



**HSBC Bank plc**

*(a company incorporated in England with registered number 00014259; the liability of its members is limited)*

This document (the "**Registration Document**", which expression shall include this document and all documents incorporated by reference herein) constitutes a registration document for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). It has been prepared in connection with debt or derivative securities ("**Securities**") of HSBC Bank plc (the "**Issuer**") which may be offered to the public or admitted to trading on a regulated market. When combined with the following documents approved by the Central Bank of Ireland (the "**Central Bank**") which is the Republic of Ireland competent authority for the purposes of the Prospectus Regulation:

- a securities note, which contains information on the Securities; and
- a summary (if required), prepared in accordance with Article 7 of the Prospectus Regulation, which provides key information about the Issuer and the Securities in order to aid investors when considering whether to invest in the Securities,

the combination will form a prospectus in relation to the Securities for the purposes of the Prospectus Regulation.

This Registration Document has been prepared as a registration document issued in compliance with the Prospectus Regulation for the purpose of providing information with regard to the Issuer of debt or derivative securities during the period of twelve months after the date hereof. This Registration Document has been approved by the Central Bank, as competent authority under the Prospectus Regulation. The Central Bank only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Registration Document.

This Registration Document is valid for a period of twelve months from the date of approval.

This Registration Document includes details of the long-term and short-term credit ratings assigned to the Issuer by S&P Global Ratings UK Limited ("**S&P**"), Moody's Investors Service Limited ("**Moody's**") and Fitch Ratings Limited ("**Fitch**"). Each of S&P, Moody's and Fitch is not established in the European Union but is established in the United Kingdom and registered under Regulation (EU) No. 1060/2009 on credit ratings as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**EUWA**") (the "**UK CRA Regulation**"). Each of S&P, Moody's and Fitch appears on the latest update of the list of registered credit rating agencies (as of the date of this Registration Document) on the UK Financial Conduct Authority's Financial Services Register. The ratings each of S&P, Moody's and Fitch has given to the Issuer are endorsed by S&P Global Ratings Europe Limited, Moody's Deutschland GmbH and Fitch Ratings Ireland Limited, respectively, each of which is established in the European Union and registered under Regulation (EU) No 1060/2009 on credit rating agencies.

**Information on how to use this Registration Document is set out on page i.**

Certain risk factors relating to the Issuer are set out in "*Risk Factors*" which commences on page 1.

## HOW TO USE THIS REGISTRATION DOCUMENT

*All references in this section of this Registration Document to "Issuer" refer to HSBC Bank plc, all references to "Group" refer to HSBC Bank plc and its subsidiary undertakings, and all references to "HSBC Group" refer to HSBC Holdings plc and its subsidiary undertakings.*

This Registration Document provides information about HSBC Bank plc (the "**Issuer**") and incorporates by reference the Annual Report and Accounts of the Issuer and its subsidiary undertakings for the year ended 31 December 2021 (the "**2021 Annual Report and Accounts**") and the Annual Report and Accounts of the Issuer and its subsidiary undertakings for the year ended 31 December 2020 (the "**2020 Annual Report and Accounts**"). The 2021 Annual Report and Accounts include the latest publicly available financial information relating to the Issuer and its subsidiary undertakings (the "**Group**") and other information in relation to the Group, which is relevant to investors. This Registration Document (including such information incorporated by reference) contains information necessary for investors to make an informed assessment of the Issuer. Investors must read this Registration Document together with the 2021 Annual Report and Accounts and the 2020 Annual Report and Accounts. Where further information is provided in the 2021 Annual Report and Accounts or the 2020 Annual Report and Accounts on matters covered by this Registration Document, this is highlighted in this Registration Document.

This Registration Document is split up into a number of sections, each of which is briefly described below.

**Risk Factors** provides details of the principal risks relating to the Issuer that may affect the Issuer's ability to fulfil its obligation under its Securities.

**Documents Incorporated by Reference** provides details of the documents incorporated by reference which form part of this Registration Document and which are publicly available.

**Important Notices** sets out important information about the Issuer's responsibility for this Registration Document and provides information about its authorised use.

**The Issuer and its Subsidiary Undertakings** provides information about the Issuer and its subsidiary undertakings, including on its history and development, the legislation under which it operates, its principal activities and markets, its organisational structure, trends affecting the Issuer, its credit ratings and its management.

**General Information** provides additional, general disclosure in relation to the Issuer.

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## RISK FACTORS

All references in this section of this Registration Document to "Issuer" refer to HSBC Bank plc, all references to the "Group" refer to HSBC Bank plc and its subsidiary undertakings, and all references to the "HSBC Group" refer to HSBC Holdings plc ("HSBC Holdings") and its subsidiary undertakings.

Prospective investors in any debt or derivative securities ("Securities") issued by the Issuer should carefully consider risk factors associated with the business of the Group and the industry in which it operates together with all other information contained in this Registration Document, including, in particular, the risk factors referred to in this section, which the Issuer considers to be the principal risk factors relating to the Group that may affect the Issuer's ability to fulfil its obligations under its Securities.

Additional risks and uncertainties relating to the Group that are not currently known to the Group, or that the Group currently deems immaterial, also may have, individually or cumulatively, a material adverse effect on the business, prospects, results of operations and/or financial position of the Group and, if any such risk should occur, the price of any Securities issued by the Issuer may decline and investors could lose all or part of their investment.

### Risks Relating to the Group

A description of the risk factors relating to the Group that may affect the ability of the Issuer to fulfil its obligations to investors in relation to any of its securities is set out below.

#### Macroeconomic and geopolitical risk

##### *The Group is subject to political, social and other risks in the countries in which it operates*

The Group operates through an international network of subsidiaries and affiliates. The Group's operations are subject to potentially unfavourable political, social, environmental and economic developments in such jurisdictions, which may include:

- coups, wars or acts of terrorism;
- political and/or social instability;
- geopolitical tensions;
- climate change, acts of God, including epidemics and pandemics (such as Covid-19, further details on which can be found in "Risks relating to the impact of Covid-19") and natural disasters (such as floods and hurricanes); and
- infrastructure issues, such as transportation or power failures.

Each of the above could impact credit risk-weighted assets ("RWAs"), and the financial losses caused by any of these risk events or developments could impair asset values and the creditworthiness of customers.

These risk events or developments could also give rise to disruption to the Group's services and some could result in physical damage to its operations and/or risks to the safety of its personnel and customers.

Geopolitical tensions could have significant ramifications for the Group and its customers. In particular:

- The Russian invasion of Ukraine has led to elevated geopolitical tensions and resulted in countries, particularly the United States, the United Kingdom ("UK") and the European Union (the "EU"), imposing significant sanctions and other trade restrictions against the Russian state, numerous Russian government officials and individuals, and Russian companies and financial institutions. Some of these sanctions are unprecedented in both their nature and scope. Russia has implemented certain countermeasures in response. The Group is monitoring the direct and indirect impacts of the situation on the Group, and using its sanctions compliance capabilities to respond to the sanctions regulations. The challenges that arise in implementing complex, novel and ambiguous aspects of certain sanctions could create additional regulatory, compliance and reputational risks for the Group. There could be an increase in expected credit losses ("ECL") reflecting the direct and broader economic impacts of Russia-Ukraine war and inflationary pressures on the forward economic outlook.

- The Group's business in Russia principally serves multinational corporate clients headquartered in other countries and is not accepting new business or customers, and is consequently on a declining trend. However, it may become subject to further restrictions, or other developments, which may make the Group's continued operations in Russia untenable. This could generate additional losses which are not currently provided for in the balance sheet. Global commodity markets have been significantly impacted, leading to supply chain disruptions and increased prices for both energy and raw materials. The continuation or any further escalation in the Russia-Ukraine war could have additional economic, social and political repercussions, including through further sanctions and trade restrictions, all of which could impact the Group and its customers.
- Political disagreements between the UK and the EU, notably over the future operation of the Northern Ireland Protocol (the "**Protocol**"), have stalled the creation of a framework for voluntary regulatory cooperation in financial services following the UK's withdrawal from the EU. While negotiations are continuing, it is unclear whether or when an agreement will be reached. This has led to speculation that the UK may trigger Article 16 of the Protocol, which could suspend the operation of the Protocol in certain respects. Any decision to do so could be met with retaliatory action by the EU, complicating the terms of trade between the UK and the EU and potentially preventing progress in other areas such as financial services. See "*The UK's trading relationship with the EU, following the UK's withdrawal from the EU, may adversely affect the Group's operating model and financial results*".

As the geopolitical landscape evolves, the compliance by multinational corporations with their legal or regulatory obligations in one jurisdiction may be seen as supporting the law or policy objectives of that jurisdiction over another, creating additional compliance, reputational and political risks for the Group.

While it is the Group's policy to comply with all applicable laws and regulations of all jurisdictions in which it operates, geopolitical risks and tensions, and potential ambiguities in the Group's compliance obligations, will continue to present challenges and risks for the Group and could have a material adverse impact on the Group's business, financial condition, results of operations, prospects and strategy, as well as on the Group's customers.

***The Group is likely to be affected by global geopolitical trends, including the risk of government intervention***

While economic globalisation appears to remain deeply embedded in the international system, it is increasingly challenged by nationalism and protectionism, and international institutions may be less capable of navigating this trend. In Europe, for example, there remains an uncertain economic and political outlook, particularly in light of the UK's exit from the EU and the end of the transition period (see "*The UK's trading relationship with the EU, following its withdrawal from the EU, may adversely affect the Group's operating model and financial results*"). A dispersion of global economic power from the US and Europe towards China and emerging markets appears to be occurring, providing a backdrop for greater US-China competition. Furthermore, the increased geopolitical risks arising from the Russia-Ukraine war are impacting the global economy, in particular by pushing up energy and oil prices and increasing inflation further, creating further challenges for monetary authorities and the Group's customers.

A rise in nationalism and protectionism, including trade barriers, may be driven by populist sentiment and structural challenges facing developed and developing economies. Similarly, if capital flows are disrupted, some emerging markets may impose protectionist measures that could affect financial institutions and their clients, and other emerging, as well as developed, markets, may be tempted to follow suit. This rise could contribute to weaker global trade, potentially affecting the Group's traditional lines of business.

The Group's geographic footprint and coverage will make it and its customers susceptible to protectionist measures taken by national governments and authorities, including imposition of trade tariffs, restrictions on market access, restrictions on the ability to transact on a cross-border basis, expropriation, restrictions on international ownership, interest rate caps, limits on dividend flows and increases in taxation.

There may be uncertainty as to the conflicting nature of such measures, their duration, the potential for escalation, and their potential impact on global economies. Whether these emerging trends are cyclical or permanent is hard to determine, and their causes are likely to be difficult to address. The occurrence of any of these events or circumstances could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

### ***Current economic and market conditions may adversely affect the Group's results***

The Group's earnings are affected by global and local economic and market conditions.

Uncertain and at times volatile economic conditions can create a challenging operating environment for financial institutions such as the Group.

In particular, the Group has faced and may continue to face the following challenges to its operations and operating model in connection with these factors:

- the Russia-Ukraine war and its economic repercussions could result in further, material, increases in commodity prices and inflation, creating challenges for monetary authorities to keep inflation under control. These factors could also adversely affect the financial condition of the Group's customers and lead to higher credit losses for the Group. In addition, there is a risk that significant monetary policy tightening coupled with the economic effects of the Russia-Ukraine war, including in the form of sanctions, trade restrictions and countermeasures, could precipitate a global recession;
- if the Russia-Ukraine war spreads to other territories, including those in which the Group has a physical presence, that could materially adversely affect the financial condition of the Group's customers and lead to higher credit or operational losses for the Group;
- the Covid 19 pandemic and its impact on global economies could have a material adverse effect on (among other things) the profitability, capital and liquidity of financial institutions such as the Issuer (including those outlined in "*Risks relating to the impact of Covid 19*");
- the current high levels of sovereign indebtedness in some markets (measured as a proportion of Gross Domestic Product ("**GDP**")), coupled with the potential of falling fiscal receipts and higher interest rates could lead to a sovereign debt crisis which could materially worsen the macro-economic outlook and adversely affect the Group's profits;
- the demand for borrowing from creditworthy customers may diminish during periods of recession or where economic activity slows or remains subdued;
- the Group's ability to borrow from other financial institutions or to engage in funding transactions may be adversely affected by market disruption; and
- market developments may depress consumer and business confidence beyond expected levels. If economic growth is subdued, for example, asset prices and payment patterns may be adversely affected, leading to greater than expected increases in the Group's delinquencies, default rates and ECLs. However, if growth is too rapid, new asset valuation bubbles could appear, particularly in the real estate sector, with potentially negative consequences for financial institutions, such as the Issuer.

