

BASE PROSPECTUS SUPPLEMENT DATED 26 FEBRUARY 2026



HSBC Bank plc

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

as Issuer

HSBC Continental Europe

(a société anonyme registered in France)

as Issuer

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 26 June 2025 relating to the Programme for the Issuance of Notes and Warrants and the supplement thereto dated 1 August 2025 (together, the "**Base Prospectus**") prepared by HSBC Bank plc ("**HCIB**" or "**HBEU**") and HSBC Continental Europe ("**HBCE**" and, together with HCIB, the "**Issuers**" and each an "**Issuer**").

This Base Prospectus Supplement constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Terms defined in the Base Prospectus shall have the same meaning when used in this Base Prospectus Supplement. This Base Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Base Prospectus Supplement 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 Issuers nor as an endorsement of the quality of any Notes or Warrants that are the subject of the Base Prospectus, as supplemented from time to time. Investors should make their own assessment as to the suitability of investing in such Notes or Warrants.

HCIB accepts responsibility for the information contained in this Base Prospectus Supplement relating to HCIB. To the best of the knowledge of HCIB the information contained in this Base Prospectus Supplement relating to HCIB is in accordance with the facts and does not omit anything likely to affect the import of such information.

HBCE accepts responsibility for the information contained in this Base Prospectus Supplement relating to HBCE. To the best of the knowledge of HBCE the information contained in this Base Prospectus Supplement relating to HBCE is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Base Prospectus Supplement is to:

- disclose that on 25 February 2026, HCIB published its annual report and accounts for the year ended 31 December 2025 (the "**HCIB 2025 Annual Report and Accounts**"), submitted to and filed with the Central Bank of Ireland, which contains the audited consolidated financial statements of HCIB, the independent auditor's report thereon and the notes thereto, in respect of the financial year ended 31 December 2025. The HCIB 2025 Annual Report and Accounts is available at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?>

[page=1&take=20](#). The HCIB 2025 Annual Report and Accounts is hereby incorporated by reference into the Base Prospectus;

- disclose that on 25 February 2026, HBCE published the English version of HBCE's *Document d'enregistrement universel et Rapport Financier Annuel 2025* filed with the *Autorité des marchés financiers* on 25 February 2026, which includes the HBCE consolidated annual financial statements for the year ended 31 December 2025 (the "**HBCE 2025 Universal Registration Document**"). The HBCE 2025 Universal Registration Document is available on the Issuer's website at: https://www.hsbc.com/investors/results-and-announcements/all_reporting/subsidiaries?page=1&take=20. The HBCE 2025 Universal Registration Document is hereby incorporated by reference into the Base Prospectus;

- replace paragraph 14 of the '*General Information*' section of the Base Prospectus with the following statement:

"There has been no significant change in the financial position or financial performance of HBEU and its subsidiary undertakings nor any material adverse change in the prospects of HBEU since 31 December 2025.";

- replace paragraph 15 of the '*General Information*' section of the Base Prospectus with the following statement:

"There has been no significant change in the financial position or financial performance of HBCE and its subsidiary undertakings nor any material adverse change in the prospects of HBCE since 31 December 2025.";

- replace paragraph 2 of the '*General Information*' section of the registration document prepared by HCIB dated 19 May 2025 submitted to and filed with the Central Bank of Ireland (which is incorporated by reference into the Base Prospectus) with the following statement:

"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 2025.";

- amend the risk factor entitled "*Potential conflicts of interest*" in Section I.2 (*Risk Factors*) in Part I (*Information Relating to the Programme Generally*) by replacing the first paragraph as follows:

