

REGISTRATION DOCUMENT



HSBC Bank plc

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

This document (which expression shall include this document as amended and supplemented from time to time and all documents incorporated by reference herein) has been prepared for the purpose of providing disclosure information with regard to HSBC Bank plc (the "Bank" or the "Issuer") and has been approved by the United Kingdom Financial Services Authority, which is the United Kingdom competent authority, for the purposes of Directive 2003/71/EC (the "Prospectus Directive") and relevant implementing measures in the United Kingdom, as a registration document (the "Registration Document"), issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of providing the information with regard to HSBC Bank plc as issuer of debt or derivative securities during the period of twelve months after the date hereof.

Certain risk factors relating to the Issuer are set out in "Risk Factors" on page 3.

HSBC

25 May 2012

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RISK FACTORS

Prospective investors in any notes or securities of the Bank should read the entire Registration Document and the relevant base prospectus, or as the case may be, prospectus or securities note (each a "Prospectus") containing disclosure on certain notes or other securities (and where appropriate, the relevant summary note and the relevant final terms applicable to the relevant notes or securities (the "Final Terms")). Investing in the notes or securities of the Bank involves certain risks. Prospective investors should consider the following principal risks in respect of the Bank:

Risks Relating to the Bank

There are a number of factors which could cause the Bank's actual results to differ, in some instances materially, from those anticipated. The factors set out below should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties which face the Bank's businesses.

For risks relating to the Bank, please see the sections entitled "Challenges and Uncertainties" on pages 27 to 30 and "Regulation and Supervision" on pages 30 to 32 of the annual report and accounts of the Bank and its subsidiary undertakings for the year ended 2011, as incorporated by reference herein on page 6.

IMPORTANT NOTICES

HSBC Bank plc accepts responsibility for the information contained in this Registration Document. To the best of the knowledge of the Bank, which has taken all reasonable care to ensure that such is the case, the information contained in this Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Registration Document is to be read and construed with any amendment or supplement hereto and with all documents incorporated by reference into it.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Registration Document, including any documents incorporated by reference herein, and, if given or made, such information or representation must not be relied upon as having been authorised by the Bank, or any trustee or any dealer appointed in relation to any issue of debt or derivative securities by the Bank.

This Registration Document, including any documents incorporated by reference herein, is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Bank, any trustee or any dealer appointed in relation to any issue of debt or derivative securities by the Bank that any recipient of this Registration Document, including any document incorporated by reference herein, should purchase any debt or derivative securities issued by the Bank. Each investor contemplating purchasing debt or derivative securities issued by the Bank should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Bank. No part of this Registration Document, including any documents incorporated by reference herein, constitutes an offer or invitation by or on behalf of the Bank, any trustee or any dealer appointed in relation to any issue of debt or derivative securities by the Bank or any of them to any person to subscribe for or to purchase any of the debt or derivative securities issued by the Bank.

Neither the delivery of this Registration Document or any documents incorporated by reference herein or any Prospectus or any Final Terms nor the offering, sale or delivery of any debt or derivative securities shall, in any circumstances, create any implication that there has been no change in the affairs of the Bank since the date hereof, or that the information contained in the Registration Document is correct at any time subsequent to the date hereof or that any other written information delivered in connection herewith or therewith is correct as of any time subsequent to the date indicated in such document. Any dealer or trustee appointed in relation to any issue of debt or derivative securities by the Bank expressly does not undertake to review the financial condition or affairs of the Bank or its subsidiary undertakings during the life of such securities.

The distribution of this Registration Document, including any document incorporated by reference herein, and the offer or sale of securities issued by the Issuer may be restricted by law in certain jurisdictions. Persons into whose possession this Registration Document or any document incorporated by reference herein or any securities issued by the Issuer come must inform themselves about, and observe, any such restrictions. For a description of certain restrictions on offers, sales and deliveries of securities issued by the Issuer and on the distribution of this Registration Document, including any document incorporated herein by reference, see the applicable description of arrangements relating to subscription and sale of the relevant securities in the relevant Prospectus.

