BASE PROSPECTUS SUPPLEMENT

HSBC Bank plc

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

as Issuer

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with (i) the registration document prepared by HSBC Bank plc (the "**Issuer**") dated 12 April 2017 (the "**Registration Document**"), (ii) the base prospectus dated 12 April 2017 relating to the Debt Issuance Programme and the supplements thereto dated 2 August 2017 and 28 September 2017 (the "**DIP Base Prospectus**"); (iii) the base prospectus dated 1 June 2017 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 2 August 2017 and 28 September 2017 (the "**Market Access Base Prospectus**"); (iv) the base prospectus dated 21 June 2017 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 2 August 2017 and 28 September 2017 (the "**Index-Linked Base Prospectus**"); (v) the base prospectus dated 21 June 2017 relating to the issuance of Preference Share-Linked Notes under the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 2 August 2017 and 28 September 2017 (the "**Preference Share-Linked Base Prospectus**"); and (vi) the base prospectus dated 10 November 2017 relating to the issuance of Interest Rate-Linked and Inflation-Linked Notes under the Programme for the Issuance of Notes and Warrants (the "**Interest Rate-Linked and Inflation-Linked Base Prospectus**") (the DIP Base Prospectus, the Market Access Base Prospectus, the Index-Linked Base Prospectus, the Preference Share-Linked Base Prospectus and the Interest Rate-Linked and Inflation-Linked Base Prospectus together being hereafter referred to as the "**Base Prospectuses**"), each prepared by 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.

This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of the FSMA. Terms defined in 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, the Base Prospectuses, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to:

- disclose that on 20 February 2018, the Issuer published its annual report and accounts for the year ended 31 December 2017 (the "**Annual Report and Accounts**"). The Annual Report and Accounts are available at http://www.hsbc.com/investor-relations/subsidiary-company-reporting. The Annual Report and Accounts, other than (i) information incorporated by reference therein and (ii) the section entitled '*Structural Reform*' on pages 16 to 18 of the Annual Report and Accounts, are hereby incorporated by reference into the Base Prospectuses. The non-incorporated parts of the Annual Report and Accounts are either not relevant to investors or are covered elsewhere in this Base Prospectus Supplement;

- update the Summaries contained in the Market Access Base Prospectus, Index-Linked Base Prospectus, Preference Share-Linked Base Prospectus and Interest Rate-Linked and Inflation-Linked Base Prospectus (extracts of such revised elements to the Summaries being set out in Annex 1 hereto) with certain of the information disclosed in the Annual Report and Accounts, namely:

    - updated trend information relating to the economic outlook in the UK and eurozone as set out in Element B.4b (*Known trends affecting the Issuer and the industries in which it operates*); and

    - updated financial information relating to the year ended 31 December 2017, as set out in Element B.12 (*Selected key financial information, no material adverse change and no significant change statement*);

- replace paragraph 2 of the "*General Information*" section of the Registration Document (which is incorporated by reference into the DIP Base Prospectus and each of the other Base Prospectuses), paragraph 8 of the '*General Information*' section of the Market Access Base Prospectus, paragraph 10 of the '*General Information*' section of the Index-Linked Base Prospectus, paragraph 8 of the '*General Information*' section of the Preference Share-Linked Base Prospectus and paragraph 10 of the '*General Information*' section of the Interest Rate-Linked and Inflation-Linked Base Prospectus with the following statement:

  "There has been no significant change in the financial or trading position of the Issuer and its subsidiary undertakings since 31 December 2017 nor any material adverse change in the prospects of the Issuer since 31 December 2017."; and

- update the Base Prospectuses with information set out in Annex 2 hereto relating to the Issuer's structural reform plans.

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 any of the Base Prospectuses for the purposes of the Prospectus Directive, 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.

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 no later than 27 February 2018 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.

