



HSBC UK BANK PLC

(a company incorporated with limited liability in England with registered number 09928412)

This registration document (which expression shall include this document and all documents incorporated by reference herein) (the "**Registration Document**") has been approved by the United Kingdom ("**UK**") Financial Conduct Authority (the "**FCA**") as a registration document in compliance with the FCA Handbook Prospectus Rules: Admission to Trading on a Regulated Market sourcebook ("**PRM**") made in accordance with the Public Offers and Admissions to Trading Regulations 2024 (together with PRM, the "**UK Prospectus Regime**") for the purpose of providing the information with regards to HSBC UK Bank plc (the "**Issuer**") as an issuer of debt securities ("**Securities**") during the period of twelve months after the date hereof. The FCA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the rules in PRM. Such approval should not be considered as an endorsement of HSBC UK Bank plc (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 established in the UK and registered under Regulation (EC) No 1060/2009 on credit rating agencies as it forms part of the domestic law of the UK 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 FCA'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 Economic Area and registered under Regulation (EC) No 1060/2009 on credit rating agencies.

CONTENTS

	Page
RISK FACTORS	1
IMPORTANT NOTICES	27
DOCUMENTS INCORPORATED BY REFERENCE	28
THE ISSUER AND ITS SUBSIDIARIES	29
DIRECTORS OF THE ISSUER	32
GENERAL INFORMATION	35

RISK FACTORS

All references in this section of this Registration Document to "**Issuer**" refer to HSBC UK Bank plc, all references to the "**Group**" refer to HSBC UK 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 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.

The risk factors relating to the Group specified in this section "**Risk Factors**" do not comprise an exhaustive list or explanation of all risks relating to the Group which investors may face when making an investment in Securities issued by the Issuer. 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 risks

1. Economic and market conditions and geopolitical developments may adversely affect the Group's financial condition and results

The Group's earnings are affected by global and local economic, financial and geopolitical changes.

Uncertain economic conditions and volatile markets can create a challenging environment for the Group's business operations.

The Group has experience of financial and operational loss sustained as a consequence of the economic cycle, financial crises and wars. The Group's earnings, operations and operating model have been and could be affected in future by the following factors:

- The economic cycle: Deteriorating business, consumer or investor confidence and lower levels of investment and productivity growth may lead to economic recession and reduced customer and client activity. Rapid changes in the economic environment can also create challenging operating conditions for the HSBC Group and may affect the Group's earnings and profits. The conflict in the Middle East, which began on 28 February 2026, and the subsequent disruption to energy supply are key sources of economic uncertainty. These developments could undermine confidence and weaken economic growth. The duration of the disruption to energy supplies will determine the eventual impact on the global economy, but higher energy prices have already raised inflation expectations and costs for households and other key economic sectors. There is evidence of broader supply chain disruptions and there could be long-lasting implications for the direction of trade, in addition to energy, military and economic security. Volatility in US trade and tariff policies also remains an ongoing source of risk. Changes to tariff rates, including sector-specific levies, may deter capital investment, disrupt supply chains and reduce global trade growth. Heightened uncertainty may also deter businesses from hiring. For the UK, the conflict in the Middle East poses downside risks to growth and upside risks to inflation, while raising the possibility of further increases in unemployment if the uncertainty deters investment and hiring. Artificial intelligence ("**AI**") also poses a risk to the labour market if its development and roll out disrupts established business models and yields productivity gains that structurally reduce demand for labour as a result of improvements in technology. For the HSBC Group, weak growth, higher unemployment and rising costs are risks which could impair the creditworthiness of borrowers, decrease the value of collateral and other

claims and affect the earnings and activity of the Group's customers, which could, in turn, reduce demand for its products and services and affect its risk profile and earnings;

- Inflation and monetary policy: The future path for interest rates remains uncertain and changes to rate expectations could affect net interest income, the fair value of the Group's assets and liabilities and overall financial performance. The conflict in the Middle East has disrupted oil and gas production and supply and has raised inflation risks. Interest rate volatility has increased as a consequence and central bank communication has become more cautious. In June 2026, the Bank of England ("**BoE**") left the policy rate unchanged at 3.75% amid weaker economic activity and a still uncertain inflation outlook. The combined effects of higher energy costs, tariffs and restrictive interest rates could materially affect the Group's customers by eroding real purchasing power, increasing debt service costs, and/or weighing on real estate and other asset prices. High interest rates may affect the credit rating of the Group's customers and their ability to repay debt. This could negatively impact the Group's risk-weighted assets ("**RWAs**") and capital position, result in increases in expected credit losses and other impairment charges ("**ECL**") and drive potential liquidity stresses, including increased customer drawdowns. High rates could also reduce the Group's income if they reduce loan demand, weaken wealth and insurance revenue, weaken credit quality, and weigh on real estate and other asset prices. Alternatively, lower interest rates, while potentially stimulating demand for new lending, could pressure net interest margins and adversely affect profitability. Major central banks, including the BoE, eased monetary policy during 2025 as inflation risks were seen to diminish as unemployment rose. However, this trajectory could be disrupted if geopolitical developments lead to sustained commodity price increases and supply chain disruption, or if wage growth or tariffs keep inflation higher for longer. In addition, increases in the cost of living as a result of, among other things, rising energy costs, high interest rates, inflation, increases in tax and national insurance contributions and other similar factors may continue to have an adverse impact on the ability of customers to repay mortgages, loans and other forms of borrowing;
- Financial stability: The conflict in the Middle East and changing economic policy and conditions create an uncertain and volatile environment for asset markets, which remain sensitive to changing inflation and interest rate expectations. Volatility and sharp price adjustments can erode confidence, disrupt funding markets and lead to financial distress. Valuations and lending volumes in the AI and technology sectors remain an area of concern. Market valuations may reflect expectations of productivity improvements and can influence investor sentiment. If those expectations change or are not realised, valuations and investment values could adjust abruptly. A sharp repricing could weigh on economic activity and adversely affect the Group's risk profile and earnings, including through increased customer financial vulnerability and reduced values of collateral and other claims. The value of the US dollar is also an area of focus due to its depreciation through 2025 and the associated hedging and revaluation risks that it raises. Although the conflict in the Middle East resulted in a rise of the value of the US dollar against other major currencies, concerns over US fiscal sustainability and the increasingly complex fiscal and monetary policy environment are expected to persist, leading to exchange rate volatility, which may affect the Group's risk exposure through mark-to-market changes in trading positions and the translation effects of currency movements;
- Fiscal policy and high levels of government debt: Public debt levels in the UK have continued to rise due to higher social welfare commitments and increased expenditures on defence, energy security and climate transition. Rising government debt and high interest payments could adversely affect the fiscal capacity and debt sustainability of highly leveraged corporates and households. These factors could drive higher refinancing costs and could lead to tax increases that prove negative for growth. Further, the rise in funding costs could reduce the potential for GDP growth by increasing the cost of borrowing, while also creating refinancing risks for the Group's customers and counterparties. Uncertainty about future taxation could also undermine confidence, business investment and consumer spending, which would be negative for the Group's retail and corporate operations. Where the Group has exposures to such parties, it could incur losses. At the same time, sovereign rating downgrades and/or a disorderly increase in long-term government funding costs

could increase the cost of funding for the Group and/or limit access to market funding, resulting in an adverse impact on interest margins and liquidity;

- Longer term trends: Strategic competition between countries is reshaping trading relationships and increasing the focus on long-term economic, energy and supply chain security, which could adversely affect the Group and its customers. Diversification in trade invoicing currencies, payment systems and reserve holdings is increasing as a consequence of these trends, raising liquidity risks and volatility, as well as increasing operational complexity. Evolving demographics, including population ageing and changing migration patterns, may also result in changes to long-term savings and investment behaviours, including reduced demand for bank borrowing; and
- Geopolitical risks: Geopolitical risks remain high. The disruption of key supply routes caused by geopolitical conflicts has continued to impact global supply chains. The Russia-Ukraine war, the conflict in the Middle East and any further military action or conflict elsewhere, are key sources of uncertainty that may impact the Group and its customers, including through increased market volatility and supply chain disruptions. This could impact economic activity regionally or globally, which, if continued for a prolonged period, could have a material adverse effect on the Group's business, financial condition, results of operations, prospects, liquidity, capital position and credit ratings (for further details see "*The Group is subject to political, social and other risks*").

