REGISTRATION DOCUMENT

HSBC Bank plc

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

This Registration Document contains information on the Issuer. It has been prepared in connection with securities of the Issuer which may be offered to the public or admitted to trading on a regulated market ("**Securities**"). When combined with the following documents approved by the United Kingdom Financial Conduct Authority (the "**FCA**"):

- a securities note, which contains information on the Securities; and
- a summary note (if required), which provides key information about the Issuer and the Securities in order to aid investors when considering whether to invest in the Securities,

the combination will form a prospectus in relation to the Securities for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**").

This document (which expression shall include this document 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 FCA, which is the United Kingdom competent authority, for the purposes of Directive 2003/71/EC, as amended (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 information with regard to HSBC Bank plc as issuer of debt or derivative securities during the period of twelve months after the date hereof.

This Registration Document includes details of the long-term and short-term credit ratings assigned to the Issuer by Standard & Poor's Credit Market Services Europe Limited ("**S&P**"), Moody's Investors Service Limited ("**Moody's**") and Fitch Ratings Limited ("**Fitch**"). Each of S&P, Moody's and Fitch are established in the European Union and are registered as Credit Rating Agencies under Regulation (EU) No. 1060/2009, as amended (the "**CRA Regulation**"). Each of S&P, Moody's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

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

16 April 2013

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RISK FACTORS

Prospective investors in any securities issued by the Issuer should carefully consider risk factors associated with the business of the Issuer and the industry in which it operates together with all other information contained in this Registration Document, including, in particular, the risk factors referred to in this section, which the Issuer considers to be the principal risk factors relating to the Issuer that may affect the Issuer's ability to fulfil its obligations under the Notes.

The risk factors relating to the Issuer specified in this section "Risk Factors" do not comprise an exhaustive list or explanation of all risks relating to the Issuer which investors may face when making an investment in securities issued by the Issuer and should be used as guidance only. Additional risks and uncertainties relating to the Issuer that are not currently known to the Issuer, or that the Issuer currently deems immaterial, may individually or cumulatively also have a material adverse effect on the business, prospects, results of operations and/or financial position of the Issuer and its subsidiaries, and, if any such risk should occur, the price of any securities issued by the Issuer may decline and investors could lose all or part of their investment.

Risks Relating to the Bank

A description of the risk factors relating to the Bank that may affect the ability of the Bank to fulfil its obligations to investors in relation to any of its securities is set out in the sections entitled "Challenges and Uncertainties" on pages 27 to 30 and "Regulation and Supervision" on pages 30 to 32 of the 2012 Annual Report and Accounts, as incorporated by reference herein on page 15, and as further set out below.

Macroeconomic and geopolitical risk

Current economic and market conditions may adversely affect the Bank's results

The Bank's earnings are affected by global and local economic and market conditions. Following the global financial crisis in 2007, a difficult economic climate remains with continued pressures on household and corporate finances. During 2012, world economic growth slowed in all regions and growth is expected to remain well below its long-term potential in 2013. Mature economies are deleveraging and implementing austerity and structural reforms that are restricting economic activity in the short term. Core difficulties remain in Europe as economic growth is expected to resume at a very slow pace. In the eurozone, the ageing population, the structure of the labour markets and the cost of the social welfare models are major concerns which are difficult to tackle without aggravating the sovereign debt crisis.

In the face of such economic uncertainty, markets have been very volatile throughout 2012 and are expected to remain so at least during the first half of 2013. The adverse economic conditions continue to create a challenging operating environment for financial services companies such as the Bank. In particular, the Bank may face the following challenges to its operations and operating model in connection with these factors:

- the demand for borrowing from creditworthy customers may diminish if economic activity slows or remains subdued;
- as capital flows are increasingly disrupted, some emerging markets could be tempted to impose protectionist measures that could affect financial institutions and their clients;
- European banks may come under renewed stress as a result of the interdependencies between economic conditions and the sovereign debt crisis in the eurozone;
- geopolitical risks might grow in different regions of the world, affecting directly the economies of these countries and their economic policies;

- a prolonged period of modest interest rates will constrain, for example, through margin compression and low returns on assets, the net interest income the Bank earns from its investment in excess deposits;
- the Bank's ability to borrow from other financial institutions or to engage in funding transactions may be adversely affected by market disruption, for example, in the event of contagion from stress in the eurozone sovereign and financial sectors; and
- market developments may continue to depress consumer and business confidence beyond expectations. If growth in the United Kingdom (the "**UK**") remains subdued, for example, asset prices and payment patterns may be adversely affected, leading to increases in delinquencies, default rates, write-offs and loan impairment charges beyond the Bank's expectations.

The occurrence of any of these events or circumstances could have a material adverse effect on the Bank's business, its financial condition, prospects, customers and their operations and/or results of the Bank's operations.

The Bank is subject to political and economic risks in the countries in which the Bank operates, including the risk of government intervention

The Bank operates through an international network of subsidiaries and affiliates. The Bank's results are, therefore, subject to the risk of loss from unfavourable political developments, currency fluctuations, social instability and changes in government policies on such matters as expropriation, authorisations, international ownership, interest-rate caps, limits on dividend flows and tax in the jurisdictions in which the Bank operates. For example, a break-up of the eurozone or continued social unrest triggered by the ongoing economic crisis and related austerity programmes may result in political and social disruption throughout Europe.