In this Registration Document and in relation to any securities issued by the Issuer, references to the "relevant dealers" are to whichever of the dealers enters into an agreement for the issue of such securities issued by the Issuer as described in the applicable description of arrangements relating to

subscription and sale of the relevant debt or derivative securities in the relevant Prospectus and references to the "relevant Final Terms" are to the Final Terms relating to such securities.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents shall be deemed to be incorporated in, and to form part of, this Registration Document:

- the Annual Report and Accounts of the Bank and its subsidiary undertakings for the years ended 31 December 2010 and 2011 submitted to and filed with the UK Listing Authority.

The Bank will, at its registered office, at the specified offices of HSBC Bank USA, National Association, Corporate Trust at 452 Fifth Avenue, New York, New York 10018, U.S.A and at the specified offices of any other paying agent (together with HSBC Bank USA, National Association, the "**Paying Agents**") appointed in connection with the issuance of securities with respect to which this Registration Document forms part of the Prospectus prepared by the Bank relating to such securities, make available for inspection during normal business hours and free of charge, upon oral or written request, a copy of this Registration Document, any document incorporated by reference in this Registration Document and such Prospectus. Written or oral requests for inspection of such documents should be directed to the registered office of the Bank or the relevant specified office of any Paying Agent.

HSBC BANK PLC AND ITS SUBSIDIARY UNDERTAKINGS

History and Development of the Issuer

HSBC Bank plc is a public limited company registered in England and Wales under registration number 14259. The liability of members is limited. It has its registered office and head office at 8 Canada Square, London, E14 5HQ, and the telephone contact number is +44 20 7991 8888. The Bank was constituted by Deed of Settlement on 15 August 1836 and in 1873 registered under the Companies Act 1862 as an unlimited company. It was re-registered as a company limited by shares under the Companies Acts 1862 to 1879 on 1 July 1880. On 27 November 1923, the Bank adopted the name of Midland Bank Limited which it held until 1 February 1982 when the Bank was re-registered under the Companies Acts 1948 to 1980 as a public limited company and changed its name to Midland Bank plc. During the year ended 31 December 1992, Midland Bank plc became a wholly owned subsidiary undertaking of HSBC Holdings plc ("**HSBC Holdings**" together with its subsidiaries, the "**HSBC Group**") and by special resolution on 27 September 1999 changed its name from Midland Bank plc to HSBC Bank plc. For the purposes of advertising, the Bank uses an abbreviated version of its name, that is, HSBC.

Legislation

The Bank is subject to primary and secondary legislation relating to financial services and banking regulation in the United Kingdom, including, *inter alia*, the Financial Services and Markets Act 2000, for the purposes of which the Bank is an authorised person carrying on the business of financial services provision. In addition, as a public limited company, the Issuer is subject to the UK Companies Act 2006 (the "**Act**").

Principal activities and markets

HSBC Bank plc and its subsidiaries form a UK-based group (the "**Group**") providing a comprehensive range of banking and related financial services.

The Bank divides its activities into four business segments: UK Retail Banking; Continental Europe Retail Banking; Global Banking and Markets; and Private Banking.

UK Retail Banking comprises two global businesses, Retail Banking and Wealth Management ("**RBWM**") and Commercial Banking ("**CMB**"). UK RBWM provides current accounts, savings, personal loans, mortgages, cards, financial planning, as well as life and general insurance to UK personal customers through a variety of distribution channels under various brands, including HSBC, first direct, Marks & Spencer Money and partnership card™. UK CMB provides a wide range of products and services to commercial organisations, from sole proprietors to quoted companies. These include current and savings accounts, payments, electronic banking, trade finance, loans, overdrafts, asset finance, foreign exchange and other treasury and capital markets instruments, wealth management services and general insurance.

Continental Europe Retail Banking comprises two global businesses: RBWM and CMB, providing a similar range of services as UK Retail Banking to local and expatriate individual customers and internationally-minded companies in Europe. The principal Continental European Retail Banking operations are in France, Turkey, Malta and Germany.

Global Banking and Markets provides tailored financial solutions to major government, corporate and institutional clients worldwide. The business is managed as two principal business lines: Global Banking and Global Markets. This structure allows the Bank to focus on relationships and sectors that

best fit the Bank's footprint and facilitates seamless delivery of the Bank's products and services to clients.

Private Banking mainly reflects the operations of HSBC Private Banking Holdings (Suisse) SA and its subsidiaries. Private Banking helps high net worth individuals and families meet their complex international financial needs by offering product and service leadership in areas such as credit, alternative investments, estate planning, and investment advice.

