used, or as a result of the modelled outcome being misunderstood, or the use of such information for purposes for which it was not designed, or by inherent limitations arising from the uncertainty inherent in predicting or estimating future outcomes. If key capital models significantly underestimate risks or do not meet critical regulatory requirements, the Group could be required to hold additional capital. Risks arising from the use of models could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and capital position and reputation.

The Group is subject to numerous new and existing legislative and regulatory requirements, and to the risk of failure to comply with applicable regulations

The Group's businesses are subject to ongoing regulation, policies, voluntary codes of practice and interpretations in the UK, the EU and the other markets in which the Group operates. A number of regulatory changes impacting the Group's business have effects beyond the country in which they are enacted. In recent years, regulators and governments have focused on reforming both the prudential regulation of the financial services industry and the ways in which the business of financial services is conducted. Measures taken include enhanced capital, liquidity and funding requirements, the separation or prohibition of certain activities by banks, changes in the operation of capital markets activities, the introduction of tax levies and transaction taxes and changes in compensation practices. The Group is also seeing more detailed requirements on how business is conducted, with a focus on protecting vulnerable customers. Such regulatory changes could have a material effect on the Group's business, financial condition, results of operations, prospects, capital position, reputation and strategy.

SECTION C – KEY INFORMATION ON THE NOTES

What are the main features of the Notes?

- (a) Payments with respect to the Notes are linked to the worst performing index in a basket of indices comprising the FTSE 100 Index and EURO STOXX 50 Index (each an "**Index**" and together, the "**Indices**").

(b) *Coupon Payments.* The "Coupon Trigger Event" provisions apply to the Notes. Accordingly:

- if on a specified Coupon Trigger Valuation Date, the Observation Index Performance is equal to or greater than the relevant Coupon Trigger Level, holders of Notes ("**Noteholders**") will receive on the corresponding Coupon Trigger Payment Date a "**Coupon Trigger Amount**" per Note equal to the denomination of such Note multiplied by the relevant Coupon Trigger Rate.
- if on a specified Coupon Trigger Valuation Date, the Observation Index Performance is less than the relevant Coupon Trigger Level, no Coupon Trigger Amount will be payable in respect of such Coupon Trigger Valuation Date.

For these purposes:

In respect of each "**Coupon Trigger Valuation Date**", the "**Coupon Trigger Level**", "**Coupon Trigger Payment Date**" and "**Coupon Trigger Rate**" shall be as specified in relation to such Coupon Trigger Valuation Date in the table below.

Coupon Trigger Valuation Date(s)	Coupon Trigger Level(s)	Coupon Trigger Payment Date(s)	Coupon Trigger Rate(s)
5 September 2024	70.00 per cent.	19 September 2024	1.75 per cent.
5 December 2024	70.00 per cent.	19 December 2024	1.75 per cent.
5 March 2025	70.00 per cent.	19 March 2025	1.75 per cent.
5 June 2025	70.00 per cent.	19 June 2025	1.75 per cent.
5 September 2025	70.00 per cent.	19 September 2025	1.75 per cent.
5 December 2025	70.00 per cent.	19 December 2025	1.75 per cent.
5 March 2026	70.00 per cent.	19 March 2026	1.75 per cent.
5 June 2026	70.00 per cent.	19 June 2026	1.75 per cent.
7 September 2026	70.00 per cent.	21 September 2026	1.75 per cent.
7 December 2026	70.00 per cent.	21 December 2026	1.75 per cent.
5 March 2027	70.00 per cent.	19 March 2027	1.75 per cent.
7 June 2027	70.00 per cent.	21 June 2027	1.75 per cent.
6 September 2027	70.00 per cent.	20 September 2027	1.75 per cent.
6 December 2027	70.00 per cent.	20 December 2027	1.75 per cent.
6 March 2028	70.00 per cent.	20 March 2028	1.75 per cent.
5 June 2028	70.00 per cent.	19 June 2028	1.75 per cent.
5 September 2028	70.00 per cent.	19 September 2028	1.75 per cent.
5 December 2028	70.00 per cent.	19 December 2028	1.75 per cent.
5 March 2029	70.00 per cent.	19 March 2029	1.75 per cent.
5 June 2029	70.00 per cent.	19 June 2029	1.75 per cent.
5 September 2029	70.00 per cent.	19 September 2029	1.75 per cent.
5 December 2029	70.00 per cent.	19 December 2029	1.75 per cent.
5 March 2030	70.00 per cent.	19 March 2030	1.75 per cent.
5 June 2030	70.00 per cent.	19 June 2030	1.75 per cent.

