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 14 April 2016 relating to the Debt Issuance Programme (the "**DIP Base Prospectus**"); (ii) the base prospectus dated 10 June 2016 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**"); (iii) the base prospectus dated 22 June 2016 relating to the issuance of Index-Linked Notes and Warrants under the Programme for the Issuance of Notes and Warrants (the "**Index-Linked Base Prospectus**"); and (iv) the base prospectus dated 22 June 2016 relating to the issuance of Preference Share-Linked Notes under the Programme for the Issuance of Notes and Warrants (the "**Preference Share-Linked Base Prospectus**") (the DIP Base Prospectus, the Market Access Base Prospectus, the Index-Linked Base Prospectus and the Preference Share-Linked 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 2016, the Issuer published its unaudited consolidated interim report for the six month period ended 30 June 2016 (the "**Unaudited Consolidated Interim Report**"). The Unaudited Consolidated Interim Report is available at http://www.hsbc.com/investor-relations/financial-and-regulatory-reports. 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, Index-Linked Base Prospectus and Preference Share-Linked Base Prospectus (extracts of such revised elements to the Summary being set out in Annexes 1, 2 and 3 respectively) 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, eurozone and the UK 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 2016, as set out in 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 10 August 2016 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.

8 August 2016

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ANNEX I
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 accelerated to 0.6% quarter-on-quarter in the second quarter of 2016, from 0.4% quarter-on-quarter in the first quarter of the year. GDP was 2.2% higher than the same quarter a year earlier. The unemployment rate inched down to 4.9% in the three months to May. Employment as a percentage of the workforce stood at an all-time high of 74%. Wage growth has slowed from last year, but rose to 2.3% in the three months to April. The annual rate of growth of the Consumer Price Index ("**CPI**") measure of inflation stood at 0.5% in June 2016. Activity in the housing market was strong in the first quarter, but slowed in the second quarter, following the imposition of higher stamp duty on buy-to-let purchases. Following the UK's vote to leave the European Union ("**EU**"), the economic outlook has shifted markedly. UK real GDP is now expected to rise by 1.5% in 2016, and slow sharply in 2017, albeit narrowly avoiding a recession. Investment might be hardest hit by the uncertainty surrounding the UK's political and economic outlook. CPI inflation is expected to rise on the back of exchange rate depreciation, rising to an annual rate of 1.2% by the fourth quarter of 2016. In the eurozone, the domestic-led cyclical recovery continued. Real GDP in the region as a whole surprised on the upside in the first quarter of 2016, growing by 0.6% after growing by 0.4% in the last quarter of 2015. Spain continued to be the strongest performer among the four largest eurozone economies, with real GDP growth of 0.8% in the first quarter, but the recovery was more broad-based, with Germany growing by 0.7% and France by 0.6%. Italy was lagging behind, with growth of 0.3%. The renewed fall in energy prices is continuing to provide a significant boost to real wages, supporting consumption, while public consumption has also been supportive of growth thanks to the reduction in interest payments brought about by the European Central Bank's quantitative easing programme. The mild weather over the winter also boosted residential construction, particularly in countries such as Germany. Exports, however, are starting to slow, as the impact of the past euro depreciation starts to fade and global demand remains weak. The monetary policy stance from the European Central Bank is helping to support demand and is easing credit conditions in the eurozone. But as the impact of lower energy prices on consumer purchasing power fades, sustainable growth depends on the delivery of a broader package of investment measures to support demand and raise productivity, and a more coordinated fiscal effort. The outcome of the UK referendum on its membership of the EU is also likely to weigh on trade, and consumer and investor confidence in the eurozone. The Issuer expects real GDP growth in the eurozone of 1.4% in 2016, slightly lower than the 1.6% achieved in 2015, and 1.0% in 2017, with CPI inflation remaining subdued (0.9% in 2017) after the rebound at the turn of the year due to the base effect from energy prices.

[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 2016.

		The Issuer expects global GDP growth to be 2.2% in 2016, down from 2.4% in 2015.
B.12	**Selected key financial information, no material adverse change and no significant change statement:**[2]	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 2014 and 31 December 2015 and the Unaudited Consolidated Interim Report of the Issuer for the six month period ended 30 June 2016.

