

SUPPLEMENTARY LISTING PARTICULARS DATED 6 APRIL 2020



HSBC Bank plc

*(a company incorporated in England with registered number 14259; the liability of its members is limited)
as Issuer*

HSBC Bank Middle East Limited

*(a company limited by shares incorporated in the Dubai International Financial Centre)
as Issuer*

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This supplement (the "**Supplement**") to the offering memorandum dated 6 June 2019 relating to the Programme for the Issuance of Notes and Warrants and the supplements thereto dated 27 June 2019, 6 August 2019, 9 December 2019, 24 January 2020 and 19 February 2020 (together the "**Offering Memorandum**"), which constitutes listing particulars for the purposes of listing ("**Listing**") on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") and trading on the Global Exchange Market of Euronext Dublin and, for the avoidance of doubt, which does not constitute (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC (as amended or superseded) or Regulation (EC) 2017/1129, constitutes supplementary listing particulars (pursuant to rule 3.10 of the Global Exchange Market Listing and Admission to Trading – Rules) for the purposes of Listing.

Terms defined in the Offering Memorandum have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Memorandum and any other supplements to the Offering Memorandum prepared by HSBC Bank plc ("**HBEU**") and HSBC Bank Middle East Limited ("**HBME**" and, together with HBEU, the "**Issuers**" and each an "**Issuer**"), in relation to its Programme for the Issuance of Notes and Warrants.

This Supplement has been approved by Euronext Dublin for the purposes of Listing.

HBEU accepts responsibility for the information contained in this Supplement relating to HBEU and Notes and Warrants issued by it. To the best of the knowledge of HBEU (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to disclose that Fitch announced on 1 April 2020 that the long-term credit rating of HBEU was revised as follows:

Previous long-term credit rating of HBEU	Revised long-term credit rating of HBEU as of 1 April 2020
A+	AA-

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Offering Memorandum prior to the date of this Supplement, the statement in this Supplement will prevail.

HBEU confirms that, save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Memorandum and relating to HBEU and Notes and Warrants issued by it under the Programme has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.