BASE PROSPECTUS SUPPLEMENT DATED 26 MAY 2020

HSBC Bank plc

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

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 31 May 2019 relating to the issuance of Market Access Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 6 August 2019, 6 December 2019, 19 February 2020 and 6 April 2020 (the "**Market Access Base Prospectus**"); (ii) the base prospectus dated 19 June 2019 relating to the issuance of Index-Linked Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 6 August 2019, 6 December 2019, 19 February 2020 and 6 April 2020 (the "**Index-Linked Base Prospectus**"); (iii) the base prospectus dated 19 June 2019 relating to the issuance of Preference Share-Linked Notes under the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 6 August 2019, 6 December 2019, 19 February 2020 and 6 April 2020 (the "**Preference Share-Linked Base Prospectus**"); and (iv) the base prospectus dated 19 June 2019 relating to the issuance of Interest Rate-Linked and Inflation-Linked Notes under the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 6 August 2019, 6 December 2019, 19 February 2020 and 6 April 2020 (the "**Interest Rate-Linked and Inflation-Linked Base Prospectus**") (the Market Access Base Prospectus, Index-Linked Base Prospectus, Preference Share-Linked Base Prospectus and the Interest Rate-Linked and Inflation-Linked Base Prospectus together being hereafter referred to as the "**Base Prospectuses**") prepared by HSBC Bank plc (the "**Issuer**") in connection with the applications made for Notes, Warrants or Certificates (as applicable) to be admitted to listing on the Official List of the Financial Conduct Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 (the "**FSMA**")) and to trading on the regulated market of the London Stock Exchange plc and/or the offer of Notes, Warrants or Certificates to the public (as applicable).

This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC, as amended or superseded (the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of the FSMA.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 that S&P Global Ratings Europe Limited announced on 13 May 2020 that the long-term and short-term credit ratings of the Issuer were revised as follows:

Previous long-term credit rating of the Issuer	**Revised long-term credit rating of the Issuer as of 13 May 2020**
AA-	A+
Previous short-term credit rating of the Issuer	**Revised short-term credit rating of the Issuer as of 13 May 2020**
A-1+	A-1

- update the Summaries contained in the Index-Linked Base Prospectus, the Preference Share-Linked Base Prospectus and the Interest Rate-Linked and Inflation-Linked Base Prospectus to reflect the above revision to the Issuer's credit rating so that Elements B.17 (*Credit ratings*) refer to the Issuer being assigned by S&P Global Ratings Europe Limited a long-term credit rating of A+ rather than AA-; and

- insert a new risk factor entitled: *Impact of Covid-19* in the Market Access Base Prospectus, Index-Linked Base Prospectus, Preference Share-Linked Base Prospectus and Interest Rate-Linked and Inflation-Linked Base Prospectus in the section entitled "**Risks relating to the Bank**" as set out in Annex 1 hereto.

Save as disclosed in this Base Prospectus Supplement, 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 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, Warrants or Certificates. This right is exercisable up to, and including 28 May 2020, which is the final date for the exercise of such right to withdraw.

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

ANNEX 1

Impact of Covid-19

The outbreak of Covid-19 has had, and continues to have, a material impact on businesses around the world and the economic environments in which they operate.

The outbreak has caused disruption to the Issuer's customers, suppliers and staff globally. A number of jurisdictions in which the Issuer operates, such as the United Kingdom, have implemented severe restrictions on the movement of populations, with a resultant significant impact on economic activity. These restrictions are being determined by the governments of individual jurisdictions, including through the implementation of emergency powers. The impacts of these restrictions, including the subsequent lifting of restrictions, may vary from jurisdiction to jurisdiction. It remains unclear how this will evolve through 2020 and beyond, and the Issuer continues to monitor the situation closely.

In a number of jurisdictions in which the Issuer operates, the Issuer has initiated market-specific measures to support its personal and business customers through these challenging times, including mortgage assistance, payment holidays, the waiving of certain fees and charges, and liquidity relief for businesses facing market uncertainty and supply chain disruption. The Issuer is also working closely with governments and supporting national schemes that focus on the parts of the economy most impacted by Covid-19.

The actions taken by the various governments and central banks, in particular in the UK and EU, provide an indication of the potential severity of the downturn and post-recovery environment, which from a commercial, regulatory and risk perspective could be significantly different to past crises and persist for a prolonged period. An immediate financial impact of the outbreak is an increase in expected credit losses and other credit impairment charges ("**ECL**"), driven by a change in the economic scenarios used to calculate ECL. The outbreak has led to a weakening in gross domestic product ("**GDP**") in many of the Issuer's markets, a key input used for calculating ECL, and the probability of a more adverse economic scenario for at least the short to medium term is substantially higher than at 31 December 2019. Furthermore, ECL will arise from other parts of the Issuer's business impacted by the disruption to supply chains. The impact will vary by sectors of the economy, with heightened risk to the oil and gas, transport and discretionary consumer sectors being observed in the first stages of the outbreak. The impact of the outbreak on the long-term prospects of businesses in these sectors is uncertain and may lead to significant ECL charges on specific exposures, which may not be fully captured by ECL modelling techniques. In addition, in times of crisis, fraudulent activity is often more prevalent, leading to potentially significant ECL charges.

Should the Covid-19 outbreak continue to cause disruption to economic activity in the UK and Europe through 2020, there could be further adverse impacts on the Issuer's income due to lower lending and transaction volumes and lower wealth and insurance manufacturing revenue due to equity markets volatility. Lower interest rates globally will negatively impact net interest income and increase the cost of guarantees for insurance manufacturing.

Moreover, the Issuer has financial instruments which are carried at fair value, and such fair values may be impacted by the market volatility resulting from the Covid-19 outbreak. This would in turn affect the market value of such instruments and result in markdowns on such instruments and an increase in the size of fair value adjustments.

The Covid-19 outbreak will also have material impacts on capital and liquidity. This may include downward customer credit rating migration, which could negatively impact the Issuer's risk-weighted assets and capital position, and potential liquidity stress due, among other factors, to increased customer drawdowns, notwithstanding the significant initiatives that governments and central banks, including the UK government and the Bank of England, have put in place to support funding and liquidity. Central banks in some markets have also initiated a series of capital measures, including the reduction of certain regulatory capital buffers, to support the ability of banks to supply credit to businesses and households through this period of economic disruption. For instance, the Bank of England's Financial Policy Committee reduced the UK countercyclical capital buffer rate to zero per cent.

Central bank and government actions and support measures may result in restrictions in relation to capital. These may limit management's flexibility in managing the business and taking action in relation to capital distribution and capital allocation.

There remain significant uncertainties in assessing the duration of the Covid-19 outbreak and its impact. A prolonged period of significantly reduced economic activity as a result of the impact of the outbreak would have a material adverse effect on the Issuer's financial condition, results of operations, prospects, liquidity, capital position and credit ratings.