The Group's central scenario used to calculate impairment charges, under IFRS9, Financial Instruments ("**IFRS9**"), assumes that economic activity will continue to recover through 2022, surpassing peak pre Covid-19 pandemic levels of GDP in the Group's key markets. It is assumed that private sector growth accelerates, ensuring a strong recovery is sustained even as Covid-19 pandemic-related fiscal support is withdrawn. However, there is a high degree of uncertainty associated with economic forecasts in the current environment and there are significant risks to the Group's central scenario. The degree of uncertainty varies by the Group's key markets, driven by country specific trends in the evolution of the Covid-19 pandemic, associated policy responses, ongoing impacts felt from the Trade and Cooperation Agreement in place between the UK and the EU from 1 January 2021 as well as the evolution of other top risks, such as the Russia-Ukraine war. As a result, the Group's central scenario for IFRS9 impairment charges has not been assigned an equal likelihood of occurrence across the Group's key markets. There remains a material risk of a renewed drop in economic activity, particularly in countries that are highly dependent, directly or indirectly, on Russian energy or trade or otherwise exposed to the effects of higher interest rates or inflation. The potential impact of these factors on global economic growth could result in further sharp falls in financial asset prices.

The macro-economic environment, including the impact of the Covid-19 pandemic, may also have material adverse impacts on capital and liquidity. This may include downward customer credit rating migration, which could negatively impact the group's RWAs and capital position, and potential liquidity stress due,

among other factors, to increased customer drawdowns, notwithstanding the significant initiatives that governments and central banks, including the UK government and the Bank of England (the "BoE"), have put in place to support funding and liquidity.

Central bank and government actions and support measures taken in response to the current economic environment and the Covid-19 pandemic may create restrictions in relation to the Group's capital management. These may limit the group's flexibility in managing the business and taking action in relation to capital distribution and re-allocation.

The occurrence of any of these events or circumstances could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and customers.

#### ***Risks relating to the impact of Covid-19***

The Covid-19 pandemic and its effect on the global economy have continued to impact the Group's customers and organisation, and the future effects of the pandemic remain uncertain. Covid-19 necessitated governments to respond at unprecedented levels to protect public health, and to support local economies and livelihoods. It has affected regions at different times and to varying degrees as it has developed. The resulting government support measures and restrictions have created additional challenges given the rapid pace of change and significant operational demands. Renewed outbreaks, particularly those resulting from the emergence of new variants of the virus, emphasise the ongoing threat of Covid-19 and could result in further tightening of government restrictions.

Over the course of 2021, government restrictions across many countries were gradually unwound, allowing the global economy to stage a robust recovery up until the fourth quarter, when the highly transmissible Omicron variant began to emerge. While government restrictions were re-imposed in many countries in response to this variant, they have in certain countries been less restrictive than those that were imposed during previous waves of the pandemic.

The global vaccination roll-out in 2021 helped reduce the social and economic impact of the Covid-19 pandemic, although there has been significant divergence in the speed at which vaccines have been deployed around the world. Most developed countries have now vaccinated a large proportion of their populations, but many less developed countries have struggled to secure supplies and are at an earlier stage of their roll-out. By the end of 2021, high vaccination rates had ensured that many Covid-19-related restrictions on activity in developed markets had been lifted and travel constraints were easing. However, the emergence of the Omicron variant, which proved to be more contagious and able, to a certain extent, to evade vaccine immunity, demonstrated the risk that new variants pose and led to government restrictions being reintroduced. There remains a divergence in approach taken by countries with regards to the level of restrictions on activity and travel imposed in response to the pandemic. Such diverging approach to future pandemic waves could prolong or worsen supply chain and international travel disruptions.

Mismatches between the supply and demand of goods and services contributed to a rise in inflation in 2021 and the first half of 2022. Central banks in major markets have gradually increased interest rates in 2021 and during the beginning of 2022 and are expected to further increase interest rates during the course of 2022, but such increases are expected to be gradual and monetary policy is expected to remain accommodative overall. Policy tightening in major emerging markets has already begun in order to counteract rising inflation and the risk of capital outflows. Governments are also expected to reduce the level of fiscal support they offer households and businesses as the appetite for broad lockdowns and public health restrictions decreases. Government debt has risen in most advanced economies, and is expected to remain high into the medium term. High government debt burdens have raised fiscal vulnerabilities, increasing the sensitivity of debt service costs to interest rate increases and potentially reducing the fiscal space available to address any future economic downturns.

Depending on the time taken for economic activity to recover, there could be further adverse impacts on the Group's income due to lower lending and transaction volumes and lower wealth and insurance manufacturing revenue due to equity market volatility and weakness.

The rapid introduction and varying nature of the government support schemes introduced throughout the Covid-19 pandemic led to increased operational risks, including complex conduct considerations, increased reputational risk and increased risk of fraud. These risks could crystallise over time including as and when those remaining government support schemes are unwound. These events have also led to increased litigation risk for the Group. The impact of the pandemic on the long-term prospects of businesses in the most vulnerable sectors of the economy – such as retail, transportation, hospitality and commercial real

estate – remains uncertain and may lead to credit losses on specific exposures, which may not be fully captured in ECL estimates. In addition, in times of stress, fraudulent activity is often more prevalent, leading to potentially material credit or operational losses. The performance of the Group's financial models continues to be impacted by the pandemic due to a lack of correlated historical data. These include retail and wholesale credit models such as IFRS9 loss models, as well as capital models, traded risk models and models used in the asset/ liability management process. This continues to require enhanced monitoring of model outputs and the use of model overlays, including management adjustments based on the expert judgement of senior credit risk managers and the recalibration of key loss models to take into account the impacts of Covid-19 on critical model inputs. See *"The Group could incur losses or be required to hold additional capital as a result of model limitations or failure"*.

The operational support functions on which the Group relies are based in a number of countries worldwide, some of which were particularly affected by the Covid-19 pandemic during 2021. We continue to monitor the situation, in particular in those countries and regions where Covid-19 infections are most prevalent and/or where travel restrictions are in place.

Moreover, the Group has financial instruments which are carried at fair value, and such fair values may be impacted by the market volatility resulting from the Covid-19 outbreak. This would in turn affect the market value of such instruments and could result in markdowns on such instruments and an increase in the size of fair value adjustments.

Despite the ongoing economic recovery, significant uncertainties remain in assessing the duration and impact of the Covid-19 pandemic, including where government restrictions are re-imposed as a result of further outbreaks of the virus, in particular those outbreaks which result from the emergence of new variants. There is a risk that economic activity remains below pre-pandemic levels for a prolonged period and this could have a material adverse effect on the Group's financial condition, results of operations, prospects, liquidity, capital position and credit ratings.

***The Group is subject to financial and non-financial risks associated with Environmental, Social and Governance ("ESG") related matters, such as climate change, nature-related and human rights issues***

ESG-related matters such as climate change, society's impact on nature and human rights violations introduce risks to the Group's business, customers and wider society.

Climate change, through transitional and physical channels, could have both financial and non-financial impacts on the Group either directly or indirectly through its customers. Transition risk can arise from the move to a low-carbon economy, such as through policy, regulatory and technological changes. Physical risk can arise through increasing severity and/or frequency of severe weather or other climatic events, such as rising sea levels and flooding.

The Group currently expects that the following are the most likely ways in which climate risk may materialise for the Group:

- transition and physical risk may impact the Group wholesale customers, for example if regulatory, legislative or technological developments impact customers' business models resulting in financial difficulty for customers and/or stranded assets;
- residential real estate may be affected by changes to the climate and extreme weather events which could impact both property values and the ability of borrowers to afford their mortgage payments;
- physical risk may impact the Group's operations, for example if flooding or extreme weather events impacted its critical operations;
- regulatory compliance risk may result from the increasing pace, breadth and depth of regulatory expectations requiring implementation in short timeframes across multiple jurisdictions;
- conduct risks could develop associated with the increasing demand for 'green' products where there are differing and developing standards or taxonomies; and
- reputational risks may result from the Group's decisions on how the Group supports its customers in high-emitting sectors, including its ability to assist the HSBC Group in achieving its climate-related ambitions, targets and commitments.

The Group also faces increased reputational, legal and regulatory risks as it makes progress towards the HSBC Group's net zero ambition, with stakeholders likely to place greater focus on the Group's actions, such as the development of climate-related policies, the HSBC Group's disclosures and financing and investment decisions relating to its ambition.

In addition, there is increasing evidence that a number of nature-related risks beyond climate change - which include risks that can be represented more broadly by economic dependency on nature - can and will have significant economic impact. These risks arise when the provision of natural services such as water availability, air quality, and soil quality is compromised by overpopulation, urban development, natural habitat and ecosystem loss, and other environmental stresses beyond climate change. They can show themselves in a variety of ways, including through macroeconomic, market, credit, reputational, legal and regulatory risks, for both the Group and its customers.

The key human rights risks that currently impact the Group include discrimination, in particular with respect to the Group's employees and customers, and modern slavery in the Group's supply chains and those of the Group's customers. Failure to manage these risks may result in negative impacts on the Group's people (both in terms of hiring and retention), the Group's business and the Group's reputation. Such failure could also lead to breaches of rapidly evolving legal and regulatory requirements and expectations in certain markets and this could have reputational, legal and financial consequences for the Group.

In respect of all ESG-related risks, the Group also needs to ensure that its strategy and business model, including the products and services it provides to customers and non-financial risk management processes (including processes to measure and manage the various financial and non-financial risks the Group faces as a result of ESG-related matters) adapt to meet regulatory requirements and stakeholder and market expectations, which continue to evolve significantly and at pace. The Group's ability to assist the HSBC Group in achieving its strategy with respect to ESG matters, including any ESG-related ambitions, commitments and targets that it may set, will depend on a number of different factors outside of the Group's control, such as advancements in technologies and supportive public policies in the markets where the Group operates. If these external factors and other changes do not occur, or do not occur on a timely basis, the Group may fail to assist the HSBC Group in achieving its ESG-related ambitions, commitments and targets.

In order to track and report on the HSBC Group's progress against its ESG-related ambitions, commitments and targets, the HSBC Group relies on internal and, where appropriate and available, external data sources, guided by certain industry standards. While ESG-related reporting has improved over time, data remains of limited quality and consistency. Methodologies the HSBC Group has used may develop over time in line with market practice, regulation and/or developments in science, where applicable. Any such developments in methodologies, and changes in the availability and quality of data over time could result in revisions to reported data going forward, including on financed emissions, meaning that such data may not be reconcilable or comparable year-on-year. This could also result in the HSBC Group having to re-evaluate its progress towards its ESG-related ambitions, commitments and targets in the future and this could result in reputational, legal and regulatory risks.

If any of the above risks materialise, this could have financial and non-financial impacts for the Group which could, in turn, have a material adverse effect on its business, financial condition, results of operations, reputation, prospects and strategy.

***The UK's trading relationship with the EU, following the UK's withdrawal from the EU, may adversely affect the Group's operating model and financial results***

The EU and the UK agreed a Trade and Cooperation Agreement on 31 December 2020, following the UK's withdrawal from the EU. The agreement mainly focused on goods and services but also covered a wide range of other areas, including competition, state aid, tax, fisheries, transport, data and security. While the agreement only addressed financial services in a limited manner, bilateral discussions have now concluded at a technical level to create a framework for voluntary regulatory cooperation in financial services between the UK and EU through the establishment of a Joint UK-EU Financial Regulatory Forum. This is expected to provide a platform within which both parties will be able to discuss financial services-related issues, including future equivalence determinations.

Broader political disagreements, notably over the future operation of the Northern Ireland Protocol, have, however, increased tensions in the UK-EU relationship. While negotiations relating to the Protocol between the UK and the EU are continuing, it remains uncertain whether an agreement will be reached. If the failure to reach an agreement were to lead to the UK triggering Article 16 of the Protocol, this could suspend the

Protocol's operation in certain respects, which may further complicate the terms of trade between the UK and the EU and prevent progress in other areas such as financial services.

As the financial passporting arrangement that existed prior to, and during, the transition period expired, the Group put in place new arrangements in the provision of cross-border banking and investment services to customers and counterparties in the European Economic Area.

