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THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF HOLDERS. IF HOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING IN RESPECT OF ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR BROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL, TAX OR LEGAL ADVISER.



HSBC HOLDINGS PLC

(Incorporated with limited liability in England and Wales, registered number 00617987; the liability of its members is limited)

("HGHQ" and an "Issuer")

and

HSBC BANK PLC

(Incorporated with limited liability in England and Wales, registered number 00014259; the liability of its members is limited)

("HBEU" and an "Issuer")

and

HSBC BANK CAPITAL FUNDING (STERLING 1) L.P.

(Established in Jersey as a limited partnership under the Limited Partnerships (Jersey) Law 1994)

acting by HSBC Bank (General Partner) Limited

("Jersey L.P." an "Issuer" and together with HGHQ and HBEU, the "Issuers")

to all holders of the outstanding securities listed in the table on the following page

(each a "Series" and together, the "Securities")

The Issuers have today given a Notice of Separate Holder Meetings (the "**Notice of the Meetings**") in relation to their respective Securities for the purpose of soliciting consent from the Eligible Holders (as defined in the Consent Solicitation Memorandum) of their outstanding Securities in each case to consent to the modification of the terms and conditions of the relevant Series (the "**Conditions**") by way of variation and consequential or related amendments to the transaction documents for the relevant Series by way of variation such that: **(A)** in the case of the GBP Tier 1 Securities and the Subordinated Notes (each as defined below), (i) (a) sterling London Inter Bank Offered Rate ("**LIBOR**") is replaced by a Sterling Overnight Index Average ("**SONIA**")-based reference rate; (b) an adjustment is made to reflect the economic difference between the sterling LIBOR and SONIA rates (using credit spread adjustments between sterling LIBOR and SONIA reference rates contained in the ISDA IBOR Fallbacks Supplement (as defined in the Consent Solicitation Memorandum)) and (c) the Margin (as defined in the relevant Conditions) applicable to such Series of Securities remains unaltered; (ii) new fallbacks relating to SONIA are included; and (iii) further new fallbacks are included if a Benchmark Event (as defined in the Consent Solicitation Memorandum) occurs with respect to SONIA; **(B)** in the case of the SGD AT1 Securities (as defined below), (i) (a) the Singapore Dollar Swap Offer Rate ("**SOR**") linked swap rate is replaced by a Singapore Overnight Rate Average ("**SORA**") linked swap rate; (b) an adjustment is made to reflect the economic difference between the SOR and SORA rates (using the methodology set out in the Consent Solicitation Memorandum) and (c) the Resetable Security Margin (as defined in the relevant Conditions) applicable to each such Series of Securities remains unaltered; (ii) new fallbacks relating to SORA are included; and (iii) further new fallbacks are included if a Benchmark Event (as defined in the Consent Solicitation Memorandum) occurs with respect to SORA; or **(C)** in the case of the Senior Notes (as defined below), (i) (a) the sterling LIBOR linked mid-swap rate is replaced by a SONIA linked mid-swap rate; (b) an adjustment is made to reflect the economic difference between the sterling LIBOR-based and SONIA-based rates and (c) the First Margin (as defined in the relevant Conditions) applicable to such Series of Securities remains unaltered; (ii) new fallbacks relating to SONIA are included, as proposed by each of the Issuers in relation to their respective Series, for approval by, in the case of the GBP Tier 1 Securities, the partnership resolution of the holders of such Series (the "**Partnership Resolution**")

and, in the case of all other Securities, a separate extraordinary resolution of the holders of such Series (each an "**Extraordinary Resolution**" and together with the Partnership Resolution, each a "**Relevant Resolution**"), all as further described in the consent solicitation memorandum dated 1 September 2021 (the "**Consent Solicitation Memorandum**") (each such invitation a "**Consent Solicitation**" and together, the "**Consent Solicitations**").

In light of the ongoing uncertainty in relation to Coronavirus (COVID-19) and the continued risks associated with it, it may be inadvisable to hold each relevant Meeting (and any relevant adjourned Meeting) at a physical location and, therefore, all Meetings (and any adjourned Meetings) are being convened to be held via teleconference. In the case of each of the SGD AT1 Securities, the Subordinated Notes and the Senior Notes, in accordance with the provisions of the relevant Trust Deed, the relevant Issuer has requested that the Trustee prescribes appropriate regulations regarding the holding of the relevant Meeting (and any relevant adjourned Meeting) via teleconference. In the case of the GBP Tier 1 Securities, pursuant to the Partnership Agreement, the chairman will preside at the relevant Meeting (and at any adjourned Meeting) in Jersey. Due to the continuing risks associated with COVID-19 and related restrictions on travel and the number of persons able to attend a Meeting in person, Holders wishing to attend are invited to attend via teleconference.