Changes in foreign currency exchange rates may affect the Bank's results

The Bank prepares its accounts in pounds sterling, but because a substantial portion of the Bank's assets, liabilities, assets under management, revenues and expenses are denominated in other currencies (mainly euro and US dollars), changes in foreign exchange rates have an effect on the Bank's reported income, cash flows and shareholders' equity and may have a material adverse effect on the Bank's business, prospects, financial condition and/or results of operations.

Macro-prudential, regulatory and legal risks to the Bank's business model

The Bank is subject to a number of legal and regulatory actions and investigations, the outcomes of which are inherently difficult to predict, but unfavourable outcomes could have a material adverse effect on the Bank's operating results and brand

The Bank faces significant legal and regulatory risks in its business. See the section entitled "Regulatory Investigations" on page 28 of the 2012 Annual Report and Accounts for further details. The volume and amount of damages claimed in litigation, regulatory proceedings and other adversarial proceedings against financial institutions are increasing for many reasons, including a substantial increase in the number of regulatory changes taking place globally and higher expectations from regulators and the public.

Additionally, the Bank continues to be subject to a number of material legal proceedings, regulatory actions and investigations (see Note 41 (*Legal proceedings and regulatory matters*) on page 201 of the 2012 Annual Report and Accounts for further details). It is inherently difficult to predict the outcome of many of the legal, regulatory and other adversarial proceedings involving the Bank's businesses, particularly those cases in which the matters are brought on behalf of various classes of claimants, seek damages of unspecified or indeterminate amounts or involve novel legal claims. An unfavourable result in one or more of these proceedings could have a material adverse effect on the Bank's business, prospects, financial condition, reputation and/or results of operations.

Unfavourable legislative or regulatory developments, or changes in the policy of regulators or governments, could generate model risk and could have a material adverse effect on the Bank's operations, financial condition and prospects

The Bank's businesses are subject to ongoing regulation and associated regulatory risks, including the effects of changes in the laws, regulations, policies, voluntary codes of practice and interpretations in the UK, the EU and the other markets where the Bank operates. This is particularly so in the current environment, where the Bank expects government and regulatory intervention in the banking sector to continue to increase for the foreseeable future. Since 2008, regulators and governments have focused on reforming both the prudential regulation of the financial services industry, to improve financial stability, and the ways in which business is conducted. Measures include enhanced capital, liquidity and funding requirements, the separation or prohibition of certain activities by banks, changes in the capital regime and the operation of capital markets activities, the introduction of tax levies and transaction taxes, changes in compensation practices and adjustments to how business is conducted. The UK government, the Bank's regulators in the UK, the EU or elsewhere may intervene further in relation to areas of industry risk already identified, or in new areas, which could adversely affect the Bank.

Changes in laws, rules or regulations, or in their interpretation or enforcement, or in how new laws, rules or regulations are implemented may adversely affect the Bank's business, prospects, financial condition and/or results of operations. Further, uncertainty and a lack of international coordination between regulators as enhanced supervisory standards are developed and implemented may adversely affect the Bank's ability to engage in effective business, capital and risk management planning.

More stringent regulatory requirements governing the development of parameters applied and controls around models used for measuring risk can give rise to changes, including increases in capital requirements.

The Bank may fail to comply with all applicable regulations, particularly in areas where applicable regulations may be unclear or where regulators revise existing guidance or courts overturn previous rulings. Authorities in many jurisdictions have the power to bring administrative or judicial proceedings against the Bank which could result in, among other things, the suspension or revocation of the Bank's licenses, cease and desist orders, fines, civil penalties, criminal penalties or other disciplinary action which could have a material adverse effect on the Bank's business, prospects, financial condition, reputation and/or results of operations and seriously harm the Bank's reputation.

Areas where changes could have an adverse effect include, but are not limited to:

- general changes in government, central bank or regulatory policy, or changes in regulatory regimes that may influence investor decisions in particular markets in which the Bank operates;
- proposed changes in and the implementation of regulations for derivatives and central counterparties, the UK ICB ring-fencing proposals, recovery and resolution plans and the Foreign Account Tax Compliance Act ("**FATCA**"), which may change the structure of certain markets and the products offered therein and may increase the costs of doing business in such markets;
- external bodies applying or interpreting standards or laws differently to the Bank;
- further requirements relating to financial reporting, corporate governance, conduct of business and employee compensation; and
- expropriation, nationalisation, confiscation of assets and changes in legislation or regulations relating to foreign ownership.

The Financial Services Compensation Scheme ("**FSCS**") has provided compensation to consumers following the collapse of a number of deposit takers. The compensation paid out to consumers is currently funded through loans from the Bank of England and HM Treasury which at 31 December 2012 stood at approximately £18 billion. The FSCS confirmed in February 2013 that the first of three annual instalments of approximately £363 million will be levied in total on participating financial institutions in Scheme Year 2013/2014 to repay the balance of the loan principle that is not expected to be recovered. The Bank could be liable to pay a further proportion of the outstanding borrowings that the FSCS has borrowed from HM Treasury. The ultimate FSCS levy to the industry as a result of such collapses cannot currently be estimated reliably as it is dependent on various uncertain factors including the potential recoveries of assets by the FSCS and changes in the interest rate and level of protected deposits and the population of FSCS members at the time.