Notwithstanding the progress made in ensuring the Group was prepared for the end of the transition period, there remain risks, many of them linked to the uncertain outcome of ongoing negotiations relating to potential developments in the financial services trading relationship between the UK and EU, including the rules under which financial services may be provided on a cross-border basis into the EU and its member states. Significant uncertainty also remains as to the extent to which EU laws will diverge from UK law (including bank regulation) in the future. Any changes to the current rules in this respect and any further divergences in the legal regimes could require modifications to the Group's UK and European operating models, with resulting impacts to its clients and employees. The exact impacts on the Group's clients will depend on the nature of any developments and their individual circumstances and, in a worst case scenario, could include disruption to the provision of products and services, and this could in turn increase operational complexity and/or costs for the Group.

More generally, over the medium to long term, the UK's withdrawal from the EU and the operation of the new Trade and Cooperation Agreement (and any complexities that may result there from), may impact markets and increase economic risk, particularly in the UK, which could adversely impact the Group's profitability and prospects for growth in this market.

In addition, the UK's future trading relationship with the EU, and the rest of the world will likely take a number of years to fully resolve. This may result in a prolonged period of uncertainty, unstable economic conditions and market volatility. This could include reduced international trade flows and loss of export market shares, as well as including currency fluctuations.

***The Group operates in markets that are highly competitive***

The Group competes with other financial institutions in a highly competitive industry that continues to undergo significant change as a result of financial regulatory reform, including the Competition and Markets Authority's directions on Open Banking in the UK, as well as increased public scrutiny and a continued challenging macro-economic environment.

The Group targets internationally mobile clients who need sophisticated global solutions. It generally competes on the basis of the quality of its customer service, the wide variety of products and services that the Group can offer its customers, the ability of those products and services to satisfy its customers' needs, the extensive distribution channels available for its customers, its innovation and its reputation. Continued and increased competition in any one or all of these areas may negatively affect the Group's market share and/or cause it to increase its capital investment in its businesses in order to remain competitive.

Additionally, the Group's products and services may not be accepted by its targeted clients.

In many markets, there is increased competitive pressure to provide products and services at current or lower prices.

Consequently, the Group's ability to reposition or reprice its products and services from time to time may be limited, and could be influenced significantly by the actions of its competitors who may or may not charge similar fees for their products and services. Any changes in the types of products and services that the Group offers its customers, and/or the pricing for those products and services, could result in a loss of customers and market share.

Further, new entrants to the market or new technologies challenge the Group to continue to innovate and optimise to take advantage of new digital capabilities to best serve its customers, and adapt its products to attract and retain customers. The Group may not respond effectively to these competitive threats from existing and new competitors, and as a result may need to increase its investment in its business to modify or adapt its existing products and services or develop new products and services to respond to its customers' needs.

Any of these factors could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and reputation.

### ***Changes in foreign currency exchange rates may affect the Group's results***

The Group prepares its accounts in pounds sterling. However, a substantial portion of the Group's assets, liabilities, assets under management, revenues and expenses are denominated in other currencies (primarily, euro and US dollars).

Changes in foreign exchange rates have an effect on the Group's accounting standards, reported income, cash flows and shareholders' equity. Unfavourable changes in foreign exchange rates could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

### ***Market fluctuations may reduce the Group's income or the value of its portfolios***

The Group's businesses are inherently subject to risks in financial markets and in the wider economy, including changes in, and increased volatility of, interest rates, inflation rates, credit spreads, foreign exchange rates, commodity, equity, bond and property prices, and the risk that the Group's customers act in a manner inconsistent with its business, pricing and hedging assumptions.

Market pricing can be volatile, and ongoing market movements could significantly affect the Group in a number of key areas. For example, banking and trading activities are subject to interest rate risk, foreign exchange risk, inflation risk and credit spread risk. Changes in interest rate levels, interbank spreads over official rates and yield curves affect the interest rate spread realised between lending and borrowing costs. The potential for future volatility and margin changes remains. See "*Risks relating to the impact of Covid-19*" above regarding the impact of Covid-19 on the interest rate environment.

Competitive pressures on fixed rates or product terms in existing customer products sometimes restrict the Group's ability to change interest rates applying to customers in response to changes in official and wholesale market rates.

The Group's defined benefit pension plans are exposed to market risk from their assets and liabilities. The liability discount rate provides exposure to interest rate risk and credit spread risk which are only partially offset by fixed interest assets and swaps. The assets also provide exposure to fluctuations in the market value of equities.

The Group's insurance businesses are exposed to the risk that market fluctuations may cause mismatches to occur between product liabilities and the investment assets that back them. Market risks can affect the Group's insurance products in a number of ways depending upon the product and associated contract. For example, mismatches between assets and liability yields and maturities give rise to interest rate risk. Some of these risks are borne directly by the customer and some are borne by the insurance businesses, with their excess capital invested in the markets. Some insurance contracts involve guarantees and options that increase in value in adverse investment markets. There is a risk that the insurance businesses could bear some of the cost of such guarantees and options. The performance of the investment markets could thus have a direct effect upon the value embedded in the insurance and investment contracts and the Group's operating results, financial condition and prospects.

It is difficult to predict with any degree of accuracy changes in market conditions, and such changes could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

### ***Liquidity, or ready access to funds, is essential to the Group's businesses***

The Group's ability to borrow on a secured or unsecured basis, and the cost of doing so, can be affected by increases in interest rates or credit spreads, the availability of credit, regulatory requirements relating to liquidity or the market perceptions of risk relating to the Group or the banking sector, including the Group's perceived or actual creditworthiness.

Current accounts and savings deposits payable on demand or at short notice form part of the Group's funding, and the Group places considerable importance on maintaining their stability. For deposits, stability depends upon preserving investor confidence in the Group's capital strength and liquidity, and on comparable and transparent pricing. Although deposits have been a stable source of funding historically, this may not continue.

The Group also accesses wholesale markets in order to maintain a diversified portfolio of funding sources, provide funding for entities that do not accept deposits, to align asset and liability maturities and currencies, and to maintain a presence in local markets.

An inability to obtain financing in the unsecured long term or short term debt capital markets, or to access the secured lending markets, could have a material adverse effect on the Group's liquidity.

Unfavourable macroeconomic developments, market disruptions or regulatory developments may increase the Group's funding costs or challenge the Group's ability to raise funds to support or expand the Group's businesses.

If the Group is unable to raise sufficient funds through deposits and/or in the capital markets, the Group's liquidity position could be adversely affected, and the Group might be unable to meet deposit withdrawals on demand or at their contractual maturity, to repay borrowings as they mature, to meet the Group's obligations under committed financing facilities and insurance contracts, to comply with regulatory funding requirements, to undertake certain capital and/or debt management activities or to fund new loans, investments and businesses.

The Group may need to liquidate unencumbered assets to meet its liabilities, including disposals of assets, to reduce its funding commitments. In a time of reduced liquidity, the Group may be unable to sell some of its assets, or may be unable to maintain the run-down and sale of certain legacy portfolios, or the Group may need to sell assets at reduced prices, which in any such case could materially adversely affect the Group's business, financial condition, results of operations and prospects.

### **Macro prudential, regulatory and legal risks to the Group's business model**

*The Group is subject to numerous legislative or regulatory requirements and developments and changes in the policy of regulators or governments and the Group may fail to comply with applicable regulations, particularly any changes thereto*

The Group's businesses are subject to ongoing regulation and associated regulatory risks, including the effects of changes in the laws, regulations, policies, voluntary codes of practice and interpretations in the UK, the EU and the other markets in which the Group operates. Many regulatory changes relevant to its business may have an effect beyond the country in which they are enacted, because its regulators deliberately enact regulation with extra territorial impact or the Group's operations mean that the Group is obliged to give effect to 'local' laws and regulations on a wider basis.

In recent years, regulators and governments have focused on reforming both the prudential regulation of the financial services industry and the ways in which the business of financial services is conducted. Measures taken include enhanced capital, liquidity and funding requirements, the separation or prohibition of certain activities by financial institutions, changes in the operation of capital markets activities, the introduction of tax levies and transaction taxes, changes in compensation practices and more detailed requirements on how business is conducted. The governments and regulators in the UK, the EU or elsewhere may intervene further in relation to areas of industry risk already identified, or in new areas, which could adversely affect the Group.

Specific areas where regulatory changes could have a material effect on the Group's business, financial condition, results of operations, prospects, capital position, and reputation and current and anticipated areas of particular focus for the Group's regulators include, but are not limited to:

- the ongoing regulatory response to the Covid-19 pandemic, and its implications for banks credit risk management and provisioning processes, capital adequacy and liquidity, and a renewed focus on vulnerable customers including the treatment of customers including consideration of longer-term initiatives to support borrowers in financial difficulty and measures designed to maximise access to cash for consumers;
- general changes in government, central bank, regulatory or competition policy, or changes in regulatory regimes that may influence investor decisions in particular markets in which the Group operates. For example, the regulatory structure in the UK comprising the Prudential Regulation Authority ("PRA"), the Financial Conduct Authority ("FCA") and the Financial Policy Committee ("FPC") and the granting to the European Central Bank of supervisory powers, may affect the Group and its activities. In particular, the FPC has the ability to direct that UK financial institutions be required to hold additional capital for lending to sectors perceived as higher risk and to increase the amount of capital that financial institutions are required to hold when threats to financial stability are judged to be emerging;
- the structural separation of certain banking and other activities proposed or enacted in a number of jurisdictions, including legislation in France and Germany which provide for the

ring-fencing of certain activities, including trading activities, and the prohibition of certain proprietary trading activities;

- the potential for developments in, and the consequences for breaches of, the Financial Services (Banking Reform) Act 2013, which requires (amongst other matters) the legal separation of core deposits from wholesale and investment banking activities (commonly referred to as ring-fencing). In particular, in order to comply with the ongoing requirements of the UK ring-fencing regime, the Group must ensure that its operations and infrastructure comply with the shared services, independence and resolvability requirements set out in the UK ring-fencing legislation and rules, including in areas such as information technology infrastructure, human resources and critical service providers, which may involve associated operational risk and may result in increased costs and higher risk of breach of rules and regulations. Arrangements between HSBC UK and the Group also need to meet these requirements and the requirement that all such transactions take place on an arm's length basis. The duplication of certain infrastructure or functions between HSBC UK and the Group that are required to comply with the UK ring-fencing legislation and rules, and inefficiencies resulting therefrom, have in turn resulted in additional costs and/or changes to the Group's business and operations. The independent panel appointed by HM Treasury to review the UK regime for ring-fencing and proprietary trading during 2021 published its recommendations on 15 March 2022, which concluded that the scope of the ring-fencing regime should be changed to focus on large, complex financial institutions, and included suggestions to align the ring-fencing regime with the resolution regime, which may result in proposed legislative amendments to the regime in the coming years;
- the increasing focus by regulators, international bodies, organisations and unions on how institutions conduct business, particularly with regard to the delivery of fair outcomes for customers, promoting effective competition in the interests of consumers and ensuring the orderly and transparent operation of global financial markets, including the proposed introduction in the UK of a new Consumer Duty and measures resulting from ongoing thematic reviews into the workings of the retail, SME and wholesale banking sectors and the provision of financial advice to consumers;
- the implementation of any conduct measures as a result of regulators' focus on organisational culture, employee behaviour and whistleblowing;
- the demise of certain interbank offered rate ("**Ibor**") reference rates and the transition to new replacement rates (as discussed further under "*The Group may not manage risks associated with the replacement of benchmark rates and indices effectively*");
- reviews of regulatory frameworks applicable to the wholesale financial markets, including reforms and other changes to conduct of business, listing, securitisation and derivatives related requirements;
- the focus globally on technology, underpinned by customer protection, including the use of artificial intelligence and digital assets (data, identity and disclosures), financial technology risks, operational resilience, virtual currencies (including central bank digital currencies and global stablecoin) and cybersecurity. This also includes the introduction of new and/or enhanced standards in these areas;
- the continued evolution of the UK's regulatory framework following the UK's withdrawal from the EU, and similarly regarding the access of UK and other non-EU financial institutions to EU markets, for example, in the light of proposals within the EU Commission's 'CRDVI' package which could restrict cross border activity by non-EU firms without a branch, except on a reverse solicitation basis. For further details, see "*The UK's trading relationship with the EU, following the UK's withdrawal from the EU, may adversely affect the Group's operating model and financial results*";
- the Basel Committee on Banking Supervision ("**Basel**") agreed the final form of the reforms to strengthen global capital and liquidity rules (the "**Basel III Reforms**") in December 2017. The final standards will need to be transposed into the relevant local law before coming into effect. In June 2019, the EU enacted Regulation (EU) No. 2019/876 amending Regulation (EU) No. 575/2013 ("**CRR II**"). This implemented changes to the own funds regime and to the Financial Stability Board's requirements for total loss-absorbing capacity, known in the