provided that if a Coupon Trigger Valuation Date is not a scheduled trading day, the immediately following scheduled trading day shall be the relevant Coupon Trigger Valuation Date.

"**Initial Index Level**" means, with respect to an Index, the closing level of such Index on the Strike Date.

"**Observation Index Performance**" means, with respect to the Worst Performing Index and a Coupon Trigger Valuation Date or Automatic Early Redemption Valuation Date (as applicable), (x) the closing level of such Index on such date *divided by* (y) its Initial Index Level (expressed as a percentage), as determined by the calculation agent.

"**Strike Date**" means 5 June 2024 (or, if such date is not a scheduled trading day, the next following scheduled trading day).

"**Worst Performing Index**" means, in respect of a Coupon Trigger Valuation Date, Automatic Early Redemption Valuation Date or the Final Valuation Date (as applicable), the Index for which (x) the closing level of such Index on such date *divided by* (y) its Initial Index Level is lowest.

(c) *Redemption Amounts.* Payments of principal in respect of Notes will in all cases be calculated by reference to the percentage change in value of the Worst Performing Index.

A Noteholder will be entitled to the following cash amounts in respect of each Note, namely:

- if the Notes are redeemed on their stated maturity date, a "**Final Redemption Amount**"; or

- as "Early Redemption for Autocallable Notes" applies, if the Notes are redeemed prior to their stated maturity in the circumstances described below, an "**Automatic Early Redemption Amount**".

(i) The Final Redemption Amount will be an amount per Note equal to the denomination of the Note *multiplied by*:

- (A) if the Final Index Performance is greater than or equal to the Barrier Level, 100 per cent.
- (B) if the Final Index Performance is less than the Barrier Level, the Final Index Performance.

For these purposes:

"**Barrier Level**" means 65.00 per cent., being the percentage against which the performance of the Worst Performing Index will be measured in order to determine the Final Redemption Amount.

"**Final Index Performance**" means, with respect to the Worst Performing Index and the Final Valuation Date, (x) the closing level of such Index on such date *divided by* (y) its Initial Index Level (expressed as a percentage), as determined by the calculation agent.

"**Final Valuation Date**" means 5 June 2030 (or, if such date is not a scheduled trading day, the next following scheduled trading day).

(ii) In addition, as "Early Redemption for Autocallable Notes" applies, the Notes may be redeemed on an Automatic Early Redemption Date if, on the relevant Automatic Early Redemption Valuation Date, the Observation Index Performance is equal to or greater than the Automatic Early Redemption Percentage specified below (an "**Automatic Early Redemption Event**"). In such circumstances the Noteholder would be entitled to an "**Automatic Early Redemption Amount**", being a cash amount equal to the denomination of the Note multiplied by the Automatic Early Redemption Rate, specified below.

For these purposes:

In respect of each "**Automatic Early Redemption Valuation Date**", the "**Automatic Early Redemption Percentage**", "**Automatic Early Redemption Rate**" and "**Automatic Early Redemption Date**" shall be as specified in relation to such Automatic Early Redemption Valuation Date in the table below.

