

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 April 2015 relating to the Debt Issuance Programme and the supplement thereto dated 10 June 2015 (the "**DIP Base Prospectus**"); (ii) the base prospectus dated 24 June 2014 relating to the issuance of Preference Share-Linked Notes under the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 19 August 2014, 10 November 2014, 20 November 2014, 19 March 2015 and 10 June 2015 (the "**Preference Share-Linked Base Prospectus**"); (iii) the base prospectus dated 24 June 2014 relating to the issuance of Market Access Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 19 August 2014, 10 November 2014, 20 November 2014, 19 March 2015 and 10 June 2015 (the "**Market Access Base Prospectus**"); (iv) the base prospectus dated 24 June 2014 relating to the issuance of Index-Linked Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 19 August 2014, 10 November 2014, 20 November 2014, 19 March 2015 and 10 June 2015 (the "**Index-Linked Base Prospectus**"); (v) the base prospectus dated 20 November 2014 relating to the issuance of China Connect Warrants and Certificates under the Warrant and Certificate Programme and the supplements thereto dated 19 March 2015 and 10 June 2015 (the "**China Connect WCP Base Prospectus**"); and (vi) the base prospectus dated 20 November 2014 relating to the issuance of China Connect Market Access Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 19 March 2015 and 10 June 2015 (the "**China Connect NWP Base Prospectus**") (the DIP Base Prospectus, the Preference Share-Linked Base Prospectus, the Market Access Base Prospectus, the Index-Linked Base Prospectus, the China Connect WCP Base Prospectus and the China Connect NWP Base Prospectus together being hereafter referred to as the "**Base Prospectuses**") each prepared by HSBC Bank plc (the "**Issuer**") in connection with the applications made for Notes, Warrants or Certificates (as applicable) to be admitted to listing on the Official List of the Financial Conduct Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 (the "**FSMA**")) 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, as amended (the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of 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, at a presentation to investors on 9 June 2015, further details of the Issuer's plans for complying with United Kingdom ring-fencing legislation were provided. The relevant structural changes to the Issuer are likely to include the transfer of its current retail operations, including qualifying components of the Issuer's Retail Banking and Wealth Management, Commercial Banking and Global Private Banking business segments, to a separate ring-fenced entity.

Save as disclosed in this Base Prospectus Supplement, 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.

In circumstances where Article 16(2) of the Prospectus Directive (as implemented in the United Kingdom by Section 87Q(4) of the FSMA) applies, investors who have agreed to purchase or subscribe for any Notes, Warrants or Certificates (as the case may be) prior to the publication of this Base Prospectus Supplement may have the right to withdraw their acceptance. Investors wishing to exercise any such right should do so by giving notice in writing to the person from whom they agreed to purchase or subscribe for such Notes, Warrants or Certificates no later than 23 June 2015, which is the final date for the exercise of such right to withdraw.

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

19 June 2015