EU as the minimum requirements for own funds and eligible liabilities. It also included the first tranche of changes to the EU's legislation to reflect the Basel III Reforms, including the changes to market risk rules under the Fundamental Review of the Trading Book, revisions to the standardised approach for measuring counterparty risk, changes to the equity investments in funds rules, amendments to the large exposures rules, the new leverage ratio rules and the implementation of the net stable funding ratio. With the exception of the changes to the market risk framework, the CRR II was implemented in the UK on 1 January 2022. The market risk changes will be implemented with the remainder of the Basel III Reforms. The remaining reforms are scheduled for implementation by Basel on 1 January 2023. These include the changes to the RWA rules on credit risk, market risk, operational risk and credit valuation adjustments, and the implementation of an RWA floor based upon the standardised approach. Given the PRA is not expected to consult on these other elements until the second half of 2022, this increases the likelihood that the UK's implementation will be delayed;

- the implementation of more stringent capital, liquidity and funding requirements, including changes to internal ratings-based modelling ("**IRB modelling**");
- the financial effects of climate change being incorporated within the global prudential framework, including the transition risks resulting from a shift to a low carbon economy;
- a continuing interest in financial services activities by competition authorities at the UK and European level when enforcing laws against anticompetitive practices (in the UK, the FCA and the Payment Systems Regulator are competition law enforcers). This is also being accompanied by a rise in private damages litigation relating to alleged competition law infringements. Currently, much of this is brought in the UK, but in the future there is likely to be an increase in such litigation across Europe as a result of the EU Directive on Antitrust Damages Action;
- restrictions on the structure of remuneration and increasing requirements to detail management accountability within the Group (for example, the requirements of the Senior Managers and Certification Regime in the UK and similar regimes elsewhere that are either in effect or under consideration/implementation);
- the increased supervisory expectations arising from expanding and increasingly complex regulatory reporting obligations, including expectations on data integrity and associated governance and controls, as evidenced in regulatory fines imposed against other financial institutions. The Group has commissioned a number of independent external reviews of its regulatory reporting processes and controls, some at the request of its regulators, including one of its credit risk RWA reporting process which is currently ongoing;
- increasing regulatory expectations of firms around governance and risk management frameworks, particularly for management of climate change, diversity and inclusion and other ESG risks and enhanced ESG disclosure and reporting obligations;
- financial crime and market abuse standards and increasing expectations for control frameworks, to ensure firms are adapting to new threats such as those arising from the Covid-19 pandemic, and are protecting customers from cyber enabled crime;
- changes in national or supra national requirements regarding the ability to offshore or outsource the provision of services and resources or transfer material risk to financial services companies located in other countries, which impact the Group's ability to implement consistent and efficient operating models;
- the application and enforcement of anti-money laundering investigations and sanctions and economic sanctions, including those with extra territorial effect and those arising from geopolitical tensions (see "*The Group is subject to political, social and other risks in the countries in which it operates*");
- the increasing regulatory expectations and requirements relating to various aspects of operational resilience, including an increasing focus on the response of institutions to operational disruptions; and

- continuing regulatory focus on the effectiveness of internal controls and risk management frameworks, as evidenced in regulatory fines and other measures imposed against other financial institutions.

***The Group may not manage risks associated with the replacement of benchmark rates and indices effectively***

Key benchmark rates and indices, including Ibors such as the London interbank offered rate ("**Libor**"), have been the subject of national, international and other regulatory scrutiny and reform for a number of years. This has resulted in significant changes to the methodology and operation of certain benchmarks and indices, the adoption of replacement near risk free rates ("**RFRs**") and the proposed discontinuation of certain reference rates (including Libor). In May 2019, the European Money Markets Institute ("**EMMI**") announced the cessation of the Euro Overnight Index average ("**Eonia**") from the end of 2021 and, in March 2021, ICE Benchmark Administration Limited ("**IBA**") announced that it would cease publication of (i) all sterling, Euro, Swiss franc and Japanese yen settings, and the 1-week and 2- month US dollar Libor settings immediately after 31 December 2021 and (ii) the remaining US dollar Libor settings immediately after 30 June 2023. The FCA subsequently used its regulatory powers to compel IBA to publish a number of sterling and Japanese Yen Libor settings on an alternative methodology basis (so-called 'synthetic Libor') from 1 January 2022 for an undetermined period of time.

The discontinuation of sterling, Swiss franc, Euro and Japanese Yen Libor interest rates, and Eonia has occurred with the adoption of respective replacement RFRs. The continued existence of legacy contracts in benchmark rates that demised from the end of 2021, so called 'tough legacy,' and legacy contracts referencing other Ibors that are expected to demise at a later date, notably a number of US dollar Libor settings, results in a number of risks for the Group, its clients, and the financial services industry more widely. These include, but are not limited to;

- Regulatory compliance, legal and conduct risks, that arise from the transition of legacy contracts to RFRs or alternative rates and from the sales of products referencing RFRs, could lead to unintended or unfavourable outcomes for clients and market participants. These risks could be heightened if the Group's sales processes and procedures are not appropriately adapted or executed to detail the risks and complexity of the RFR market conventions;
- Legal risks are associated with legacy contracts that the Group is unable to appropriately transition and legacy contracts that rely on the use of legislative solutions, such as 'synthetic' Libor. If the Group is unable to appropriately transition legacy contracts this could lead to reliance on fallback provisions which do not contemplate the permanent cessation of the relevant Ibor, and there is a risk that these fallback provisions do not work from a contractual, practical or financial perspective, potentially resulting in unintended outcomes for clients. While legislative solutions are (in some circumstances) expected to assist market participants with transitioning contracts or mitigating risks associated with 'tough legacy' contracts, there remains some uncertainty around the operation and implementation of such solutions as well as their longevity. For legacy contracts that utilise 'synthetic' Libor there is a risk that the Group is unable to transition such contracts to a new RFR or alternative rate before the relevant 'synthetic' Libor is discontinued. This could lead to reliance on the above mentioned fallback provisions, which do not contemplate permanent cessation of Libor. Each of these issues could result in unintended or unfavourable outcomes for clients and market participants and this could potentially increase the risk of disputes;
- Financial risks result from the discontinuation of US dollar Libor and the development of liquidity in its replacement RFR, Secured Overnight Funding rate ("**SOFR**"). Differences in US dollar Libor and SOFR interest rate levels create a basis risk in the trading book and banking book due to asymmetric adoption of SOFR across assets, liabilities and products that the Group needs to actively manage through appropriate financial hedging. In addition, this may limit the ability to hedge effectively; and
- Resilience and operational risks, resulting from 'tough legacy' and other legacy Ibor contracts that are expected to be transitioned to RFRs and alternative rates. In particular, there is a risk that the Group's systems, processes and controls have not been appropriately adapted to account for new RFR methodology changes or fallback provisions, leading to complaints and disputes. The operational and resilience risks may be further heightened if there is a slow take-up of the use of the SOFR benchmark for new financing and hedging activities in 2022, as this

could compress the timelines for transition of legacy contracts referencing US dollar Libor settings that are demising in 2023.

If any of these risks materialises, this could have a material adverse effect on the Group's business, financial condition, capital position, results of operations, prospects and customers.

***The Group is subject to the risk of current and future legal, regulatory or administrative actions and investigations, the outcomes of which are inherently difficult to predict***

The Group faces significant risks in its business relating to legal, regulatory or administrative actions and investigations. The volume and amount of damages claimed in litigation, regulatory proceedings, investigations, administrative actions and other adversarial proceedings against financial institutions are increasing for many reasons, including a substantial increase in the number of regulatory changes taking place globally, increasing focus from regulators, investors and other stakeholders on ESG disclosures, including in relation to the measurement and reporting of such matters as both local and international standards in this area continue to significantly evolve and develop, increased media attention and higher expectations from regulators and the public. In addition, criminal prosecutions of financial institutions for, among other things, alleged conduct breaches, breaches of anti-money laundering ("AML"), anti-bribery/corruption, and sanctions and counter-terrorist financing regulations, antitrust violations, market manipulation, aiding and abetting tax evasion, and providing unlicensed cross border banking services, have become more commonplace and may increase in frequency due to increased media attention and higher expectations from prosecutors and the public.

Any such legal, regulatory or administrative action or investigation against the Group or one or more of its subsidiaries could result in, among other things, substantial fines, civil penalties, criminal penalties, cease and desist orders, forfeitures, the suspension or revocation of key licences, requirements to exit certain businesses, other disciplinary actions and/or withdrawal of funding from depositors and other stakeholders. Any threatened or actual litigation, regulatory proceeding, administrative action, investigation or other adversarial proceeding against the Group or one or more of its subsidiaries could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and reputation. Additionally, the Group's financial statements reflect provisioning for legal proceedings, regulatory and customer remediation matters. Provisions for legal proceedings, regulatory and customer remediation matters typically require a higher degree of judgement than other types of provisions, and the actual costs resulting from such proceedings and matters may exceed existing provisioning.

Additionally, the Group and its subsidiaries continue to be subject to a number of material legal proceedings, regulatory actions and investigations, a number of which are described in Note 32 ("*Legal proceedings and regulatory matters*") to the financial statements included at pages 169 to 172 in the 2021 Annual Report and Accounts, the outcomes of which are inherently difficult to predict, particularly those cases in which the matters are brought on behalf of various classes of claimants, seek damages of unspecified or indeterminate amounts or involve novel legal claims. Moreover, the Group may face additional legal proceedings, investigations or regulatory actions in the future, including in other jurisdictions and/or with respect to matters similar to, or broader than, the existing legal proceedings, investigations or regulatory actions. An unfavourable result in one or more of these proceedings could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and reputation.

***The Group may fail to meet the requirements of regulatory stress tests***

The Group is subject to regulatory stress testing in many jurisdictions, which are described under "*Report of the Directors – Our Approach to Risk – Risk Management – Stress testing*" at page 22 in the 2021 Annual Report and Accounts. These exercises are designed to assess the resilience of financial institutions to potential adverse economic or financial developments and ensure that they have robust, forward looking capital planning processes that account for the risks associated with their business profile. Assessment by regulators is on both a quantitative and qualitative basis, the latter focusing on the Group's data provision, stress testing capability and internal management processes and controls.

Failure to meet quantitative or qualitative requirements of regulatory stress test programmes, or the failure by regulators to approve the Group's stress test results and capital plans, could result in the Group being required to enhance its capital position and / or position additional capital in specific subsidiaries, and this could, in turn, have a material adverse effect on the Group's business, financial condition, results of operations, prospects, capital position and reputation.

***The Issuer will be subject to certain bank resolution powers under the Banking Act***

Directive 2014/59/EU establishing a framework for the recovery and resolution of credit institutions and investment firms (as amended, supplemented or replaced from time to time, the "**BRRD**") provides an EU-wide framework for the recovery and resolution of credit institutions and their parent companies and other group companies. The BRRD is designed to provide relevant authorities with a set of tools to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the economy and financial system. In the United Kingdom, the Banking Act 2009, as amended ("**Banking Act**") has implemented the majority of the provisions of the BRRD, and was recently amended by, amongst other statutory instruments, The Bank Recovery and Resolution (Amendment) (EU Exit) Regulations 2020, which implement into United Kingdom law certain of the recent amendments to BRRD which were required to be implemented prior to IP completion day (as defined in the European Union (Withdrawal Agreement) Act 2020).

a. Statutory intervention powers

The Issuer is subject to the Banking Act, which gives wide powers in respect of UK financial institutions and their parent and other group companies to HM Treasury, the BoE, the PRA and/or the FCA (each a relevant UK Resolution Authority ("**relevant UKRA**") in circumstances where a UK bank has encountered or is likely to encounter financial difficulties. These powers include powers to: (a) transfer all or some of the securities issued by a UK bank or its parent, or all or some of the property, rights and liabilities of a UK bank or its parent (which would include certain of the Issuer's securities that may be subject to the exercise of powers under the Banking Act (the "**Relevant Securities**")), to a commercial purchaser or, in the case of securities, to HM Treasury or an HM Treasury nominee, or, in the case of property, rights or liabilities, to an entity owned by the BoE; (b) override any default provisions, contracts, or other agreements, including provisions that would otherwise allow a party to terminate a contract or accelerate the payment of an obligation; (c) commence certain insolvency procedures in relation to a UK bank; and (d) override, vary or impose contractual obligations, for reasonable consideration, between a UK bank or its parent and its group undertakings (including undertakings which have ceased to be members of the group), in order to enable any transferee or successor bank of the UK bank to operate effectively. The Banking Act also gives power to HM Treasury to make further amendments to the law for the purpose of enabling it to use the special resolution regime powers effectively, potentially with retrospective effect.

b. Write-down and conversion of capital instruments and liabilities powers and/or bail-in powers

The powers granted to the relevant UKRA also include powers to vary or extinguish the claims of certain creditors. These powers include a "write-down and conversion of capital instruments and liabilities" power and a "bail-in" power.

