

BASE PROSPECTUS SUPPLEMENT



Financial Services Authority
UK Listing Authority
Document approved

Date: 18.11.09

Signed: 1. [Signature]

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 Base Prospectus dated 29 May 2009 relating to the Debt Issuance Programme (the "**DIP Base Prospectus**") and the supplement thereto dated 4 August 2009, (ii) the Base Prospectus dated 30 July 2009 relating to the Programme for the Issuance of Notes and Warrants (the "**NWP Base Prospectus**") and the supplement thereto dated 4 August 2009, (iii) the Base Prospectus dated 2 September 2009 relating to the Warrant and Certificate Programme (the "**WCP Base Prospectus**"), and (iv) the Base Prospectus dated 4 June 2009 relating to the €25 billion Covered Bond Programme Guaranteed as to Payment of Interest and Principal by HSBC Mortgage Limited Liability Partnership (the "**CBP Base Prospectus**") and the supplement thereto dated 4 August 2009 (the DIP Base Prospectus, the NWP Base Prospectus, the WCP Base Prospectus and the CBP Base Prospectus together being hereafter referred to as the "**Base Prospectuses**") prepared by HSBC Bank plc (the "**Bank**") in connection with the applications made for Notes, Warrants or Covered Bonds to be admitted to listing on the Official List of the Financial Services Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 (the "**FSA**")), and to trading on the Regulated Market of the London Stock Exchange plc (the "**London Stock Exchange**").

This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of the Financial Services and Markets Act 2000 (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.

Additional information regarding the Bank

On 13 November 2009, the Bank agreed the sale of its head office building in Canary Wharf, London for £772.5 million. A wholly owned subsidiary of National Pension Service of Korea ("**NPS**") and the Bank have exchanged contracts in relation to the transaction which sees the Bank retain full control of occupancy for the remaining 17.5 years of an existing 20 year leaseback period at a current rent of £46 million per annum while NPS takes a 998-year lease. The sale is expected to complete before 31 December 2009.

Save as disclosed in this Base Prospectus Supplement and in any prior supplements to any of the Base Prospectuses, 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.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.