Each separate Meeting convened by the relevant Issuer will be held by teleconference platform on 24 September 2021. The Issuers will take appropriate steps to ensure that only those who would otherwise be entitled to attend and vote at a physical meeting will be entitled to attend the teleconference for the relevant Meeting.

No consent fee will be payable in connection with any Consent Solicitation.

THE SECURITIES

Issuer	ISIN	Description	Outstanding principal amount	Trustee	Principal Paying Agent	Registrar
HSBC Bank Capital Funding (Sterling 1) L.P.	XS0179407910	£700,000,000 5.844 per cent. Non-cumulative Step-up Perpetual Preferred Securities (the " GBP Tier 1 Securities ")	£700,000,000	Not applicable	HSBC Bank plc, Guernsey Branch	HSBC Trustee (C.I.) Limited
HSBC Holdings plc	XS1624509300	SGD 1,000,000,000 4.70 per cent. Perpetual Subordinated Contingent Convertible Securities (the " 2017 SGD AT1 Securities ")	SGD 1,000,000,000	The Law Debenture Trust Corporation p.l.c.	HSBC Bank plc	HSBC Bank plc
HSBC Holdings plc	XS1882693036	SGD 750,000,000 5.00 per cent. Perpetual Subordinated Contingent Convertible Securities (the " 2018 SGD AT1 Securities " and together with the 2017 SGD AT1 Securities, the " SGD AT1 Securities ")	SGD 750,000,000	The Law Debenture Trust Corporation p.l.c.	HSBC Bank plc	HSBC Bank plc
HSBC Bank plc	XS0204377310	GBP 350,000,000 5.375 per cent. Callable Subordinated Step-up Notes due 2030 (the " Subordinated Notes ")	GBP 350,000,000	The Law Debenture Trust Corporation p.l.c.	HSBC Bank plc	Not applicable
HSBC Holdings plc	XS1716248197	GBP 1,000,000,000 2.256 per cent. Resettable Notes due November 2026 (the " Senior Notes ")	GBP 1,000,000,000	The Law Debenture Trust Corporation p.l.c.	HSBC Bank plc	Not applicable

SUMMARY OF PROPOSED AMENDMENTS

Securities	Summary of Proposed Amendments	Existing LIBOR / SOR Rate (Screen)	New SONIA / SORA Rate or swap rate (as applicable) (Bloomberg Screen)	Adjustment Spread (Bloomberg Screen)
<p>GBP Tier 1 Securities (XS0179407910)</p>	<ul style="list-style-type: none"> • Replace six-month LIBOR with daily compounded SONIA • Add new fallbacks related to SONIA • Add new further fallbacks for if a Benchmark Event occurs with respect to SONIA 	<p>Six-month LIBOR (effectively Bloomberg Screen BP0006M Index)</p>	<p>Daily Compounded SONIA, 5-day Observation Shift format, paid semi-annually (SONIO/N Index)</p>	<p>The historical 5-year median difference between sterling LIBOR and SONIA (SBP0006M Index)</p>
<p>2017 SGD AT1 Securities (XS1624509300)</p>	<ul style="list-style-type: none"> • The Singapore Dollar Swap Offer Rate ("SOR") linked swap rate is replaced by a Singapore Overnight Rate Average ("SORA") linked swap rate • Add new fallbacks relating to SORA • Add further new fallbacks for if a Benchmark Event occurs with respect to SORA 	<p>5-year SGD Swap Offer Rate (SOR) (Bloomberg Screen SDSW5 TPRA Curncy)</p>	<p>5-year SGD OIS linked swap rate, paid semi-annually (SDSOA5 BGN Curncy)</p>	<p>Bloomberg Screen SWPM (see parameters to be input in section "Adjustment Rate for the SGD AT1 Securities" in the Consent Solicitation Memorandum)</p>
<p>2018 SGD AT1 Securities (XS1882693036)</p>	<ul style="list-style-type: none"> • Add new fallbacks relating to SORA • Add further new fallbacks for if a Benchmark Event occurs with respect to SORA 			
<p>Subordinated Notes (XS0204377310)</p>	<ul style="list-style-type: none"> • Replace three-month LIBOR with daily compounded SONIA • Add new fallbacks related to SONIA • Add further fallbacks for if a Benchmark Event occurs with respect to SONIA 	<p>Three-month LIBOR (effectively Bloomberg Screen BP0003M Index)</p>	<p>Daily Compounded SONIA, 5-day Observation Shift format, paid quarterly (SONIO/N Index)</p>	<p>The historical 5-year median difference between sterling LIBOR and SONIA (SBP0003M Index)</p>
<p>Senior Notes (XS1716248197)</p>	<ul style="list-style-type: none"> • Replace LIBOR linked 1-year mid-swap rate with SONIA linked mid-swap rate • Add new fallbacks related to SONIA 	<p>1-year LIBOR Mid-Swaps (Bloomberg Screen BPSW1 Curncy)</p>	<p>1-year SONIA linked ICE Swap Rate, paid annually (BPISDS01 Index)</p>	<p>The historical 5-year median difference between sterling LIBOR and SONIA (SBP0006M Index)</p>