The write-down and conversion of capital instruments and liabilities power may be used where the relevant UKRA has determined that the institution concerned has reached the point of non-viability, but that no bail-in of instruments other than capital instruments or (where the institution concerned is not a resolution entity) certain internal non-own funds liabilities ("**relevant internal liabilities**") is required (however the use of the write-down and conversion power does not preclude a subsequent use of the bail-in power) or where the conditions to resolution are met. Any write-down or conversion effected using this power must be carried out in a specific order such that common equity must be written off, cancelled or appropriated from the existing shareholders in full before additional tier 1 instruments are affected, and additional tier 1 instruments must be written off or converted in full before tier 2 instruments are affected and (in the case of a non-resolution entity, such as the Issuer) tier 2 instruments must be written off or converted in full before relevant internal liabilities are affected. Where the write-down and conversion of capital instruments and liabilities power is used, the write-down is permanent and investors receive no compensation (save that CET1 instruments may be required to be issued to holders of written-down instruments). The write-down and conversion of capital instruments and liabilities power is not subject to the "no creditor worse off" safeguard (unlike the bail-in power described below).

The bail-in power gives the relevant UKRA the power to cancel all or a portion of the principal amount of, or interest on, certain unsecured liabilities of a failing financial institution or its holding company, to convert certain debt claims (which could be amounts payable under the Issuer's Relevant Securities) into another security, including ordinary shares of the surviving entity or its holding company, if any and/or to amend or alter the terms of such claims, including the maturity of the Issuer's Relevant Securities or amendment of the amount of interest payable on the Issuer's Relevant Securities, or the date on which

interest becomes payable, including by suspending payment for a temporary period. The Banking Act requires the relevant UKRA to apply the bail-in power in accordance with a specified preference order which differs from the ordinary insolvency order. In particular, the relevant UKRA must write-down or convert debts in the following order: (i) additional tier 1, (ii) tier 2, (iii) other subordinated claims and (iv) certain senior claims. As a result, the Issuer's subordinated securities which qualify as capital instruments may be fully or partially written down or converted even where other subordinated debt that does not qualify as capital is not affected. This could effectively subordinate such securities to the Issuer's other subordinated indebtedness that is not additional tier 1 or tier 2 capital in the event that the bail-in power is applied by the relevant UKRA. The claims of some creditors whose claims would rank equally with those of the holders of such securities may be excluded from bail-in. The more of such creditors there are, the greater will be the impact of bail-in on the holders of such securities. The bail-in power is subject to the "no creditor worse off" safeguard, under which any shareholder or creditor which receives less favourable treatment than they would have had if the institution entered into insolvency may be entitled to compensation.

Although the exercise of the bail-in power under the Banking Act is subject to certain pre-conditions, there remains uncertainty regarding the specific factors (including, but not limited to, factors outside the control of the Group or not directly related to the Group) which the relevant UKRA would consider in deciding whether to exercise such power with respect to the Issuer and its Relevant Securities. Moreover, as the relevant UKRA may have considerable discretion in relation to how and when it may exercise such power, holders of the Issuer's Relevant Securities may not be able to refer to publicly available criteria in order to anticipate a potential exercise of such power and consequently its potential effect on the Issuer and its Relevant Securities.

c. Powers to direct restructuring of the Group

As well as a write-down and conversion of capital instruments and liabilities power and a bail-in power, the powers of the relevant UKRA under the Banking Act include the power to (i) direct the sale of the relevant financial institution or the whole or part of its business on commercial terms without requiring the consent of the shareholders or complying with the procedural requirements that would otherwise apply, (ii) transfer all or part of the business of the relevant financial institution to a "bridge institution" (an entity created for such purpose that is wholly or partially in public control) and (iii) separate assets by transferring impaired or problem assets to one or more publicly owned asset management vehicles to allow them to be managed with a view to maximising their value through eventual sale or orderly wind-down (this can be used together with another resolution tool only). In addition, the Banking Act gives the relevant UKRA power to amend the maturity date and/or any interest payment date of debt instruments or other eligible liabilities of the relevant financial institution and/or impose a temporary suspension of payments and/or discontinuing the listing and admission to trading of debt instruments.

The exercise by the relevant UKRA of any of the above powers under the Banking Act may limit the Issuer's capacity to meet its repayment obligation under its Relevant Securities and the exercise of any such powers (including especially the write-down and conversion of capital instruments power and the bail-in power) could lead to the holders of the Issuer's Relevant Securities losing some or all of their investment.

Moreover, trading behaviour in relation to the securities of the Issuer, including market prices and volatility, may be affected by the use of, or any suggestion of the use of, these powers and accordingly, in such circumstances, the Issuer's Relevant Securities are not necessarily expected to follow the trading behaviour associated with other types of securities. There can be no assurance that the taking of any actions under the Banking Act by the relevant UKRA or the manner in which its powers under the Banking Act are exercised will not materially adversely affect the rights of holders of the Issuer's Relevant Securities, the market value of an investment in the Issuer's Relevant Securities and/or the Issuer's ability to satisfy its obligations under its Relevant Securities.

Although the Banking Act also makes provision for public financial support to be provided to an institution in resolution subject to certain conditions, it provides that the financial public support should only be used as a last resort after the relevant UKRA has assessed and exploited, to the maximum extent practicable, all the resolution tools, including the bail-in power.

***The Group is subject to tax related risks in the countries in which it operates***

The Group is subject to the substance and interpretation of tax laws in all countries in which it operates and is subject to routine review and audit by tax authorities in relation thereto. The Group's interpretation or application of these tax laws may differ from those of the relevant tax authorities, and the Group provides for potential tax liabilities that may arise on the basis of the amounts expected to be paid to the tax

authorities. The amounts ultimately paid may differ materially from the amounts provided depending on the ultimate resolution of such matters. In December 2021, the Organisation for Economic Co-operation and Development (the "OECD") published model rules that provided a template for countries to implement a new global minimum tax rate of 15 per cent. from 2023. In January 2022, the UK government opened a consultation on how the UK implements the rules. The impact on the Group will depend on exactly how the UK implements the model rules, as well as the profitability and local tax liabilities of the Group's operations in each tax jurisdiction from 2023. Separately, potential changes to tax legislation and tax rates in the countries in which the Group operates could increase the Group's effective tax rate in future as governments seek revenue to pay for Covid-19 support packages.

***The Group may be subject to increased regulation regarding culture and accountability***

Financial institutions remain under considerable scrutiny by regulators, international bodies, organisations and unions regarding conduct of business, particularly in relation to fair outcomes for customers, promoting effective competition in the interests of customers, driving higher standards of both personal and corporate conduct and ensuring the orderly and transparent operation of global financial markets. As a result, the Group and its personnel may be subject to increased regulation in connection with institutional culture, employee behaviour and whistleblowing, including measures arising from ongoing thematic reviews into the workings of the SME and wholesale banking sectors and the provision of financial advice to consumers (particularly the FCA's Senior Managers and Certification Regime and the continued focus in the UK on the progress being made in implementing wider recommendations made by the Parliamentary Commission on Banking Standards). Regulators, prosecutors, the media and the public all have heightened expectations as to the behaviour and conduct of financial institutions, and any shortcomings or failure to demonstrate adequate controls are in place to mitigate such risks, particularly risks associated with the mis-selling of financial products or the mis-handling of customer complaints, could result in regulatory sanctions, fines or an increase in civil litigation, and could have a material adverse effect on the Group's business, financial condition, results of operations and reputation.

**Risks related to the Group's operations**

***The Group's operations are highly dependent on the HSBC Group's information technology systems***

The reliability and security of the HSBC Group's information technology infrastructure is crucial to the Group's provision of banking services and protecting the HSBC brand.

The effective functioning of the HSBC Group's payment systems, financial control, risk management, credit analysis and reporting, accounting, customer service and other information technology systems, as well as the communication networks between the Group's branches and main data processing centres, is important to the Group's operations.

Critical system failure, prolonged service unavailability or a material breach of data security, particularly of confidential customer data, could compromise the Group's ability to service its clients, could breach regulations and could cause long term damage to the Group's business and brand that could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and reputation.

***The Group remains susceptible to a wide range of cyber risks that impact and/or are facilitated by technology***

The threat of cyber attacks remains a concern for the Group, as it does across the entire financial sector. Failure to protect the Group's operations from cyber attacks may result in financial loss, disruption for customers or a loss of data. This could negatively affect the Group's reputation and its ability to attract and retain customers, and as it continues to grow and digitise at scale, it may be exposed to new cyber threats.

Adversaries attempt to achieve their objectives by compromising the Group and related third party systems. They use techniques that include malware (including ransomware), exploitation of both known and unpublished (zero-day) vulnerabilities in vendor-supplied and HSBC-developed software, phishing emails, distributed denial of service, as well as potentially physical compromise of premises and coercion of staff. The Group's customers are also subject to these cyber-attack techniques. These techniques are constantly evolving and cyber-attacks are increasing in terms of frequency, sophistication, impact and severity. The Group, like other financial institutions, experiences numerous attempts to compromise its cyber security. The Group expects to continue to be the target of such attacks in the future.

Cybersecurity risks will continue to increase, due to factors such as the increasing demand across the industry and customers' expectations for the continued expansion of services delivered over the internet;

increasing reliance on internet-based products, applications and data storage; and changes in ways of working by the Group's employees, contractors, third party service providers and suppliers and their sub-contractors in response to the Covid-19 pandemic.

A failure in the Group's adherence to its cyber security policies, procedures or controls, employee malfeasance, or human, governance or technological error could also compromise the Group's ability to successfully defend against cyber-attacks. Should any of the aforementioned cybersecurity risks materialise, they could have a material adverse effect on the Group's customers, business, financial condition, results of operations, prospects and reputation.

***The Group could incur losses or be required to hold additional capital as a result of model limitations or failure***

The Group uses models for a range of purposes in managing its business, including regulatory capital calculations, stress testing, credit approvals, calculation of ECLs on an IFRS9 basis, financial crime and fraud risk management and financial reporting. The Group could face adverse consequences as a result of decisions that may lead to actions by management, based on models that are poorly developed, implemented or used, or as a result of the modelled outcome being misunderstood or the use of such information for purposes for which it was not designed or by inherent limitations arising from the uncertainty inherent in predicting or estimating future outcomes. Regulatory scrutiny and supervisory concerns over financial institutions' use of models is considerable, particularly the internal models and assumptions used by financial institutions in the calculation of regulatory capital. If key capital models significantly underestimate risks or do not meet critical regulatory requirements, the Group could be required to hold additional capital. Evolving regulatory requirements have resulted in changes to the Group's approach to model risk management, which poses execution challenges. The adoption of more sophisticated modelling approaches including artificial intelligence related risks and technology by both the Group and the financial services industry could also lead to increased model risk. The Group's commitment to changes to business activities due to climate and sustainability challenges will also have an impact on model risk going forward. Models will play an important role in risk management and financial reporting of climate related risks. Challenges such as uncertainty of the long dated impacts of climate change and lack of robust and high quality climate related data present challenges to creating reliable and accurate model outputs for these models.

The economic consequences of the Covid-19 pandemic have impacted on the reliability of model outputs beyond how IFRS9 models have been built and calibrated to operate. Consequently, IFRS9 models under the current economic conditions are generating outputs that do not accurately assess the actual level of credit quality in all cases. This has required more ongoing monitoring and more frequent testing across the Group, particularly for credit models. It also has resulted in enhanced and more frequent loss model monitoring. In order to calculate more realistic valuation of assets, compensating controls, such as post model management adjustments based on expert judgement are required. Such compensating controls require a significant degree of management judgment and assumptions. There is a risk that future actual results/performance may differ from such judgements and assumptions. In addition, existing models are calibrated in most instances on the basis of the post-2008 time period which had different drivers for the economic downturn as compared to the macro-environment observed during the pandemic and the current high inflation macro-environment. As a result, the model outcome is not as reliable, requiring judgemental overrides to capture risks not reflected in the model outcome. Risks arising from the use of models, including reputational, could have a material adverse effect on the Group's business, financial condition, capital position, results of operations and prospects.