The UK financial services regulatory structure is currently in the process of substantial reform. As of 1 April 2013, legislation abolished what was the UK Financial Services Authority (the "**FSA**") and established three new regulatory bodies. These three bodies comprise the Financial Policy Committee ("**FPC**"), the Prudential Regulation Authority ("**PRA**") and the FCA. The FPC does not directly supervise firms; it is responsible for macro-prudential regulation and considering systemic risk affecting economic and financial stability. The PRA and the FCA have inherited the majority of the FSA's existing functions as the micro-prudential supervisors. Some financial institutions such as the Bank are now 'dual-regulated' firms, subject to prudential regulation by the PRA and to conduct regulation by the FCA. These reforms endow the new regulatory bodies with additional powers. The FPC, which is a committee of the Bank of England, has powers to give a direction to the FCA or the PRA, and it may make recommendations to the Treasury, to the FCA, the PRA or to "other persons". In addition, new European supervisory authorities, the European Banking Authority, the European Insurance and Occupational Pensions Authority and the European Securities and Markets Authority are likely to exert greater influence on regulatory issues across the EU. These developments are expected to continue to change the way in which the Bank is regulated and supervised.

The Basel Committee has approved significant changes to the regulation of banking institutions' capital and liquidity, involving a substantial strengthening of the minimum requirements. Implementation at a national level remains ongoing.

HSBC Holdings and its subsidiaries (the "**HSBC Group**") has been classified by the Financial Stability Board ("**FSB**") as a Global Systemically Important Bank ("**G-SIB**") which will require it to meet higher capital standards at least 2.5% above the Basel III minimum common equity Tier 1 requirement of 7%, although the implications for capital management of the Bank are unclear.

The ongoing implementation of the Dodd-Frank Wall Street Reform and Consumer Protection Act (commonly known as the "Dodd-Frank Act") and related final regulations in the US could result in additional costs or limit or restrict the way the HSBC Group conducts its business. Uncertainty remains about many of the details, impact and timing of these reforms and the effect they will ultimately have on the Bank.

There are also a number of ongoing regulatory initiatives at the EU and at a national level in the UK in various stages of development which could result in additional costs or limit or restrict the way the Bank conducts its business. The UK and EU proposals on recovery and resolution could lead to changes in the structure of the Group . In addition, at an EU level, the initiatives include the EU's implementation of the Basel III proposals ("**CRD IV**"), the proposed Recovery and Resolution Directive ("**RRD**") and the implementation of The European Markets Infrastructure Regulation ("**EMIR**") and the revised Markets in Financial Instruments Directive ("**MiFID**"). Although the target implementation date for the Basel III capital framework was 1 January 2013, the text of CRD IV has not yet been approved by the EU Parliament and the EU Council. However, when it is implemented, increased capital requirements and changes to what is defined to constitute capital may constrain the Bank's planned activities and could increase costs and contribute to adverse impacts on the Bank's earnings.

At a national level in the UK, other relevant regulatory initiatives include the FSA's "Retail Distribution Review" and "Mortgage Market Review" and an ever greater focus on "conduct risk" including attention to sales processes and incentives, product and investment suitability and conduct of business concerns more generally. Uncertainty remains about the details and timing of some of these reforms and the effect they will ultimately have on the Bank.

These measures are concerned principally, but not exclusively, with the conduct of business with retail customers and in conjunction with this focus, the UK regulators are making increasing use of existing and new powers of intervention and enforcement, including powers to consider past business undertaken and the implementation of customer compensation and redress schemes or other, potentially significant remedial work. Additionally, the UK and other regulators may increasingly take actions in response to customer complaints either specific to an institution or more generally in relation to a particular product.

The UK and other regulators may identify future industry-wide mis-selling or other issues that could affect the Bank. This may lead to significant direct costs or liabilities. Further, decisions taken by regulators in the UK or overseas could, if applied to a wider class or grouping of customers, have a material adverse effect on the business, operating results, financial condition and prospects of the Bank.

The UK Government has proposed draft legislation for banking reforms based on the recommendations of the Independent Commission on Banking. Additional proposals are being considered in France and the EU and any resulting structural changes could have a material adverse effect on the Bank

The UK Independent Commission on Banking ("**ICB**") published its final report in September 2011 and the UK Government expressed broad approval of the ICB recommendations, including for the principles of establishing a ring-fenced retail bank and greater primary loss absorbing capacity. The ICB further recommends that the first £85,000 of an eligible person's deposits in a bank are proposed to be made preferred debts, so that in the event of an insolvency they will rank ahead of other creditors.

The UK Government subsequently undertook consultation on the ICB proposals during 2012. In October 2012, draft primary legislation in the form of the banking reform bill (the "**Banking Reform Bill**") was presented to the UK's Parliamentary Commission on Banking Standards for pre-legislative scrutiny. The UK Government is now considering whether its Banking Reform Bill should be adjusted in the light of these deliberations with the UK's Parliamentary Commission on Banking Standards. The draft Banking Reform Bill did not incorporate all recommendations set out in the final report from the ICB or adjustments arising from the subsequent consultations. These details will be reflected in secondary legislation and underlying rules introduced by supervisory authorities. The UK Chancellor announced in February 2013 that if banks attempt to game or flout the rules establishing the ring-fence, they could be subject to full legal separation.

The UK Government has proposed a deadline of May 2015 (the end of the current session of Parliament) for the Banking Reform Bill and all relevant secondary legislation to be completed. The UK Government has also indicated that it will follow the ICB's preferred deadline of 1 January 2019 for the implementation of the ring-fencing reforms and the introduction of depositor preference.

The ICB has proposed, where applicable, the separation of UK retail and wholesale banking operations through the creation of a ring-fenced retail bank. A requirement is that all deposits and overdrafts of UK personal customers and smaller companies and payments services would be provided by the ring-fenced retail bank, however the ring-fenced retail bank could also be permitted to provide banking services for larger customers.

