

SUPPLEMENTARY LISTING PARTICULARS



HSBC Bank plc

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

as Issuer

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This supplement (the "**Supplement**") to the offering memorandum dated 18 June 2014 as supplemented on 19 August 2014, 9 October 2014 and 10 November 2014 relating to the Programme for the Issuance of Notes and Warrants (the "**Offering Memorandum**", which constitutes listing particulars for the purposes of listing on the Official List of the Irish Stock Exchange ("**Listing**") and trading on the Global Exchange Market of the Irish Stock Exchange and, for the avoidance of doubt, which does not constitute (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC (as amended)) constitutes supplementary listing particulars (pursuant to rule 3.10 of the Global Exchange Market Listing and Admission to Trading – Rules) for the purposes of Listing.

Terms defined in the Offering Memorandum have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Memorandum and any other supplements to the Offering Memorandum prepared by HSBC Bank plc, as issuer (the "**Issuer**") in relation to its Programme for the Issuance of Notes and Warrants.

This Supplement has been approved by the Irish Stock Exchange for the purposes of Listing.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to disclose that the Issuer has reached agreements with the UK Financial Conduct Authority ("**FCA**") and the US Commodity Futures Trading Commission ("**CFTC**") to resolve their ongoing investigations into the Issuer's trading and other conduct involving foreign exchange ("**FX**") benchmark rates. Under the terms of the agreement with the FCA, the Issuer will pay a financial penalty of GBP216.4 million for failures in the systems and controls in its London G10 spot FX voice trading business. Under the agreement with the CFTC, the Issuer will pay a civil monetary penalty of USD275 million to resolve allegations of attempted manipulation and aiding and abetting attempted manipulation by traders at other banks. The CFTC's Order contains certain additional undertakings by the Issuer, and it is expected that the FCA will require the Issuer to comply with a remediation programme to be determined by the FCA. The HSBC Group continues to cooperate fully with other regulatory, competition and law enforcement authorities in the United States, the United Kingdom and other jurisdictions relating to the previously disclosed FX investigations. There is a high degree of uncertainty as to the terms and the timing of their resolution and it is possible that further fines and/or penalties imposed could be significant.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Offering Memorandum prior to the date of this Supplement, the statement in this Supplement will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Memorandum has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.

20 November 2014