Adverse changes to the current economic, financial and geopolitical situation including in relation to any of the factors listed above, could result in:

- Idiosyncratic losses: The Group's impairment estimates attempt to capture the effects of economic, financial and geopolitical risks in the aggregate, but credit losses on specific exposures, with idiosyncratic features that make them particularly susceptible to the risks described above, may not be fully captured in the Group's impairment estimates;
- Sector-wide impairment: Changing economic conditions, policies and funding costs may give rise to a deterioration in specific industries and sectors that may reduce the creditworthiness of the Group's customers. In addition, certain products, sectors and countries may be targeted by material increases in trade tariffs, potentially driving a slowdown in export demand;
- Reduced credit demand: The demand for borrowing from creditworthy customers may diminish during periods of recession or where economic activity slows or remains subdued;
- A tightening of financial market conditions: The Group's ability to borrow from other financial institutions or to engage in funding transactions may be adversely affected by market disruption; and
- Goodwill and intangibles: A changing economic and geopolitical outlook may change the recoverable value of assets and necessitate a write down in the value of intangible balance sheet items such as goodwill.

Provisioning against credit loss is conducted under the IFRS 9 '*Financial Instruments*' ("**IFRS 9**") calculations of ECL, which use forward-looking scenarios that incorporate the economic and financial risks detailed above.

Forecasts remain uncertain, and changing economic conditions and the materialisation of key risks could reduce the accuracy of the Group's 'Central' and other scenarios. There remains uncertainty regarding the adequacy of the Group's models in capturing credit losses under emerging risks which are not captured by the historical loss experience of the Group's models, or to effectively distinguish risks for specific sectors and portfolios. The HSBC Group's financial model outputs (including retail and wholesale credit models such as IFRS loss models) continue to be monitored and management judgemental adjustments are used where modelled ECL do not fully reflect the identified risks and related uncertainty, or to capture significant late-breaking events. Nevertheless, the Group's model outputs may fail to accurately capture the effects of complex economic, financial

and geopolitical risks (see also "*The Group could incur losses or be required to hold additional capital as a result of model limitations or failure*").

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

2. **The Group is subject to political, social and other risks**

The Group's operations are subject to potentially unfavourable political, social, environmental and economic developments in the UK and regionally, which may include:

- coups, armed conflict or acts of terrorism;
- political and/or social instability;
- geopolitical tensions;
- epidemics and pandemics (such as the Covid-19 pandemic);
- climate change, acts of God and natural disasters (such as floods and hurricanes); and
- infrastructure issues, such as transportation and power failures.

Each of the above could impact 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 may also give rise to disruption to the Group's services and some may 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 US government has announced far-reaching tariffs against a broad spectrum of countries, including the UK. Although subsequent bilateral and multilateral negotiations have moderated certain tariff rates, particularly in sectors deemed critical to domestic supply chains, there is a possibility that these deals are replaced by alternative US tariffs on different terms, and the overall trade policy environment remains fluid and unpredictable;
- While globalisation appears to remain deeply embedded in the international system, it is increasingly challenged by protectionism, including trade tariffs. The HSBC Group's footprint may make the Group and its customers susceptible to protectionist measures taken by national governments and authorities, including imposition of trade tariffs, restrictions on market access and investment, 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;
- Further conflict in the Middle East, or any potential military action or conflict elsewhere, remains a possibility. Such developments, including the actual or threatened use of force, and uncertainty about the scope and duration of the conflict in the Middle East present global economic and political implications, leading to further trade disruption. (For further details, see "*Economic and market conditions and geopolitical developments may adversely affect the Group's financial condition and results*");
- Sanctions and restrictions on trade and investment are continually evolving in response to geopolitical events and may adversely affect the Group, its customers and the markets in which the HSBC Group operates. Temporary US easing of oil-related sanctions alongside perceived strain in US-European NATO alignment amid the conflict in the Middle East, has increased uncertainty over longer-term US sanctions posture and general alignment of

sanctions regimes, raising the risk of divergence across jurisdictions and increasing compliance complexity. These factors may result in increased legal, regulatory, reputational and market risks, and a more complex operating environment;

- The Russia-Ukraine war, and related financial sanctions, trade restrictions and Russian countermeasures, continue to have global economic and political implications. The US, the UK, and the European Union (the "EU") and other countries maintain sanctions against Russia. The US retains broad discretion to impose sanctions on non-US financial institutions that knowingly or unknowingly engage in transactions or provide services to sanctioned parties or otherwise involve Russia's military-industrial base. The imposition of such sanctions against any non-US HSBC entity could result in significant adverse commercial, operational, and reputational consequences for the HSBC Group;
- Being part of the wider HSBC Group, the Group may be adversely affected by increased geopolitical tensions across the different jurisdictions in which the HSBC Group operates;
- Heightened strategic competition between the US and China, including in the form of escalation and de-escalation over tariffs, sanctions, export controls, the trade of rare earth minerals and semiconductors, and cross-border investment restrictions, have increased risk and uncertainty, and have affected the configuration of global supply chains, which may in turn affect the Group's operations. Diplomatic tensions between China and the US and related actions, which may extend to and involve other countries, and developments in Hong Kong and Taiwan and the surrounding maritime region, may further adversely affect the HSBC Group; and
- Developments in alternative payment systems, such as projects to explore how tokenised commercial and central bank money could be used for cross-border payments, continue with implications for the future architecture of global finance. Development of new payments infrastructure and use of alternative currencies may present disintermediation and funding risks, and operational and other challenges, if, for example, certain governments mandate the use of payment channels that do not integrate with the Group's payment architecture and financial crime controls.

Global tensions over trade and technology are resulting in divergent regulatory standards and compliance regimes, presenting long-term strategic challenges for multinational businesses such as the HSBC Group. As the geopolitical landscape evolves, compliance by multinational corporations with their legal or regulatory obligations or other initiatives in one jurisdiction may be seen as supporting the law or policy objectives of that jurisdiction over another, creating additional legal, regulatory, reputational and political risks for the Group.

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

3. **Changes to 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 uncertain outcome of potential developments relating to 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, remains a source of risk for the Group.

The EU Capital Requirements Directive ("CRD VI"), which EU member states are in the process of transposing into national law, introduces a new requirement ("the EU branch requirement") under which non-EU banks and significant investment firms would have to establish a branch in each EU member state in which they carry out 'core banking activities', defined as deposit taking, lending and guarantees, and commitments. The EU branch requirement, which will be subject to certain exclusions and exemptions, will generally come into effect on 11 January 2027, although precise effective dates vary across EU member states. Grandfathering of cross border core banking

contracts entered into before 11 July 2026 is provided for under CRD VI, although the availability of such grandfathering may vary subject to transposition by EU member states.