The UK Government also proposed that some simpler hedging activities could be undertaken by the ring-fenced retail bank.

The ICB also recommended that a large ring-fenced bank should be required to maintain an equity 'ring-fence buffer' of at least 10% of RWAs, and the minimum leverage ratio of equity-to-total assets should be adjusted to 4.06% for larger banks, including for the Bank. The UK Government has however proposed that the leverage ratio should remain at the minimum of 3% as set out in the Basel III proposals.

If the proposals described above regarding ICB are adopted substantially in the form described, major changes to the corporate structure and business activities conducted in the UK by the Bank will be required. The changes would include separating the ring-fenced retail bank from the existing UK incorporated bank. The proposals would take an extended period of time to implement and would significantly increase the Bank's costs, both in relation to implementation and running the Bank's operations as restructured.

In February 2012, the European Commission appointed a high level expert group under the Governor of the Bank of Finland, Erkki Liikanen, to consider potential structural changes to banks within the EU. The Liikanen group presented its recommendations on 2 October 2012, which included the ring-fencing of certain market-making and trading activities from the deposit-taking and retail payments activities of major banks and possible amendments to the use of bail-in instruments as a resolution tool, changes to banks' capital requirements, particularly relating to trading assets and real estate-related loans as well as a number of other recommendations. The European Commission has held a consultation on the recommendations. A summary of responses to the consultation was published on 21 December 2012, which states that the proposal for mandatory separation of bank trading activities was subject to the most comment and controversy. The Commission indicated in January 2013 that it intends to publish a directive or a regulation on the reform of the structure of EU banks in the third quarter of 2013.

The French Government has also made legislative proposals to prohibit a limited range of trading activities within banks and these are now being subjected to parliamentary scrutiny. The relationship between the ICB proposals in the UK, the French proposals and the Liikanen proposals at the EU level remains to be clarified.

The Bank is subject to tax-related risks in the countries in which the Bank operates which could have a material adverse effect on the Bank's operating results

The Bank is subject to the substance and interpretation of tax laws in all countries in which the Bank operates and is subject to routine review and audit by tax authorities in relation thereto. The Bank provides for potential tax liabilities that may arise on the basis of the amounts expected to be paid to the tax authorities. The amounts ultimately paid may differ materially from the amounts provided depending on the ultimate resolution of such matters. Changes to tax law, tax rates and penalties for failure to comply could have a material adverse effect on the Bank's business, financial condition and/or results of operations.

Risks related to the Bank's business operations, governance and internal control systems including compliance

The Bank's risk management measures may not be successful

The management of risk is an integral part of all the Bank's activities. Risk constitutes the Bank's exposure to uncertainty and the consequent variability of return. Specifically, risk equates to the adverse effect on profitability or financial condition arising from different sources of uncertainty including retail and wholesale credit risk, market risk, operational risk, non-traded market risk, insurance risk, concentration risk, liquidity and funding risk, litigation risk, reputational risk, strategic risk, pension obligation risk and regulatory risk. The

Banks seek to monitor and manage its risk exposure through a variety of separate but complementary control and reporting systems such as financial, credit, market, operational, compliance and legal. While the Bank employs a broad and diversified set of risk monitoring and risk mitigation techniques, such techniques and the judgements that accompany their application cannot anticipate every unfavourable event or the specifics and timing of every outcome. Failure to manage risks appropriately could have a significant effect on the Bank's business, prospects, financial condition and/or results of operations.

Operational risks are inherent in the Bank's business

The Bank is exposed to many types of operational risk, that are inherent in banking operations including fraudulent and other criminal activities (both internal and external), breakdowns in processes or procedures and systems failure or non-availability. These risks apply equally when the Bank relies on outside suppliers or vendors to provide services to the Bank and the Bank's customers. Any manifestation of such risks may have a material adverse effect on the Bank's business, prospects, financial condition and results of operation. Notwithstanding anything in this risk factor, this risk factor should not be taken as implying that the Bank will be unable to comply with its obligations as a company with securities admitted to the Official List or as a supervised firm regulated by the FCA and the PRA.

The Bank's operations are subject to the threat of fraudulent activity

Fraudsters may target any of the Bank's products, services and delivery channels including lending, internet banking, payments, cards services and account takeover. This may result in financial loss to Bank, an adverse customer experience, reputational damage and potential regulatory action depending on the circumstances of the event. Any manifestation of such risks may have a material adverse effect on the Bank's business, prospects, financial condition and results of operations.

The Bank's operations are subject to disruption from the external environment

The Bank operates in a number of geographic locations, which are subject to events which are outside the Bank's control. These events may be acts of god such as natural disasters and epidemics, geopolitical risks including acts of terrorism and social unrest and infrastructure issues such as transport or power failure. These risk events may give rise to disruption to the Bank's services, result in physical damage and/or loss of life, and have an economic impact on the Bank. Any manifestation of such risks would have a material adverse effect on the Bank's business, prospects, financial condition and results of operation.

The Bank's operations utilise third party suppliers

The Bank also utilises third party firms for the supply of certain of its goods and services. The inadequate management of its significant third party suppliers of goods and services could lead to a failure to meet the Bank's operational and business requirements which, in turn, may involve regulatory breaches, civil or monetary penalties or damage both to shareholder value and to the Bank's reputation/brand image. Any such failure may have a material adverse effect on the Bank's business, prospects, financial condition and results of operation.