"The Issuer and/or affiliates of the Issuer may from time to time: (i) advise or engage in business with the issuers of or obligors in respect of Underlying(s) or component securities of the Underlying(s) (where such Underlying(s) is an equity index) regarding transactions to be entered into by them; (ii) engage in transactions involving Underlying(s) or component securities of the Underlying(s) (where such Underlying(s) is an equity index) for their proprietary accounts, for other accounts under their management or to facilitate client orders; (iii) carry out hedging activities related to the Notes and Warrants by purchasing or entering into derivatives transactions relating to the Underlying(s) or component securities of the Underlying(s) (where such Underlying(s) is an equity index) (but will not be obliged to do so); (iv) publish research reports relating to Underlying(s) or component securities of the Underlying(s) (where such Underlying(s) is an equity index); (v) act in a number of different capacities in relation to an Underlying, including in the case of the Hang Seng Tech Index, acting as index sponsor, administrator and/or calculation agent; or (vi) have or acquire non-public information about Underlying(s) or component securities of the Underlying(s) (where such Underlying(s) is an equity index). In undertaking any such activities, neither the Issuer nor any affiliate of the Issuer is under any obligation to consider the interests of the Noteholders or Warrantholders and any such

activities may have a negative effect on the value or level of such Underlying(s) and therefore on the value of any Notes and Warrants to which they relate.";

- amend the risk factor entitled "*Calculation and administration of HSBC proprietary Indices / third party index sponsor*" in Section I.2 (*Risk Factors*) in Part I (*Information Relating to the Programme Generally*) by replacing it as follows:

"Calculation and administration of (i) HSBC proprietary Indices by a third party index sponsor and (ii) the Hang Seng Tech Index by Hang Seng Indexes Company Limited

With respect to Notes or Warrants which are linked to one or more HSBC proprietary Indices, investors should understand that such Indices are calculated independently by a third party calculation agent (the "**Third Party Calculation Agent**") and administered independently by a third party index administrator (the "**Third Party Administrator**"). The Third Party Administrator will act as index sponsor of HSBC proprietary Indices. With respect to Notes or Warrants which are linked to the Hang Seng Tech Index, investors should understand that such Index is calculated by Hang Seng Indexes Company Limited ("**HSIL**"). HSIL is responsible for the calculation, administration and publication of the Hang Seng Tech Index and is a wholly-owned subsidiary of Hang Seng Bank Limited, which is part of the group of companies under HSBC Holdings plc. As such, neither HSBC Bank plc nor HSBC Continental Europe is responsible for the calculation or administration of the HSBC proprietary Indices or the Hang Seng Tech Index and neither is the index sponsor for the purpose of Notes or Warrants which are linked to such Indices.

The identity of the Third Party Calculation Agent and Third Party Administrator for each HSBC proprietary Index is specified in the index rules thereof and such entities may, respectively, make determinations of the level of the HSBC proprietary Indices, and of any adjustments that need to be made to the HSBC proprietary Indices, without considering the interests of investors in the Notes or Warrants. In respect of the Hang Seng Tech Index, HSIL will make determinations of the level of the Index, and of any adjustments that need to be made to the Index, without considering the interests of investors in the Notes or Warrants.

Neither the Third Party Administrator nor HSIL, acting as index sponsor, will act as fiduciary for or an adviser to the Warrantholder or Noteholder in respect of any determination or judgement or otherwise. The Third Party Administrator or HSIL, as the case may be, may have economic interests adverse to those of the Warranholders and Noteholders, including with respect to certain determinations and judgements that the Third Party Administrator or HSIL, as the case may be, may be required to make pursuant to the terms of the HSBC proprietary Index or the Hang Seng Tech Index, as the case may be, any of which may affect payments in respect of the Warrants or Notes. The Third Party Administrator or HSIL, as the case may be, may act in its own interests in such capacities and need not have regard to the interests of the Noteholders or Warranholders.

Neither HSBC Bank plc nor HSBC Continental Europe has any responsibility for the calculation of (i) the HSBC proprietary Indices, which is performed by the Third Party Calculation Agent or (ii) the Hang Seng Tech Index, which is performed by HSIL, and does not guarantee or represent or warrant the accuracy or completeness of the HSBC proprietary Indices, the Hang Seng Tech Index or the data comprised therein. Furthermore, neither HSBC Bank plc nor HSBC Continental Europe has any responsibility in relation to the administration by (i) the Third Party Administrator of the HSBC proprietary Indices or (ii) HSIL of the Hang Seng Tech Index.