The Financial Services and Markets Act 2023 ("**FSMA 2023**") became law in June 2023 and provides for a number of changes to the regulatory architecture in the UK. It contains provisions that would allow for specified 'on-shored' EU legislation, also known as 'retained EU law' or 'REUL' (and known as "**assimilated law**" after 1 January 2024), to be revoked and replaced by legislation or rules made by His Majesty's Treasury ("**HM Treasury**") or the regulators. FSMA 2023 allows for the eventual repeal of assimilated law related to financial services and enables the government and regulators to replace it in line with the FSMA 2023 model. Each piece of assimilated law related to financial services is now within a "**transitional period**", lasting until its repeal is individually commenced by HM Treasury in a phased and sequenced manner. Furthermore, as of 1 January 2024, certain legal effects previously associated with REUL (now referred to as assimilated law) no longer apply, including the supremacy of REUL over other types of conflicting domestic UK law, general principles of EU law (which informed REUL's interpretation and application) and directly effective EU rights.

Uncertainty remains as to the extent to which EU and UK laws will diverge in the future, as a result of the future repeal of assimilated law under FSMA 2023 or further development of the EU's own regulatory regime. In particular, the UK is in the process of revoking the remainder of the assimilated version of the Capital Requirements Regulation and replacing it with rules published and maintained by the Prudential Regulation Authority ("**PRA**"), which will also reflect the UK's implementation of the Basel Committee on Banking Supervision's ("**BCBS**") final reforms to the prudential framework ("**Basel 3.1**").

Any changes to the current EU and UK banking and financial services rules, including as a result of the EU branch requirement, the UK's revocation and replacement of EU-derived laws, the UK and EU implementation of Basel 3.1 reforms and any further divergences between the two legal regimes could require modifications to the HSBC Group's and the Group's UK and EU operating models, with resulting impacts to the HSBC Group's and the Group's clients and employees. The precise impacts on the Group's clients will depend on the nature of any developments and their individual circumstances and 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 Trade and Cooperation Agreement and any other agreement agreed or that may be agreed between the EU and the UK (and any complexities that may result therefrom) may lead to increased market volatility and 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 stabilise. 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 currency fluctuations. If any of the above risks materialise, this could have a material adverse effect on the Group's business, financial condition, results of operations, reputation, prospects and strategy.

4. **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 issues bring risks to the Group's business, customers and wider society. If the Group fails to meet evolving regulatory expectations or requirements relating to these matters, this could have regulatory compliance and reputational impacts.

Climate change could have both financial and non-financial impacts on the Group either directly or indirectly through the Group's business activities and relationships. The Group's climate risk approach identifies physical risk and transition risk as primary drivers of climate risk. The Group continues to identify the risk of greenwashing as a thematic risk issue, which may arise if the Group

knowingly or unknowingly makes inaccurate, unclear, misleading or unsubstantiated claims regarding sustainability to its stakeholders.

Physical risk may arise from the increased frequency and severity of extreme weather events, such as hurricanes and floods or chronic gradual shifts in weather patterns or rises in sea level. Transition risk may arise from the process of moving to a net zero economy including changes in government policy and legislation, technology, market demand and reputational implications triggered by a change in stakeholder expectations in relation to the Group's or the HSBC Group's action or inaction.

The Group currently expects the following to be the most likely ways in which climate risks may materialise for it:

- credit risk may increase if climate-related regulatory, legislative or technological changes impact customers' business models or if extreme weather events disrupt or interrupt operations, resulting in financial difficulty for customers and/or stranded assets, or impacting their ability to repay their debts. Clients may find that their business models fail to align to a net zero economy or face disruption to their operations or deterioration to their assets as a result of extreme weather;
- liquidity impacts in the form of deposit outflows due to changes in customer behaviours driven by impacts to profitability and wealth, or from reputational concerns relating to the progress the Group makes towards the HSBC Group's ESG-related ambitions, targets, and commitments;
- real estate portfolios may be impacted due to changes to the climate, an increase in the frequency and severity of extreme weather events and chronic gradual shifts in weather patterns, which could impact both property values and the ability of borrowers to afford their mortgage payments. This may lead to the reduced availability or increased cost of insurance, including insurance that protects property pledged as collateral for the Group's mortgages. The Group's retail customers could also face increasing physical climate risks, such as flooding, which could have an impact on customers' properties within the mortgage book;
- the Group faces climate risks relating to its employees' UK pension plan (see also "*The Group may be required to make substantial contributions to its pension plans*"), as climate driven changes to macroeconomic and financial variables may impact the value of assets held to meet the Group's liabilities, and where the Group acts as portfolio investment manager, or as funds distributor, for the Group's retail customers;
- operational risk may increase if extreme weather events impact critical operations and premises;
- regulatory compliance risk may result from the increasing pace, breadth and depth of climate-related regulatory expectations, including on the management of climate risk, and variations in climate-related external reporting standards and taxonomies, requiring implementation in short timeframes across multiple jurisdictions;
- conduct risk may arise in association with the increasing demand for 'green' or 'sustainable' products where there are differing and developing standards or taxonomies;
- reputational risks may arise from how the Group decides to support its customers in high-emitting sectors in their transition to net zero, the preferences of different stakeholders in relation to the Group's approach to the transition to net zero and if the HSBC Group or the Group make insufficient progress in achieving the HSBC Group's ESG-related ambitions, targets and commitments; and
- model risk may arise from the uncertain and evolving impacts of climate change as well as data and methodology limitations, which present challenges to creating reliable and accurate model outputs.

The Group may face heightened reputational, regulatory compliance and legal risks as the Group advances towards the HSBC Group's ESG-related ambitions, targets and commitments. Stakeholders are likely to scrutinise the Group's actions, including the formulation of ESG and sustainability risk policies, the Group's disclosures, and the Group's financing and investment decisions in relation to the HSBC Group's ESG-related ambitions, targets and commitments. Additional risks may arise if the Group fails to:

- make sufficient progress towards the HSBC Group's ESG-related ambitions, targets, and commitments;
- set adequate plans and execute, or adapt those plans as necessary, in response to changes in the external environment;
- manage the risks associated both with meeting and not meeting the HSBC Group's ESG-related ambitions, targets and commitments; and
- meet evolving regulatory expectations and requirements on the management of ESG risks.

The Group may also face risks related to climate and ESG-related litigation and regulatory enforcement. This could occur directly if stakeholders believe the Group is not effectively managing these risks, or indirectly if the Group's customers are involved in litigation, which might lead to a revaluation of their assets.

Requirements, policy objectives, expectations, views or market and public perceptions and preferences in connection with the transition to a net zero economy and ESG-related matters may vary by jurisdiction and stakeholder, particularly in light of the differing perspectives and responses to climate change of stakeholders in different markets, such as the UK, the US, the EU and others. The HSBC Group may be subject to potentially conflicting approaches to ESG matters in certain jurisdictions, which may impact its ability to conduct certain business within those jurisdictions or result in additional regulatory compliance, reputational, political or litigation risks.

For example, the Group's reputation and client relationships may be damaged as a result of the decision to participate, or not to participate, in certain projects perceived to be associated with causing or exacerbating climate change, as well as any decisions the Group makes to continue to conduct or change its activities in response to considerations relating to climate change, including the transition to net zero. These risks may also arise from divergence in the implementation of ESG, climate policy and financial regulation in the regions in which the HSBC Group operates, including initiatives to apply and enforce policy and regulation with extraterritorial effect.

The Group recognises the importance of nature-related risks, as well as the complex interactions and compounding effects of climate and nature-related risk drivers. Nature-related risks may emerge when dependencies on natural capital - such as plants, soils and minerals - and ecosystem services - such as water availability and air quality - are affected by key drivers of nature loss, or when there is a lack of alignment between an organisation's impact on the natural environment and actions to protect, restore or reduce negative impacts on nature. Such risks can affect each of the HSBC Group, the Group, and their customers through various channels, including macroeconomic, market, credit, reputational, regulatory compliance, and legal risks.