The Bank's operations are highly dependent on its information technology systems

The reliability and security of the Bank's information and technology infrastructure and the Bank's customer databases are crucial to maintaining the service availability of banking applications and processes and to protecting the HSBC brand. The proper functioning of the Bank's payment systems, financial control, risk management, credit analysis and reporting, accounting, customer service and other information technology systems, as well as the communication networks between the Bank's branches and main data processing centres, are critical to the Bank's operations.

Critical system failure, any prolonged loss of service availability or any material breach of data security, particularly involving confidential customer data, could cause serious damage to the Bank's ability to service its clients, could breach regulations under which the Bank operates and could cause long-term damage to the Bank's business and brand that could have a material adverse effect on the Bank's business, prospects, financial condition, reputation and/or results of operations. This includes the operation of the Bank's key payments services.

The threat from cyber attacks is a concern for the Bank's organisation and failure to protect the Bank's operations from internet crime or cyber attacks may result in financial loss and loss of customer data or other sensitive information which could undermine the Bank's reputation and its ability to attract and keep customers. This could have a material adverse effect on the Bank's business, financial condition and/or results of its operations.

The Bank's operations have inherent reputational risk

Reputational risk is the risk that illegal, unethical or inappropriate behaviour by the Bank itself, members of staff, representatives of the Bank or its clients act in a way that will damage the Bank's reputation leading, potentially, to a loss of business, fines or penalties. Reputational risk could arise from negative public opinion about the actual, or perceived, manner in which the Bank conducts its business activities, its financial performance, and actual or perceived practices in banking and the financial services industry generally.

Modern technologies, in particular online social networks and other broadcast tools which facilitate communication with large audiences in short time frames and with minimal costs, may significantly enhance and accelerate the impact of damaging information and allegations. Negative public opinion may adversely affect the Bank's ability to keep and attract customers and, in particular, corporate and retail depositors and could have a material adverse effect on the Bank's business, prospects, financial condition, reputation and/or results of operations.

The Bank may suffer losses due to employee misconduct

The Bank's businesses are exposed to risk from potential non-compliance with regulations and policies, employee misconduct or negligence and fraud, which could result in regulatory sanctions and serious reputational or financial harm. In recent years, a number of multinational financial institutions have suffered material losses due to the actions of 'rogue traders' or other employees. It is not always possible to deter employee misconduct and the precautions the Bank takes to prevent and detect this activity may not always be effective.

The Bank relies on recruiting, retaining and developing appropriate senior management and skilled personnel

The Bank's continued success depends in part on the continued service of key members of its management team. The ability to continue to attract, train, motivate and retain highly qualified professionals is a key element of the Bank's strategy. The successful implementation of the Bank's growth strategy depends on the availability of skilled management, both at its head office and at each of its business units. If one of the Bank's business units or other functions fails to staff its operations appropriately or loses one or more of its key senior executives, and fails to replace them in a satisfactory and timely manner, the Bank's business prospects, financial condition and/or results of operations, including control and operational risks, may be materially adversely affected.

Likewise, if the Bank fails to attract and appropriately train, motivate and retain qualified professionals, the Bank's business may be adversely affected.

The Bank's financial statements are based in part on assumptions and estimates which, if inaccurate, could cause material misstatement of the results and financial position of the Bank

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based upon amounts which differ from those estimates. Estimates, judgements and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. The accounting policies deemed critical to the Bank's results and financial position, based upon materiality and significant judgements and estimates, include impairment of loans and advances, goodwill impairment, valuation of financial instruments, pensions and provisions for liabilities (see Note 3 (*Critical accounting policies*) on page 125 of the 2012 Annual Report and Accounts for further details).

The valuation of financial instruments measured at fair value can be subjective, in particular where models are used which include unobservable inputs. Given the uncertainty and subjectivity associated with valuing such instruments it is possible that the results of operations and the financial position of the Group could be materially misstated if the estimates and assumptions used prove to be inaccurate. For further details, see Note 3 (*Critical accounting policies*) on page 125 of the 2012 Annual Report and Accounts.

If the judgement, estimates and assumptions the Bank uses in preparing its consolidated financial statements are subsequently found to be incorrect, this could materially affect its business, financial conditions, prospects, and/or results of operations and have a corresponding effect on the Bank's funding requirements and capital ratios.

Third parties may use the Bank as a conduit for illegal activities without the Bank's knowledge, which could have a material adverse effect on the Bank

The Bank is required to comply with applicable anti-money laundering laws and regulations and has adopted various policies and procedures, including internal control and 'know-your-customer' procedures, aimed at preventing the Bank being used for money laundering. A major focus of US governmental policy relating to financial institutions in recent years has been combating money laundering and enforcing compliance with US economic sanctions.

Where permitted by regulation, the Bank may rely upon certain counterparties to maintain and properly apply their own appropriate anti-money laundering procedures. While permitted by regulation, such reliance may not be completely effective in preventing third parties from using the Bank (and the Bank's relevant counterparties) as a conduit for money laundering including illegal cash operations without the Bank's (and its relevant counterparties') knowledge. If the Bank is associated with, or even accused of being associated with, or become a party to, money laundering, the Bank's reputation could suffer and the Bank could become subject to fines, sanctions and/or legal enforcement (including being added to any 'blacklists' that would prohibit certain parties from engaging in transactions with the Bank), any one of which could have a material adverse effect on the Bank's business, prospects, financial condition and/or results of operations.

