

SUPPLEMENTARY LISTING PARTICULARS



HSBC Bank plc

(A company incorporated with limited liability in England with registered number 14259)

as Issuer

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This supplement (the "**Supplement**") to the offering memorandum dated 18 June 2014 as supplemented on 19 August 2014 and 9 October 2014 relating to the Programme for the Issuance of Notes and Warrants (the "**Offering Memorandum**", which constitutes listing particulars for the purposes of listing on the Official List of the Irish Stock Exchange ("**Listing**") and trading on the Global Exchange Market of the Irish Stock Exchange 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 Directive 2003/71/EC (as amended)) constitutes supplementary listing particulars (pursuant to rule 3.10 of the Global Exchange Market Listing and Admission to Trading – Rules) 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 HSBC Bank plc, as issuer (the "**Issuer**") in relation to its Programme for the Issuance of Notes and Warrants.

This Supplement has been approved by the Irish Stock Exchange for the purposes of Listing.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (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 the following significant items recognised in the third quarter of 2014 that are included in the consolidated income statement for such period published by HSBC Holdings plc and principally relate to the Issuer:

- a provision of US\$213million arising from the ongoing review of compliance with the Consumer Credit Act in the UK;
- a provision for UK customer redress of US\$701 million. This included additional estimated redress for possible mis-selling in previous years of payment protection insurance policies of US\$589 million, which reflected an increase in the level of overall claims; and
- a provision of US\$378 million relating to the estimated liability in connection with the ongoing foreign exchange investigation by the UK Financial Conduct Authority ("**FCA**"). Discussions are ongoing with the FCA regarding a proposed resolution of their foreign exchange ("**FX**") investigation with respect to the Issuer's systems and controls relating to one part of its spot FX trading business in London. Although there can be no certainty that a resolution will be agreed, if one is reached, the resolution is likely to involve the payment of a significant financial penalty. The HSBC Group continues to cooperate fully with regulatory and law enforcement authorities in the UK and other jurisdictions.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Offering Memorandum prior to the date of this Supplement, the statement in this Supplement will prevail.

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

10 November 2014