Businesses are expected to be transparent about their efforts to identify and respond to the risk of adverse human rights impacts arising from their business activities and relationships. Failure to manage this risk may negatively impact people and communities, which in turn may result in reputational, regulatory compliance and legal risks for the Group.

The Group's strategy and business model, including the Group's products, services, and risk management processes, will need to continue to evolve to align with evolving regulatory requirements, stakeholder expectations and to manage ESG-related risks. This may involve adapting the way the Group measures and manages both financial and non-financial risks associated with ESG matters. Achieving the HSBC Group's strategy with respect to ESG matters, including any related ambitions, targets and commitments it may set, depends on a number of factors beyond the Group's control, such as technological advancements and supportive public

policies in the Group's operating markets. If these external factors do not materialise or are delayed, the Group may not meet the HSBC Group's ESG-related ambitions, targets and commitments.

The Group may encounter financial reporting risks concerning the Group's climate and ESG disclosures due to the limited quality and consistency of available data. Such uncertainty poses a risk of relying on incomplete or inaccurate data and models, potentially leading to sub-optimal decision-making. As methodologies, data, scenarios, and industry standards evolve with market practices, regulations, or scientific advancements, the HSBC Group's and the Group's ability to collect and process required data may be challenged, exposing the HSBC Group and the Group to financial reporting risk in relation to climate and ESG disclosures. Such developments could also necessitate revisions to the Group's and the HSBC Group's internal measurement frameworks and reported data, including on financed emissions, making year-on-year comparisons difficult. This could result in the HSBC Group having to re-evaluate its progress towards its ESG-related ambitions, targets and commitments in the future, resulting in reputational, regulatory compliance and legal risks.

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

5. **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 past and future proposed reforms under and relating to Directive (EU) 2015/2366 (the EU's Second Payment Services Directive), its implementation in the UK, the Competition and Markets Authority's directions on Open Banking ("**Open Banking**") in the UK and proposed UK and EU Open Finance initiatives ("**Open Finance**"), as well as increased public scrutiny and a continued challenging macroeconomic environment.

The Group targets clients based on their outlook and attitudes towards financial health. The Group 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/or increased competition in any one or all of these areas may negatively affect the Group's market share and/or require increased capital investment in its businesses in order to remain competitive.

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 customers or competitors. 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.

Developments in technology and changes to regulations are enabling new entrants to the industry. This challenges the Group to continue innovating and taking advantage of new digital capabilities so that the Group can improve how it serves its customers, drives efficiency and adapts its products to attract and retain customers. As a result, the Group may need to increase its investment in its business to adapt or develop products and services to respond to evolving customer needs and regulatory requirements. New digital capabilities have the potential to weaken the Group's resilience or wider risk management capabilities. If the Group fails to develop and adapt its products and services to take advantage of new digital capabilities, this could have an adverse impact on its business.

The digitisation of financial services continues to have an impact on the payment services ecosystem, including new market entrants and payment mechanisms, not all of which are subject to the same level of regulatory scrutiny or regulations as financial institutions. This presents ongoing challenges in terms of maintaining required levels of payment transparency, notably where financial institutions serve as intermediaries. Developments around digital assets and currencies have continued at pace, with an increasing regulatory and enforcement focus.

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

6. 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. For example, a change in the interest rate environment could affect prepayment activity and this could change the weighted average lives of the Group's interest-earning assets, which could in turn have a material adverse effect on the Group's income. Further, changes in interest rates and credit spreads could impact the value of the Group's investment portfolios. For example, changes in interest rates could have an adverse impact on the value of the Group's portfolio of financial investments measured at fair value through other comprehensive income, which are classified as hold-to-collect-and-sell. Any changes in the value of such instruments are recognised in the Group's equity and this could, therefore, have an impact on the Group's capital position. The potential for future volatility and margin changes remains. See "*Economic and market conditions and geopolitical developments may adversely affect the Group's financial condition and results*" above, regarding the impact of these on the interest rate environment.

Competitive pressures on fixed rates or product terms in existing loans and deposits 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 plan is exposed to market risk from its assets and liabilities. The liability discount rate provides exposure to interest rate risk, credit spread risk and inflation risk which are only partially offset by fixed interest assets and swaps. The assets also provide exposure to fluctuations in the market value of other pension plan assets including equities and property.

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, capital position and prospects.

7. Concentration of credit and market risk could increase the Group's potential for losses

Concentrations of credit risk arise when a number of counterparties or exposures have comparable economic characteristics, or are engaged in similar activities, or operate in the same geographical areas/industry sectors, so that their collective ability to meet contractual obligations is uniformly affected by changes in economic, political or other conditions. The Group has exposure to concentration risk where its business activities focus particularly on a single obligor or a similar type of customer, product, industrial sector or geographic location.

In particular, the Group has significant exposure to UK residential mortgages, the UK commercial real estate sector and retail banking. The Group's UK mortgage and unsecured retail lending portfolios are strongly linked to the UK economy, and further deterioration in the UK's economic environment (including as a result of high inflation and interest rates or further escalation of the Russia-Ukraine war or the conflict in the Middle East) could materially and adversely affect the credit quality of such portfolios (see "*Economic and market conditions and geopolitical developments may adversely affect the Group's financial condition and results*"). Additionally, any decreases in property values may also reduce the collateral values against the mortgage or commercial real estate portfolios, which could negatively impact recovery values in default situations and lead to higher impairment charges.

The Group's efforts to diversify or manage its credit portfolio against concentration risks may not be successful and any concentration of credit risk could increase the potential for significant losses in its credit portfolio. Any of these factors could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

8. 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 a significant 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 for funding purposes, to align asset and liability maturities and currencies, and to maintain a presence in the local market.

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 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, 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. In a time of reduced liquidity, the Group may be unable to sell some of its assets, 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, capital position and prospects.

9. A potential departure of Scotland from the UK could adversely affect the Group's operations

The Group may face political uncertainty in Scotland if there is another Scottish independence referendum. The Group cannot predict the outcome of any further developments in this respect or how the potential future departure of Scotland from the UK could impact the Group's business and financial performance.

A potential departure of Scotland from the UK could adversely affect the Group's operations in the UK, including Scotland. Moreover, the Group's operations could also be adversely affected by a lack of legal harmonisation across the UK, including through the further devolution of powers to the Scottish Parliament. For example, differences in regulatory regimes or differing tax legislation between Scotland and England may result in additional compliance and other costs for the Group or adversely impact the financial performance and prospects of its customers.

Any changes to Scotland's relationship with the UK or the EU may adversely affect the environment in which the Group operates and may require further changes to the Group, including mandatory or strategic structural and organisational changes, any of which could adversely affect the Group.

Moreover, a future departure of Scotland from the UK could impact the fiscal, monetary and regulatory landscape to which the Group is subject. While the operational consequences of independence remain uncertain, it could have an adverse effect on the Group's business, prospects

and results of operations as a result of, for instance, (i) changes to the economic climate in Scotland and political and policy developments, (ii) changes to Scottish law, regulation, accounting or administrative practice in Scotland, and/or (iii) Scotland not continuing to use pounds sterling as its base currency. Risks and uncertainties associated with a departure of Scotland from the UK could materialise both before any referendum for independence takes place and, in addition, in the case of a vote for independence, after the referendum but before independence. The final negotiated terms of independence, as well as the risks and uncertainty created, could have an adverse impact on the Group's business and financial performance more generally.

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

10. The Group is subject to numerous new and existing legislative and regulatory requirements, and to the risk of failure to comply with applicable regulations

The Group's businesses are subject to ongoing regulation, policies, voluntary codes of practice and interpretations in the UK and the EU. A number of regulatory changes affecting the Group's business have effects beyond the country in which they are enacted. Increased fragmentation in regulatory requirements may limit the HSBC Group's ability to implement globally consistent standards in response to regulatory change.