***The Group's operations utilise third party suppliers and service providers***

The Group relies on third parties to supply goods and services. The use of third party service providers by financial institutions is of particular focus to global regulators This includes how outsourcing decisions are made, how key relationships are managed and the Group's understanding of third party dependencies and their impact on service provision.

The inadequate management of third party risk could impact the Group's ability to meet strategic, regulatory and client expectations. This may lead to a range of impacts, including regulatory censure, civil penalties or damage to the Group's reputation, which could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and strategy.

**Risks related to the Group's governance and internal controls**

***The Group's data management and data privacy controls must be sufficiently robust to support the increasing data volumes and evolving regulations***

As the HSBC Group becomes more data driven and the Group's business processes move to digital channels, the volume of data that the Group relies on has grown. As a result, management of data (including data retention and deletion, data quality, data privacy and data architecture policies and procedures) from creation to destruction must be robust and designed to identify quality and availability issues. Inadequate data management could result in negative impacts to customer service, business process, or require manual intervention and reconciliation to reduce the risk of errors in reporting to senior management, regulators or executives.

In addition, failure to comply with data privacy laws or other legislation in the jurisdictions in which the Group operates may result in regulatory sanctions. Any of these failures could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and reputation.

***Third parties may use the Group as a conduit for illegal activities without the Group's knowledge***

The Group is required to comply with applicable AML and sanctions laws and regulations, and has adopted various policies and procedures, including internal control and 'know your customer' procedures, aimed at preventing use of its products and services for the purpose of committing or concealing financial crime. Moreover, in relevant situations, and where permitted by regulation, the Group may rely upon certain counterparties to maintain and properly apply their own appropriate AML procedures. While permitted by regulation, such reliance may not prevent third parties from using the Group (and the Group's relevant counterparties) as a conduit for money laundering, without the Group's knowledge (and that of the Group's relevant counterparties). Further, a major focus of US and UK government policy relating to financial institutions in recent years has been combating money laundering and enforcing compliance with US and EU sanctions.

Becoming a party to, associated with, or even accusations of being associated with, money laundering, or violations of sanctions laws or regulations could damage the Group's reputation and could make it subject to fines, sanctions and/or legal enforcement. Any one of these outcomes could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and reputation.

***The Group may suffer losses due to employee misconduct***

The Group's businesses are exposed to risk from potential non-compliance with the HSBC Group's policies, including the HSBC Values (the HSBC Values describe how the Group's employees should interact with each other and with customers, regulators and the wider community), and related behaviours and employee misconduct such as fraud, negligence or non-financial misconduct, all of which could result in regulatory sanctions and/or reputational or financial harm. In recent years, a number of multinational financial institutions have suffered material losses due to the actions of 'rogue traders' or other employees. It is not always possible to deter employee misconduct, and the precautions the Group takes to prevent and detect this activity may not always be effective.

Misconduct risks could be increased if prevent and detect measures are less effective because of remote and home working. Employee misconduct, or regulatory sanctions if a regulator deems the Group's actions to deter such activity to be insufficient, could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and reputation.

***Risks to the Group's strategy***

The scale and complexity of transformation to deliver the infrastructure required to drive financial and operational efficiency and resilience improvements is significant. The largest IT programmes will drive the critical path for delivery of technology outcomes and are primarily centred on Germany and France. Execution risk is amplified by the inter-dependencies between major IT programmes and other restructuring programmes such as the sale of the French retail business and creation of a branch in Germany. People engagement and morale after several years of transformation is also an area of focus for regional and country management.

Oversight from regulators has increased and is likely to intensify. The delivery of an effective ESG target operating model also carries execution risk amidst a sophisticated regulatory environment. The focus of both the PRA and FCA on legal entity governance within the Group is increasing and the level of interaction with the European Central Bank ("ECB") has significantly increased. Continued focus on managing the relationships with regulators, meeting their timelines and managing their expectations will be essential.

Examples of deliverables include Ibor transition and implementation of the ECB's guidelines on climate related risk.

The Group's strategy is based on assumptions regarding the economic, geopolitical, legal and regulatory environment, technology, customer needs and the competition – as the external environment changes the Group's strategy may need to adapt. External changes also pose risks. For example, the Russia-Ukraine war emphasises the geopolitical overhang in the macro-economic environment, not least inflationary pressures, despite the favourable anticipated change in the interest rate environment. These inflationary pressures may also result in an increase to the Group's cost base.

The failure to successfully deliver or achieve any of the expected benefits of key strategic initiatives could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and reputation.

#### ***The Group's risk management measures may not be successful***

The management of risk is an integral part of all the Group's activities. Risk constitutes the Group's exposure to uncertainty and the consequent variability of return. Specifically, risk equates to the adverse effect on profitability or financial condition arising from different sources of uncertainty, including wholesale and retail credit risk, market risk, non-traded market risk, operational risk, insurance risk, concentration risk, liquidity and funding risk, litigation risk, conduct risk, reputational risk, strategic risk, pension risk and regulatory risk.

While the Group employs a broad and diversified set of risk monitoring and mitigation techniques, such methods and the judgements that accompany their application cannot anticipate every unfavourable event or the specifics and timing of every outcome. Failure to manage risks appropriately or regulatory sanctions if a regulator deems the Group's risk management measures to be insufficient could have a material adverse effect on the Group's business, financial condition, results of operations, prospects, strategy and reputation.

#### **Risks related to the Group's business**

##### ***The Group's business has inherent reputational risk***

Reputational risk is the risk of failing to meet stakeholder expectations as a result of any event, behaviour, action or inaction, either by the Group or a member of the HSBC Group, the Group's employees or those with whom the Group is associated. Any material lapse in standards of integrity, compliance, customer service or operating efficiency may represent a potential reputational risk. Stakeholder expectations constantly evolve, and so reputational risk is dynamic and varies between geographical regions, groups and individuals. In addition, the Group's business faces increasing scrutiny in respect to ESG-related matters. If the Group fails to act responsibly, or to contribute to the achievement of the HSBC Group's announced targets, commitments, goals or ambitions, in a number of areas, such as diversity and inclusion, climate change, sustainability, workplace conduct, human rights, and support for local communities, the Group's reputation and the value of its brand may be negatively affected.

Modern technologies, in particular online social media channels and other broadcast tools that facilitate communication with large audiences in short time frames and with minimal costs, may significantly enhance and accelerate the distribution and effect of damaging information and allegations. Reputational risk could also arise from negative public opinion about the actual, or perceived, manner in which the Group conducts its business activities, or its financial performance, as well as actual or perceived practices in banking and the financial services industry generally. Negative public opinion may adversely affect the Group's ability to retain and attract customers, in particular, corporate depositors, and to retain and motivate staff, and could have a material adverse effect on the Group's business, financial condition, results of operations, and prospects.

##### ***Non-Financial risks are inherent in the Group's business, including the risk of fraudulent activity***

The Group is exposed to many types of non financial risks that are inherent in banking operations. Non-financial risk can be defined as the risk to the Group of achieving its strategy or objectives as a result of inadequate or failed internal processes, people and systems, or from external events. It includes; fraudulent and other criminal activities (both internal and external), breakdowns in procedures, breaches of regulations or law, and financial reporting and tax errors. These risks are also present when the Group relies on outside suppliers or vendors to provide services to the Group and its customers.

In particular, fraudsters may target any of the Group's products, services and delivery channels, including lending, internet banking, payments, bank accounts and cards. This may result in financial loss to the Group and/or its customers, an adverse customer experience, reputational damage and potential litigation, regulatory proceeding, administrative action or other adversarial proceeding in any jurisdiction in which the Group operates, depending on the circumstances of the event.

These non-financial risks could have a material adverse effect on the Group's business, financial condition, results of operations, prospects, strategy and reputation.

***The Group relies on recruiting, retaining and developing appropriate senior management and skilled personnel***

Meeting the demand to recruit, retain and develop appropriate senior management and skilled personnel remains subject to a number of challenges. These include rapidly changing skill requirements and ways of working, the evolving regulatory landscape plus increased requirements and expectations regarding nationalism and diversity in some jurisdictions. Ongoing talent shortages and capabilities, particularly where those with the scarce capabilities are globally mobile, add to the complexity of the Group's supply challenge.

The Group's continued success depends in part on the retention of key members of its management team and wider employee base, the availability of skilled management in each of its business units, and the ability to continue to attract, train, motivate and retain highly qualified professionals, each of which may depend on factors beyond the Group's control, including economic, market and regulatory conditions, and the impact of the Covid-19 pandemic on health and wellbeing. In addition, the HSBC Group announced goals in relation to increasing the representation of women and Black employees in senior leadership roles by 2025. If the HSBC Group fails to achieve these goals, the Group's ability to attract and retain qualified professionals may be negatively affected.

If one of the Group's business units fails to staff its operations appropriately or loses one or more of their key senior executives and fails to successfully replace them in a satisfactory and timely manner, or fails to implement successfully the organisational changes required to support the Group's business, this could place the Group at a significant competitive disadvantage and prevent it from successfully implementing its strategy, which could have a material adverse effect on the Group's financial condition, results of operations and prospects, including control and operational risks.

***The Group has significant exposure to counterparty risk***

The Group is exposed to counterparties that are involved in virtually all major industries, and the Group routinely executes transactions with counterparties in financial services, including brokers and dealers, central clearing counterparties, commercial banks, investment banks, mutual and hedge funds, and other institutional clients.

Many of these transactions expose the Group to credit risk in the event of default by its counterparty or client. The Group's ability to engage in routine transactions to fund its operations and manage its risks could be materially adversely affected by the actions and commercial soundness of other financial services institutions. Financial institutions are necessarily interdependent because of trading, clearing, counterparty or other relationships. As a consequence, a default by, or decline in market confidence in, individual institutions, the sudden imposition of sanctions or the second order impacts on sanctions programmes or anxiety about the financial services industry generally, can lead to further individual and/or systemic difficulties, defaults and losses.

Mandatory central clearing of over-the-counter derivatives poses risks to the Group. As a clearing member, the Group is required to underwrite losses incurred at a central counterparty by the default of other clearing members and their clients. Increased moves towards central clearing brings with it a further element of interconnectedness between clearing members and clients that the Group believes may increase rather than reduce the Group's exposure to systemic risk. At the same time, the Group's ability to manage such risk itself will be reduced because control has been largely outsourced to central counterparties, and it is unclear at present how, at a time of stress, regulators and resolution authorities will intervene.

Where bilateral counterparty risk has been mitigated by taking collateral, the Group's credit risk may remain high if the collateral the Group holds cannot be realised or has to be liquidated at prices that are insufficient to recover the full amount of the Group's loan or derivative exposure.

There is a risk that collateral cannot be realised, including situations where this arises by change of law, or the imposition of sanctions, that may influence the Group's ability to foreclose on collateral or otherwise enforce contractual rights.

The Group also has credit exposure arising from mitigants, such as credit default swaps, and other credit derivatives, each of which is carried at fair value. The risk of default by counterparties to credit default swaps and other credit derivatives used as mitigants affects the fair value of these instruments depending on the valuation and the perceived credit risk of the underlying instrument against which protection has been purchased. Any such adjustments or fair value changes could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***Any reduction in the credit rating assigned to the Issuer, any subsidiaries of the Issuer or any of their respective debt securities could increase the cost or decrease the availability of the Group's funding and materially adversely affect the Group's liquidity position and/or net interest margin***

Credit ratings affect the cost and other terms upon which the Group is able to obtain market funding. Rating agencies regularly evaluate the Issuer and certain of its subsidiaries, as well as their respective debt securities. Their ratings are based on a number of factors, including their assessment of the relative financial strength of the Issuer or of the relevant subsidiary, as well as conditions affecting the financial services industry generally. There can be no assurance that the rating agencies will maintain the Issuer's or the relevant subsidiary's current ratings or outlook, particularly given the rating agencies' current review of their bank rating methodologies and the potential impact on the Issuer's or the relevant subsidiaries' ratings.