Risks related to the Bank's business

The Bank has significant exposure to counterparty risk within the financial sector and to other risk concentrations

The Bank has exposure to virtually all major industries and counterparties, and the Bank routinely executes transactions with counterparties in financial services, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. Many of these transactions expose the Bank to credit risk in the event of default by its counterparty or client. The Bank's ability to engage in routine transactions to fund its operations and manage its risks could be materially adversely affected by the actions and commercial soundness of other financial services institutions. Financial institutions are necessarily interdependent because of trading, clearing, counterparty or other relationships. As a consequence, a default by, or decline in market confidence in, individual institutions, or anxiety about the financial services industry generally, can lead to further individual and/or systemic difficulties, defaults and losses. Where counterparty risk has been mitigated by taking collateral, the Bank's credit risk may remain high if the collateral the Bank holds cannot be realised or has to be liquidated at prices which are insufficient to recover the full amount of its loan or derivative exposure. There is a risk that a change in the law could affect the Bank's ability to foreclose on collateral or otherwise enforce contractual rights.

This risk that collateral cannot be realised includes situations where this arises by change of law that may impact the Bank's ability to foreclose on collateral or otherwise enforce contractual rights.

The Bank also has credit exposure arising from mitigants such as credit default swaps ("**CDSs**"), and other credit derivatives, each of which is carried at fair value. The risk of default by counterparties to CDSs and other credit derivatives used as mitigants impacts on the fair value of these instruments depending on the valuation and the perceived credit risk of the underlying instrument against which protection has been purchased. Any such adjustments or fair value changes may have a material adverse effect and on the Bank's financial condition and results of operations.

Market fluctuations may reduce the Bank's income or the value of its portfolios

The Bank's businesses are inherently subject to risks in financial markets and in the wider economy, including changes in, and increased volatility of, interest rates, inflation rates, credit spreads, foreign exchange rates, commodity, equity, bond and property prices and the risk that the Bank's customers act in a manner inconsistent with its business, pricing and hedging assumptions.

Market movements will continue to have a significant impact on the Bank in a number of key areas. For example, the Bank's pension scheme assets include equity and debt securities, the cash flows of which change as equity prices and interest rates vary. Banking and trading activities are subject to interest rate risk, foreign exchange risk, inflation risk and credit spread risk. Changes in interest rate levels, interbank spreads over official rates, yield curves and spreads affect the interest rate spread realised between lending and borrowing costs. The potential for future volatility and margin changes remains. Competitive pressures on fixed rates or product terms in existing loans and deposits sometimes restrict the Bank's ability to change interest rates applying to customers in response to changes in official and wholesale market rates.

The Bank's insurance businesses are exposed to the risk that market fluctuations will cause mismatches to occur between product liabilities and the investment assets which back them. Market risks can affect the Bank's insurance products in a number of ways depending upon the product and associated contract. For example, mismatches between assets and liability yields and maturities give rise to interest rate risk. Some of these risks are borne directly by the customer and some are borne by the insurance businesses themselves, with their excess capital invested in the markets. Some insurance contracts involve guarantees and options that increase in value in adverse investment markets. There is a risk that the insurance businesses will bear some of the cost of such guarantees and options. The performance of the investment markets will thus have a direct impact upon the value embedded in the insurance and investment contracts and the Bank's operating results, financial condition and prospects.

It is difficult to predict with any accuracy changes in market conditions, and such changes may have a material adverse effect on the Bank's business, operating results, financial condition and prospects.

Liquidity, or ready access to funds, is essential to the Bank's businesses

The Bank's ability to borrow on a secured or unsecured basis and the cost of so doing can be affected by increases in interest rates or credit spreads, the availability of credit, regulatory requirements relating to liquidity or the market perceptions of risk relating to the Bank or the banking sector, including the Bank's perceived or actual creditworthiness.

Current accounts and savings deposits payable on demand or at short notice form a significant part of the Bank's funding, and the Bank places considerable importance on maintaining their stability. For deposits, stability depends upon preserving investor confidence in the Bank's capital strength and liquidity, and on comparable and transparent pricing. Although deposits have been, over time, a stable source of funding, this may not continue.

The Bank also accesses wholesale markets in order to align asset and liability maturities and currencies and to maintain a presence in local markets. An inability to obtain financing in the unsecured long-term or short-term debt capital markets, or to access the secured lending markets, could have a substantial adverse effect on the Bank's liquidity. Unfavourable macroeconomic developments, market disruptions or regulatory developments may increase the Bank's funding costs or challenge its ability to raise funds to support or expand its businesses, materially adversely affecting its business, prospects, financial condition and/or results of operations.

If the Bank is unable to raise funds through deposits and/or in the capital markets, the Bank's liquidity position could be adversely affected and the Bank might be unable to meet deposit withdrawals on demand or at their contractual maturity, to repay borrowings as they mature, to meet the Bank's obligations under committed financing facilities and insurance contracts, or to fund new loans, investments and businesses. The Bank may need to liquidate unencumbered assets to meet its liabilities. In a time of reduced liquidity, the Bank may be unable to sell some of its assets, or it may need to sell assets at depressed prices, which in either case could materially adversely affect the Bank's business, prospects, results of operations and/or financial condition.

