

BASE PROSPECTUS SUPPLEMENT DATED 26 FEBRUARY 2024



HSBC Bank plc

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

as Issuer

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 23 June 2023 relating to the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 2 August 2023 (together, the "**Base Prospectus**"), prepared by HSBC Bank plc (the "**Issuer**") in accordance with Art. 35 para. 1 of the Financial Services Act ("**FinSA**"). This Base Prospectus Supplement constitutes a supplement pursuant to Art. 56 of the FinSA and Art. 63 et seq. of the Financial Services Ordinance ("**FinSO**") and has been filed with the reviewing body SIX Exchange Regulation AG ("**Reviewing Body**"). For the avoidance of doubt, the Base Prospectus 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.

Terms defined in the Base Prospectus have the same meaning when used in this Base Prospectus Supplement.

This Base Prospectus Supplement is dated, and has been filed with the Reviewing Body on, 23 February 2024.

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

The purpose of this Base Prospectus Supplement is to:

- disclose that on 22 February 2024, the Issuer filed with the U.S. Securities and Exchange Commission (the "**SEC**") its Form 20-F (the "**2023 Form 20-F**"). The 2023 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 112 to 187 of the 2023 Form 20-F, is hereby incorporated by reference into the Base Prospectus. The 2023 Form 20-F is available on the Issuer'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/1140465/000114046524000013/hbeu-20231231.htm>;
- disclose that on 21 February 2024, the Issuer published its annual report and accounts for the year ended 31 December 2023 (the "**2023 Annual Report and Accounts**"), submitted to and filed with SIX Exchange Regulation AG. The audited consolidated financial statements of the Issuer, the independent auditor's report thereon and the notes thereto, in respect of the financial year ended 31 December 2023, as set out on pages 99 to 192 of the 2023 Annual Report and Accounts, and the notes to such audited consolidated financial statements of the Issuer that are identified as '(Audited)' and are presented within the section of the 2023 Annual Report and

Accounts entitled "Risk review", which section is set out on pages 22 to 86 of the 2023 Annual Report and Accounts, are hereby incorporated by reference into the Base Prospectus. The 2023 Annual Report and Accounts is available at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20>; and

- replace paragraph 8 of the '*General Information*' section of the Base Prospectus with the following statement:

"There has been no significant change in the financial or trading position of the Issuer and its subsidiary undertakings nor any material adverse change in the prospects of the Issuer since 31 December 2023."

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

To the extent that there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated into the Base Prospectus by this Base Prospectus Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statement in this Base Prospectus Supplement will prevail.

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