

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

HSBC Continental Europe

(a société anonyme registered in France)

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 28 June 2023 relating to the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 4 August 2023 and 2 October 2023 (together, the "**Base Prospectus**") prepared by HSBC Bank plc ("**HBEU**") and HSBC Continental Europe ("**HBCE**" and, together with HBEU, the "**Issuers**" and each an "**Issuer**") in connection with the application made for Notes or Warrants (as applicable) to be admitted to listing on the Official List of the Irish Stock Exchange plc (trading as Euronext Dublin) ("**Euronext Dublin**") and to trading on the regulated market of Euronext Dublin.

This Base Prospectus Supplement constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Terms defined in the Base Prospectus shall have the same meaning when used in this Base Prospectus Supplement. This Base Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Base Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuers nor as an endorsement of the quality of any Notes or Warrants that are the subject of the Base Prospectus, as supplemented from time to time. Investors should make their own assessment as to the suitability of investing in such Notes or Warrants.

HBEU accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge of HBEU 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, HBEU filed with the U.S. Securities and Exchange Commission (the "**SEC**") its Form 20-F (the "**HBEU 2023 Form 20-F**"). The HBEU 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 HBEU 2023 Form 20-F, is hereby incorporated by reference into the Base Prospectus. The 2023 Form 20-F is available on HBEU'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, HBEU published its annual report and accounts for the year ended 31 December 2023 (the "**HBEU 2023 Annual Report and Accounts**"), submitted to and filed with the Central Bank of Ireland. The audited consolidated financial statements of HBEU, 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 HBEU 2023 Annual Report and Accounts, and the notes to such audited consolidated financial statements of HBEU that are identified as '(Audited)' and are presented within the section of the HBEU 2023 Annual Report and Accounts entitled "Risk review", which section is set out on pages 22 to 86 of the HBEU 2023 Annual Report and Accounts, are hereby incorporated by reference into the Base Prospectus. The HBEU 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 11 of the '*General Information*' section of the Base Prospectus with the following statement:

"There has been no significant change in the financial position or financial performance of HBEU and its subsidiary undertakings nor any material adverse change in the prospects of HBEU 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 for the purposes of the Prospectus Regulation, 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 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 statements in this Base Prospectus Supplement will prevail.

HBEU confirms that, save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus and relating to HBEU and Notes and Warrants issued by it under the Programme has arisen since the publication of such Base Prospectus.

In circumstances where Article 23(2) of the Prospectus Regulation applies, investors who have agreed to purchase or subscribe for any Notes or Warrants prior to the publication of this Base Prospectus Supplement may have the right to withdraw their acceptance. Investors wishing to exercise any such right should do so by giving notice in writing to the person from whom they agreed to purchase or subscribe for such Notes or Warrants. This right is exercisable up to, and including 28 February 2024, which is the final date for the exercise of such right to withdraw.