Any reduction in the credit rating assigned to the Bank, any subsidiaries of the Bank or any of their respective debt securities could increase the cost or decrease the availability of the Bank's funding and adversely affect the Bank's liquidity position and interest margins

Credit ratings affect the cost and other terms upon which the Bank is able to obtain market funding. Rating agencies regularly evaluate the Bank and certain of its subsidiaries, as well as their respective debt securities. Their ratings are based on a number of factors, including their assessment of the relative financial strength of the Bank or of the relevant entity, as well as conditions affecting the financial services industry generally. In 2012, the Bank's long-term credit ratings were downgraded by Moody’s (to Aa3) and Fitch (to AA-) due to Moody’s global review of bank credit ratings and Fitch’s reassessment of the HSBC Group’s financial strengths. There can be no assurance that the rating agencies will maintain the Bank's or the relevant entity's current ratings or outlook, especially in light of the difficulties in the financial services industry and the financial markets. Reductions in these ratings and outlook could increase the cost of the Bank's funding, limit access to capital markets and require additional collateral to be placed and, consequently, materially adversely affect the Bank's interest margins and/or the Bank's liquidity position.

Risks concerning borrower credit quality are inherent in the Bank's businesses

Risks arising from changes in credit quality and the recoverability of loans and amounts due from borrowers and counterparties (e.g. reinsurers and counterparties in derivative transactions) are inherent in a wide range of the Bank's businesses. Adverse changes in the credit quality of the Bank's borrowers and counterparties arising from a general deterioration in economic conditions or systemic risks in the financial systems could reduce the recoverability and value of the Bank's assets and require an increase in the Bank's loan impairment charges.

The Bank estimates and recognises impairment allowances for credit losses inherent in the Bank's credit exposure. This process, which is critical to the Bank's results and financial condition, requires difficult, subjective and complex judgements, including forecasts of how these economic conditions might impair the ability of the Bank's borrowers to repay their loans and the ability of other counterparties to meet their obligations. As is the case with any such assessments, the Bank may fail to estimate accurately the effect of factors that the Bank identifies or fails to identify relevant factors. Further, the information the Bank uses to assess the creditworthiness of its counterparties may be inaccurate or incorrect. Any failure by the Bank to accurately estimate the ability of the Bank's counterparties to meet their obligations may have a material adverse effect on the Bank's business, prospects, financial conditions and/or results of operations.

The Bank's insurance businesses are subject to risks relating to insurance claim rates and changes in insurance customer behaviour

The Bank provides various insurance products for customers with whom the Bank has a banking relationship, including several types of life insurance products. The cost of claims and benefits can be influenced by many factors, including mortality and morbidity rates, lapse and surrender rates and, if the policy has a savings element, the performance of assets to support the liabilities. Adverse developments in any of these factors may materially adversely affect the Bank's financial condition and results of operations.

The Bank may be required to make substantial contributions to the Bank's pension plans

The Bank operates a number of pension plans, including defined benefit plans. Pension scheme obligations fluctuate with changes in long-term interest rates, inflation, salary levels and the longevity of scheme members. The level of contributions the Bank makes to the Bank's pension plans has a direct effect on the Bank's cash flow. To the extent plan assets are insufficient to cover existing liabilities, higher levels of contributions will be required. As a result, deficits in those pension plans may have a material adverse effect on the Bank's business, prospects, financial condition and/or results of operations.

DOCUMENTS INCORPORATED BY REFERENCE

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

- the 2011 Annual Report and Accounts of the Bank and its subsidiary undertakings for the year ended 31 December 2011 submitted to and filed with the UK Listing Authority (the "**2011 Annual Report and Accounts**"); and

- the 2012 Annual Report and Accounts of the Bank and its subsidiary undertakings for the year ended 31 December 2012 submitted to and filed with the UK Listing Authority (the "**2012 Annual Report and Accounts**").

The Bank will, at its registered office and at the specified offices of the paying agents specified on the final page of this Registration Document (the "**Paying Agents**"), make available for inspection during normal business hours and free of charge, upon oral or written request, a copy of this Registration Document including any document incorporated by reference herein. Written or oral requests for inspection of such documents should be directed to the specified office of any Paying Agent. Additionally, this Registration Document and all the documents incorporated by reference herein will be available for viewing at www.hsbc.com (please follow links to 'Investor relations', 'Fixed income securities' and 'Issuance programmes').

Any information incorporated by reference in the above documents does not form part of this Registration Document and, to the extent that only certain parts of the above documents are specified to be incorporated by reference hereunder, the non-incorporated parts of such documents are either not relevant for investors or are covered elsewhere in this Registration Document.

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 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 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 subscribing for or 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 prepared by the Issuer ("**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 this 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 Bank 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 Bank 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 Bank and on the distribution of this Registration Document, including any document incorporated by reference herein, see the applicable description of arrangements relating to subscription and sale of the relevant debt or derivative securities in the relevant Prospectus.

In this Registration Document and in relation to any securities issued by the Bank, references to the "relevant dealers" are to whichever of the dealers enters into an agreement for the issue of such securities issued by the Bank 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.

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 its members is limited. It has its registered office and head office at 8 Canada Square, London, E14 5HQ, United Kingdom 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, as amended ("**FSMA**"), 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 Global 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.

Global Private Banking assists 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 2012, the Bank had 1,178 branches in the United Kingdom, and 13 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, South Africa, Spain and Switzerland. Its subsidiaries have banks, branches and offices in Armenia, the Channel Islands, France, Germany, Greece, the Hong Kong Special Administrative Region, Ireland, Kazakhstan, Luxembourg, Malta, Poland, Russia, South Africa, Switzerland and Turkey.

As at 31 December 2012, the Bank's principal subsidiary undertakings and their country of incorporation or registration were:

Name of Subsidiary	*Location*
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 (UK) Limited	England
HSBC Trinkaus & Burkhardt AG (80.62% 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 81 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 2012 were $2,693 billion.