As at 31 December 2011, the Bank had 1,249 branches in the United Kingdom, and 14 branches in the Isle of Man and the Channel Islands. Outside the United Kingdom, the Bank has branches in Belgium, the Czech Republic, France, Greece, the Hong Kong Special Administrative Region, Ireland, Israel, Italy, Netherlands, Slovakia, South Africa, Spain and Switzerland. Its subsidiaries have banks, branches and offices in Armenia, the Channel Islands, the Czech Republic, France, Germany, Greece, the Hong Kong Special Administrative Region, Hungary, Ireland, Kazakhstan, Luxembourg, Malta, Monaco, Poland, Russia, Singapore, South Africa, Slovakia, Switzerland and Turkey.

As at 31 December 2011, the Bank's principal subsidiary undertakings and their country of incorporation or registration were:

<i>Name of Subsidiary</i>	<i>Location</i>
HSBC France (99.99% owned)	France
HSBC Asset Finance (UK) Limited	England
HSBC Bank A.S.	Turkey
HSBC Bank International Limited	Jersey
HSBC Bank Malta p.l.c. (70.03% owned)	Malta
HSBC Invoice Finance (UK) Limited	England
HSBC Life (UK) Limited	England
HSBC Private Bank (C.I.) Limited	Guernsey
HSBC Private Bank (Suisse) S.A.	Switzerland
HSBC Private Bank (UK) Limited	England
HSBC Trinkaus & Burkhardt AG (80.44% owned)	Germany
HSBC Trust Company (UK) Limited	England
Marks and Spencer Retail Financial Services Holdings Limited	England

Organisational Structure

HSBC Bank plc is the HSBC Group's principal operating subsidiary undertaking in Europe. The Bank is a wholly and directly owned subsidiary of HSBC Holdings plc, the UK holding company of the HSBC Group.

The whole of the issued ordinary and preference share capital of the Bank is beneficially owned by HSBC Holdings plc.

The HSBC Group is one of the largest banking and financial services organisations in the world. Its international network covers 85 countries and territories in six geographical regions: Europe; Hong Kong; Rest of Asia-Pacific; Middle East and North Africa; North America; and Latin America. Its total assets as at 31 December 2011 were \$2,556 billion.

Trend Information

The Bank expects global economic conditions to improve during the course of 2012, although the pace of recovery is expected to remain uneven across the regions.

The Bank expects UK GDP to rise by some 0.3 per cent in 2012. Uncertainty surrounding the eurozone and weak consumer confidence alongside the ongoing fiscal consolidation should constrain growth of domestic demand, while only modest growth is expected from net trade. With demand weak, consumer price inflation is expected to fall sharply through 2012 as the impact of 2011's VAT increase and fuel price rises drop out of the annual comparison.

Eurozone GDP is expected to contract by 1 per cent in 2012 but with large divergences between countries, as Spain and Italy experience deeper contractions than the core eurozone. The impact of fiscal austerity is likely to continue to be felt, especially in the eurozone periphery, and concerns surrounding the sovereign debt levels in these countries are likely to persist in 2012 as will the tight financial conditions. However, sentiment indicators suggest that the downturn that began in the second half of 2011 appears to be stabilising in early 2012 and a resumption of economic recovery can be expected in Germany, led by a firming of the global trade cycle and resilient domestic labour markets that will support consumer spending. Inflation appears to have peaked and, assuming stable energy prices, it is expected to slow to below 2 per cent in the course of 2012.

Ratings

The Bank has been assigned the following long-term credit ratings:

- AA- by Standard & Poor's Credit Market Services Europe Limited ("**S&P**"). This means that S&P is of the opinion that the Bank has a very strong capacity to meet its financial commitments;
- Aa2 by Moody's Investors Service Limited ("**Moody's**"). This means that Moody's is of the opinion that the Bank is judged to be of high quality and is subject to very low credit risk; and
- AA by Fitch Ratings Limited ("**Fitch**"). This means that Fitch is of the opinion that the Bank poses expectations of very low credit risk, indicates very strong capacity for payment of financial commitments and this capacity is not significantly vulnerable to foreseeable events.

The Bank has also been assigned the following short-term credit ratings:

- A-1+ by S&P. This means that S&P is of the opinion that the Bank's capacity to meet its financial commitments on its short-term obligations is extremely strong.
- P-1 by Moody's. This means that Moody's is of the opinion that the Bank has a superior ability to repay short-term debt obligations; and
- F1+ by Fitch. This means that Fitch is of the opinion that the Bank has the strongest intrinsic capacity for timely payment of short-term financial commitments.