23 February 2018

ANNEX 1

EXTRACTS OF THE AMENDED ELEMENTS TO THE SUMMARIES OF THE MARKET ACCESS BASE PROSPECTUS, INDEX-LINKED BASE PROSPECTUS, PREFERENCE SHARE-LINKED BASE PROSPECTUS AND INTEREST RATE-LINKED AND INFLATION-LINKED BASE PROSPECTUS

B.4b	**Known trends affecting the Issuer and the industries in which it operates[1]:**	UK real Gross Domestic Product ("**GDP**") rose by 0.5% in the fourth quarter of 2017 - a small improvement on 0.4% in the preceding quarter. The annual rate of growth slowed to 1.5% (from 2.0% in the same quarter of 2016). The unemployment rate stood at 4.3% in the three months to November 2017 - its lowest level since 1975. Employment as a percentage of the population aged 16-64 was 75.5% in November 2017 - a series high. Annual wage growth (excluding bonuses) stood at 2.4% in the three months to November 2017. The annual rate of growth in the Consumer Price Index ("**CPI**") was 3.0% in December 2017. Activity in the housing market weakened over the year, with price growth moderating but remaining positive. However, the Bank of England raised rates by 25bps to 0.5% in November 2017. The annual pace of UK real GDP growth is now expected to slow from 1.8% in 2017 to 1.5% in 2018. Though CPI inflation may be at or near its peak, it looks set to continue to outpace wage growth throughout 2018, with employment growth slowing. Together, these factors could weigh on consumption growth. Political uncertainty may also keep investment growth weak, while net trade is not expected to contribute to GDP growth in 2018. Although the rate of growth is lower than it has been in recent years, it is still close to what the Bank of England considers to be the new 'speed limit'. It may therefore raise the Bank Rate again in 2018. The eurozone continued on a steady growth path in 2017, with GDP increasing at a 0.6% quarterly rate in the fourth quarter of the year, following 0.7% in the previous two quarters. This took full year growth to 2.5% in the eurozone last year, the fastest rate in ten years. So far we only have the data for two of the Big 4 eurozone countries: France and Spain. GDP increased by 0.6% quarter-on-quarter in France, led by strong exports growth and investment, and by 0.7% quarter-on-quarter in Spain, taking the full year growth to 3.1%, the third year in a row in excess of 3%. Domestic consumption is likely to have remained an important driver of growth in the fourth quarter, fuelled by strong job creation, but HSBC Global Research expects it to have eased a little as the recent oil price increase is reducing households' purchasing power. Investment has also been picking up recently, particularly in the business sector, also helped by important fiscal incentives, while net exports are also likely to have contributed positively to growth, thanks to the highly synchronised global cycle, and so far with limited impact from the appreciation of the euro (circa 9% in trade-weighted terms) since last spring. The latest survey data point to a continuation of the strong growth momentum, although HSBC Global Research expects a marginal slowdown in growth in 2018 (to 2.3%) due to stalling real wage growth putting a lid on domestic consumption, against the background of rising energy prices, while the stronger euro might have a dampening effect on export growth. The European Central Bank ("**ECB**") Quantitative Easing ("**QE**") programme has been extended for 9 months from January 2018 albeit at a slightly lower pace (€30bn of asset purchases per month, compared to €60bn previously), which should continue to provide fiscal support to countries, while the ECB forward guidance on rates should help prevent a further appreciation of the euro by pushing expectations for a possible rate hike further into the future. HSBC Global Research expects QE to end in October 2018. With nominal wage growth stalling, HSBC Global Research expects inflation to continue to undershoot the ECB's inflation target, at 1.5% both in 2018 and 2019, even if the recent oil price increase

[1] Element B.4b (*Known trends affecting the Issuer and the industries in which it operates*) of the Summaries has been amended for the updated trend information relating to the economic outlook predominately in the UK and the eurozone, as set out in the Issuer's Annual Report and Accounts for the year ended 31 December 2017.

