BASE PROSPECTUS SUPPLEMENT DATED 8 AUGUST 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 the base prospectus dated 1 July 2019 relating to the issuance of Index-Linked Notes under the Programme for the Issuance of Notes and Warrants (the "**Base Prospectus**") prepared by HSBC Bank plc (the "**Issuer**") in connection with the application made for Notes, Warrants or Certificates (as applicable) to be admitted to listing on the Official List of the Irish Stock Exchange plc (trading as Euronext Dublin) (the "**Euronext Dublin**") and to trading on the regulated market of Euronext Dublin.

This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**"). Terms defined in the Base Prospectus shall have the same meaning when used in this Base Prospectus Supplement. This Base Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under the Prospectus Directive. The Central Bank of Ireland only approves this Base Prospectus Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

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 Prospectus, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to:

- disclose that on 5 August 2019 the Issuer published its unaudited consolidated interim report for the six month period ended 30 June 2019 (the "**Unaudited Consolidated Interim Report**"). The Unaudited Consolidated Interim Report is available at https://www.hsbc.com/investors/results-and-announcements/all-reporting/group?page=1&take=20. The Unaudited Consolidated Interim Report, other than information incorporated by reference therein, is hereby incorporated by reference into the Base Prospectus;

- update the Summary contained in the Base Prospectus (extract 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 UK and the 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 six month period ended 30 June 2019, as set out in Element B.12 (*Selected key financial information, no material adverse change and no significant change statement*); and

- replace paragraph 10 of the '*General Information*' section of the Base Prospectus with the following statement:

    "There has been no significant change in the financial position of the Issuer and its subsidiaries since 30 June 2019 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 the Base Prospectus 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 such Base Prospectus.

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 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 12 August 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 SUMMARY OF THE INDEX LINKED BASE PROSPECTUS

B.4b	**Known trends affecting the Issuer and the industries in which it operates[1]:**	**UK** Real quarterly UK GDP growth accelerated in the first quarter of 2019 to 0.5% from 0.2% in the fourth quarter of 2018. A material portion of that increase, however, appears to have reflected a surge in stockpiling ahead of 29 March, when the UK had been scheduled to withdraw from the European Union (**EU**). As this effect unwinds, GDP is expected to contract slightly in the second quarter, by 0.1%. Looking through the volatility, the underlying pace of UK economic growth remains subdued, relative to historic averages. In part, that reflects uncertainty relating to the UK's departure from the EU, alongside softer global economic growth. The labour market remains firm, however. The unemployment rate stood at an average of 3.8% in the three months to May, the lowest rate since December 1974. The annual rate of inflation, according to the Consumer Price Index (**CPI**), was 2.0% in June 2019. The 'core' CPI rate, which strips out food and energy prices, stood at 1.8%. Prospects for the UK economy are likely to depend on the nature of the UK's future economic relationship with the EU. The UK is now scheduled to leave the EU on 31 October 2019. Based on an assumption that the UK withdraws from the EU with transition arrangements, HSBC Research forecasts real GDP to grow by 1.2% in 2019 and 1.1% in 2020. In such a scenario, given global growth headwinds and limited signs of inflationary pressure, the Bank of England's policy rate, Bank Rate, is expected to remain at 0.75% until at least the end of 2020. On the other hand, 'no deal Brexit', and the possible economic disruption it might entail, is a downside risk to that outlook. In that case, the Bank of England might respond by loosening monetary policy. **Eurozone** Eurozone real quarterly economic growth slowed to 0.2% in the second quarter of 2019, after 0.4% growth in the first quarter, 'flash' official estimates showed. That brought growth back in line with the sluggish rates seen through the second half of 2018. However, despite the subdued pace of GDP growth, the labour market has continued to improve - the eurozone unemployment rate has seen continued declines and stood at a post-2008 low of 7.5% in June. A softening in world trade growth appears to have weighed on activity, particularly in those countries and sectors with significant export exposures. Eurozone industrial production has been weak - in May 2019 the level of industrial output was 1.8% lower than the peak seen in December 2017. Meanwhile, inflation remains soft. The annual rate of core eurozone consumer price inflation – which strips out food and energy prices - has trended close to the 1% mark over the past two years, and stood at 0.9% in July. Given the impact of global headwinds on the eurozone, which has been accompanied by a weakening in leading indicators, HSBC Research forecasts GDP growth to hold steady in the third quarter, at 0.2%. Trade-

[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 2019.

		related uncertainty is expected to weigh on net trade and investment through this year and next. On the other hand, a relatively robust labour market should underpin modest growth in consumer spending. Taken together, HSBC Research projections are for eurozone GDP growth of 1.0% in 2019 and 1.1% in 2020. Against this subdued growth backdrop and low inflation, HSBC Research forecasts the European Central Bank (**ECB**) to cut its deposit rate by 20 basis points in September, taking the rate to -0.60%. It also forecasts a re-start of net asset purchases under the ECB's Asset Purchase Programme (**APP**), with purchases starting in January for 12 months, at EUR30bn a month.
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 year ended 31 December 2018 (in respect of the table of year-end figures) and the Unaudited Consolidated Interim Report of the Issuer for the six month period ended 30 June 2019 (in respect of the table of half-year figures).

