

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 Base Prospectus dated 28 May 2010 relating to the Debt Issuance Programme (the "**DIP Base Prospectus**") and the supplements thereto dated 8 June 2010, 4 August 2010, 1 October 2010 and 24 November 2010 (ii) the Base Prospectus dated 27 July 2010 relating to the Programme for the Issuance of Notes and Warrants (the "**NWP Base Prospectus**") and the supplements thereto dated 4 August 2010, 23 August 2010, 1 October 2010 and 24 November 2010, (iii) the Base Prospectus dated 5 February 2010 relating to the Warrant and Certificate Programme (the "**WCP Base Prospectus**") and the supplements thereto dated 5 March 2010, 27 May 2010, 8 June 2010, 4 August 2010, 1 October 2010 and 24 November 2010 and (iv) the Base Prospectus dated 12 October 2010 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 24 November 2010 (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, Certificates 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.

The purpose of this Base Prospectus Supplement is to disclose that:

- (i) B Robertson was appointed an executive Director of the Bank with effect from 3 December 2010,
- (ii) J D Garner was appointed an executive Director of the Bank with effect from 20 December 2010,
- (iii) S K Green resigned as a Director of the Bank with effect from 3 December 2010, and
- (iv) S T Gulliver resigned as a Director of the Bank with effect from 31 December 2010.

Amendments to the Summary Note sections of the DIP Base Prospectus, the WCP Base Prospectus and the NWP Base Prospectus

The fifth paragraph of the Summary Note in the DIP Base Prospectus, the fifth paragraph of the Summary Note in the NWP Base Prospectus, the fifth paragraph of the Summary Note in the WCP Base Prospectus is deleted in its entirety and replaced with the following:

The directors of the Issuer are B Robertson, P A Thurston, P W Boyles, D C Budd, A A Flockhart, J D Garner, P J C Houz , J W Leng, Dame Mary Marsh, R E S Martin, A R D Monro-Davies, S P O'Sullivan, P M Shawyer and J F Trueman. The members of the Executive Committee are A A Flockhart (Chairman), B Robertson, J D Garner, P W Boyles, A M Keir, J-L Guerrero, M J Haythorne, B Howe, P J Reid, B Fletcher, M Sheridan, A S Ramsay, R J H Gray, A Zeller, and J Beunardeau.

Amendment to the Registration Document dated 28 May 2010

The information which is incorporated by reference into the Base Prospectuses from the Registration Documents is amended as follows:

The following text will be deleted from the section entitled "HSBC Bank plc and its Subsidiary Undertakings – Management – Directors" in the Registration Document:

<i>Name</i>	<i>Function</i>	<i>Other principal activities outside the Issuer</i>
S K Green	Director	Group Chairman, HSBC Holdings plc
S T Gulliver	Chairman	Director, HSBC Holdings plc

The following additions will be made to the section entitled "HSBC Bank plc and its Subsidiary Undertakings – Management – Directors" in the Registration Document:

<i>Name</i>	<i>Function</i>	<i>Other principal activities outside the Issuer</i>
B Robertson	Chief Executive	Group Managing Director, HSBC Holdings plc
J D Garner	Director and Deputy Chief Executive	Group General Manager, HSBC Holdings plc

With effect from 1 January 2011, the text from the section entitled "*HSBC Bank plc and its Subsidiary Undertakings – Management Committees – Executive Committee*" in the Registration Document will be deleted in its entirety and replaced with the following:

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 Issuer</i>
A A Flockhart	Chairman	Director, HSBC Holdings plc
B Robertson	Chief Executive	Group Managing Director, HSBC Holdings plc
J D Garner	Deputy Chief Executive and Head of UK Retail Bank	Group General Manager, HSBC Holdings plc
A M Keir	Head of Commercial Banking	Group Managing Director,

J-L Guerrero	Europe Co-Head of Global Markets and Head of Markets, Europe	HSBC Holdings plc -
P W Boyles	Chief Executive, Continental Europe	Group General Manager, HSBC Holdings plc
M J Haythorne	Global Head of Credit and Lending & Head of UK Global Banking	-
J Beunardeau	Head of Global Banking, Continental Europe	-
B Howe	Head of Insurance	-
P J Reid	Chief Financial Officer	-
B Fletcher	Chief Risk Officer	-
M Sheridan	Head of HR	-
A S Ramsay	Head of Compliance	-
R J H Gray	Head of Legal	-
A Zeller	-	Chief Executive, HSBC Private Bank (Suisse) S.A.

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 interest and/or external duties owed by these individuals.

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.

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

30 December 2010