		has added some pressures to inflation in the short term, only partly offset by the stronger euro. The main political risk is the Italian election on 4 March 2018, with polls pointing to a likely hung parliament. The outcome of the Catalan independence threat remains uncertain, after pro-independence parties re-gained a majority of seats in the Catalan parliament at the regional election on 21 December 2017, while Germany is still without a government after last September's election.
B.12	**Selected key financial information, no material adverse change and no significant change statement:**[2]	The selected key financial information regarding the Issuer set out below has been extracted without material adjustment from the audited consolidated financial statements of the Issuer for the years ended 31 December 2016 and 31 December 2017.

[2] Element B.12 (*Selected key financial information, no material adverse change and no significant change statemen*t) of the Summary has been amended for the updated financial information, as set out in the Issuer's Annual Report and Accounts for the year ended 31 December 2017.

	Footnotes	2017	2016
For the year (£m)			
Profit before tax (reported basis)		**2,370**	874
Profit before tax (adjusted basis)	1	**3,832**	4,234
Net operating income before loan impairment charges and other credit risk provisions	2	**13,052**	13,305
Profit/(loss) attributable to shareholders of the parent company		**1,809**	(212)
At year end (£m)			
Total equity attributable to shareholders of the parent company		**43,462**	39,930
Total assets		**818,868**	816,829
Risk-weighted assets		**233,073**	245,237
Loans and advances to customers (net of impairment allowances)		**280,402**	272,760
Customer accounts		**381,546**	375,252
Capital ratios (%)	3		
Common Equity tier 1		**11.8**	10.2
Tier 1 ratio		**13.8**	12.3
Total capital		**16.9**	15.7
Performance, efficiency and other ratios (annualised %)			
Return on average ordinary shareholders' equity	4	**4.2**	(1.2)
Return on average risk-weighted assets		**1.0**	0.4
Adjusted return on average risk-weighted assets		**1.6**	1.7
Cost efficiency ratio (reported basis)	5	**78.2**	90.3
Cost efficiency ratio (adjusted basis)	5	**67.5**	63.9
Jaws (adjusted basis)	6	**(5.8)**	0.4
Ratio of customer advances to customer accounts		**73.5**	74.8

1 *Adjusted performance is computed by adjusting reported results for the effect of significant items as detailed on pages 10 to 12 of the Issuer's Annual Report and Accounts for the year ended 31 December 2017.*

2 *Net operating income before loan impairment charges and other credit risk provisions is also referred to as revenue.*

3 *Capital ratios as detailed on the capital section on pages 56 to 58 of the Issuer's Annual Report and Accounts for the year ended 31 December 2017.*

4 *The return on average ordinary shareholders' equity is defined as profit attributable to shareholders of the parent company divided by the average total shareholders' equity*

5 *Reported cost efficiency ratio is defined as total operating expenses (reported) divided by net operating income before loan impairment charges and other credit risk provisions (reported), while adjusted cost efficiency ratio is defined as total operating expenses (adjusted) divided by net operating income before loan impairment charges and other credit risk provisions (adjusted). Net operating income before loan impairment charges and other credit risk provisions (adjusted) is also referred to as revenue (adjusted).*

6 *Adjusted jaws measures the difference between adjusted revenue and adjusted cost growth rates.*

		There has been no material adverse change in the prospects of the Issuer since 31 December 2017. There has been no significant change in the financial or trading position of the Issuer and its subsidiary undertakings since 31 December 2017.

ANNEX 2
INFORMATION RELATING TO THE ISSUER'S STRUCTURAL REFORM

Update on UK banking structural reform

The Banking Reform Act and associated secondary legislation and regulatory rules require UK deposit-taking banks with more than £25bn of "core deposits" (broadly from individuals and small to medium-sized businesses) to separate their UK retail banking activities from their other wholesale and investment banking activities by 1 January 2019. The resulting UK ring-fenced bank entities need to be legally distinct, operationally separate and economically independent from non-ring-fenced bank entities and must operate in accordance with the PRA's ring-fencing rules.