Details of where further information regarding HSBC proprietary Indices may be found will be specified in the relevant Final Terms(s). Details on the Hang Seng Tech Index are

as set out in Section IV.2 (*Information Relating to the Hang Seng Tech Index*) in Part IV (*Information Relating to Indices and ETFs*) of this Base Prospectus.";

- amend the risk factor entitled "*The administrator of an Index may have certain discretionary rights under the rules of such Index that may affect the performance of such Index*" in Section I.2 (*Risk Factors*) in Part I (*Information Relating to the Programme Generally*) by adding the following paragraph at the end:

"In the case of the Hang Seng Tech Index, the administrator of the Index will be an affiliate of the Issuer. In addition to the risks described in this risk factor, investors should also have regard to the risks described in the risk factor entitled "*Potential conflicts of interest*" above. Details on the Hang Seng Tech Index are as set out in Section IV.2 (*Information Relating to the Hang Seng Tech Index*) in Part IV (*Information Relating to Indices and ETFs*) of this Base Prospectus."; and

- add a new section IV.2 in Part IV (*Information Relating to Indices and ETFs*) to the Base Prospectus as set out in the Annex hereto.

To the extent that any document or information incorporated by reference itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Base Prospectus Supplement or the Base Prospectus for the purposes of the Prospectus Regulation, except where such information or documents are stated within this Base Prospectus Supplement as specifically being incorporated by reference or where this Base Prospectus Supplement is specifically defined as including such information. To the extent that only certain parts of the above documents are specified to be incorporated by reference herein, the non-incorporated parts of such documents are either not relevant for investors or covered elsewhere in this Base Prospectus Supplement or the Base Prospectus.

To the extent there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated into the Base Prospectus by this Base Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this Base Prospectus Supplement will prevail.

HCIB confirms that, save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus and relating to HCIB and Notes issued by it under the Programme has arisen since the publication of such Base Prospectus.

HBCE confirms that, save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus and relating to HBCE and Notes and Warrants issued by it under the Programme has arisen since the publication of such Base Prospectus.

In circumstances where Article 23(2) of the Prospectus Regulation applies, investors who have agreed to purchase or subscribe for any Notes or Warrants prior to the publication of this Base Prospectus Supplement may have the right to withdraw their acceptance. Investors wishing to exercise any such right should do so by giving notice in writing to the person from whom they agreed to purchase or subscribe for such Notes or Warrants. This right is exercisable up to, and including 3 March 2026, which is the final date for the exercise of such right to withdraw.

ANNEX

The following new section IV.2 shall be added in Part IV (*Information Relating to Indices and ETFs*) of the Base Prospectus:

"SECTION IV.2 – INFORMATION RELATING TO THE HANG SENG TECH INDEX

A. Strategy of the Index and investment policy

The Hang Seng Tech Index (Bloomberg Ticker: HSTECH) (for the purposes of this section, the "**Index**") is designed to represent the 30 largest technology companies listed on the Main Board of The Stock Exchange of Hong Kong Limited ("**HKEX**"), which have high business exposure to at least one of the following selected technology themes: internet (including mobile), FinTech, cloud computing, e-commerce, digital or autonomous. The Index only includes companies that fall under one of the following industry categories: Industrials, Consumer Discretionary, Healthcare, Financials or Information Technology, pursuant to the Hang Seng Industry Classification System. Potential components must also satisfy at least one of the following innovation criteria: (i) operating a technology-enabled business (e.g. via internet/mobile platform), (ii) maintaining a Research & Development Expense to Revenue Ratio of 5% or greater, or (iii) demonstrating Year-on-Year Revenue Growth of 10% or greater. The Index excludes secondary-listed Foreign Companies and Investment Companies listed under Chapter 21 of HKEX's Listing Rules.

The launch date of the Index is 27 July 2020.

The base date of the Index is 31 December 2014.

The base value of the Index is 3,000.