1. NOTICE OF THE MEETINGS IN RESPECT OF THE SECURITIES

The Notice of the Meetings will be available for viewing at the following website:

http://www.rns-pdf.londonstockexchange.com/rns/3665K_1-2021-9-1.pdf

2. INDICATIVE TIMETABLE FOR THE CONSENT SOLICITATIONS

Set out below is an indicative timetable showing one possible outcome for the timing of the Consent Solicitations, which will depend, among other things, on timely receipt (and non revocation) of instructions, the rights of the Issuers (where applicable) to extend, waive any condition of, amend and/or terminate any Consent Solicitation (other than the terms of the Relevant Resolution) as described in the Consent Solicitation Memorandum and the passing of each Relevant Resolution at the initial Meeting for the relevant Series. Accordingly, the actual timetable may differ significantly from the timetable below.

<u>Date/Time</u>	<u>Action</u>
1 September 2021	<i>Announcement of Consent Solicitations</i>
<i>(At least 21 clear days before the Meetings)</i>	<ol style="list-style-type: none">1. Notice of the Meetings to be delivered to the Clearing Systems. Notice of the Meetings released through the regulatory news service of the London Stock Exchange in respect of all of the Securities. Notice of the Meetings released through the website of the Luxembourg Stock Exchange in relation to the Meetings in respect of the GBP Tier 1 Securities. Notice of the Meetings released through a regulatory information service available on Euronext Dublin in relation to the Meetings in respect of the SGD AT1 Securities. Notice of the Meetings in respect of the GBP Tier 1 Securities to be mailed to the holders of record at their respective addresses in the register of holders. Electronic copies of the Consent Solicitation Memorandum to be available from the Tabulation Agent and electronic copies of the Holder Information (as defined in the Notice of the Meetings) to be available upon request from the relevant Principal Paying Agent. From this date, Holders may arrange for Securities held by Euroclear and/or Clearstream, Luxembourg in their accounts to be blocked in such accounts and held to the order and under the control of the relevant Principal Paying Agent or relevant Registrar (as applicable) in order to obtain a form of proxy (or a document to that effect) or give valid Consent Instructions or Ineligible Holder Instructions to the Tabulation Agent. <i>Expiration Deadline</i>
22 September 2021	<ol style="list-style-type: none">2. The Consent Solicitations will expire at 10.00 a.m. (London time) 22 September 2021 (such time and date with respect to each Series, the "Expiration Deadline").3. The Expiration Deadline is the final time by which Holders can arrange for:<ol style="list-style-type: none">(i) obtaining a form of proxy (or a document to that effect) from the relevant Principal Paying Agent or relevant Registrar (as applicable)

Date/Time

Action

in order to attend and vote at the relevant Meeting (via teleconference); or

- (ii) receipt by the Tabulation Agent of valid Consent Instructions or Ineligible Holder Instructions in accordance with the procedures of Euroclear and/or Clearstream, Luxembourg.

This will also be the deadline for making any other arrangements to attend or be represented or to vote at the relevant Meeting (via teleconference).

- 4. The Expiration Deadline is also the final time by which Holders can give notice to the Tabulation Agent (via the Clearing Systems) and the relevant Principal Paying Agent or relevant Registrar (as applicable) of any intended revocation of, or amendment to, Consent Instructions or Ineligible Holder Instructions previously given by them.

