

BASE PROSPECTUS SUPPLEMENT DATED 21 FEBRUARY 2019



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 registration document prepared by HSBC Bank plc (the "**Issuer**") dated 13 April 2018 (the "**Registration Document**"), (ii) the base prospectus dated 13 April 2018 relating to the Debt Issuance Programme and the supplement thereto dated 8 August 2018 (the "**DIP Base Prospectus**"); (iii) the base prospectus dated 31 May 2018 relating to the issuance of Market Access Notes and Warrants under the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 8 August 2018 (the "**Market Access Base Prospectus**"); (iv) the base prospectus dated 5 October 2018 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**"); (v) the base prospectus dated 19 June 2018 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 2018 (the "**Preference Share-Linked Base Prospectus**"); and (vi) the base prospectus dated 29 June 2018 relating to the issuance of Interest Rate-Linked and Inflation-Linked Notes under the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 8 August 2018 (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 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This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC, as amended or superseded (the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of the FSMA.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 19 February 2019, the Issuer published its annual report and accounts for the year ended 31 December 2018 (the "**Annual Report and Accounts**"). The Annual Report and Accounts are available at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries>. The Annual Report and Accounts, other than information incorporated by reference therein, is hereby incorporated by reference into the Base Prospectuses. The non-incorporated parts of the Annual Report and Accounts are either not relevant to investors or are covered elsewhere in this Base Prospectus Supplement;

- update the Summaries contained in the Market Access Base Prospectus, Index-Linked Base Prospectus, Preference Share-Linked Base Prospectus and Interest Rate-Linked and Inflation-Linked Base Prospectus (extracts of such revised elements to the Summaries being set out in Annex 1 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 2018, as set out in Element B.12 (*Selected key financial information, no material adverse change and no significant change statement*); and
- replace paragraph 2 of the "*General Information*" section of the Registration Document (which is incorporated by reference into the DIP Base Prospectus and each of the other Base Prospectuses), paragraph 8 of the '*General Information*' section of the Market Access Base Prospectus, paragraph 10 of the '*General Information*' section of the Index-Linked Base Prospectus, paragraph 8 of the '*General Information*' section of the Preference Share-Linked Base Prospectus and paragraph 10 of the '*General Information*' section of the Interest Rate-Linked and Inflation-Linked Base Prospectus with the following statement:

"There has been no significant change in the financial position of the Issuer and its subsidiaries nor any material adverse change in the prospects of the Issuer since 31 December 2018."

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 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 25 February 2019 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.

ANNEX 1

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

<p>B.4b</p>	<p>Known trends affecting the Issuer and the industries in which it operates:</p>	<p>UK real GDP rose by 0.2% in the last quarter of 2018, a sharp slowdown from the Q3 growth rate of 0.6% quarter-on-quarter. The year-on-year GDP growth rate was 1.3%, the joint slowest pace since 2012. The unemployment rate was broadly steady over the second half of 2018 - in November it stood at 4.0%, the lowest since February 1975. Employment as a percentage of the population aged 16-64 was 75.8% in November, a series high. The annual rate of wage growth rose over the course of the year, increasing to a new ten-year high of 3.4% for the three months to November. The annual Consumer Price Index (CPI) inflation rate dropped to 1.8% in January, down from 3.0% a year earlier, due to lower energy prices and a waning inflationary impact of the drop in sterling in 2016. The Bank of England increased Bank Rate in August, from 0.50% to 0.75%. HSBC Global Research forecasts assume that the UK avoids a departure from the EU without a Withdrawal Agreement and begins to move towards agreement on a multi-year transition period. Under this assumption, calendar year GDP growth is expected to edge up to 1.6% in 2019 and 2020, from 1.4% in 2018. The unemployment rate is forecast to remain low, at around the 4% mark. CPI inflation is expected to fall to around 1.5% by Q4 2019, driven by recent oil price falls and soft underlying price pressures. Given outstanding uncertainties, mainly relating to the UK's withdrawal from the EU, the central forecast is for no Bank Rate rises through 2019 and 2020. But if a Withdrawal Agreement can be approved smoothly and quickly, the Bank of England might be more minded to raise rates.</p> <p>Eurozone economic growth slowed through the course of 2018. GDP increased by 0.2% in the fourth quarter of 2018, unchanged versus Q3. The annual growth rate slowed from 1.6% to 1.2%, the weakest since 2013. In terms of quarterly growth in the fourth quarter, Germany's economy stagnated following a 0.2% contraction in Q3. Italy's economy contracted for the second successive quarter (-0.2% quarter-on-quarter following -0.1% in Q3). France saw an expansion of 0.3% for the second quarter in a row, while the Spanish economy continued its robust expansion by growing 0.7%. Relative to strong growth seen in 2017, the 2018 slowdown was largely driven by a softening in net exports and investment. The labour market remained fairly robust, though. The unemployment rate fell to a ten-year low of 7.9% in November, while annual wage growth climbed to a ten-year high of 2.5% in the third quarter of 2018. The Harmonised Index of Consumer Prices (HICP) rate of inflation softened towards the end of year, dropping to 1.4% in January, reflecting the impact of lower oil prices. Following GDP growth of 1.8% in 2018, HSBC Global Research forecasts GDP to grow by 1.4% in 2019 and 1.3% in 2020. In terms of the drivers of growth, net exports are expected to remain subdued, while household spending is expected to make relatively solid gains, as a result of further rises in household income growth. But, given this subdued rate of economic growth, inflationary pressure is unlikely to build very rapidly. As a result of oil price falls, the HICP inflation rate is expected to fall to just below 1% in the autumn of 2019, before recovering thereafter, reaching a (still subdued) rate of 1.6% in 2020. In light of this soft inflation backdrop, alongside risks to the growth outlook, the European Central Bank (ECB) is forecast to keep key policy rates on hold throughout this year and next.</p>
<p>B.12</p>	<p>Selected key financial information, no material adverse change and no significant</p>	<p>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 2017 and 31 December 2018.</p>