B. Description of individual selection process of the components weighting factors

To be eligible for inclusion in the Index, a security must first satisfy the eligibility criteria outlined in A. above. The Index Calculation Agent selects the top 30 securities satisfying the eligibility criteria with the highest market value ranking ("**MV Rank**") as Index constituents. The number of constituents is always fixed at 30. The MV Rank is determined by reference to the average daily market value of a security over the past 12 months of any review period, excluding suspended trading days. For securities with a listing history of less than 12 months, the market value is calculated by the Index Calculation Agent as an amount equal to the average of daily market values since listing. A buffer zone mechanism applies to the Index whereby existing constituents ranked lower than 36th will be removed from the Index, while non-constituents ranked 24th or above will be included. Securities will be added or excluded according to their MV Rank to maintain the number of constituents at 30.

The Index is weighted based on the freefloat-adjusted market capitalisation of the constituents. The market capitalisation of each constituent company is adjusted to reflect the proportion of shares that are freely available for trading in the market. The maximum individual weighting of (i) non-foreign company constituents is capped at 8% and (ii) foreign company constituents is capped at 4% (with a maximum aggregate weighting of 10%). The caps applied are dependent on the closing prices of the constituent companies observed three trading days prior to the regular index rebalancing date.

C. Method and formulae for calculation

The level of the Index will be calculated in accordance with the method and formulae described in the Index Methodology General Guide for the Hang Seng Family of Indexes (see: https://www.hsi.com.hk/static/uploads/contents/en/dl_centre/methodologies/index_methodology_guide_e.pdf) and the Index Operation Guide for managing the Hang Seng Family of Indexes

(see:

https://www.hsi.com.hk/static/uploads/contents/en/dl_centre/methodologies/index_operation_guide_e.pdf). As the Index is a single-market index, the Index Calculation Agent will determine the level of the Index in respect of a scheduled trading day as an amount equal to the *product* of (a) the level of the Index calculated in respect of the immediately preceding scheduled trading day and (b) the *quotient* of (i) the *sum* of the Adjusted Price_t of each security comprised in the Index *divided* by (ii) the *sum* of the Adjusted Price_{t-1} of each security comprised in the Index.

For these purposes:

"**Adjusted Price_t**" means, in respect of a scheduled trading day and a component security, an amount calculated by the Index Calculation Agent equal to the *product* of (i) the price of such security, as published by the HKEX on such day, (ii) the number of issued shares of such security, (iii) the freefloat-adjusted factor (being a value between 0 and 1) for such security, (iv) the capping factor (being a value between 0 and 1) for such security and (v) the adjustment factor for the security based on its weighting within the Index; and

"**Adjusted Price_{t-1}**" means, in respect of a scheduled trading day and a component security, an amount calculated by the Index Calculation Agent equal to the *product* of (i) the closing price of such security, as published by the HKEX for the immediately preceding scheduled trading day, (ii) the number of issued shares of such security, (iii) the freefloat-adjusted factor (being a value between 0 and 1) for such security, (iv) the capping factor (being a value between 0 and 1) for such security and (v) the adjustment factor for the security based on its weighting within the Index.

D. Name of the Index Calculation Agent

Hang Seng Indexes Company Limited ("**HSIL**" or "**Index Calculation Agent**") is responsible for the calculation, administration and publication of the Index. HSIL is a wholly-owned subsidiary of Hang Seng Bank Limited, which is part of the group of companies under HSBC Holdings plc.

E. Adjustment rules

In certain circumstances described in the Index Methodology General Guide for the Hang Seng Family of Indexes (see: https://www.hsi.com.hk/static/uploads/contents/en/dl_centre/methodologies/index_methodology_guide_e.pdf), a constituent may be removed from the Index because it is no longer eligible for inclusion. Where a constituent is removed it will be replaced by the highest ranked security from the last rebalancing date.

A newly listed security may be added to the Index on the next rebalancing date only if its full market capitalisation ranks within the top 10 of the existing constituents on its first trading day.

Further information on corrections, adjustments and disruptions can be found in the Hang Seng Family of Indexes Index Operation Guide: https://www.hsi.com.hk/static/uploads/contents/en/dl_centre/methodologies/index_operation_guide_e.pdf.

F. Review Frequency

The index is subject to quarterly review, with data cut-off dates at the end of March, June, September and December. Rebalancing of the Index is conducted quarterly.