The areas where regulatory changes and increased supervisory expectations could have a material adverse effect on the Group's business, financial condition, results of operations, prospects, capital position, reputation and strategy include, but are not limited to, those listed below, grouped around prudential and non-prudential themes.

Prudential and related issues

In recent years, regulators in the UK and EU 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. The measures taken include enhanced capital, liquidity and funding requirements, the separation or prohibition of certain activities by banks, changes in the operation of capital markets activities, the introduction of tax levies and transaction taxes and changes in compensation practices. Specific examples of such measures and initiatives include:

- the local implementation of Basel 3.1, which includes changes to the RWA approaches to credit risk, market risk, operational risk, counterparty risk and credit valuation adjustments, and the application of an RWA output floor. The majority of the rules in the new framework will take effect from 1 January 2027. The Group is not directly impacted by the 12-month delay to the implementation of the Internal Model Approach for market risk rules;
- the UK government's Financial Services Growth and Competitiveness Strategy, which was published in July 2025 and which re-iterated proposals to reform the UK capital framework for banks, including reforms to the UK's bank ring fencing regime. The BoE's Financial Policy Committee ("FPC") was asked to undertake a review of capital levels for banks in the UK. While the FPC published the initial findings of its review in December 2025, there remain a number of areas subject to further review, including the capital buffers, the leverage ratio and the application of the RWA output floor to the ring-fenced bank;
- enhanced supervisory expectations regarding regulatory reporting, including increased focus on data integrity, governance, and controls. To seek to address these expectations, the Group has been advancing a programme aimed at strengthening its regulatory reporting processes and making them more sustainable, including enhancing data, consistency and controls and, while this programme continues, there may be further impacts on some of its regulatory ratios, such as the common equity tier 1 ("CET1") ratio, the liquidity coverage ratio ("LCR"), and the net stable funding ratio ("NSFR");
- any changes to the prudential framework following the bank failures in 2023, for example in relation to liquidity or interest rate risk in the banking book or rules concerning

depositor protection (such as those related to the operation of the Financial Services Compensation Scheme in the UK);

- HM Treasury's work on improving the operation of the UK's ring-fencing regime, including changes made through the Financial Services and Markets Act 2000 (Ring-fenced Bodies, Core Activities, Excluded Activities and Prohibitions) (Amendment) Order 2025, which came into effect on 4 February 2025 and, among other things, amend the structural and activity-related requirements applicable to ring-fenced banks, and further proposals that may affect the HSBC Group's and the Group's operations. The Financial Services and Markets Bill (the "FSMB"), published in May 2026, contains proposals to make certain amendments to the excluded activities and prohibitions framework applicable to ring fenced banks and other targeted amendments to the ring-fencing regime;
- the financial effects of climate risk and other ESG-related changes being incorporated within the global prudential framework, including physical risks from climate change and the transition risks resulting from a shift to a low carbon economy; and
- heightened supervisory concern regarding the growth of private markets and their interconnection with banks, as demonstrated by the BoE's launch of a system-wide exploratory scenario in 2026 and the PRA's 'Dear Chief Risk Officer' letter on private equity related financing activities from the PRA in 2024.

Non-prudential and related issues

With regard to the non-financial risk agenda, there is a focus on business practices (including customers and markets), operational and cyber resilience, AI, digital and technology changes, ESG, payments and financial crime, including:

- the ongoing focus by regulators, international bodies and other policy makers, heightened by cost of living pressures, on how the Group conducts business, particularly around the delivery of fair outcomes for customers (for example, the embedding of the requirements of the UK Consumer Duty, regulatory expectations on access to bank accounts for those in vulnerable circumstances and the introduction of the FCA's new Consumer Composite Investments product disclosure regime (which came into partial effect in April 2026 and which will fully come into effect in June 2027), promoting effective competition and ensuring the orderly and transparent operation of global financial markets. For example, the UK Consumer Duty sets out an FCA principle for businesses that requires the Issuer and other firms within the Group that are subject to FCA regulation to act to deliver good outcomes for retail customers in relation to their products and services, price and value, consumer understanding and consumer support. The principle is supplemented by specific conduct standards to act in good faith towards retail consumers, avoid causing foreseeable harm and to enable and support retail customers to pursue their financial objectives. In order to implement the UK Consumer Duty, which has applied to the Group since 31 July 2023, the Group has undertaken a review of, and made changes to, its products, services, policies, systems and procedures. The implementation deadline for closed products and services was 31 July 2024. Failure to comply with the requirements of the UK Consumer Duty may result in the FCA taking supervisory and enforcement measures against the Group;
- continued focus by regulators, international bodies and policymakers on banks' business practices. This includes ensuring fair outcomes for customers, fostering effective competition and maintaining the orderly and transparent functioning of global financial markets;
- the EU's CRD VI Article 21c amendment requiring non-EU entities to provide core banking services to EU clients through an EU branch or subsidiary;
- the high regulatory expectations and requirements (for example, under the UK operational resilience requirements) relating to various aspects of operational and cyber resilience,

and third-party risks, including an ongoing focus on the response of institutions to operational disruptions;

- regulatory expectations and requirements around the use of AI;
- the supervisory and regulatory focus on technology adoption and digital delivery, underpinned by consumer protection, including in respect of the use of digital assets and currencies and wider financial technology risks;
- the ongoing transition of a small number of legacy contracts tied to benchmark rates that have been demised, which continues to expose the HSBC Group and the Group to regulatory compliance, legal and conduct risks;
- compliance with existing and future ESG-related risk management and disclosure requirements applicable to banks and businesses more generally, particularly those relating to climate change, transition plans, greenwashing and supply chain due diligence;
- continuing supervisory and regulatory change globally on payment services and related infrastructure, including Open Banking and Open Finance in the UK, changes concerning operational resilience and cybersecurity and payment fraud prevention initiatives such as the rules issued by the UK Payment Systems Regulator and the BoE requiring payment service providers participating in the UK Faster Payments Scheme and the Clearing House Automated Payment System (including the Issuer in each case) to reimburse victims of "authorised push payment" fraud from October 2024 onwards, subject to certain exemptions and limitations, with the cost of reimbursement being shared 50:50 between the sending and the receiving payment service providers (see "Non-financial risks are inherent in the Group's business"). Such initiatives are underpinned in the UK by the UK government's "National Payments Vision", announced in November 2024, which sets out the government's broader intentions to reduce regulatory congestion in the UK's payments sector, improve payment infrastructure, foster advancements in Open Banking and reduce payment fraud. The FSMB published in May 2026, along with HM Treasury's April 2026 response to its 2025 consultation on payment systems regulation, also confirmed the UK government's proposals to abolish the UK Payment Systems Regulator and, among other things, provide the FCA with new powers for the development of Open Banking. There is also increased regulatory focus in the UK on ensuring adequate access to cash, including FCA rules requiring relevant firms to maintain reasonable access to cash for personal and business customers across the UK;
- the ongoing expectations with respect to managing emerging financial crime risks and their impact on customers, managing conflicting laws and approaches to legal and regulatory regimes and implementing complex sanctions and restrictions on trade and investment;
- the continued evolution of the UK's regulatory framework following the UK's withdrawal from the EU; and
- requirements regarding remuneration arrangements and senior management accountability more generally within the Group (for example, the requirements of the Senior Managers and Certification Regime ("SMCR") in the UK and similar regimes elsewhere that are either in effect or under consideration/implementation). Certain aspects of the SMCR are expected to be streamlined (including through the removal of the 'certification regime') through proposed reforms published in an SMCR reform consultation response in April 2026 and the FSMB published in May 2026.