**From 10.00 a.m.
(London time) on 24
September 2021**

- 5. ***Holders' Meetings Held***

The initial Meeting in respect of:

- (i) GBP Tier 1 Securities (the "**GBP Tier 1 Securities Meeting**") will commence at 10.00 a.m. (London time);
- (ii) 2017 SGD AT1 Securities (the "**2017 SGD AT1 Securities Meeting**") will commence at 10.30 a.m. (London time) or after the completion of the GBP Tier 1 Securities Meeting (whichever is later);
- (iii) 2018 SGD AT1 Securities (the "**2018 SGD AT1 Securities Meeting**") will commence at 10.50 a.m. (London time) or after the completion of the 2017 SGD AT1 Securities Meeting (whichever is later);
- (iv) Subordinated Notes (the "**Subordinated Notes Meeting**") will commence at 11.10 a.m. (London time) or after the completion of the 2018 SGD AT1 Securities Meeting (whichever is later); and
- (v) Senior Notes (the "**Senior Notes Meeting**") will commence at 11.30 a.m. (London time) or after the completion of the Subordinated Notes Meeting (whichever is later).

If the Relevant Resolution is passed at the relevant Meeting:

Announcement of results of Meetings

**As soon as
reasonably
practicable after the
Meetings**

- 6. Announcement of (i) the results of the Meetings and (ii) if the Relevant Resolution is passed, satisfaction (or not) of the Eligibility Condition released on (a) the regulatory news service of the London Stock Exchange in respect of all of the Securities, (b) the website of the Luxembourg Stock Exchange in respect of the GBP Tier 1 Securities and (c) a regulatory information service available on Euronext Dublin in respect of the SGD AT1 Securities.

Delivery of notice of (i) the results of the Meetings and (ii) if the Relevant Resolution is passed, satisfaction (or not) of the Eligibility Condition to the Clearing Systems for communication to their account holders. Such notice mailed to the holders of record of the GBP Tier 1 Securities.

<u>Date/Time</u>	<u>Action</u>
	<i>SGD AT1 Securities – Pricing Date and Time</i>
At or around 2.00 p.m. (London time) on 24 September 2021 (the "Pricing Date")	<p>7. Solicitation Agent to calculate the Adjustment Rate for each Series of SGD AT1 Securities. As soon as practicable thereafter:</p> <p>(i) announcement of the relevant Adjustment Rate on the regulatory information service available on Euronext Dublin; and</p> <p>(ii) delivery of notice of the relevant Adjustment Rate to the Clearing Systems for communication to their account holders.</p>
Effective Date	<p>8. If the Relevant Resolution is passed at the relevant initial Meeting (or at a subsequent adjourned Meeting) and the Eligibility Condition is satisfied, the relevant Supplemental Trust Deed or the Supplemental Partnership Agreement (as applicable) and any other relevant ancillary documentation will be executed by the relevant Issuer and the Trustee or the General Partner and HBEU (as applicable) and the modifications by way of variation to the Conditions of the relevant Series described in the Consent Solicitation Memorandum will be implemented with effect from the Effective Date.</p>

If a quorum is not achieved at a Meeting or the quorum is achieved and the Relevant Resolution is passed but the Eligibility Condition is not satisfied, such Meeting shall be adjourned and the adjourned Meeting of Holders for that Series will be held at a date as will be notified to the Holders in the notice of the adjourned Meeting.

HGHQ's earnings release for the nine-month period ended 30 September 2021 (the "Q3 2021 Earnings Release") is expected to be published on 25 October 2021. In case any Meetings are adjourned, such adjourned Meetings will be held on a date following the publication of the Q3 2021 Earnings Release which will allow sufficient time for Holders to submit instructions to participate at such adjourned Meeting or to revoke their instructions after the publication of the Q3 2021 Earnings Release.

Any adjourned Meeting will be held in accordance with the terms of the relevant Trust Deed or the Partnership Agreement (as applicable). If the Relevant Resolution is passed at such adjourned Meeting and the Eligibility Condition is satisfied in respect of the relevant Series, the relevant Supplemental Trust Deed or the Supplemental Partnership Agreement (as applicable) and any other relevant ancillary documentation will be executed by the relevant Issuer and the Trustee or the General Partner and HBEU (as applicable) and the modifications by way of variation with respect to such Series described in the Consent Solicitation Memorandum will be implemented on the Effective Date, in each case subject to termination of the relevant Consent Solicitation as set out in "Amendment and Termination" in the Consent Solicitation Memorandum. The Effective Date is subject to change in the case of an adjourned meeting.