Any reductions in these ratings and outlook could increase the cost of the Group's funding, limit access to capital markets and require additional collateral to be placed and, consequently, materially adversely affect the Group's interest margins and its liquidity position.

***Risks concerning borrower credit quality are inherent in the Group's businesses***

Risks arising from changes in credit quality and the recoverability of loans and amounts due from borrowers and counterparties (e.g. reinsurers and counterparties in derivative transactions) are inherent in a wide range of the Group's businesses. Adverse changes in the credit quality of the Group's borrowers and counterparties arising from a general deterioration in economic conditions or systemic risks in the financial systems, including from the impact of the ongoing Covid-19 pandemic (see "*Risks relating to the impact of Covid-19*") as well as the evolution of other top risks, such as the Russia-Ukraine war (see "*The Group is subject to political, social and other risks in the countries in which it operates*" section) and the increasing risk of stagflation could reduce the recoverability and value of the Group's assets, and require an increase in the Group's ECLs.

The Group estimates and recognises ECLs in its credit exposure. This process, which is critical to the Group's results and financial condition, requires difficult, subjective and complex judgements, including forecasts of how the economic and geopolitical conditions, including the impact of sanctions, might impair the ability of the Group's borrowers to repay their loans and the ability of other counterparties to meet their obligations. This assessment considers multiple alternative forward looking economic conditions (including gross domestic product estimates) and incorporates this into the ECL estimates to meet the measurement objective of IFRS9. As is the case with any such assessments, the Group may fail to estimate accurately the effect of factors that it identifies or fail to identify relevant factors. Further, the information the Group uses to assess the creditworthiness of its counterparties may be inaccurate or incorrect. Any failure by the Group to accurately estimate the ability of its counterparties to meet their obligations could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***The Group's insurance businesses are subject to risks relating to insurance claim rates and changes in insurance customer behaviour***

The Group provides various insurance products for customers with whom the Group has a banking relationship, including several types of life insurance products. The cost of claims and benefits can be influenced by many factors, including mortality and morbidity rates, lapse and surrender rates and, if the policy has a savings element, the performance of assets to support the liabilities. Adverse developments in any of these factors could materially adversely affect the Group's business, financial condition, results of operations and prospects.

***The Group may be required to make substantial contributions to its pension plans***

The Group operates a number of pension plans, including defined benefit plans. Pension scheme obligations fluctuate with changes in long term interest rates, inflation, salary levels and the longevity of scheme members. They can also be affected by operational and legal risks. The level of contributions the Group makes to its pension plans has a direct effect on its cash flow. To the extent plan assets are insufficient to cover existing liabilities, higher levels of contributions may be required. As a result, deficits in those pension plans could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

### **Risks related to the Group's financial statements and accounts**

#### ***The Group's financial statements are based in part on judgements, estimates and assumptions that are subject to uncertainty***

The preparation of financial information requires management to make judgements and use estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, particularly those involving the use of complex models, actual results reported in future periods could differ from those on which management's estimates are based. Estimates, judgements, assumptions and models are continually evaluated, and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the prevailing circumstances. The impacts of revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Accounting policies deemed critical to the Group's results and financial position are those that involve a high degree of uncertainty and have a material impact on the financial statements. In 2021, 'Critical accounting estimates and judgements' with respect to the Group's financial statements comprised investments in subsidiaries, valuation of financial instruments, expected credit losses, deferred tax assets and provisions.

The assessment of whether investments in subsidiaries are impaired, and the measurement of any impairment, involves the application of judgement in determining key assumptions, including the long-term pattern of sustainable cash flows and discount rates. The valuation of financial instruments measured at fair value can be subjective, in particular where models are used that include unobservable inputs. The measurement of impairment of amortised cost financial assets and financial assets measured at fair value through other comprehensive income requires the selection and calibration of complex models and the use of estimates and assumptions to incorporate relevant information about past events, current conditions and forecasts of economic conditions; additionally, significant judgement is involved in determining what is considered to be significant increases in credit risk. The recognition and measurement of deferred tax assets involves significant judgement regarding the probability and sufficiency of future taxable profits, taking into account the future reversal of existing taxable temporary differences. The recognition and measurement of provisions involve significant judgements due to the high degree of uncertainty in determining whether a present obligation exists, and in estimating the probability and amount of any outflows that may arise.

Given the uncertainty and subjectivity associated with the above critical accounting judgements and estimates, future outcomes may differ materially from those assumed using information available at the reporting date.

The effect of these changes on the future results of operations and the future financial position of the Group may be material, and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

#### ***Changes in accounting standards may have a material impact on how the Group reports its financial results and financial condition***

The Group prepares its consolidated financial statements in compliance with UK-adopted international accounting standards and with the requirements of the Companies Act 2006, and has also applied international financial reporting standards ("**IFRS**") adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union. These financial statements are also prepared in accordance with IFRS as issued by the International Accounting Standards Board ("**IASB**"), including interpretations issued by the IFRS Interpretations Committee, as there are no applicable differences from IFRSs as issued by the IASB for the periods of disclosure presented in the document. From time to time, the IASB or the IFRS Interpretations Committee may issue new accounting standards or interpretations that could materially impact how the Group calculates, reports and discloses its financial results and financial condition, and which may affect the Group's capital ratios, including the CET1 ratio. For example, IFRS 17 'Insurance Contracts' sets the requirements that an entity should apply in accounting for insurance contracts it issues

and reinsurance contracts it holds. IFRS 17 is effective for annual reporting periods beginning on or after 1 January 2023 and could have a significant adverse impact on the profitability of the Group's insurance business. The Group could also be required to apply new or revised standards retrospectively, resulting in the Group restating prior period financial statements in material amounts.

## IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Registration Document. To the best of the knowledge of the Issuer the information contained in this Registration Document is in accordance with the facts and this Registration Document does not omit anything likely to affect the import of such information.

This Registration Document is to be read and construed with all documents incorporated by reference into it.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Registration Document, including any documents incorporated by reference herein, and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, or any trustee or any dealer appointed in relation to any issue of Securities by the Issuer.

This Registration Document, including any documents incorporated by reference herein should not be considered as a recommendation by the Issuer, any trustee or any dealer appointed in relation to any issue of Securities by the Issuer that any recipient of this Registration Document, including any document incorporated by reference herein, should purchase any Securities issued by the Issuer. Each investor contemplating subscribing for or purchasing Securities issued by the Issuer should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. No part of this Registration Document, including any documents incorporated by reference herein, constitutes an offer or invitation by or on behalf of the Issuer, any trustee or any dealer appointed in relation to any issue of Securities by the Issuer or any of them to any person to subscribe for or to purchase any of the Securities issued by the Issuer.

None of the delivery of this Registration Document or any documents incorporated by reference herein or any prospectus prepared by the Issuer in relation to which this Registration Document is incorporated by reference (a "**Prospectus**") or any relevant Final Terms or Pricing Supplement or the offering, sale or delivery of any Securities shall, in any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof, or that the information contained in this Registration Document including any documents incorporated by reference herein is correct at any time subsequent to the date hereof or that any other written information delivered in connection herewith or therewith is correct as of any time subsequent to the date indicated in such document. Any dealer or trustee appointed in relation to any issue of Securities by the Issuer expressly does not undertake to review the financial condition or affairs of the Issuer or its subsidiary undertakings during the life of such Securities.

The distribution of this Registration Document, including any document incorporated by reference herein, and the offer or sale of Securities issued by the Issuer may be restricted by law in certain jurisdictions. Persons into whose possession this Registration Document or any document incorporated by reference herein or any Securities issued by the Issuer come must inform themselves about, and observe, any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Securities issued by the Issuer and on the distribution of this Registration Document, including any document incorporated by reference herein, see the applicable description of arrangements relating to subscription and sale of the relevant Securities in the relevant Prospectus or the relevant Final Terms.

In this Registration Document and in relation to any Securities issued by the Issuer, references to the "**relevant dealers**" are to whichever of the dealers enters into an agreement for the issue of such Securities issued by the Issuer as described in the applicable description of arrangements relating to subscription and sale of the relevant Securities in the relevant Prospectus and references to the "**relevant Final Terms**" are to the Final Terms or Pricing Supplement relating to such Securities.

## DOCUMENTS INCORPORATED BY REFERENCE

The following documents shall be deemed to be incorporated in, and to form part of, this Registration Document:

- the 2021 Annual Report and Accounts of the Issuer and its subsidiary undertakings for the year ended 31 December 2021 submitted to and filed with the Central Bank (the "**2021 Annual Report and Accounts**") (available at: <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20&company-new=hsbc-bank-plc>); and
- the 2020 Annual Report and Accounts of the Issuer and its subsidiary undertakings for the year ended 31 December 2020 submitted to and filed with the Central Bank (the "**2020 Annual Report and Accounts**") (available at: <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20&company-new=hsbc-bank-plc>).

The Issuer will, at its registered office and at the specified offices of the paying agents specified on the final page of this Registration Document (the "**Paying Agents**"), make available for inspection during normal business hours and free of charge, upon oral or written request, a copy of this Registration Document including any document incorporated by reference herein. Written or oral requests for inspection of such documents should be directed to the specified office of any Paying Agent.

Additionally, this Registration Document will be available for viewing at <https://www.hsbc.com/investors/fixed-income-investors/issuance-programmes?page=1&take=20>. For the avoidance of doubt, unless specifically incorporated by reference into this Registration Document, any websites referred to in this Registration Document or any information appearing on such websites and pages do not form part of this Registration Document.

Any information incorporated by reference in the above documents does not form part of this Registration Document.

## THE ISSUER AND ITS SUBSIDIARY UNDERTAKINGS

*All references in this section of the Registration Document to "Issuer" refer to HSBC Bank plc, all references to "Group" refer to HSBC Bank plc and its subsidiary undertakings, all references to "HSBC Group" refer to HSBC Holdings plc and its subsidiary undertakings.*

### *History and Development of the Issuer*

HSBC Bank plc (the "**Issuer**") is a public limited company registered in England and Wales under registration number 00014259. The liability of its members is limited. It has its registered office and head office at 8 Canada Square, London, E14 5HQ, United Kingdom and the telephone number is +44 20 7991 8888. The Issuer was constituted by Deed of Settlement on 15 August 1836 and in 1873 was registered under the Companies Act 1862 as an unlimited company. It was re-registered as a company limited by shares under the Companies Acts 1862 to 1879 on 1 July 1880. On 27 November 1923, the Issuer adopted the name of Midland Bank Limited which it held until 1 February 1982 when the Issuer was re-registered under the Companies Acts 1948 to 1980 as a public limited company and changed its name to Midland Bank plc. During the year ended 31 December 1992, Midland Bank plc became a wholly-owned subsidiary undertaking of HSBC Holdings plc ("**HSBC Holdings**") and by special resolution on 27 September 1999 changed its name from Midland Bank plc to HSBC Bank plc. For the purposes of advertising, the Issuer uses the abbreviation HSBC.

### *Legislation*

The Issuer is subject to primary and secondary legislation relating to financial services and banking regulation in the United Kingdom, including, *inter alia*, the FSMA, for the purposes of which the Issuer is an authorised person carrying on the business of financial services provision. In addition, as a public limited company, the Issuer is subject to the UK Companies Act 2006 (as amended).

### *Principal activities and markets*

The information in this "*Principal activities and markets*" section is as at the date of this Registration Document. The Group is a UK-based group, which provides a comprehensive range of banking and related financial services.

The Issuer manages its products and services through its three businesses: Global Banking and Markets ("**GBM**"), Commercial Banking ("**CMB**") and Wealth and Personal Banking ("**WPB**").

GBM delivers tailored financial solutions to corporate and institutional clients worldwide opening up opportunities through the strength of its global network and capabilities. It provides a comprehensive suite of services including corporate banking, capital markets, advisory, trade services and global liquidity and cash management. Its European teams take a client-centric approach bringing together relationship and product expertise to deliver financial solutions customised to suit its clients' growth ambitions and financial objectives. It works closely with its business partners including Markets and Securities Services, WPB and CMB, to provide a range of tailored products and services that meet the needs of clients across the bank. Global Banking Europe operates as an integral part of the global business and contributes significant revenues to other regions through its European client base.