Automatic Early Redemption Valuation Date(s)	Automatic Early Redemption Percentage(s)	Automatic Early Redemption Date(s)	Automatic Early Redemption Rate(s)
5 June 2025	105.00 per cent.	19 June 2025	100.00 per cent.
5 June 2026	105.00 per cent.	19 June 2026	100.00 per cent.
7 June 2027	105.00 per cent.	21 June 2027	100.00 per cent.
5 June 2028	105.00 per cent.	19 June 2028	100.00 per cent.
5 June 2029	105.00 per cent.	19 June 2029	100.00 per cent.

provided that if an Automatic Early Redemption Valuation Date is not a scheduled trading day, the immediately following scheduled trading day shall be the relevant Automatic Early Redemption Valuation Date.

- (d) The Notes are tranche 1 and will be initially represented by a temporary global note exchangeable for a permanent global note, which is exchangeable for definitive notes only in limited circumstances specified in the permanent global note, deposited with common depository (or its nominee) for Euroclear Bank SA/NV ("**Euroclear**") and/or Clearstream Banking, S.A. ("**Clearstream, Luxembourg**"). The ISIN of the Notes is XS2807528943.
- (e) The settlement currency of the Notes is British pound sterling ("**GBP**") (the "**Settlement Currency**"). The aggregate principal amount of the Notes to be issued is up to GBP 25,000,000. The denomination of the Notes is GBP 1. The Maturity Date of the Notes is 19 June 2030.
- (f) Rights attaching to the Notes:

Early redemption for illegality: If the calculation agent determines that the performance of the Issuer's obligations has become unlawful or impracticable in whole or in part for any reason, the Issuer may redeem all but not some only of the Notes prior to their stated maturity and pay the relevant Noteholder an amount per Note equal to the fair market value of such Note.

Early redemption for taxation reasons: If the Issuer were required under the terms and conditions of the Notes (the "**Conditions**") to pay additional amounts in respect of tax, the Issuer may redeem all but not some only of the Notes prior to their stated maturity and pay the relevant Noteholder an amount per Note equal to the fair market value of such Note.

Early Redemption for Additional Disruption Events, Index Cancellation or Administrator/Benchmark Event: If a change in law, hedging disruption or increased cost of hedging occurs (each an "**Additional Disruption Event**"), certain events occur in relation to an Index (including its suspension or cancellation) (an "**Index Cancellation**") or an event or circumstance which has the effect that the Issuer or the calculation agent is not, or will not be, permitted under any applicable law or regulation to use any applicable benchmark to perform its or their obligations under the Notes (an "**Administrator/Benchmark Event**") the Issuer may redeem all but not some only of the Notes prior to their stated maturity and pay the relevant Noteholder an amount per Note equal to the fair market value of such Note.

Events of default of the Notes: at the option of the Noteholder in the following circumstances: (i) the Issuer fails to remedy a default in the repayment of any principal or in the payment of any interest due on the Notes within 14 days of notice of such default having been given to the principal paying agent or other paying agent or the registrar (as the case may be) by any Noteholder, provided that it shall not be such a default to withhold or refuse any such payment (1) if the Issuer determines, acting in good faith, that there is a material risk of the payment being contrary to any fiscal or other law or regulation or the order of any court of competent jurisdiction, or any statement, guidance, policy, recommendation or interpretation of any governmental or regulatory body (whether or not having the force of law), in each case applicable to such payment or (2) in cases of doubt as to the validity or applicability of any such law, regulation or order, in accordance with advice given at any time by independent legal advisers as to such validity or applicability; or (ii) the passing of a winding-up order in relation to the Issuer.

Modification and substitution: Modifications to the Conditions may be made without the consent of any Noteholders **provided that:** (i) the modification is not materially prejudicial to the interest of Noteholders; (ii) the modification is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of the law of the Issuer's jurisdiction of incorporation; or (iii) the modification corrects an inconsistency between the relevant final terms and the relevant termsheet relating to the Notes. The Notes permit the substitution of the Issuer with an affiliate without the consent of any Noteholders where the Issuer provides an irrevocable guarantee of the affiliate's obligations.

