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 and the supplement thereto dated 8 August 2016 (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 and the supplements thereto dated 8 August 2016 and 29 November 2016 (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 and the supplement thereto dated 8 August 2016 (the "**Index-Linked Base Prospectus**"); (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 and the supplement thereto dated 8 August 2016 (the "**Preference Share-Linked Base Prospectus**"); and (v) the base prospectus dated 3 October 2016 relating to the issuance of Interest Rate-Linked and Inflation-Linked Notes under the Programme for the Issuance of Notes and Warrants (the "**Interest Rate-Linked and Inflation-Linked Base Prospectus**") (the DIP Base Prospectus, the Market Access Base Prospectus, the Index-Linked Base Prospectus, the Preference Share-Linked Base Prospectus and the Interest Rate-Linked and Inflation-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 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, the Base Prospectuses, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to:

- disclose that on 21 February 2017, the Issuer published its annual report and accounts for the year ended 31 December 2016 (the "**Annual Report and Accounts**") and the related additional financial information document (the "**Additional Information**"). The Annual Report and Accounts and the Additional Information are available at **http://www.hsbc.com/investor-relations/subsidiary-company-reporting**. The Additional Information contains certain additional financial information, which is intended to be read in conjunction with the Annual Report and Accounts, but which is not required to be included in the Annual Report and Accounts by either the UK Companies Act 2006 or by International Financial Reporting Standards. It includes commentary on the results of the Issuer and its subsidiaries for 2015 compared to 2014 and certain statistical and other information. The Additional Information has been published by the

Issuer together with the Annual Report and Accounts. The Annual Report and Accounts and the Additional Information, other than information incorporated by reference therein, are hereby incorporated by reference into the Base Prospectuses; and

- update the Summaries contained in the Market Access Base Prospectus, Index-Linked Base Prospectus, Preference Share-Linked Base Prospectus, Interest Rate-Linked and Inflation-Linked Base Prospectus (extracts of such revised elements to the Summaries being set out in the Annex hereto) with certain of the information disclosed in the Annual Report and Accounts, namely:

    - updated trend information relating to the economic outlook in the UK and eurozone 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 year ended 31 December 2016, as set out in Element B.12 (*Selected key financial information, no material adverse change and no significant change statement*).

To the extent that any document or information incorporated by reference itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Base Prospectus Supplement or any of the Base Prospectuses for the purposes of the Prospectus Directive, except where such information or documents are stated within this Base Prospectus Supplement as specifically being incorporated by reference or where this Base Prospectus Supplement is specifically defined as including such information.

Save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus 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 1 March 2017 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.

27 February 2017

ANNEX
EXTRACTS OF THE AMENDED ELEMENTS TO THE SUMMARIES OF THE MARKET ACCESS BASE PROSPECTUS, INDEX-LINKED BASE PROSPECTUS, PREFERENCE SHARE-LINKED BASE PROSPECTUS AND INTEREST RATE-LINKED AND INFLATION-LINKED BASE PROSPECTUS