	Half-year to		**Year ended**	
	30 June 2016	**30 June 2015**	**31 December 2015**	**31 December 2014**
For the period (£m)				
Profit before tax (reported basis)	**1,991**	2,136	2,971	1,953
Adjusted profit before taxation[1]	**1,810**	2,621	4,068	4,032
Net operating income before loan impairment charges and other credit risk provisions[2]	**6,737**	7,052	12,870	11,886
Profit attributable to shareholders of the parent company	**1,410**	1,529	1,942	1,354
At period end (£m)				
Total equity attributable to shareholders of the parent company	**40,823**	34,975	37,497	36,078
Total assets	**887,661**	749,853	727,941	797,289
Risk-weighted assets	**243,648**	234,513	229,382	243,652
Loans and advances to customers (net of impairment allowances)	**266,614**	248,042	258,506	257,252
Customer accounts	**363,651**	336,964	332,830	346,507
Capital ratios[3] (%)				
Common Equity tier 1	**9.6**	9.3	9.6	8.7
Tier 1 ratio	**11.6**	10.9	11.8	10.3
Total capital ratio	**15.3**	14.3	15.5	13.8
Performance, efficiency and other ratios (annualised %)				
Annualised return on average shareholders' equity[4]	**7.7**	9.3	5.9	4.2
Pre-tax return on average risk-weighted assets (reported basis)	**1.7**	1.7	1.2	0.8
Pre-tax return on average risk-weighted assets (adjusted basis)	**1.5**	2.1	1.7	1.7
Cost efficiency ratio[5]	**65.5**	59.3	64.1	64.3
Jaws (adjusted basis)[6]	**(9.3)**	4.2	0.3	(6.8)
Ratio of customer advances to customer accounts	**73.3**	73.6	77.7	74.2

1 *Adjusted performance is computed by adjusting reported results for the effect of significant items as detailed on pages 21 and 22 of the Unaudited Consolidated Interim Report of the Issuer for the six month period ended 30 June 2016.*

2 *Net operating income before loan impairment charges and other credit risk provisions is also referred to as revenue.*

3 *Capital ratios are based on transitional CRD IV rules (refer to page 14 of the Unaudited Consolidated Interim Report of the Issuer for the six month period ended 30 June 2016).*

4 *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, adjusted for other equity instruments.*

5 *Adjusted cost efficiency ratio is defined as total operating expenses (adjusted) divided by net operating income before loan impairment charges and other credit risk provisions (adjusted). Net operating income before loan impairment charges and other credit risk provisions (adjusted) is also referred to as revenue (adjusted).*

6 *Adjusted jaws measures the difference between adjusted revenue and adjusted cost growth rates.*

2 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 2016.

		There has been no material adverse change in the prospects of the Issuer since 31 December 2015. There has been no significant change in the financial or trading position of the Issuer and its subsidiary undertakings since 30 June 2016.

ANNEX II
EXTRACTS OF THE AMENDED ELEMENTS TO THE SUMMARY OF THE INDEX-LINKED BASE PROSPECTUS

B.4b	**Known trends affecting the Issuer and the industries in which it operates[3]:**	UK real Gross Domestic Product ("**GDP**") growth accelerated to 0.6% quarter-on-quarter in the second quarter of 2016, from 0.4% quarter-on-quarter in the first quarter of the year. GDP was 2.2% higher than the same quarter a year earlier. The unemployment rate inched down to 4.9% in the three months to May. Employment as a percentage of the workforce stood at an all-time high of 74%. Wage growth has slowed from last year, but rose to 2.3% in the three months to April. The annual rate of growth of the Consumer Price Index ("**CPI**") measure of inflation stood at 0.5% in June 2016. Activity in the housing market was strong in the first quarter, but slowed in the second quarter, following the imposition of higher stamp duty on buy-to-let purchases. Following the UK's vote to leave the European Union ("**EU**"), the economic outlook has shifted markedly. UK real GDP is now expected to rise by 1.5% in 2016, and slow sharply in 2017, albeit narrowly avoiding a recession. Investment might be hardest hit by the uncertainty surrounding the UK's political and economic outlook. CPI inflation is expected to rise on the back of exchange rate depreciation, rising to an annual rate of 1.2% by the fourth quarter of 2016. In the eurozone, the domestic-led cyclical recovery continued. Real GDP in the region as a whole surprised on the upside in the first quarter of 2016, growing by 0.6% after growing by 0.4% in the last quarter of 2015. Spain continued to be the strongest performer among the four largest eurozone economies, with real GDP growth of 0.8% in the first quarter, but the recovery was more broad-based, with Germany growing by 0.7% and France by 0.6%. Italy was lagging behind, with growth of 0.3%. The renewed fall in energy prices is continuing to provide a significant boost to real wages, supporting consumption, while public consumption has also been supportive of growth thanks to the reduction in interest payments brought about by the European Central Bank's quantitative easing programme. The mild weather over the winter also boosted residential construction, particularly in countries such as Germany. Exports, however, are starting to slow, as the impact of the past euro depreciation starts to fade and global demand remains weak. The monetary policy stance from the European Central Bank is helping to support demand and is easing credit conditions in the eurozone. But as the impact of lower energy prices on consumer purchasing power fades, sustainable growth depends on the delivery of a broader package of investment measures to support demand and raise productivity, and a more coordinated fiscal effort. The outcome of the UK referendum on its membership of the EU is also likely to weigh on trade, and consumer and investor confidence in the eurozone. The Issuer expects real GDP growth in the eurozone of 1.4% in 2016, slightly lower than the 1.6% achieved in 2015, and 1.0% in 2017, with CPI inflation remaining subdued (0.9% in 2017) after the rebound at the turn of the year due to the base effect from energy prices.