Meetings of Noteholders: The Conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

Taxation: All payments by the Issuer of any amount in respect of the Notes will be made without deduction of any taxes, duties and other similar charges as are imposed by or on behalf of the United Kingdom unless the Issuer is required by law to withhold or deduct any such taxes. In the event that the Issuer is so required by law to withhold or deduct, the Issuer will, subject to certain exceptions as outlined in the Conditions, pay such additional amounts as may be necessary in order that the net amounts received by the Noteholders after such withholding or deduction shall equal the respective amounts which would have been receivable in respect of the Notes in the absence of such withholding or deduction.

Governing Law: The Notes will be governed by English law.

- (g) The Notes and, where applicable, the related coupons will be direct, unsecured and unsubordinated obligations of the Issuer and will rank equally and without preference among themselves and, at their date of issue, with all other unsecured and unsubordinated obligations of the Issuer (unless preferred by law). The exercise by HM Treasury, the Bank of England, the Prudential Regulation Authority and the United Kingdom Financial Conduct Authority (as applicable) of any powers under the Banking Act 2009 (including especially the bail-in power) could lead to the holders of the Notes losing some or all of their investment or may adversely affect the rights of holders of the Notes, the market value thereof or the Issuer's ability to satisfy its obligations thereunder.
- (h) The Notes are freely transferable. However, there are restrictions on the offer and sale of the Notes. The Issuer and HSBC Bank plc, 8 Canada Square, London E14 5HQ (the "**Dealer**") have agreed restrictions on the offer, sale and delivery of the Notes and on distribution of offering materials in the European Economic Area, the United Kingdom, Gibraltar, Guernsey, Isle of Man, Jersey and the United States of America.

In addition, Noteholders, by their purchase of the Notes, will be deemed to have given certain representations, warranties, undertakings, acknowledgements and agreements.

Where will the Notes be traded?

Application will be made to admit the Notes to the Official List of the United Kingdom Financial Conduct Authority and to trading on the Main Market of the London Stock Exchange plc.

What are the key risks specific to the Notes

The Notes are direct, unsubordinated and unsecured obligations of the Issuer and not of any other person. If the Issuer's financial position were to deteriorate, there could be a risk that the Issuer would not be able to meet its obligations under the Notes (the Issuer's credit risk), and Noteholders would not be able to enforce security as a method of recouping payments due under the Note. In such worst-case scenario, Noteholders would lose all of their invested amount.

The Notes are not ordinary debt securities and Noteholders are exposed to the risks relating to the Index or Indices. Depending on the performance of the Index or Indices as well as certain other factors (including changes in currency exchange rates, changes in interest rates, time remaining to redemption, economic and market conditions, dividend rates on the securities underlying an Index), Noteholders may or may not receive coupon amounts and, upon redemption, may receive less than the amount invested or nothing. Past performance of an Index is not indicative of its future performance.

There may be no active trading market or secondary market liquidity for the Notes and the secondary value of Notes may depend on a number of factors. It is not possible to predict whether any trading market for the Notes will develop or, if it does, the price at which Notes will trade in the secondary market or whether such market will be liquid or illiquid. The value of Notes prior to maturity is expected to depend on a number of factors including, without limitation: (i) the financial condition and funding costs of the Issuer; (ii) the value, volatility and liquidity of an Index; (iii) the time remaining to maturity; (iv) any change(s) in interest rates and dividend yields and inflation rates; (v) any change(s) in currency exchange rates; (vi) economic and market conditions and (vii) any related transaction costs. As a result of these factors the price at which a Noteholder will be able to sell Notes prior to maturity may be less than the initial amount invested. Each of these factors interrelate in complex ways (for example, one factor may offset an increase in the value of the Notes caused by another).

An investment in the Notes is not equivalent to an investment in the securities underlying an Index. Ownership of the Notes does not confer any legal or beneficial interest or any voting or dividend rights in the securities underlying an Index and the value of the Notes may not exactly correlate with the level of an Index.