Holders are advised to check with any Clearing System, bank, securities broker or other intermediary through which they hold Securities when such Clearing System or intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in, or revoke their instruction to participate in, the relevant Consent Solicitation by the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission and revocation of Consent Instructions may be earlier than the relevant deadlines specified above.

Capitalised terms used but not defined herein shall have the meanings set out in the Consent Solicitation Memorandum.

DOCUMENTS AVAILABLE FOR INSPECTION

Electronic copies of (i) the Consent Solicitation Memorandum, (ii) the Notice of the Meetings, (iii) the current drafts of each Supplemental Trust Deed, (iv) the current drafts of each Amended and Restated Pricing Supplement, in respect of the SGD AT1 Securities Proposed Amendments and the Subordinated Notes Proposed Amendments,

(v) the Amended and Restated Senior Notes Final Terms, in respect of the Senior Notes Proposed Amendments, (vi) the current draft of the Supplemental Partnership Agreement, (vii) the current draft of the Deed of Confirmation, in respect of the GBP Tier 1 Securities Proposed Amendments, (viii) the current draft of the supplemental trust deed implementing the Subordinated Note Amendments and (ix) such other ancillary documents as may be approved by the Trustee or the General Partner (as applicable) and/or such other relevant party as are necessary or desirable to give effect to the relevant Proposal in full will be available for inspection by Holders, upon request, from the date of this Notice from the relevant Principal Paying Agent and the Tabulation Agent during normal business hours on any week day (public holidays excepted) up to and including the date of the relevant Meeting, provided that, in each case, a Holder will be required to produce evidence satisfactory to the relevant Principal Paying Agent or the Tabulation Agent (as applicable) as to his or her status as a Holder before being provided with copies of the Holder Information.

Holders should contact the following for further information:

The Solicitation Agent

HSBC Bank plc (in its capacity as Solicitation Agent), 8 Canada Square, London E14 5HQ, United Kingdom (Attention: Liability Management, Telephone: +44 20 7992 6237, Email: LM_EMEA@hsbc.com)

The Tabulation Agent

Lucid Issuer Services Limited, The Shard, 32 London Bridge Street, London SE1 9SG, United Kingdom (Attention: Arlind Bytyqi / Mu-yen Lo, Telephone: +44 20 7704 0880, Email: hsbc@lucid-is.com)

The Principal Paying Agents

HSBC Bank plc (in its capacity as Principal Paying Agent), 8 Canada Square, London E14 5HQ, United Kingdom (Attention: Manager, Client Services, Issuer Services, Telephone: +44 20 7991 3742, ctlondon.conventional@hsbc.com; ctla.corporateactions@hsbc.com)

HSBC Bank plc, Guernsey Branch, St Julian's Avenue, St Peter Port, Guernsey, GY1 3NF (Attention: David Stoddart, Telephone: +44 1481 759100, Email: david.j.stoddart@hsbcpb.com)

The Registrars

HSBC Bank plc (in its capacity as Registrar), 8 Canada Square, London E14 5HQ, United Kingdom (Attention: Manager, Client Services, Issuer Services, Telephone: +44 20 7991 3742, ctlondon.conventional@hsbc.com; ctla.corporateactions@hsbc.com)

HSBC Trustee (C.I.) Limited, HSBC House, Esplanade, St Helier, Jersey JE1 1GT (Attention: Manager, Corporate Services, Telephone: +44 1534 672671, Email: jacki.f.braid@hsbcpb.com)

This Notice is given by

HSBC BANK PLC (LEI: MP6I5ZYZBEU3UXPYFY54)

HSBC HOLDINGS PLC (LEI: MLU0ZO3ML4LN2LL2TL39) and

HSBC BANK CAPITAL FUNDING (STERLING 1) L.P. (acting by HSBC Bank (General Partner) Limited) (LEI: 2138007XGRZME1ZCTY76)

Dated 1 September 2021

DISCLAIMER: This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to any Consent Solicitation. If any Holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Consent Solicitations or the Relevant Resolution, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the relevant Consent Solicitation or otherwise vote in respect of the Relevant Resolution. None of the Issuers, the Solicitation Agent, the Tabulation Agent, the Trustee, the Registrars or the Principal Paying Agents makes any

recommendation whether Holders should participate in the relevant Consent Solicitation or otherwise vote in respect of the Relevant Resolution.

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to purchase or sell any security in any jurisdiction. The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.