B.4b	**Known trends affecting the Issuer and the industries in which it operates[1]:**	UK real Gross Domestic Product ("**GDP**") grew by 0.6% in the fourth quarter (based on preliminary data), unchanged from the Q2 and Q3 growth rate. GDP was 2.2% higher than the same quarter a year earlier. The unemployment rate stood at 4.8% in December, unchanged from the 11-year low it fell to in September. Employment as a percentage of the workforce stood at a record high of 74.6%. Annual wage growth stood at 2.6% in the three months to November. The annual rate of growth of the Consumer Price Index ("**CPI**") measure of inflation stood at 1.6% in December 2016. Activity in the housing market was weaker compared with the previous year, with price growth moderating but remaining positive. Economic growth following the UK electorate's vote to leave the European Union ("**EU**") was stronger than expected, but the outlook remains uncertain. The annual pace of UK real GDP growth is now expected to slow from 2.0% in 2016 to 1.2% in 2017, albeit avoiding a recession. Investment might be hardest hit by the uncertainty surrounding the UK's political and economic outlook. CPI inflation is expected to continue to rise, reflecting the fall in sterling's value. Wages are not expected to grow as fast as inflation, meaning a decline in real incomes, which is expected to weigh on consumption. Despite higher inflation, the Bank of England is expected to keep monetary policy unchanged over 2017 and 2018. The eurozone continued on a steady growth path in 2016, with GDP increasing by 0.4% in each of the last two quarters of 2016 (Q4 is a preliminary release), with total growth for the year of 1.7%. Spain continued to be the best performer among the 'Big 4' eurozone countries, with real GDP growth of 0.7% in the fourth quarter. The other three countries registered lower growth rates, with Germany (0.4%) and France (0.4%) outpacing Italy (0.2%). Domestic consumption is likely to have remained the main driver of growth, fuelled by strong job creation. For the year as a whole, inflation was only 0.2%. Public consumption has also been supportive of growth, partly thanks to the reduction in interest payments brought about by the ECB's quantitative easing ('QE') programme. Net exports were a drag on growth in 2016, as the impact of past euro depreciation faded and global demand remained subdued. The latest survey data points to a continuation of the positive growth momentum. Job creation remains healthy, and the outlook for the global economy appears to be improving, which together with the recent depreciation of the euro is supporting eurozone exports. In December 2016, the ECB also announced an extension of its QE programme until the end of 2017, albeit at a slightly lower pace (€60bn of asset purchases per month, compared to €80bn previously), which should continue to provide fiscal support to countries. However, investment remains subdued, and a significant fiscal expansion is unlikely. On the back of rising oil prices, inflation has already started to rise fast, to a 1.8% annual rate in January 2017. HSBC Global Research expects inflation to increase to around 2.0% in the first half of 2017, which could lead to a slowdown in domestic consumption, unless households are willing to save less. As a consequence of that, HSBC Global Research expects real GDP growth to ease to 1.2% in 2017. The eurozone is also at the beginning of a difficult political season, with general elections in the Netherlands in March, France in April/May and Germany likely in September. Early elections in Italy are also a possibility.

[1] Element B.4b (*Known trends affecting the Issuer and the industries in which it operates*) of the Summaries 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 Annual Report and Accounts for the year ended 31 December 2016.

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 2015 and 31 December 2016.

	Footnotes	**2016**	**2015**
For the year (£m)			
Profit before tax (reported basis)		**874**	2,971
Profit before tax (adjusted basis)	1, 2	**4,234**	4,068
Net operating income before loan impairment charges and other credit risk provisions	3	**13,305**	12,870
(Loss)/profit attributable to shareholders of the parent company		**(212)**	1,942
At year end (£m)			
Total equity attributable to shareholders of the parent company		**39,930**	37,497
Total assets		**816,829**	727,941
Risk-weighted assets		**245,237**	229,382
Loans and advances to customers (net of impairment allowances)		**272,760**	258,506
Customer accounts		**375,252**	332,830
Capital ratios (%)	4		
Common Equity tier 1		**10.2**	9.6
Tier 1 ratio		**12.3**	11.8
Total capital		**15.7**	15.5
Performance, efficiency and other ratios (annualised %)			
Return on average shareholders' equity	5	**(1.2)**	5.9
Pre-tax return on average risk-weighted assets (reported basis)		**0.4**	1.2
Pre-tax return on average risk-weighted assets (adjusted basis)		**1.7**	1.7
Cost efficiency ratio (reported basis)	6	**90.3**	73.2
Cost efficiency ratio (adjusted basis)	6	**63.9**	64.1
Jaws (adjusted basis)	7	**0.4**	0.3
Ratio of customer advances to customer accounts		**74.8**	77.7

1 *Adjusted performance is computed by adjusting reported results for the effect of significant items as detailed on pages 9 to 11 of the Issuer's Annual Report and Accounts for the year ended 31 December 2016.*

2 *Main adjustment relates to a £2.2bn impairment of goodwill in Global Banking and Markets ('GB&M').*

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

4 *Capital ratios as detailed on the capital section on pages 55 to 57 of the Issuer's Annual Report and Accounts for the year ended 31 December 2016.*

5 *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.*

6 *Reported cost efficiency ratio is defined as total operating expenses (reported) divided by net operating income before loan impairment charges and other credit risk provisions (reported), while 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).*

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

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

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 Annual Report and Accounts for the year ended 31 December 2016.