11. **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 amount of damages claimed in litigation, regulatory proceedings, investigations, administrative actions and other adversarial proceedings against financial institutions remain elevated for many reasons. These reasons include 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, higher expectations from regulators and the public, and the globalisation of class actions, including in relation to competition matters and data breach litigation. In addition, criminal prosecutions of, and civil proceedings involving, financial institutions for, among other things, alleged conduct breaches, breaches of anti-money laundering, anti-bribery and anti-corruption and sanctions 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 regulators and the public.

Any such legal, regulatory or administrative action or investigation against the HSBC Group, 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 HSBC Group, 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, as described in Note 26 ("*Legal proceedings and regulatory matters*") on page 118 in the Issuer's 2025 Annual Report and Accounts (as defined in the "*Documents Incorporated by Reference*" section), the Issuer and its subsidiaries continue to be subject to a number of material legal proceedings, regulatory actions and investigations, 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.

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

As described under "*Risk Review – Our responsibilities – Stress testing*" on page 15 in the Issuer's 2025 Annual Report and Accounts, the Group is subject to supervisory stress tests. These exercises are designed to assess the resilience of banks to potential adverse economic developments or operational failure to inform mitigation actions and ensure that they have robust, forward-looking capital planning processes that account for the risks associated with their business profile. Assessment by supervisors is both on a quantitative and qualitative basis, the latter focusing on the data provision, stress testing capability and internal management processes and controls.

Failure to meet quantitative or qualitative requirements of regulatory stress tests, or the failure by supervisors to approve the Group's stress test results and capital plans, could result in the Group being required to enhance its capital position, and this could, in turn, have a material adverse effect on the Group's business, financial returns, capital position, operational capabilities and reputation.

13. **The Securities and 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 UK, the Banking Act 2009, as amended (the "**Banking Act**"), has implemented the majority of the provisions of the BRRD, and therefore provides the framework for the UK recovery and resolution regime.

(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), 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 (which could include any unsecured Securities) of a failing financial institution or its holding company, to convert certain debt claims (which could be amounts payable under any unsecured 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 unsecured Securities or amendment of the amount of interest payable on the Issuer's unsecured 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. The claims of some creditors whose claims would rank equally with those of unsecured holders of Securities may be excluded from bail-in. The more of such creditors there are, the greater the impact of bail-in on such holders of Securities will be. The bail-in power is subject to the "no creditor worse off" safeguard, under which any shareholder or creditor which receives less favourable treatment following the exercise of the bail-in power than they would have, had the institution entered into insolvency, may be entitled to compensation.

Moreover, pursuant to the exercise of the bail-in power, any securities that may be issued to holders of Securities upon conversion of any unsecured Securities may not meet the listing requirements of any securities exchange, and the Issuer's outstanding listed securities may be delisted from the securities exchanges on which they are listed. Any securities received by holders of Securities upon conversion of such unsecured Securities (whether debt or equity) may not be listed for at least an extended period of time, if at all, or may be on the verge of being delisted by the relevant exchange. Additionally, there may be limited, if any, disclosure with respect to the business, operations or financial statements of the issuer (which may be an entity other than the Issuer) of any securities issued upon conversion of such unsecured Securities, or the disclosure with respect to any existing issuer may not be current to reflect changes in the business, operations or financial statements as a result of the exercise of the bail-in power.

Furthermore, holders of Securities may have only limited rights to challenge and/or seek a suspension of any decision of the relevant UKRA to exercise the bail-in power (or any of its other resolution powers) or to have that decision reviewed by a judicial or administrative process or otherwise.

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 securities (including any unsecured 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 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 securities. In some circumstances, the relevant UKRA may decide to apply a deferred bail-in, where liabilities are not written down at the start of the resolution but are transferred to a depositary to hold during the bail-in period, with the terms of the write-down being determined at a later point in the bail-in period. Accordingly, it is not yet possible to assess the full impact of the exercise of the bail-in power pursuant to the Banking Act or otherwise on the Issuer.

(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, impose a temporary suspension of payments, discontinue the

listing and admission to trading of debt instruments and/or transfer securities of the relevant financial institution to a third party appointed by the BoE.

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 the Securities and the exercise of any such powers (including especially the bail-in power) could lead to the holders of the 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 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 Securities, the market value of an investment in the Securities and/or the Issuer's ability to satisfy its obligations under the 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. Accordingly, it is unlikely that investors in the Securities will benefit from such support even if it were provided.

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

14. **The Group is subject to tax-related risks**

The Group is subject to the substance and interpretation of tax laws in all countries in which the Group operates, including the UK, 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 addition, potential changes to tax legislation, tax rates in the countries in which the Group operates and the approach taken by tax authorities in audits could increase the Group's effective tax rate in the future and have a material adverse effect on the Group's business, financial condition, results of operations, prospects and capital position.

Risks related to the Group's operations

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

The HSBC Group operates in an extensive and complex technology landscape, which must remain resilient in order to support customers, the Group and the markets in which the HSBC Group operates. Risks can arise where technology is not understood, maintained, or developed appropriately. The reliability and security of the HSBC Group's information technology infrastructure is crucial to the Group's provision of financial services to its customers and protecting the HSBC brand. The effective functioning of the HSBC Group's payment systems (including the 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 and the ability of the Group's customers to access their accounts are important to the Group's operations.

Critical system failure, prolonged service unavailability or a material breach of data security, particularly of customer data, could compromise the Group's ability to serve its customers. Rapid advances in AI may further facilitate cyber-attacks or data compromise. Such scenarios 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.

16. The Group remains susceptible to a wide range of cyber risks

The threat of cyber-attacks remains a concern for the Group, as it does across the global financial sector. As cyber-attacks continue to evolve, failure to protect the Group's operations may result in disruption for customers, manipulation of data or financial loss. This could adversely impact the Group and its customers.

Adversaries attempt to achieve their objectives by compromising the Group or its third-party suppliers. They use techniques that include malware (such as ransomware), exploitation of both known and unpublished (zero-day) software vulnerabilities, phishing emails, distributed denial of service attacks, as well as physical compromise of premises, or coercion of staff. The Group's customers may also be subject to these attack techniques. The Group, like other financial institutions, has experienced numerous common cyber-attacks, including for example, distributed denial of service and phishing attacks. Some of the Group's third-party service providers have also experienced cyber-attacks. To date, the Group has not been materially affected by cybersecurity threats. However, the Group expects cyber-attacks to continue, and the Group's business strategy, results of operations and financial condition could be materially affected by cybersecurity risks and any future material incidents.

Cybersecurity risks will continue to increase, due to several factors, including the growing delivery of services over the internet; increased dependence on internet-based products, applications and data storage; and the expanding use of AI, which could enable sophisticated cyber-attacks. Additionally, the adoption of hybrid working models by the Group's employees, contractors and third-party service providers and their sub-contractors contributes to this trend.

Failure to adhere to the Group's cybersecurity policies, procedures or controls, employee or third-party wrongdoing, human error, or governance or technological error could compromise the Group's ability to defend against cyber-attacks. Should any of these cybersecurity risks materialise, they could have a material adverse effect on the Group's customers, business, financial condition, results of operations, prospects, and reputation.

17. 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 IFRS 9 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 modelled information for purposes which it was not designed for, or by inherent limitations arising from the uncertainty inherent in predicting or estimating future outcomes. Regulatory scrutiny and supervisory concerns over banks' use of models are considerable, particularly the internal models and assumptions used by banks in the calculation of regulatory capital. If regulatory approval for capital models is not achieved in a timely manner or if those models are subject to negative feedback from regulators, the Group could face fines or 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 AI and technology related developments by both the Group and the financial services industry could also lead to increased model risk. The HSBC 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. Uncertainty around 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.