Each of S&P, Moody's and Fitch are established in the European Union and registered under Regulation (EU) No. 1060/2009 (as amended).

Management

Directors

The directors of the Bank, each of whose business address is 8 Canada Square, London, E14 5HQ, their functions in relation to the Group and their principal outside activities (if any) of significance to the Group are as follows:

Name	Nationality	Function	Other principal activities outside of the Bank
A A Flockhart*	British	Chairman	A non-executive director of HSBC Holdings plc, non-executive Chairman of HSBC Latin America Holdings (UK) Limited and a non-executive director of HSBC Bank Middle East Limited
B Robertson	British	Chief Executive	Group Managing Director, HSBC Holdings plc
P Antika*	Turkish	Director	Consultant, Antika Partners
P W Boyles	British	Chief Executive, Continental Europe and Head of Commercial Banking, Europe	Group General Manager, HSBC Holdings plc
J D Garner	British	Deputy Chief Executive and Head of UK Bank	Group General Manager, HSBC Holdings plc
Dame Denise Holt**	British	Director	-
S W Leathes*	British	Director	-
J W Leng *	British	Director	A member of the HSBC European Advisory Council. European Chairman of American European Associates and a non-executive Director of Alstom SA and Genel Energy plc.
Dame Mary Marsh**	British	Director	Director of the Clore Social Leadership Programme. A member of the Corporate Sustainability Committee of HSBC Holdings plc.
R E S Martin **	British	Director	General Counsel and Company Secretary, Vodafone Group plc.
A R D Monro-Davies**	British	Director	A Director and member of the Audit and Risk Committee of HSBC Bank Middle East Limited.
P M Shawyer**	British	Director	A Director and member of the Audit and Risk Committee of HSBC France.
A P Simoes	Portuguese	Head of Retail Banking and Wealth Management, Europe	Group General Manager, HSBC Holdings plc
J F Trueman**	British	Director	-

* Non-executive Director

** Independent non-executive Director

Management Committees

Executive Committee

The Bank's Executive Committee, whose business address is 8 Canada Square, London, E14 5HQ, meets regularly and operates as a management committee under the direct authority of the Board. The members of the Executive Committee and their functions in relation to the Group and their principal outside activities (if any) of significance to the Group are as follows:

<i>Name</i>	<i>Function</i>	<i>Other principal activities outside the Bank</i>
B Robertson	Chairman	Group Managing Director, HSBC Holdings plc
J P Armstrong	Chief Operating Officer, Continental Europe	-
J Beunardeau (Alternate to M J Haythorne)	Head of Global Banking, Europe	Chief Executive, HSBC France
P W Boyles	Chief Executive, Continental Europe and Head of Commercial Banking, Europe	Group General Manager, HSBC Holdings plc
J D Garner	Deputy Chief Executive and Head of UK Bank	Group General Manager, HSBC Holdings plc
R J H Gray	General Counsel	-
J-L Guerrero	Co-Head of Global Markets and Head of Markets Europe	-
M J Haythorne	Global Head of Credit and Lending & Head of Global Banking, UK	-
N Hinshelwood	Chief Operating Officer, UK	-
F Morra	Chief Executive, HSBC Private Banking (Suisse) SA	-
A S Ramsay	Head of Compliance	-
P J Reid	Chief Financial Officer	-
M D Sheridan	Head of Human Resources	-
A P Simoes	Head of Retail Banking and Wealth Management, Europe	-
B A Fletcher	Chief Risk Officer	-

There are no existing or potential conflicts of interest between any duties owed to the Bank by its directors and its Executive Committee (each as described above) and the private interests and/or external duties owed by, these individuals.

Major Shareholders

The whole of the issued ordinary and preference share capital of the Bank is beneficially owned by HSBC Holdings plc.

