

SUPPLEMENTARY LISTING PARTICULARS DATED 19 FEBRUARY 2020



HSBC Bank plc

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

as Issuer

HSBC Bank Middle East Limited

(a company limited by shares incorporated in the Dubai International Financial Centre)

as Issuer

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This supplement (the "**Supplement**") to the offering memorandum dated 6 June 2019 relating to the Programme for the Issuance of Notes and Warrants and the supplementary listing particulars thereto dated 27 June 2019, 6 August 2019, 9 December 2019 and 24 January 2020 (together, the "**Offering Memorandum**"), which constitutes listing particulars for the purposes of listing on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin ("**Listing**") and trading on the Global Exchange Market of Euronext Dublin 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 Regulation (EC) 2017/1129, 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 ("**HBEU**") and HSBC Bank Middle East Limited ("**HBME**" and, together with HBEU, the "**Issuers**" and each an "**Issuer**"), in relation to their Programme for the Issuance of Notes and Warrants.

This Supplement has been approved by Euronext Dublin for the purposes of Listing.

HBEU accepts responsibility for the information contained in this Supplement relating to HBEU and Notes and Warrants issued by it. To the best of the knowledge of HBEU (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.

HBME accepts responsibility for the information contained in this Supplement relating to HBME and Notes and Warrants issued by it. To the best of the knowledge of HBME (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 that on 18 February 2020 HBEU published its annual report and accounts for the year ended 31 December 2019 (the "**Annual Report and Accounts**"), which contains the audited consolidated financial statements of the Issuer and the independent auditors'

report thereon, in respect of the financial year ended 31 December 2019. The Annual Report and Accounts are available at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries>. The Annual Report and Accounts, other than information incorporated by reference therein, is hereby incorporated by reference into the Offering Memorandum;

- disclose that on 18 February 2020 HBME published its annual report and accounts for the year ended 31 December 2019 (the "**Annual Report and Accounts**"), which contains the audited consolidated financial statements of the Issuer and the independent auditors' report thereon, in respect of the financial year ended 31 December 2019. The Annual Report and Accounts are available at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries>. The Annual Report and Accounts, other than information incorporated by reference therein, is hereby incorporated by reference into the Offering Memorandum;

- replace paragraph 2 of the "*General Information*" section of the HBEU Registration Document (which is incorporated by reference into the Offering Memorandum) with the following statement:

"There has been no significant change in the financial position of the Issuer and its subsidiary undertakings (the "**Group**") since 31 December 2019 nor any material adverse change in the prospects of the Issuer since 31 December 2019.";

- replace paragraph 9 of the '*General Information*' section of the Offering Memorandum with the following statement:

"There has been no significant change in the financial or trading position of HBEU and its subsidiaries since 31 December 2019 nor any material adverse change in the prospects of HBEU since 31 December 2019"; and

- replace paragraph 10 of the '*General Information*' section of the Offering Memorandum with the following statement:

"There has been no significant change in the financial or trading position of HBME and its subsidiaries since 31 December 2019 nor any material adverse change in the prospects of HBME since 31 December 2019."

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.