

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 10 June 2016 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 Offering Memorandum Supplement is to:

- disclose that on 3 August 2016, the Issuer published its unaudited consolidated interim report for the six month period ended 30 June 2016 (the "**Unaudited Consolidated Interim Report**"). The Unaudited Consolidated Interim Report is available at <http://www.hsbc.com/investor-relations/financial-and-regulatory-reports>. The Unaudited Consolidated Interim Report, other than information incorporated by reference therein, is hereby incorporated by reference into the Offering Memorandum; and
- amend certain Conditions relating to the Notes and forms of *pro forma* Pricing Supplement as set out in the Annex hereto. With effect from the date of this Supplement, all references to "Conditions" in the Offering Memorandum shall be references to the Conditions as amended in the Annex to this Supplement.

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.

9 August 2016

ANNEX
AMENDMENTS TO TERMS AND CONDITIONS

1. In the section entitled "Terms and Conditions of the Notes" on pages B-1 to B-40 of the Offering Memorandum, the following additional paragraph shall be added at the end of Condition 9(f) (*Price Source Disruption and FX Disruption*) on page B-31 of the Offering Memorandum:

"Unless Interest Adjustment is specified in the relevant Pricing Supplement as being applicable, no further payment on account of interest or otherwise shall be due in respect of any payment postponed pursuant to this Condition 9(f) (so that, for the avoidance of doubt, any interest payable in respect of the Notes on a Related Payment Date which is so postponed shall be calculated as if such Related Payment Date had not been postponed pursuant to this Condition 9(f)) unless, in the case of a Fixed Rate Note, a Floating Rate Note or a Zero Coupon Note, there is a subsequent failure to pay in accordance with these Conditions, in which event interest shall continue to accrue as provided in Condition 4 (*Fixed Rate Note Provisions*), 5 (*Floating Rate Note, Index-Linked Interest Note Provisions and other variable-linked interest Note Provisions*) or 6 (*Zero Coupon Notes*), as appropriate."

2. In the section entitled "Pro Forma Pricing Supplement for Notes" on pages B-41 to B-59 of the Offering Memorandum, the following item shall be added at the end of paragraph 24 (v) (Price Source Disruption) on page B-51 of the Offering Memorandum:

" - Interest Adjustment: [Applicable]/[Not applicable]"

3. In the section entitled "Additional Provisions relating to Equity-linked Notes and Index-linked Notes and Preference Share-linked Notes" on pages D-1 to D-151 of the Offering Memorandum, the following additional paragraph shall be added at the end of Condition 22(e) (*Consequences of Disrupted Days*) on page D-23 of the Offering Memorandum:

"Unless Interest Adjustment is specified in the relevant Pricing Supplement as being applicable, no further payment on account of interest or otherwise shall be due in respect of any payment postponed pursuant to this Condition 22(e) (so that, for the avoidance of doubt, any interest payable in respect of the Notes on a Disrupted Day Related Payment Date which is so postponed shall be calculated as if such Disrupted Day Related Payment Date had not been postponed pursuant to this Condition 22(e)) unless, in the case of a Fixed Rate Note, a Floating Rate Note or a Zero Coupon Note, there is a subsequent failure to pay in accordance with these Conditions, in which event interest shall continue to accrue as provided in Condition 4 (*Fixed Rate Note Provisions*), 5 (*Floating Rate Note, Index-Linked Interest Note Provisions and other variable-linked interest Note Provisions*) or 6 (*Zero Coupon Notes*), as appropriate."

4. In the section entitled "Pro Forma Pricing Supplement for Equity-Linked Notes and Index-Linked Notes" on pages D-36 to D-59 of the Offering Memorandum, the following item shall be added at the end of paragraph 24 (v) (Price Source Disruption) on page D-46 of the Offering Memorandum:

" - Interest Adjustment: [Applicable]/[Not applicable]"

5. In the section entitled "Pro Forma Pricing Supplement for Preference Share-Linked Notes" on pages D-60 to D-70 of the Offering Memorandum, the following item shall be added at the end of paragraph 16 (iv) (Price Source Disruption) on page D-65 of the Offering Memorandum:

" - Interest Adjustment: [Applicable]/[Not applicable]"