[3] 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 2016.

		The Issuer expects global GDP growth to be 2.2% in 2016, down from 2.4% in 2015.
B.12	**Selected key financial information, no material adverse change and no significant change statement:**[4]	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 2014 and 31 December 2015 and the Unaudited Consolidated Interim Report of the Issuer for the six month period ended 30 June 2016.

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Profit attributable to shareholders of the parent company	**1,410**	1,529	1,942	1,354
At period end (£m)				
Total equity attributable to shareholders of the parent company	**40,823**	34,975	37,497	36,078
Total assets	**887,661**	749,853	727,941	797,289
Risk-weighted assets	**243,648**	234,513	229,382	243,652
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Tier 1 ratio	**11.6**	10.9	11.8	10.3
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6 *Adjusted jaws measures the difference between adjusted revenue and adjusted cost growth rates.*

4 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 2016.

		There has been no material adverse change in the prospects of the Issuer since 31 December 2015. There has been no significant change in the financial or trading position of the Issuer and its subsidiary undertakings since 30 June 2016.

ANNEX III
EXTRACTS OF THE AMENDED ELEMENTS TO THE SUMMARY OF THE PREFERENCE SHARE-LINKED BASE PROSPECTUS

B.4b	**Known trends affecting the Issuer and the industries in which it operates[5]:**	UK real Gross Domestic Product ("**GDP**") growth accelerated to 0.6% quarter-on-quarter in the second quarter of 2016, from 0.4% quarter-on-quarter in the first quarter of the year. GDP was 2.2% higher than the same quarter a year earlier. The unemployment rate inched down to 4.9% in the three months to May. Employment as a percentage of the workforce stood at an all-time high of 74%. Wage growth has slowed from last year, but rose to 2.3% in the three months to April. The annual rate of growth of the Consumer Price Index ("**CPI**") measure of inflation stood at 0.5% in June 2016. Activity in the housing market was strong in the first quarter, but slowed in the second quarter, following the imposition of higher stamp duty on buy-to-let purchases. Following the UK's vote to leave the European Union ("**EU**"), the economic outlook has shifted markedly. UK real GDP is now expected to rise by 1.5% in 2016, and slow sharply in 2017, albeit narrowly avoiding a recession. Investment might be hardest hit by the uncertainty surrounding the UK's political and economic outlook. CPI inflation is expected to rise on the back of exchange rate depreciation, rising to an annual rate of 1.2% by the fourth quarter of 2016. In the eurozone, the domestic-led cyclical recovery continued. Real GDP in the region as a whole surprised on the upside in the first quarter of 2016, growing by 0.6% after growing by 0.4% in the last quarter of 2015. Spain continued to be the strongest performer among the four largest eurozone economies, with real GDP growth of 0.8% in the first quarter, but the recovery was more broad-based, with Germany growing by 0.7% and France by 0.6%. Italy was lagging behind, with growth of 0.3%. The renewed fall in energy prices is continuing to provide a significant boost to real wages, supporting consumption, while public consumption has also been supportive of growth thanks to the reduction in interest payments brought about by the European Central Bank's quantitative easing programme. The mild weather over the winter also boosted residential construction, particularly in countries such as Germany. Exports, however, are starting to slow, as the impact of the past euro depreciation starts to fade and global demand remains weak. The monetary policy stance from the European Central Bank is helping to support demand and is easing credit conditions in the eurozone. But as the impact of lower energy prices on consumer purchasing power fades, sustainable growth depends on the delivery of a broader package of investment measures to support demand and raise productivity, and a more coordinated fiscal effort. The outcome of the UK referendum on its membership of the EU is also likely to weigh on trade, and consumer and investor confidence in the eurozone. The Issuer expects real GDP growth in the eurozone of 1.4% in 2016, slightly lower than the 1.6% achieved in 2015, and 1.0% in 2017, with CPI inflation remaining subdued (0.9% in 2017) after the rebound at the turn of the year due to the base effect from energy prices.

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