change statement: ¹			
	Footnotes	2018	2017
For the year (£m)	1, 2		
Profit before tax (reported basis)		1,974	2,370
Profit before tax (adjusted basis)	3	2,100	3,832
Net operating income before change in expected credit losses and other credit impairment charges	4	9,468	13,052
Profit/(loss) attributable to shareholders of the parent company		1,506	1,809
At year end (£m)	1, 2		
Total equity attributable to shareholders of the parent company		26,878	43,462
Total assets		604,958	818,868
Risk-weighted assets	5	143,875	233,073
Loans and advances to customers (net of impairment allowances)		111,964	280,402
Customer accounts		180,836	381,546
Capital ratios (%)	1, 6		
Common Equity tier 1		13.8	11.8
Tier 1		16.0	13.8
Total capital		26.2	16.9
Performance, efficiency and other ratios (annualised %)	1, 2		
Return on average ordinary shareholders' equity	7	4.2	4.4
Return on average risk-weighted assets		1.1	1.0
Adjusted return on average risk-weighted assets	5	1.1	1.6
Cost efficiency ratio (reported basis)	8	77.6	78.2
Cost efficiency ratio (adjusted basis)	8	76.1	67.5
Jaws (adjusted basis)	9	(9.1)	(5.8)
Ratio of customer advances to customer accounts		61.9	73.5
¹ The group adopted IFRS 9, as well as the European Union's regulatory transitional arrangements for IFRS 9, on 1 January 2018. Comparative information has not been restated. For further details, refer to 'Changes to accounting from 1 January 2018' on page 10, 'Standards adopted during the year ended 31 December 2018' on page 97 and Note 34 'Effects of reclassifications upon adoption of IFRS 9' on page 158.			
² HSBC completed the ring-fencing of its UK retail banking activities on 1 July 2018, six months in advance of the legal requirement coming into force, transferring circa 14.5 million qualifying RBWM, CMB and GPB customers from the group to HSBC UK, HSBC's ring-fenced bank. This included the transfer of relevant retail banking subsidiaries. We have retained the non-qualifying components, primarily the UK GB&M business and the overseas branches and subsidiaries. For further details, refer to 'Ring-fenced bank' on page 18 and Note 35 'Discontinued operations' on page 161.			
³ Adjusted performance is computed by adjusting reported results for the effect of significant items as detailed on pages 12 to 15.			
⁴ Net operating income before change in expected credit losses and other credit impairment charges is also referred to as revenue.			
⁵ The group has adopted the European Union's regulatory transitional arrangements for IFRS 9, on 1 January 2018. These apply to reported and adjusted RWAs for 2018 (and related ratios) throughout the Annual Report and Accounts 2018 unless otherwise stated.			
⁶ Capital ratios are detailed in the Capital section on pages 69 to 71.			
⁷ The return on average ordinary shareholders' equity is defined as profit attributable to shareholders of the parent company divided by the average total shareholders' equity. The return on average ordinary shareholders' equity at 31 December 2017 has been restated by 20 basis points to incorporate the tax effect for dividends paid on Additional Tier 1 ('AT1') capital. Dividends paid on AT1 should be net of tax in the calculation.			
⁸ Reported cost efficiency ratio is defined as total operating expenses (reported) divided by net operating income before change in expected credit losses and other credit impairment charges (reported), while adjusted cost efficiency ratio is defined as total operating expenses (adjusted) divided by net operating income before change in expected credit losses and other credit impairment charges (adjusted).			
⁹ Adjusted jaws measures the difference between adjusted revenue and adjusted cost growth rates.			

¹ 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 2018.

		<p>There has been no material adverse change in the prospects of the Issuer since 31 December 2018.</p> <p>There has been no significant change in the financial position of the Issuer and its subsidiaries since 31 December 2018.</p>
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