

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 19 June 2012 relating to the Programme for the Issuance of Notes and Warrants (the "**NWP Base Prospectus**"), (ii) the base prospectus dated 17 January 2012 relating to the Warrant and Certificate Programme (the "**WCP Base Prospectus**") and the supplement thereto dated 12 March 2012 and (iii) the Base Prospectus dated 25 May 2012 relating to the Debt Issuance Programme ("**DIP Base Prospectus**") (the NWP Base Prospectus, the WCP Base Prospectus and the DIP 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 Certificates 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) 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 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 the revised long-term credit rating of HSBC Bank plc issued by Moody's Investors Service Limited on 21 June 2012.

Revised Rating

Following a review of its ratings of various financial institutions initiated on 15 February 2012, Moody's Investors Service Limited announced on 21 June 2012 that the long-term credit rating of the Bank was revised as follows:

Previous long-term credit rating of the Bank	Revised long-term credit rating of the Bank as of 21 June 2012
Aa2	Aa3

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.

28 June 2012