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 supplements thereto dated 10 June 2015 and the 19 June 2015 (the "**DIP Base Prospectus**"); and (ii) the base prospectus dated 19 June 2015 relating to the issuance of Market Access Notes and Warrants under the Programme for the Issuance of Notes and Warrants (the "**Market Access Base Prospectus**") (the DIP Base Prospectus and the Market Access 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 on 3 August 2015, the Issuer published its unaudited consolidated interim report for the six month period ended 30 June 2015 (the "**Unaudited Consolidated Interim Report**"). The Unaudited Consolidated Interim Report is available at http://www.hsbc.com/~/media/hsbc-com/investorrelationsassets/hsbc-results/2015/2q-results/hsbc-bank-plc/hsbc-bank-plc-interim-report-2015.pdf. The Unaudited Consolidated Interim Report, other than information incorporated by reference therein, is hereby incorporated by reference into the Base Prospectuses; and

- update the Summary contained in the Market Access Base Prospectus (extracts of such revised elements to the Summary being set out in Annex 1 hereto) with certain of the information disclosed in the Unaudited Consolidated Interim Report, namely:

  - updated trend information relating to the economic outlook in the global economy, as set out in Element B.4b (*Known trends affecting the Issuer and the industries in which it operates*); and

  - updated financial information relating to the six month period ended 30 June 2015, as set out in Elements B.5 (*The group and the Issuer's position within the group*) and B.12 (*Selected key financial information, no material adverse change and no significant change statement*).

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 24 August 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.

20 August 2015

ANNEX 1
Extracts of the amended Elements to the Summary of the Market Access Base Prospectus

B.4b	**Known trends affecting the Issuer and the industries in which it operates[1]:**	UK real Gross Domestic Product ("**GDP**") growth picked up in the second quarter of 2015, increasing to 0.7 per cent. quarter-on-quarter in the preliminary release (from 0.4 per cent. in the first quarter of 2015). GDP was 2.6 per cent. higher than the same quarter a year earlier. The unemployment rate fell in the early part of this year, but ticked back up to 5.6 per cent. in the three months to May. Wage growth continued to accelerate, though, growing by 3.2 per cent. in the three months to May (compared with the same three months a year earlier), with private sector pay rising by close to 4 per cent. The annual rate of growth of the Consumer Price Index ("**CPI**") measure of inflation turned briefly negative in April (-0.1 per cent.), but stood at zero in June. After a slowdown in the housing market in the second half of 2014, activity levels appeared to be picking up in 2015. The Bank of England kept the Bank Rate and its Asset Purchase Programme steady at 0.5 per cent. and £375 billion, respectively. UK real GDP is expected to rise by 2.7 per cent. in 2015, a slight slowdown on the 3.0 per cent. growth rate for 2014. Consumer spending remains the key driver of growth, supported by low inflation, high employment and rising real incomes. Headwinds come in the form of fiscal tightening, and uncertainty over the forthcoming EU referendum, which could weigh on investment growth. CPI inflation is expected to rise back towards 1 per cent. towards the end of the year, as the effects from the drop in oil prices fall away, but remain below the Bank of England's 2 per cent. target until at least the end of 2016. Nonetheless, the Issuer expects the Bank of England to start raising the Bank Rate from early 2016, and to cease reinvesting maturing gilts in its QE portfolio. The domestic-led cyclical recovery continued in the eurozone. Real GDP in the region as a whole grew by 0.4 per cent. in the first quarter after 0.3 per cent. in the last quarter of 2014. Spain continued to be the star performer among the 'Big 4' large eurozone countries, with real GDP growth of 0.9 per cent. in the first quarter, but the recovery was more broad based, with Italy also posting positive growth of 0.3 per cent., the highest since 2011. The fall in energy prices has provided a significant boost to real wages, supporting consumption, whilst public consumption has also been supportive to growth also thanks to the electoral cycle in some countries. The ECB's programme of asset purchases has also been positive for confidence, financial markets, bank lending and inflation expectations. It also helped keep the euro on a lower trajectory, which is helping in particular those countries that rely more on prices for their competitiveness, like France and Italy, which saw their exports improve particularly outside the eurozone despite sluggish world trade growth. In the eurozone, sustainable growth depends on the delivery of a broader package of investment measures to support demand and raise productivity, along with greater fiscal and economic policy coordination between member states. The Juncker Plan to support investment is set to start in the second half

