

BASE PROSPECTUS SUPPLEMENT



HSBC Bank plc

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

as Issuer

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with (i) the base prospectus dated 19 June 2012 relating to the Programme for the Issuance of Notes and Warrants (the "**NWP Base Prospectus**") and the supplements thereto dated 28 June 2012 and 7 August 2012, (ii) the base prospectus dated 17 January 2012 relating to the Warrant and Certificate Programme (the "**WCP Base Prospectus**") and the supplements thereto dated 12 March 2012, 28 June 2012, 7 August 2012 and 26 September 2012, (iii) the Base Prospectus dated 25 May 2012 relating to the Debt Issuance Programme ("**DIP Base Prospectus**") and the supplements thereto dated 28 June 2012 and 7 August 2012 and (iv) the BondShop base prospectus dated 28 June 2012 relating to the Programme for the Issuance of Notes and Warrants (the "**BondShop Base Prospectus**") and the supplement thereto dated 7 August 2012 (the NWP Base Prospectus, the WCP Base Prospectus, the DIP Base Prospectus and the BondShop Base Prospectus together being hereafter referred to as the "**Base Prospectuses**") prepared by HSBC Bank plc (the "**Bank**") in connection with the applications made for Notes, Warrants or Certificates to be admitted to listing on the Official List of the Financial Services Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000) and to trading on the Regulated Market of the London Stock Exchange plc.

This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of the Financial Services and Markets Act 2000, as amended (the "**FSMA**"). Terms defined in any of the Base Prospectuses shall have the same meaning when used in this Base Prospectus Supplement.

To the extent that there is any inconsistency between any statement in this Base Prospectus Supplement and any other statement in, or incorporated by reference in, any of the Base Prospectuses, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to disclose the following:

- (i) On 5 November 2012, HSBC Holdings plc ("**HSBC Holdings**"), the parent company of the Bank, conducted a trading update and released its Interim Management Statement relating to its results for the third quarter of 2012 (the "**IMS**"). In the IMS, HSBC Holdings reported that:
 - (a) "These results include an additional provision of US\$800m in relation to US anti-money laundering, Bank Secrecy Act and Office of Foreign Asset Control investigations, the background and risk factors relating to which are set out in Note 25 on the Financial Statements and in the 'Top and emerging risks' section starting on page 104 of the Interim Report 2012. We are actively engaged in ongoing discussions with the relevant authorities regarding steps to achieve a resolution, including potential fines, penalties and forfeitures, although no agreement has yet been reached. The resolution of at least some of these matters is likely to involve the filing of corporate criminal as well as civil charges and the imposition of significant fines, penalties and/or monetary forfeitures. While the prosecution of corporate criminal charges in these types of cases has most often been deferred through an agreement with the relevant authorities, the US authorities have substantial discretion, and prior settlements can provide no assurance as to how the US authorities will proceed in these matters. It should be noted that any amounts payable are assessed separately by each agency investigating these matters, and the amounts paid to one agency may or may not be offset against or otherwise taken into account in determining amounts payable to other agencies. There is a high degree of uncertainty in making any estimate of the ultimate cost; it is possible that the amounts

when finally determined could be higher, possibly significantly higher, than the amount accrued.”

In the event of a filing of criminal charges against one or more of HSBC Holdings or any of its affiliates, the prosecution of which is not deferred, there could be significant consequences to HSBC Holdings and its affiliates, including loss of business, withdrawal of funding and harm to the HSBC reputation, all of which could have a material adverse effect on the business, liquidity, financial condition, results of operations and prospects of the Bank.

- (b) A provision of US\$353m has been made in the IMS, the majority of which relates to the Bank, in relation to UK customer redress, mainly in respect of Payment Protection Insurance.

There are many factors which affect the estimated liabilities and there remains a high degree of uncertainty as to the eventual costs of redress for this matter.

- (ii) On 6 August 2012, J W Leng, a non-executive director of the Bank was appointed non-executive chairman of the Bank.
- (iii) J D Garner resigned as a director of the Bank with effect from 31 October 2012.
- (iv) A P Simoes is now Head of UK Bank and T de Roux has replaced J-L Guerrero on the Executive Committee of the Bank and is Head of Markets Europe.
- (v) On 16 November 2012, HSBC Holdings published a news release which reported the following:

"In line with the strategy of HSBC Holdings and its subsidiaries ("**HSBC Group**"), which includes simplifying the management of the HSBC Group, the legal ownership of HSBC Private Banking Holdings (Suisse) S.A., the principal holding company for the HSBC Group's Global Private Banking entities, has been transferred from the Bank to HSBC Holdings. The ownership of HSBC Private Bank (UK) Limited, the HSBC Group's UK-based private banking subsidiary, remains with the Bank.

The legal transfer, which completed on 16 November 2012, moved a global operation from a European holding company to HSBC Holdings, the HSBC Group holding company, thereby simplifying governance requirements and administrative processes.

The transfer is further evidence of execution of the HSBC Group's strategy to simplify, restructure and grow its businesses. It will facilitate the ongoing implementation of a global operating model for HSBC Group's Global Private Banking entities with better integration and coordination within the Group.

There will be no impact from the transfer on customers or employees."

The sections of the summaries in the Base Prospectuses which list the members of the Board of Directors and the members of the Executive Committee of the Bank are hereby amended to reflect the changes referred to in items (ii), (iii) and (iv) above.

Save as disclosed in this Base Prospectus Supplement and in any prior supplements to any of the Base Prospectuses, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectuses has arisen since the publication of the Base Prospectuses.

In circumstances where Article 16(2) of the Prospectus Directive (as implemented in the United Kingdom by Section 87Q(4) of the FSMA) applies, investors who have agreed to purchase or subscribe for any Notes, Warrants or Certificates (as the case may be) prior to the publication of this Base Prospectus Supplement shall have the right to withdraw their acceptance. The final date for the exercise of such right to withdraw is the second working day following the date of publication of this Base Prospectus Supplement.

The Bank accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge and belief of the Bank (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.

27 November 2012