Dividends

HSBC Bank plc paid the following dividends during the previous five years:

Year	Aggregate Dividends (£)	Comments
2007	1,706,000,000	Including payments of (i) £36,246,168 under the Non-cumulative Third Dollar Preference Shares and (ii) £8,950,411 under issues of Perpetual Subordinated Debt which in 2007 for accounting purposes both qualified as equity.
2008	2,974,000,000	Including payments of (i) £41,025,881 under the Non-cumulative Third Dollar Preference Shares and (ii) £71,360,411 under issues of Perpetual Subordinated Debt which in 2008 for accounting purposes both qualified as equity.
2009	1,067,000,000	Including payments of (i) £39,700,304 under the Non-cumulative Third Dollar Preference Shares and (ii) £86,657,123 under issues of Perpetual Subordinated Debt which in 2009 for accounting purposes both qualified as equity.
2010	1,868,000,000	Including payments of (i) £41,377,680 under the Non-cumulative Third Dollar Preference Shares and (ii) £76,972,192 under issues of Perpetual Subordinated Debt which in 2010 for accounting purposes both qualified as equity.
2011	1,815,000,000	Including payments of (i) £41,066,959 under the Non-cumulative Third Dollar Preference Shares and (ii) £58,774,274 under issues of Perpetual Subordinated Debt which in 2011 for accounting purposes both qualified as equity.

On 28 February 2012, the Bank paid a cash dividend of £200 million to HSBC Holdings.

Recent Developments

On 26 April 2012, the Bank announced a restructuring of its business in the United Kingdom which will result in 2,217 employees leaving the Bank.

GENERAL INFORMATION

1. The Bank prepares its consolidated financial statements in accordance with International Financial Reporting Standards.
2. There has been no significant change in the financial or trading position nor any material adverse change in the prospects of the Bank and its subsidiary undertakings, taken as a whole, since 31 December 2011.
3. Neither the Bank nor any of the Bank's subsidiary undertakings, as disclosed in Note 40 "*Legal proceedings and regulatory matters*" on page 195 to 197 of the Bank's Annual Report and Accounts for the year ended 31 December 2011 (incorporated by reference herein), taken as a whole, is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened against the Bank or any of its subsidiary undertakings of which the Bank is aware), during the 12 month period before the date of this Registration Document which may have, or have had in the recent past, significant effects on the financial position or profitability of the Bank and its subsidiary undertakings taken as a whole.
4. KPMG Audit Plc Chartered Accountants of 15 Canada Square, London E14 5GL has audited without qualification the Financial Statements contained in the Annual Report and Accounts of the Bank for the financial years ended 31 December 2009, 2010 and 2011.
5. The date of the articles of association of the Bank is 20 October 2010.
6. This Registration Document was authorised by a resolution of a committee of the board of directors of the Bank passed on 15 May 2012.
7. The Bank does not have a specific purpose or objects clause in its articles of association. The Bank is an authorised institution under the Financial Services and Markets Act 2000 and provides a comprehensive range of banking and related financial services.
8. For so long as the Bank may issue securities with respect to which this Registration Document forms part of the Prospectus prepared by the Bank relating to such securities, the following documents may be inspected during normal business hours at the registered office of the Bank:
 - (a) the articles of association of the Bank;
 - (b) the Annual Report and Accounts of the Bank and its subsidiary undertakings for the years ended 31 December 2010 and 31 December 2011.
9. The Bank will, at its registered office, and at the specified offices of the Paying Agents, make available for inspection during the normal office hours, free of charge, upon oral or written request, a copy of this Registration Document, including any document incorporated by reference herein, and any Prospectus. Written or oral requests for inspection of such documents should be directed to the specified office of any Paying Agent.
10. Copies of this Registration Document as well as the documents incorporated in this Registration Document by reference are available free of charge from HSBC Private Bank (Suisse) SA, Rue de Lausanne 18-20, PO Box 3580, CH-1211 Genève 3, Switzerland.

11. Generally, any notice, document or information to be sent or supplied by the Bank may be sent or supplied in accordance with the Act (whether authorised or required to be sent or supplied by the Act or otherwise) in hard copy form or in electronic form. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Bank is unable effectively to convene a general meeting by notices sent through the post, subject to the Act, a general meeting may be convened by a notice advertised in at least one United Kingdom national newspaper. Such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day on which the advertisement first appears. In any such case the Bank shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

HEAD AND REGISTERED OFFICE OF THE ISSUER

HSBC Bank plc
8 Canada Square
London
E14 5HQ
United Kingdom

AUDITORS TO THE ISSUER

KPMG Audit Plc
15 Canada Square
London
E14 5GL
United Kingdom