

As filed with the Securities and Exchange Commission on February 21, 2025.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 20-F/A**

Amendment No. 1

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

For the transition period from N/A to N/A

Commission file number: 001-12364

HSBC Bank plc

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

England and Wales

(Jurisdiction of incorporation or organization)

8 Canada Square

London E14 5HQ

United Kingdom

(Address of principal executive offices)

Jonathan Langan

8 Canada Square

London E14 5HQ

United Kingdom

Tel +447829955625

Email jonathan.langan@hsbcib.com

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class

Trading
Symbol(s)

Name of each exchange on which registered

Zero Coupon Callable Accreting Senior Unsecured Notes due 2042
(US40442B2A43)

HSBC/42A

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Ordinary Shares
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: Ordinary Shares, nominal value £1.00 each 796,969,115

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☒ Yes ☐ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

☐ Yes ☒ No

Note - Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13(a) of the Exchange Act.

☐

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐

International Financial Reporting Standards as issued by the
International Accounting Standards Board ☒

Other ☐

If "Other" has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow.

☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

☐ Yes ☐ No

EXPLANATORY NOTE

This Amendment No. 1 to Form 20-F ("Amendment No. 1") amends HSBC Bank plc's (the "Registrant's") Annual Report on Form 20-F for the fiscal year ended December 31, 2024 (the "Original Form 20-F"), which was originally filed with the U.S. Securities and Exchange Commission on February 20, 2025 (the "Original Filing Date").

This Amendment No. 1 is being filed solely to amend Exhibit 1.1 of the Original Form 20-F, which included an improper hyperlink.

Exhibit 1.1 of this Amendment No. 1, which contains the Registrant's articles of association as adopted by special resolution passed on June 11, 2024, is intended to supersede Exhibit 1.1 of the Original Form 20-F.

In accordance with Rule 12b-15 of the Securities Exchange Act of 1934, as amended, this Amendment No. 1 includes new certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, as amended, dated as of the filing date of this Amendment No. 1.

Except for the changes expressly described above, this Amendment No. 1 does not amend, supplement or update any information contained in the Original Form 20-F to give effect to any subsequent events. The filing of this Amendment No. 1, and the inclusion of newly executed certifications, should not be understood to mean that any other statements or disclosure contained in the Original Form 20-F are true and complete as of any date subsequent to the Original Filing Date, except as expressly noted above.

Item 19. Exhibits

Documents filed as exhibits to this Amendment No. 1 on Form 20-F/A:

Exhibit Number	Description
1.1*	Articles of Association of HSBC Bank plc, as adopted by special resolution passed on June 11, 2024.
2.1**	Description of rights of each class of securities registered under Section 12 of the Securities Exchange Act of 1934.
8.1	Subsidiaries, joint ventures and associates of HSBC Bank plc (set forth in Note 36 to the consolidated financial statements included in the Registrant's Annual Report on Form 20-F filed on February 20, 2025).
11.1**	Insider trading policies of HSBC Bank plc.
12.1*	Certificate of HSBC Bank plc's Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2*	Certificate of HSBC Bank plc's Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1*	Annual Certification of HSBC Bank plc's Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
15.1**	Consent of PricewaterhouseCoopers LLP.
15.2**	Consent of H Bader (HSBC Trinkaus & Burkhardt Pension Scheme Actuary).
15.3**	Consent of HP Kieselmann (HSBC Trinkaus & Burkhardt Pension Scheme Actuary).
15.4**	Consent of AON Switzerland (HSBC Private Bank (Suisse) Pension Scheme Actuary).
97**	HSBC Bank plc Policy for the Recovery of Erroneously Awarded Compensation (incorporated by reference to Exhibit 97 to HBSC Bank plc's Form 20-F filed with the Securities and Exchange Commission on February 22, 2024).

* Filed with this Amendment No. 1 to the Registrant's Annual Report on Form 20-F/A filed on February 21, 2025.

** Previously filed with the SEC as exhibits to the Registrant's Annual Report on Form 20-F filed on February 20, 2025.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 on Form 20-F/A on its behalf.

HSBC Bank plc

By: /s/ Kavita Mahtani

Name: Kavita Mahtani

Title: Chief Financial Officer, HSBC Bank plc
and Corporate and Institutional Banking

Date: February 21, 2025