G. Type of Index

The Index is a Price Index.

H. Currency

The Index is calculated and denominated in Hong Kong Dollars ("HKD").

For more information on the Index: <https://www.hsi.com.hk/eng/indexes/all-indexes/hstech>.

STATEMENTS REGARDING THE HANG SENG TECH INDEX

The Index is published and compiled by Hang Seng Indexes Company Limited pursuant to a licence from Hang Seng Data Services Limited. The mark and name "Hang Seng Tech Index" are proprietary to Hang Seng Data Services Limited. Hang Seng Indexes Company Limited and Hang Seng Data Services Limited have agreed to the use of, and reference to, the Index by the Issuer in connection with the Notes or Warrants referencing the Index (for the purpose of this statement, the "Products"), **BUT NEITHER HANG SENG INDEXES COMPANY LIMITED NOR HANG SENG DATA SERVICES LIMITED WARRANTS OR REPRESENTS OR GUARANTEES TO ANY BROKER OR HOLDER OF THE PRODUCTS OR ANY OTHER PERSON (i) THE ACCURACY OR COMPLETENESS OF THE INDEX AND ITS COMPUTATION OR ANY INFORMATION RELATED THERETO; OR (ii) THE FITNESS OR SUITABILITY FOR ANY PURPOSE OF THE INDEX OR ANY COMPONENT OR DATA COMPRISED IN IT; OR (iii) THE RESULTS WHICH MAY BE OBTAINED BY ANY PERSON FROM THE USE OF THE INDEX OR ANY COMPONENT OR DATA COMPRISED IN IT FOR ANY PURPOSE, AND NO WARRANTY OR REPRESENTATION OR GUARANTEE OF ANY KIND WHATSOEVER RELATING TO THE INDEX IS GIVEN OR MAY BE IMPLIED.** The process and basis of computation and compilation of any of the Index and any of the related formula or formulae, constituent stocks and factors may at any time be changed or altered by Hang Seng Indexes Company Limited without notice. **TO THE EXTENT PERMITTED BY APPLICABLE LAW, NO RESPONSIBILITY OR LIABILITY IS ACCEPTED BY HANG SENG INDEXES COMPANY LIMITED OR HANG SENG DATA SERVICES LIMITED (i) IN RESPECT OF THE USE OF AND/OR REFERENCE TO THE INDEX BY THE ISSUER IN CONNECTION WITH THE PRODUCTS; OR (ii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES OR ERRORS OF HANG SENG INDEXES COMPANY LIMITED IN THE COMPUTATION OF THE INDEX; OR (iii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES, ERRORS OR INCOMPLETENESS OF ANY INFORMATION USED IN CONNECTION WITH THE COMPUTATION OF THE INDEX WHICH IS SUPPLIED BY ANY OTHER PERSON; OR (iv) FOR ANY ECONOMIC OR OTHER LOSS WHICH MAY BE DIRECTLY OR INDIRECTLY SUSTAINED BY ANY BROKER OR HOLDER OF THE PRODUCTS OR ANY OTHER PERSON DEALING WITH THE PRODUCTS AS A RESULT OF ANY OF THE AFORESAID, AND NO CLAIMS, ACTIONS OR LEGAL PROCEEDINGS MAY BE BROUGHT AGAINST HANG SENG INDEXES COMPANY LIMITED AND/OR HANG SENG DATA SERVICES LIMITED** in connection with the Products in any manner whatsoever by any broker, holder or other person dealing with the Products. Any broker, holder or other person dealing with the Products does so therefore in full knowledge of this disclaimer and can place no reliance whatsoever on Hang Seng Indexes Company Limited and Hang Seng Data Services Limited. For the avoidance of doubt, this disclaimer does not create any contractual or quasi-contractual relationship between any broker, holder or other person and Hang Seng Indexes Company Limited and/or Hang Seng Data Services Limited and must not be construed to have created such relationship. The Index is published and compiled by Hang Seng Indexes Company Limited pursuant to a licence from Hang Seng Data Services Limited. The mark and name "Hang Seng Tech Index" is proprietary to Hang Seng Data Services Limited."