HSBC UK, which is the HSBC Group's UK ring-fenced bank, was incorporated in December 2015 and was set up to hold the qualifying components of the Issuer's UK RBWM, CMB and GPB businesses. The UK GB&M business and current overseas subsidiaries and branches will remain in the Issuer, which will become HSBC's non-ring-fenced bank. HSBC UK is a wholly-owned subsidiary of HSBC UK Holdings Limited, a wholly owned subsidiary of the Issuer's parent company HSBC Holdings. HSBC UK received a restricted banking licence from the PRA in July 2017 and is expected to receive an unrestricted banking licence in 2018 pursuant to an agreed mobilisation plan.

In order to complete the ring-fencing project, the Issuer will need to undertake a number of legal transfers. These include the transfer of customer and non-customer assets, liabilities and contractual arrangements to HSBC UK. The majority of these transfers will be made via a court-approved ring-fencing transfer scheme (the "**RFTS**") as provided for in Part VII of FSMA. In addition to these transfers, certain items will be transferred via alternative arrangements. In March 2017, the Issuer's share premium totalling £20.7 billion was converted to distributable reserves through a court-approved process in preparation for the transfer of businesses and related capital to HSBC UK.

The RFTS process was initiated in January 2018 with the submission of an application to the UK High Court. It is expected that the final court hearing to sanction the RFTS will take place in May 2018 and HSBC UK will commence operations on 1 July 2018. Immediately prior to commencing operations, three transfers will take place on 1 July 2018 under an agreement between HSBC Holdings, the Issuer, HSBC UK and HSBC UK Holdings Limited: (1) the transfer of the Issuer's UK RBWM and the qualifying components of its CMB businesses and related items to HSBC UK through the RFTS; (2) the transfer of the Issuer's qualifying subsidiaries, notably Marks and Spencer Financial Services plc, HSBC Private Bank (UK) Limited and a number of asset finance entities to HSBC UK as part of the RFTS; and (3) the transfer of the Issuer's excess reserves to HSBC UK through a capital contribution.

Furthermore, as part of the HSBC Group's reorganisation plans, it is expected that the Issuer will become a wholly-owned subsidiary of HSBC UK Holdings Limited in the second half of 2018.

The cost to the Issuer of the ring-fencing project was £0.3 billion in 2017 (compared to £0.1 billion in 2016).

If the various transfers referred to above had occurred on 31 December 2017, the Issuer estimates that they would have amounted to transfers to HSBC UK of approximately 28% of the Issuer's total assets and 27% of the Issuer's total liabilities, transfers of external RWAs of approximately 35% of the Issuer's total RWAs, plus an equity capital contribution from the Issuer amounting to approximately 37% of the Issuer's total equity capital, in each case based on the assets, liabilities, RWAs and equity capital of the Issuer as at 31 December 2017.

Estimates of what the Issuer's assets, liabilities, total shareholder's equity and RWAs would have been as at 31 December 2017, had the various transfers referred to above occurred on 31 December 2017, have not been provided as the Issuer will be undergoing a number of additional transfers and re-organisation activities (including capital contributions) during 2018, which are designed to ensure that the Issuer and HSBC UK can operate as separate legal entities from 1 July 2018. The Issuer expects that it will have a reduced balance sheet as a result of the structural changes described above, including a reduction in its RWAs, and a reduced and potentially more volatile revenue stream given that the Issuer's GB&M business will represent a higher proportion of its business compared to the position prior to such changes. Furthermore, the structural changes to the Issuer could result in changes to the Issuer's credit rating and increases in its cost of funding.

It should also be noted that the above percentages are estimates only and should not be construed as representing HSBC UK's actual assets, liabilities or shareholders' equity on 1 July 2018 or indicative of its financial position on 1 July 2018 or thereafter.