	Year ended	
	31 December 2018	**31 December 2017**
	£m	*£m*
For the period (£m)		
Profit before tax (reported basis)	315	2,370
Profit before tax (adjusted basis)[2]	335	3,832
Net operating income before change in expected credit losses and other credit impairment charges[3]	3,029	13,305
Profit attributable to shareholders of the parent company	303	1,809
At period end (£m)		
Total equity attributable to shareholders of the parent company	26,878	43,462
Total assets	604,958	818,868
Risk-weighted assets	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 (%)[4]		
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 %)		
Return on average ordinary shareholders' equity[5]	2.0	4.4
Return on tangible equity[6]	5.1	-
Adjusted return on average risk-weighted assets	-	1.6
Cost efficiency ratio (reported basis)[7]	89.1	78.2
Cost efficiency ratio (adjusted basis)[7]	88.4	67.5
Jaws (adjusted basis)[8]	(11.3)	(5.8)
Ratio of customer advances to customer accounts	61.9	73.5

[2] *Adjusted performance is computed by adjusting reported results for the effect of significant items as detailed on pages 10 to 12 of the Issuer's Annual Report and Accounts for the year ended 31 December 2017.*

[3] *Net operating income before change in expected credit losses and other credit impairment charges is also referred to as revenue.*

[4] *Capital ratios are detailed in the Capital section on pages 23 to 32 of the Unaudited Consolidated Interim Report of the Issuer for the six month period ended 30 June 2019.*

[5] *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.*

[6] *The Return on Tangible Equity ('RoTE') for 2018 includes those entities that formed part of HSBC Bank plc. The 31 December comparative displays the RoTE for the full year of 2018. RoTE is calculated as reported profit attributable to ordinary*

[2] Element B.12 (*Selected key financial information, no material adverse change and no significant change statemen*t) 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 2019.

shareholders less changes in goodwill and present value of in-force long-term insurance business divided by average tangible shareholders' equity.

7 *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).*

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

	Half-year to	
	30 June 2019	**30 June 2018[1]**
	£m	*£m*
For the period (£m)		
Profit before tax (reported basis)	151	1,659
Profit before tax (adjusted basis)[2]	290	1,765
Net operating income before change in expected credit losses and other credit impairment charges[3]	3,137	6,439
Profit attributable to shareholders of the parent company	23	1,203
At period end (£m)		
Total equity attributable to shareholders of the parent company	25,917	46,947
Total assets	673,008	865,870
Risk-weighted assets	148,817	230,386
Loans and advances to customers (net of impairment allowances	114,906	278,682
Customer accounts	183,084	385,913
Capital ratios (%)[4]		
Common equity tier 1	13.3	13.3
Tier 1	15.4	15.6
Total capital	24.8	19.0
Performance, efficiency and other ratios (annualised %)		
Return on average ordinary shareholders' equity[5]	(0.1)	5.6
Return on tangible equity[6]	(0.7)	7.1
Adjusted return on average risk-weighted assets	-	-
Cost efficiency ratio (reported basis)[7]	92.6	72.2
Cost efficiency ratio (adjusted basis)[7]	88.3	70.3
Jaws (adjusted basis)[8]	(12.6)	(9.3)
Ratio of customer advances to customer accounts	62.8	72.2

1 *Comparatives for the half-year to 30 June 2018 include the discontinued operations (HSBC UK Bank plc).*

2 *Adjusted performance is computed by adjusting reported results for the effect of significant items as detailed on pages 10 to 12 of the Issuer's Annual Report and Accounts for the year ended 31 December 2017.*

3 *Net operating income before change in expected credit losses and other credit impairment charges is also referred to as revenue.*

4 *Capital ratios are detailed in the Capital section on pages 23 to 32 of the Unaudited Consolidated Interim Report of the Issuer for the six month period ended 30 June 2019.*

5 *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.*

6 *The Return on Tangible Equity ('RoTE') for 2018 includes those entities that formed part of HSBC Bank plc. The 31 December comparative displays the RoTE for the full year of 2018. RoTE is calculated as reported profit attributable to ordinary shareholders less changes in goodwill and present value of in-force long-term insurance business divided by average tangible shareholders' equity.*

7 *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).*

8 *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 2018. There has been no significant change in the financial position of the Issuer and its subsidiary undertakings since 30 June 2019.