Model risk remains a key area of focus given the regulatory scrutiny in this area with revised principles on model risk published by the PRA, which came into force in 2024. These principles, which are designed to cover all elements of the model lifecycle and which form the basis of the

PRA's supervisory expectations set out in SS1/23, relate to: (i) model identification and model risk classification, (ii) governance, (iii) model development, implementation and use, (iv) independent model validation, and (v) model risk mitigants. Further developments in policy are expected from other regulators.

Risks arising from the use of models could have a material adverse effect on the Group's business, financial condition, results of operations, prospects, capital position and reputation. See also "*Economic and market conditions and geopolitical developments may adversely affect the Group's financial condition and results*".

18. The Group's operations use third-party suppliers and service providers

The Group relies on third parties to provide goods and services. The use of third-party 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 the potential impacts of third parties on its operational resilience.

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

Risks related to the Group's governance and internal controls

19. The delivery of the Group's strategic actions is subject to execution risk and the Group may not achieve all of the expected benefits of its strategic initiatives

Management of strategic execution risk is required for the Group to be able to deliver the HSBC Group's and its strategy, meet the HSBC Group's shareholders' expectations and maintain stakeholder confidence.

Executing the Group's strategy and meeting its targets necessitates effective prioritisation, planning, and management. This process may be influenced by operational capacity, the efficacy of key controls, and structural challenges arising from any mergers or acquisitions, including challenges in integrating any newly acquired businesses into the Group's business and instituting and maintaining appropriate transitional arrangements. Additionally, there is a possibility of unforeseen changes in the market or regulatory environment in which the Group operates, while complex technological changes are underway. The global economic outlook remains uncertain, particularly concerning legislative changes and geopolitical tensions. The scale, complexity, and concurrent demands of such transformation initiatives can result in heightened execution risk.

The Group's strategic actions seek to align with the HSBC's Group strategy and the HSBC Group's investors' expectations, yet they carry increased execution risk due to the emphasis on cost management and funding capacity. Consequently, there is a risk that the Group's cost and investment measures may not fully realise the anticipated benefits of its strategic initiatives.

Although both the PRA and FCA have made announcements regarding a more streamlined supervision approach for firms, which may reduce the frequency of regulatory engagement, regulatory expectations continue to increase. Both regulators maintain high expectations regarding the Group's risk management framework and the mitigation of risks arising from the external environment and business strategies. Continued focus on managing the relationships with regulators, meeting their timelines and managing their expectations is essential.

The development and implementation of the Group's strategy require difficult and complex judgements. The Group may fail to correctly identify the relevant factors in making decisions as to capital deployment and cost reduction. The Group may also encounter unpredictable changes in the external environment that are disadvantageous to its strategy.

The economic outlook has deteriorated and become more uncertain, amid heightened domestic political risk and geopolitical developments, including the conflict in the Middle East. Gilt yields remain sensitive to perceived inflation and fiscal risks and their evolution remains an important

factor for future economic expectations. There remains a risk that, in the absence of an improvement in economic conditions, the Group's cost and investment actions may not be sufficient to achieve the expected benefits. This could have a material adverse effect on the Group's customers, business, financial condition, results of operations, prospects, operational resilience and reputation.

There is a risk that the HSBC Group's reorganisation announced in 2024 may not achieve some or all of its goals and may fail to deliver or achieve the expected benefits of the HSBC Group's strategic initiatives.

If any of these risks materialise, this could have a material adverse effect on the Group's customers, business, financial condition, prospects, operational resilience and reputation.

20. **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 HSBC Group's and the Group's business processes move to digital channels, the volume of data that the Group relies on has increased. In addition, the focus on technology, underpinned by customer protection, including the use of AI and digital assets (data, identity and disclosures), financial technology risks, operational resilience, virtual currencies (including central bank digital currencies and global stablecoins) and cybersecurity and the introduction of new and/or enhanced standards in this area has increased. As a result, management of data (including data storage and deletion, data quality, data privacy and data architecture) 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 processes, or require manual intervention to reduce the risk of errors in reporting to senior management, executives or regulators.

Expanding data privacy, national security and cybersecurity laws in a number of markets could pose potential challenges to intra-Group data sharing. These developments could increase financial institutions' compliance obligations in respect of cross-border transfers of personal information, which may affect the Group's ability to manage financial crime risks across markets.

In addition, failure to comply with data privacy laws and 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.

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

The HSBC Group and the Group are required to comply with applicable financial crime laws and regulations, and have adopted various policies, procedures and controls aimed at preventing the exploitation of their products and services for criminal activity. Financial crime includes fraud, bribery and corruption, tax evasion and the facilitation of tax evasion, sanctions and export control violations and evasion, money laundering, terrorist financing and proliferation financing. There are instances, as permitted by regulation, where the HSBC Group and the Group may rely upon third parties to undertake certain financial crime risk management activities on their behalf. Any controls implemented and maintained by the Group to manage the risk created by such reliance may not prevent third parties from using the Group (and the Group's relevant counterparties) as a conduit for financial crime, without the Group's knowledge (and that of those counterparties).

Becoming a party to, associated with, or accused of being associated with, financial crime could damage the Group's reputation and could make it subject to fines, sanctions and/or legal or regulatory enforcement. Any one of these outcomes could have a material adverse effect on the Group's strategy, business, customers, financial condition, results of operations, prospects and reputation.

22. **The Group is subject to the risk of financial crime**

The Group is exposed to financial crime risk from the Group's customers, staff and third parties engaging in criminal activity (see also "*Third parties may use the Group as a conduit for illegal*

activities without the Group's knowledge") and, as such, the Group continues to face increasing regulatory expectations. In 2025 and 2026 to date, financial crime risk continued to be exacerbated by increasingly complex geopolitical challenges, the macroeconomic outlook, the complex and dynamic nature of sanctions and export control compliance, evolving financial crime regulations, rapid technological developments (including AI), an increasing number of national data privacy requirements and the increasing sophistication of fraud, scams and other criminal activities. The Group's ability to manage financial crime risk is dependent on the use and effectiveness of the Group's financial crime risk assessments, systems and controls and its ability to prevent criminal activity. Weak or ineffective financial crime processes and controls may risk the Group inadvertently failing to prevent criminal activity and unintentionally facilitating financial crime which may result in regulatory investigation, criminal charges, sanction, litigation, fines and reputational damage.

23. **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, and associated behaviours and employee misconduct such as fraud, negligence or non-financial misconduct. These issues could lead to regulatory penalties and damage to the Group's reputation or finances. In recent years, several global financial institutions have incurred significant losses due to rogue employee actions. While the Group strives to prevent and detect such misconduct, the HSBC Group's and the Group's measures may not always be effective, or a regulator could find the HSBC Group's and the Group's efforts to deter such activities inadequate.

The risk of misconduct may be heightened if the Group's prevent-and-detect measures are less effective, particularly in remote and home working environments.

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

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

The management of risk is a fundamental component of all the Group's activities, as outlined in the HSBC Group Risk Management Framework ("RMF"). Risk represents the Group's exposure to uncertainty and the potential variability in outcomes. Specifically, risk encompasses the negative impact on profitability or financial condition due to various sources of uncertainty, including retail and wholesale credit risk, treasury risk, traded risk, financial reporting and tax risk, resilience risk, strategic risk, legal risk, regulatory compliance risk, financial crime risk, people risk and model risk.

The Group employs a comprehensive and diversified set of risk monitoring and mitigation techniques, supported by the Three Lines of Defence model, which defines clear accountabilities across risk ownership, oversight, and independent assurance. However, these methods and the judgements involved cannot foresee every adverse event or the specifics and timing of every outcome. Inadequate risk management 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, capital position, strategy and reputation.