CMB helps to connect its European customers to its international network of relationship managers and product specialists; supporting their growth ambitions and targets. Its products, which are designed to help its customers seize growth opportunities, range from term loans to region-wide treasury and trade solutions. CMB is at the centre of creating revenue synergies within the HSBC Group: CMB collaborates closely with its GBM colleagues to provide expertise in capital finance and advisory solutions to support its CMB clients. Its trade teams within CMB also provide import and export finance solutions to GBM clients. CMB also enables customers to gain visibility over their liquidity positions through its main hubs in France and Germany, which in turn helps clients to unlock efficiencies in their treasury structures. As the European economy pivots to a net zero carbon economy, CMB is expanding its services and products to provide customers with innovative sustainable finance solutions and ensuring its relationship managers are informed to match these to the Group's clients' net zero ambitions.

In Europe, WPB serves customers with their financial needs through Private Banking, Retail Banking, Wealth Management, Insurance and Asset Management. Its core retail proposition offers a full suite of products including personal banking, mortgages, loans, credit cards, savings, investments and insurance. Alongside this, WPB offers various propositions in certain markets, including Jade, Premier, and Advance; as well as wealth solutions, financial planning and international services. In the Channel Islands and the

Isle of Man, it serves local islanders as well as international customers through its HSBC Expat proposition. WPB's Private Banking proposition serves high net worth and ultrahigh net worth clients with investable assets greater than \$5 million in the Channel Islands and Isle of Man, France and Germany. The range of services available to private banking clients includes investment management, private wealth solutions and bespoke lending such as lending against financial assets and residential mortgage financing for high-end properties. Private Banking hosts a 'Next Generation' programme of events to support its client's next generation in building and retaining the wealth within the family. The Private Bank offers this through its philanthropy advisory to its clients, which looks at business succession planning. WPB continue to focus on meeting the needs of its customers, the communities it serves, and its people, whilst working to build the bank of the future.

As at 31 December 2021, the Issuer and its subsidiaries had a physical presence in Armenia, Belgium, Channel Islands and Isle of Man, Czech Republic, France, Germany, Greece, Ireland, Israel, Italy, Luxembourg, Malta, Netherlands, Poland, Russia, South Africa, Spain, Sweden, Switzerland and the United Kingdom.

The principal activities and markets of the Group are described in more detail on pages 4 to 6 of the 2021 Annual Report and Accounts (incorporated by reference herein).

As at 31 December 2021, the Issuer's principal subsidiary undertakings and their country of incorporation or registration were:

<i>Name of Subsidiary Undertaking</i>	<i>Location</i>
HSBC Investment Bank Holdings Limited	England
HSBC Asset Finance (UK) Limited	England
HSBC Life (UK) Limited	England
HSBC Trinkaus & Burkhardt AG	Germany
HSBC Continental Europe (99.99 per cent. owned)	France
HSBC Bank Malta p.l.c. (70.03 per cent. owned)	Malta

The subsidiaries, joint ventures and associates of the Issuer are described in more detail on pages 175 to 177 of the 2021 Annual Report and Accounts (incorporated by reference herein).

#### *Organisational Structure*

The Issuer is a wholly and directly owned subsidiary of HSBC Holdings.

The HSBC Group is one of the largest banking and financial services organisations in the world with an international network which covers 64 countries and territories. Within these regions, a comprehensive range of banking and related financial services is offered to personal, commercial, corporate, institutional, investment and private banking clients. As at 31 December 2021 the total assets of the HSBC Group were U.S.\$2,957,939 million.

#### *Ratings*

The Issuer has been assigned the following long-term credit ratings:

- A+ by S&P. This means that S&P is of the opinion that the Issuer has a strong capacity to meet its financial commitments;
- A1 by Moody's. This means that Moody's is of the opinion that the Issuer is upper-medium-grade and is subject to low credit risk; and
- AA- by Fitch. This means that Fitch is of the opinion that the Issuer poses expectations of very low credit risk, indicates very strong capacity for payment of financial commitments and this capacity is not significantly vulnerable to foreseeable events.

The Issuer has also been assigned the following short-term credit ratings:

- A-1 by S&P. This means that S&P is of the opinion that the Issuer's capacity to meet its financial commitments on its short-term obligations is strong.

- P-1 by Moody's. This means that Moody's is of the opinion that the Issuer has a superior ability to repay short-term debt obligations; and
- F1+ by Fitch. This means that Fitch is of the opinion that the Issuer has the strongest intrinsic capacity for timely payment of short-term financial commitments.

Each of S&P, Moody's and Fitch is established in the United Kingdom and is registered as a credit rating agency under the UK CRA Regulation.

### *Management*

#### **Directors**

The directors of the Issuer, each of whose business address is 8 Canada Square, London, E14 5HQ, United Kingdom, their functions in relation to the Issuer and their principal outside activities (if any) of significance to the Issuer are as follows:

<b>Name</b>	<b>Function within the Group</b>	<b>Other principal activities outside of the Issuer</b>
S O'Connor*	Chairman	Non-executive Director, HSBC Continental Europe Non-Executive Chairman, Quantile Technologies Limited Director, London Stock Exchange plc Non-executive Director, FICC Markets Standards Board
J Trueman	Deputy Chairman	Member of the Risk Committee, HSBC Global Asset Management Limited
C Bell	Chief Executive Officer	Member of the Supervisory Board, HSBC Trinkaus & Burkhardt AG
D Watts	Chief Financial Officer	Non-executive Director and Chair of the Audit Committee, CAF Bank Limited
Y Omura*	Director	Senior Independent Director, The Private Infrastructure Development Group Limited (PIDG) Non-executive Director, Assured Guaranty Limited Member of the Supervisory Board, Nishimoto HD Co Limited
J Ellis*	Director	—
E Strutz*	Director	Member of the Supervisory Board, Chairman of the Audit Committee and member of the Risk Committee, HSBC Trinkaus & Burkhardt AG Non-executive Director, member of the Audit Committee and President of the Risk Committee, HSBC Continental Europe Non-executive Director, member of the Remuneration Committee and Chairman of the Audit Committee, Global Blue Group Holding AG Member of the Advisory Board and Chairman of the Audit and Risk Committee of Luxembourg Investment Company 261 Sarl
A Wright*	Director	Member of Supervisory Board, Chairman of the Risk Committee and member of the Audit Committee, HSBC Trinkaus & Burkhardt AG

<b>Name</b>	<b>Function within the Group</b>	<b>Other principal activities outside of the Issuer</b>
N Dove-Edwin*	Director	Chief Digital Transformation Officer, Thames Water Non-executive Director of POD Point Group Holdings plc

**Notes:**

\* Independent Non-executive Director

*Management Committees*

**Executive Committee**

The Issuer's Executive Committee, whose business address is 8 Canada Square, London, E14 5HQ, United Kingdom, meets regularly and operates as a management committee under the direct authority of the board of directors of the Issuer. The members of the Executive Committee and their functions in relation to the Issuer's Executive Committee and their principal outside activities (if any) of significance to the Issuer are as follows:

<b>Name</b>	<b>Function</b>	<b>Other principal activities outside the Issuer</b>
C Bell	Chairman Chief Executive Officer, HSBC Bank plc and Chief Executive Officer, Europe	Member of the Supervisory Board, HSBC Trinkaus & Burkhardt AG
A Beane	Chief of Staff and Head of Transformation, Europe	—
R Blackburn	Chief Risk Officer, EMEA and Global Banking & Markets and Commercial Banking	
M Charles	General Counsel, Europe and Global Co-General Counsel, Global Banking & Markets and Commercial Banking	—
D Watts	Chief Financial Officer, Europe	—
P George	Head of Markets and Securities Services, Europe and North America	—
L McGeough	Head of Global Banking, EMEA	—
A Campbell	Company Secretary, HSBC Bank plc and Europe Region	—
R Montgomerie	Head of Human Resources, EMEA	—
A Sowter	Chief Compliance Officer, EMEA (MENAT & Europe), Global Banking & Markets and Commercial Banking	—
H Ashley	Global Head of Communications, Network and	

Name	Function	Other principal activities outside the Issuer
	Head of Communications, Europe	
A Wild	Head of Commercial Banking, Europe	Director, HSBC Continental Europe
T Kwong	Chief Operating Officer, Europe	Director, HSBC Armenia cjsc
N Salsano	Chief Executive Officer, HSBC Germany	—

#### *Conflicts of Interest*

There are no existing or potential conflicts of interest between any duties owed to the Issuer by its directors or its Executive Committee (each as described above) and the private interests and/or external duties owed by these individuals.

#### *Share Capital and Major Shareholders*

For details on the share capital of the Issuer as at 31 December 2021, see "Note 29 - Called up share capital and other equity instruments" on pages 167-168 of the 2021 Annual Report and Accounts. See "Organisational Structure" above for details of the Issuer's current shareholder.

#### *Corporate Governance*

For details on the Issuer's corporate governance regime, see the sections headed "Corporate Governance Report" and "Board and Committee effectiveness and performance" on pages 88 and 90, respectively, of the 2021 Annual Report and Accounts.

#### *Dividends*

The Issuer paid the following dividends during the previous three years:

Year	Aggregate Dividends (in £m)	Comments
2019	2,838	Including payments of £50,722,677 under the Non-Cumulative Third Dollar Preference Shares.
2020	51	Payments of £ 50,866,178 under the Non-Cumulative Third Dollar Preference Shares.
2021	-	Payments of £19,180.89 under the Non-Cumulative Third Dollar Preference Shares.

## GENERAL INFORMATION

*All references in this section of this Registration Document to "Issuer" refer to HSBC Bank plc, all references to "Group" refer to HSBC Bank plc and its subsidiary undertakings, and all references to "HSBC Group" refer to HSBC Holdings plc and its subsidiary undertakings.*

1. The Issuer prepares its consolidated financial statements in accordance with International Financial Reporting Standards.
2. There has been no significant change in the financial position or financial performance of the Issuer or the Group nor any material adverse change in the prospects of the Issuer since 31 December 2021.
3. Save as disclosed in Note 25 "Provisions" on pages 162 to 163 and Note 32 "Legal proceedings and regulatory matters" on pages 169 to 172, of the 2021 Annual Report and Accounts (incorporated by reference herein), there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) which may have during the 12-months prior to the date of this Registration Document, or have had in the recent past, significant effects on the financial position or profitability of the Issuer and/or the Group.
4. PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, of 7 More London Riverside, London SE1 2RT, United Kingdom has audited without qualification the financial statements contained in the Annual Report and Accounts of the Issuer for the financial years ended 31 December 2020 and 2021.
5. The date of the articles of association of the Issuer is 28 October 2021.
6. The Issuer does not have a specific purpose or objects clause in its articles of association. The Issuer is an authorised institution under the UK Financial Services and Markets Act 2000 (as amended) ("FSMA") and provides a comprehensive range of banking and related financial services.
7. For so long as the Issuer may issue Securities with respect to which this Registration Document forms part of a prospectus prepared by the Issuer relating to such Securities, the following documents may be inspected during normal business hours at the registered office of the Issuer or at the website set out by each relevant document listed below for the 12 months from the date of this Registration Document:
  - (a) the up to date memorandum and articles of the Issuer (website: [www.hsbc.com](http://www.hsbc.com) (please follow links to 'Investors', 'Fixed income investors', 'Issuance programmes')); and
  - (b) the 2021 Annual Report and Accounts and the 2020 Annual Report and Accounts (website: [www.hsbc.com](http://www.hsbc.com) (please follow links to 'Investors', 'Results and Announcements', 'All Reporting', 'Subsidiaries'))).
8. The Issuer will, at its registered office and at the specified offices of the Paying Agents, make available for inspection during the normal office hours, free of charge, upon oral or written request, a copy of this Registration Document (including any document incorporated by reference herein). Written or oral requests for such documents should be directed to the specified office of any Paying Agent.
9. This Registration Document (including any document incorporated by reference herein) will be available for viewing at [www.hsbc.com](http://www.hsbc.com) (please follow links to 'Investors', 'Fixed income investors', 'Issuance programmes' for this Registration Document and 'Investors', 'Results and Announcements', 'All Reporting', 'Subsidiaries' for the remaining documents). For the avoidance of doubt, unless specifically incorporated by reference into this Registration Document, information contained on the website does not form part of this Registration Document.
10. The Legal Entity Identifier (LEI) code of the Issuer is MP6I5ZYZBEU3UXPYFY54.

**HEAD AND REGISTERED OFFICE OF THE ISSUER**

**HSBC Bank plc**  
8 Canada Square  
London  
E14 5HQ  
United Kingdom

**PAYING AGENTS**

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United States of America

**AUDITOR AND REPORTING ACCOUNTANT TO THE ISSUER**

**PricewaterhouseCoopers LLP**  
7 More London Riverside  
London SE1 2RT