Trend Information

The Bank expects global growth to stay around 2.0 per cent in 2013, in line with the modest growth seen in 2012. Developed countries will continue to face weak growth on the back of structural constraints such as debt deleveraging and weak labour markets but emerging market growth is expected to accelerate over the course of the year.

The Eurozone growth outlook remains very weak. There are some positive signs: structural reforms mean labour markets are becoming less rigid and more competitive while the stabilisation in financial markets since the European Central Bank’s commitment to do "whatever it takes" to preserve the euro has fed through into an improvement in monetary conditions and business confidence, but significant headwinds remain. Deleveraging, austerity and rising unemployment are set to continue, so growth will depend on external demand, particularly in the periphery. An upturn in the world trade cycle should provide some relief in 2013, particularly in Germany where we expect real GDP to recover gradually from the sharp contraction in the final quarter of 2012 and to grow by 0.6 per cent in 2013. Despite this, the Eurozone is expected to contract by a further 0.2 per cent in 2013 after the 0.5 per cent drop in GDP in 2012. For most of the Eurozone low growth or ongoing recession, combined with the low inflation that arises from the need to regain competitiveness, implies government debt projections in the periphery in particular will continue to be revised up.

The Bank expects UK GDP to rise by 1.1 per cent in 2013, a pick up in growth from a flat economy in 2012. Inflation is likely to continue to outpace wage growth, squeezing real terms incomes and limiting the ability of consumers to drive strong growth. Domestic demand will also be restrained by the ongoing fiscal consolidation while weakness in the Eurozone, the UK's main trading partner, means export growth is unlikely to provide major support to growth.

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;
- Aa3 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 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, United Kingdom, 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**
J W Leng*	British	Chairman	European Chairman of American European Associates, a non-executive director of Alstom SA and Genel Energy plc.
B Robertson	British	Chief Executive	Group Managing Director, HSBC Holdings plc
P Antika*	Turkish	Director	Consultant, Antika Partners
Dame Denise Holt**	British	Director	-
S W Leathes**	British	Director	-
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.
T B Moulonguet**	French	Director	Director and Chairman of the Audit and Risk Committee, HSBC France, a director of Fitch Rating Group Inc., Fimalac, Groupe Lucien Barrière and Valéo.
P M Shawyer**	British	Director	A Director and member of the Audit and Risk Committee of HSBC France.
A P Simoes	Portuguese	Deputy Chief Executive Head of UK Bank Head of Retail Banking and Wealth Management, Europe Director	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, United Kingdom, meets regularly and operates as a management committee under the direct authority of the board of directors of the Bank. 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:

Name	*Function*	*Other principal activities outside the Bank*
B Robertson	Chief Executive (Chairman)	Group Managing Director, HSBC Holdings plc
J Beunardeau	Chief Executive, HSBC France	-
J P Casey	Chief Executive, International	-
R J H Gray	General Counsel	-
M J Haythorne	Global Head of Credit and Lending & Head of Global Banking, UK	-
N Hinshelwood	Chief Operating Officer, UK	-
A S Ramsay	Head of Compliance	-
P J Reid	Chief Financial Officer	-
T de Roux	Head of Global Markets, Europe	-
A Schmitz	Chief Executive, HSBC Trinkhaus & Burkhardt AG	-
M D Sheridan	Head of Human Resources	-
A P Simoes	Deputy Chief Executive, Head of UK Bank and Head of Retail Banking and Wealth Management, Europe	Group General Manager, HSBC Holdings plc
M Smith	Chief Risk Officer	Group General Manager, HSBC Holdings plc
M Spurling	Chief Executive Officer, HSBC Bank A.S., Turkey	-
M Watkinson	Chief Executive Officer, HSBC Bank Malta p.l.c.	-

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 £(m)	Comments
2008	2,974	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	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	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	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.
2012	2,816	Including payments of (i) £41,002,811 under the Non-cumulative Third Dollar Preference Shares

On 6 March 2013, the Bank paid a cash dividend of £1,400 million to HSBC Holdings.

Recent Developments

As described at page 28 of the section entitled "Challenges and Uncertainties" of the 2012 Annual Report and Accounts, the FSA (which on 1st April 2013 became the FCA and the PRA) requested the Bank, as the FSA authorised and approved entity in the United Kingdom, to apply for a variation of its banking permission to ensure that HSBC Holdings complies with certain undertakings given to the FSA with respect to anti-money laundering and sanctions requirements. These variations have now been removed.

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 of the Group nor any material adverse change in the prospects of the Bank since 31 December 2012.

3. Save as disclosed in Note 41 "*Legal proceedings and regulatory matters*" on page 201 to 203 of the 2012 Annual Report and Accounts (incorporated by reference herein), there have been no 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, United Kingdom has audited without qualification the Financial Statements contained in the Annual Report and Accounts of the Bank for the financial years ended 31 December 2011 and 2012.

5. The date of the articles of association of the Bank is 20 October 2010.

6. The Bank does not have a specific purpose or objects clause in its articles of association. The Bank is an authorised institution under the FSMA and provides a comprehensive range of banking and related financial services.

7. For so long as the Bank may issue securities with respect to which this Registration Document forms part of a 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 2012 Annual Report and Accounts; and

   (c) the 2011 Annual Report and Accounts.

8. The Bank will, at its registered office and on it's website www.hsbc.com (follow links to 'Investor relations', 'Fixed income securities' and 'Issuance programmes'), 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. Written or oral requests for inspection of such documents should be directed to the specified office of any Paying Agent.

9. 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

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