1 Element B.4b (*Known trends affecting the Issuer and the industries in which it operates*) of the Summary has been amended for the updated trend information relating to the economic outlook predominately in the UK and the eurozone, as set out in the Issuer's unaudited consolidated interim report for the six month period ended 30 June 2015.

		of 2015, but its effect might only be evident in the longer-term and is unlikely to be sufficient to close the investment gap in the eurozone. The Issuer expects real GDP growth of 1.3 per cent. in 2015, moving slightly higher to 1.4 per cent. in 2016 with CPI inflation remaining subdued. The uncertainties concerning Greece will remain for the foreseeable future. The Issuer expects global GDP growth to be 2.4 per cent. in 2015, down from 2.5 per cent. in 2014.
B.5	**The group and the Issuer's position within the group:**[2]	The whole of the issued ordinary and preference share capital of the Issuer is beneficially owned by HSBC Holdings plc ("**HSBC Holdings**", together with its subsidiaries, the "**HSBC Group**"). The Issuer is the HSBC Group's principal operating subsidiary undertaking in Europe.
		The HSBC Group is one of the largest banking and financial services organisations in the world, with around 6,100 offices in 72 countries and territories in Asia, Europe, North and Latin America, and the Middle East and North Africa. Its total assets as at 30 June 2015 were U.S.$ 2,572 billion.
B.12	**Selected key financial information, no material adverse change and no significant change statement:**[3]	The selected key financial information regarding the Issuer set out below has been extracted without material adjustment from the audited consolidated financial statements of the Issuer for the years ended 31 December 2013 and 31 December 2014 and the Unaudited Consolidated Interim Report of the Issuer for the six month period ended 30 June 2015.

	Half-year to		**Year ended**	
	30 June 2015	**30 June 2014**	**31 December 2014**	**31 December 2013**
For the period (£m)				
Profit before tax (reported basis)	**2,136**	1,902	1,953	3,294
Adjusted profit before taxation	**2,621**	2,298	4,032	4,210
Total operating income	**8,357**	7,319	14,202	15,868
Net operating income before loan impairment charges and other credit risk provisions	**7,052**	6,111	11,886	12,840
Profit/(loss) attributable to shareholders of the parent company	**1,529**	1,499	1,354	2,495
At period end (£m)				
Total equity attributable to shareholders of the parent company	**34,975**	33,394	36,078	32,370
Total assets	**749,853**	810,196	797,289	811,695]
Risk-weighted assets[1]	**234,513**	235,300	243,652	185,879
Loans and advances to customers (net of impairment allowances)	**248,042**	278,204	257,252	273,722
Customer accounts	**336,964**	356,932	346,507	346,358

2 Element B.5 (*The group and the Issuer's position within the group*) of the Summary has been amended for the updated total assets of the HSBC Group, as set out in the Issuer's unaudited consolidated interim report for the six month period ended 30 June 2015.

3 Element B.12 (*Selected key financial information, no material adverse change and no significant change statement*) of the Summary has been amended for the updated financial information, as set out in the Issuer's unaudited consolidated interim report for the six month period ended 30 June 2015.

Capital ratios[1] (%)				
Common Equity tier 1	**9.3**	9.3	8.7	12.1
Tier 1 ratio	**10.9**	10.0	10.3	13.0
Total capital ratio	**14.3**	14.1	13.8	18.0
Performance, efficiency and other ratios (annualised %)				
Annualised return on average shareholders' equity[2]	**9.3**	9.3	4.2	7.9
Pre-tax return on average risk-weighted assets	**1.7**	1.6	0.8	17
Cost efficiency ratio[3]	**67.0**	66.3	79.8	66.8
Ratio of customer advances to customer accounts	**73.6**	77.9	74.2	79.0

1 *RWAs and capital ratios for the periods 2014 to 2015 are based on CRD IV rules (refer to page 86 of the Annual Report and Accounts of the Issuer for the year ended 31 December 2014). RWAs and capital ratios for the year ended 31 December 2013 are based on CRD III capital rules.*

2 *The return on average total shareholders' equity is defined as profit attributable to shareholders of the parent company divided by the average total shareholders' equity.*

3 *The cost efficiency ratio is defined as total operating expenses divided by net operating income before loan impairment charges and other credit risk provisions.*

There has been no material adverse change in the prospects of the Issuer since 31 December 2014.

There has been no significant change in the financial or trading position of the Issuer and its subsidiary undertakings since 30 June 2015.