

SUPPLEMENTARY LISTING PARTICULARS DATED 24 FEBRUARY 2025



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

HSBC Continental Europe

(a société anonyme registered in France)

as Issuer

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This supplement (the "**Supplement**") to the offering memorandum dated 31 May 2024 and the supplementary listing particulars thereto dated 1 August 2024 relating to the Programme for the Issuance of Notes and Warrants (together, the "**Offering Memorandum**") prepared by HSBC Bank plc ("**HBEU**"), HSBC Bank Middle East Limited ("**HBME**") and HSBC Continental Europe ("**HBCE**") and, together with HBEU and HBME, the "**Issuers**" and each an "**Issuer**"), 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 Regulation (EU) 2017/1129, constitutes supplementary listing particulars (pursuant to rule 3.12 of the Global Exchange Market Listing and Admission to Trading Rules for Debt Securities) 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 the Issuers, in relation to their 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.

HBME accepts responsibility for the information contained in this Supplement relating to HBME and Notes and Warrants issued by it. To the best of the knowledge of HBME (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.

HBCE accepts responsibility for the information contained in this Supplement relating to HBCE and Notes issued by it. To the best of the knowledge of HBCE (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 20 February 2025, HBEU filed with the U.S. Securities and Exchange Commission (the "SEC") its Form 20-F (the "**HBEU 2024 Form 20-F**"), as amended by Amendment No. 1 on Form 20-F/A dated 21 February 2025 (the "**Amendment**"). The HBEU 2024 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 113 to 186 of the HBEU 2024 Form 20-F, is hereby incorporated by reference into the Offering Memorandum. The 2024 Form 20-F is available 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/1140465/000114046525000037/hbeu-20241231.htm>. The Amendment is available on HBEU'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/1140465/000114046525000042/hbeu-20241231.htm>;
- disclose that on 19 February 2025, HBEU published its annual report and accounts for the year ended 31 December 2024 (the "**HBEU 2024 Annual Report and Accounts**"), submitted to and filed with Euronext Dublin. The audited consolidated financial statements of HBEU, the independent auditor's report thereon and the notes thereto, in respect of the financial year ended 31 December 2024, as set out on pages 107 to 198 of the HBEU 2024 Annual Report and Accounts, and the notes to such audited consolidated financial statements of HBEU that are identified as '(Audited)' and are presented within the section of the HBEU 2024 Annual Report and Accounts entitled "Risk", which section is set out on pages 21 to 93 of the HBEU 2024 Annual Report and Accounts, are hereby incorporated by reference into the Offering Memorandum. The HBEU 2024 Annual Report and Accounts is available at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20>;
- disclose that on 19 February 2025, HBME published the annual report and accounts for HBME and its subsidiaries for the year ended 31 December 2024 (the "**HBME 2024 Annual Report and Accounts**"), which contains the audited consolidated financial statements of HBME and the independent auditor's report thereon, in respect of the financial year ended 31 December 2024. The HBME 2024 Annual Report and Accounts is available at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20>. The HBME 2024 Annual Report and Accounts is hereby incorporated by reference into the Offering Memorandum;
- disclose that on 19 February 2025, HBCE published the English version of HBCE's *Document d'enregistrement universel et Rapport Financier Annuel* filed with the *Autorité des marchés financiers* on 19 February 2025, which includes the HBCE consolidated annual financial statements for the year ended 31 December 2024 (the "**HBCE 2024 Registration Document**"). The HBCE 2024 Registration Document is available at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20>. The HBCE 2024 Registration Document is hereby incorporated by reference into the Offering Memorandum;

- replace paragraph 2 of the '*General Information*' section of the HBEU Registration Document (which is incorporated by reference into the Offering Memorandum) 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 2024.";

- replace paragraph 12 of the '*General Information*' section of the Offering Memorandum with the following statement:

"There has been no significant change in the financial position of HBEU and its subsidiary undertakings nor any material adverse change in the prospects of HBEU since 31 December 2024";

- replace paragraph 13 of the '*General Information*' section of the Offering Memorandum with the following statement:

"There has been no significant change in the financial position of HBME and its subsidiaries nor any material adverse change in the prospects of HBME since 31 December 2024."; and

- replace paragraph 14 of the '*General Information*' section of the Offering Memorandum with the following statement:

"There has been no significant change in the financial position of HBCE and its subsidiaries nor any material adverse change in the prospects of HBCE since 31 December 2024.".

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 Supplement or the Offering Memorandum, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this 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 Supplement or the Offering Memorandum.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated into the Offering Memorandum by this Supplement and (b) any other statement in or incorporated by reference in the Offering Memorandum, the statements 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.

HBME 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 HBME 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.

HBCE 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 HBCE and Notes issued by it under the Programme has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.