Disruption Events. Upon the occurrence of certain events (including an early closure of the relevant exchange, disruption of such exchange or suspension of trading on such exchange, an Additional Disruption Event, an Index Cancellation or modification or disruption in the publication of an Index, certain events relating to the administrator(s) of an Index and/or certain events affecting the settlement currency), valuations of an Index may be subject to postponement or adjustment or the terms of the Notes may be subject to adjustment and/or (in certain circumstances) Notes may be subject to early redemption. Any such postponement, adjustment or early redemption may have an adverse effect on the value of such Notes and/or the amount payable to the Noteholder under the Notes on redemption (as applicable). As a result, Noteholders may suffer a loss of some or all of their investments.

Illegality or changes in tax law may cause the Notes to be redeemed early. In such circumstances, the Issuer may pay a sum representing the fair market value of the Notes. As a result, holders of Notes will forgo any future appreciation in the relevant Index or Indices and may suffer a loss of some or all of their investments.

Commission, cost of hedging and taxes may be borne by Noteholders. The issue price of the Notes may include fees, commission and hedging costs. Accordingly, there is a risk that, upon issue, the price of the Notes in the secondary market (if any) would be lower than the original issue price of the Notes. Payments under the Notes may be decreased to take into account the effect of taxes, duties or other similar charges and Noteholders will bear the cost of all taxes, duties or other similar charges payable in connection with the subscription, purchase or holding of such Note and any payments under the Notes (in each case including any taxes or duties imposed or increased by a change of tax law or practice).

SECTION D – KEY INFORMATION ON THE OFFER AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in the Notes?

An offer of this Tranche of Notes may be made by the Initial Authorised Offeror other than pursuant to Article 1(4) of the UK Prospectus Regulation in the United Kingdom only (the "**Public Offer Jurisdiction**") during the period from (and including) 22 April 2024 until (but excluding) 5 June 2024 (the "**Offer Period**"). The Issuer reserves the right to withdraw the offer of the Notes for any reason and at any time prior to the end of the Offer Period. The offer price of the Notes is the issue price. The amount of Notes to be issued shall be determined after the close of the Offer Period, but shall not exceed GBP 25,000,000.

Application will be made by the Issuer for the Notes to be admitted to trading on the Main Market of the London Stock Exchange. No assurance can be given as to whether or not, or when, such application will be granted. The expense of listing is GBP 5,000. Expenses in respect of the listing of Notes are not charged directly by the Issuer or Dealer(s) to the Noteholder.

Who is the offeror and/or the person asking for admission to trading?

Please refer to paragraph (c) of Section A entitled "*Introduction*" above for details of the offeror. The Issuer will apply for admission to trading.

Why is this Prospectus being produced?

The Prospectus has been prepared in connection with a public offer of Notes and the admission of Notes to trading on a regulated market pursuant to the UK Prospectus Regulation.

Use and Estimated Net Amount of Proceeds: The estimated net amount of proceeds from the issue of Notes will be up to GBP 25,000,000 less any re-offer spread (as described below). The net proceeds will be used by the Issuer for profit making or risk hedging purposes.

Underwriting Agreement on a Firm Commitment Basis: The offer of Notes is not subject to an underwriting agreement on a firm commitment basis.

Conflicts of Interest: The Issuer and/or its affiliates may enter into hedging or other transactions (i) relating to an Index or to securities underlying an Index or (ii) with issuers of securities underlying an Index. The Issuer or its affiliates may also publish research or other reports relating to an Index or securities underlying an Index. Any such activities may have a positive or negative effect on the value of Notes relating to such Index. In undertaking any such activities, neither the Issuer nor any affiliate of the Issuer is under any obligation to consider the interests of the Noteholders. In addition, the Issuer may assume roles as hedging counterparty or calculation agent under the Notes. In respect of any of these roles the Issuer may have interests that conflict with the interests of Noteholders. The Notes may be on-sold by the Dealer to the Initial Authorised Offeror at a discount to the issue price of up to three per cent. Such discount (the "**re-offer spread**") will be retained by the Initial Authorised Offeror.