25. **The emergence of digital currencies and the potential for increased disintermediation pose a risk to the Group's business and operations**

Over the past few years, digital assets have been a growing part of the financial landscape bringing with them increased competition and financial risk. The range of these assets has expanded to include, among others, stablecoins, Central Bank Digital Currencies and cryptocurrencies. The increased development of digital currencies and the growing focus of monetary and regulatory authorities on these assets pose a significant disintermediation risk, particularly in relation to processes involving the transfer of money between parties both within and across borders. This could result in a more direct linkage between currency providers and payment participants, reducing frictions existing in the current value chain, to the detriment of intermediaries such as the Group. Moreover, cryptocurrencies could reduce the requirement for foreign exchange and

payment intermediaries (such as the Group) as peer-to-peer transactions can take place across borders using a common means of exchange, regardless of where in the world the participants in the transactions are situated. The occurrence of any of these circumstances could have a materially adverse effect on the Group's business, financial condition, results of operations and prospects.

Risks related to the Group's business

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

The Group's ongoing success and the successful execution of its strategy are partly reliant on retaining key management team members and its broader workforce, as well as ensuring the availability of skilled management and personnel across its businesses and functions. The complexity of its talent supply challenge is heightened by the shortage of talent and capabilities in its major markets, including the UK, especially where specialist skills require global mobility. This challenge is further compounded by ongoing organisational changes, rapidly evolving skill requirements, regulatory developments, and heightened expectations for employing local nationals and fostering inclusion in certain jurisdictions.

The Group's ability to continue to attract, train, motivate and retain highly qualified professionals may also depend on factors beyond its control, including economic, market and regulatory conditions and the impact of the cost of living crisis on financial health and well-being.

When acquiring or disposing of a Group operation, it is essential to comply with employment requirements, support affected employees and integrate new employees into the HSBC Group's values, culture and working practices.

Should businesses or functions fail to adequately staff their operations, lose key senior executives without timely and satisfactory replacements, or fail to implement necessary organisational changes to support the HSBC Group's strategy, this could have a material adverse effect on the Group's business performance, prospects, reputation, operational resilience and overall control environment.

27. 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 of 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 inclusion, climate, sustainability, workplace conduct, human rights, and support for local communities, the Group's reputation and the value of its brand may be negatively affected.

Social media and other broadcasting channels 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 and retail depositors, and to retain and motivate staff, and could have a material adverse effect on the Group's business, financial condition, results of operations, prospects and reputation.

28. Non-financial risks are inherent in the Group's business

The Group is exposed to many types of non-financial risks that are inherent in its operations. Non-financial risk can be defined as the risk to the Group of not achieving its strategy or objectives because of inadequate or failed internal processes, people and systems, or external events. It

includes: breakdowns in processes or procedures, breaches of regulations or law, financial crime, financial reporting and tax errors, external events and systems failure or non-availability. These risks are also present when the Group relies on outside suppliers or vendors to provide services to the Group and its customers.

These non-financial risks may result in financial losses to the Group and/or its customers, an adverse customer experience, reputational damage and potential litigation, regulatory proceedings, administrative action or other adversarial proceedings 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, capital position, operational resilience, strategy and reputation. Notwithstanding anything in this risk factor, this risk factor should not be taken as implying that the Group will necessarily be unable to comply with its obligations as a company with securities admitted to the Official List or as a supervised firm regulated by the FCA and the PRA.

29. **Any reduction in the credit rating assigned to the Issuer or any of its 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, as well as its Securities. Their ratings are based on a number of factors, including their assessment of the relative financial strength of the Issuer, as well as conditions affecting the financial services industry generally. There can be no assurance that the rating agencies will maintain the Issuer's current ratings or outlook based on bank rating methodologies applied by ratings agencies.

Any downgrade in ratings or negative change in outlook could increase the Group's funding costs, limit access to capital markets and increase collateral requirements, which could materially adversely affect the Group's net interest margin and liquidity.

30. **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 are inherent in a wide range of the Group's businesses. Adverse changes in the credit quality of the Group's borrowers and counterparties or reduced recoverability of its assets arising from a general deterioration in economic conditions or systemic risks in the financial systems, including uncertainties driven by the Group's exposure to vulnerable sectors of the economy, such as UK commercial real estate, as well as the evolution of other top risks, such as the current geopolitical and macroeconomic risk environment could reduce the recoverability and value of the Group's assets and require an increase in the Group's ECLs (see "*Economic and market conditions and geopolitical developments may adversely affect the Group's financial condition and results*" and "*The Group is subject to political, social and other risks*").

The Group estimates and recognises ECLs in the Group's 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 macroeconomic and geopolitical conditions 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 GDP estimates) and incorporates this into the ECL estimates to meet the measurement objective of IFRS 9. 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 the Group's counterparties may be inaccurate or incorrect. Any failure by the Group to accurately estimate the ability of the Group's counterparties to meet their obligations could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

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

The Group operates a pension plan for its personnel, which has a defined benefit section and a defined contribution section. Defined benefit pension 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 plan 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 the pension plan could have a material adverse effect on the Group's business, financial condition, results of operations, capital position, prospects and reputation.

Risks related to the Group's financial statements and accounts

32. **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 the expectations on which management's estimates are based. Judgements, estimates, 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 2025, these included goodwill, ECLs, provisions and post-employment benefit plans, which are discussed in "*Critical estimates and judgements*" on pages 83-84 and Note 1.2 "*Summary of material accounting policies*" on pages 84-90 of the Issuer's 2025 Annual Report and Accounts.

The measurement of ECL 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 and what the point of initial recognition is for revolving facilities.

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. For provisions for liabilities there continues to be a high level of management focus on legal and regulatory matters requiring significant accounting judgement. Most significant considerations would include assessing whether a present obligation exists, higher judgement for legal and regulatory provisions and sensitivity to assumptions and outcome uncertainty.

The calculation of the defined benefit pension obligation involves the determination of key assumptions, including discount rate, inflation rate, pension payments and deferred pension and pay and mortality.

The assessment of whether goodwill is impaired, and the measurement of any impairment, involves the application of judgement in determining key assumptions, including discount rates, estimated cash flows for the periods for which detailed cash flows are available and projecting the long term pattern of sustainable cash flows thereafter.

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. These judgements and estimates could have a material adverse effect on the future financial position of the Group, results of operations, capital position, prospects and reputation. For further details, see "*Critical estimates and judgements*" on pages 83-84 and Note 1.2 "*Summary of material accounting policies*" on pages 84-90 of the Issuer's 2025 Annual Report and Accounts.

33. **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 conformity with UK-adopted international accounting standards and with the requirements of the UK Companies Act 2006. The Group's consolidated financial statements are also prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IASB**") ("**IFRS Accounting Standards**"), including interpretations issued by the IFRS Interpretations Committee.

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. 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. This could have a material adverse effect on the Group's business, financial condition, results of operations and capital position.

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 makes no omission likely to affect its import.

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 (a "**Prospectus**"), other offering document referring to this Registration Document or any relevant Final Terms 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 other offering document.

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 or other offering document 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 2025 Annual Report and Accounts of the Issuer and its subsidiary undertakings for the year ended 31 December 2025 submitted to and filed with the FCA, available at: <https://www.hsbc.com/-/files/hsbc/investors/hsbc-results/2025/annual/pdfs/hsbc-uk-bank-plc/260225-annual-report-and-accounts-2025.pdf> (the "2025 Annual Report and Accounts"); and
- the 2024 Annual Report and Accounts of the Issuer and its subsidiary undertakings for the year ended 31 December 2024 submitted to and filed with the FCA, available at: <https://www.hsbc.com/-/files/hsbc/investors/hsbc-results/2024/annual/pdfs/hsbc-uk-bank-plc/250219-annual-report-and-accounts-2024.pdf> (the "2024 Annual Report and Accounts").

The Issuer will, at its registered office, 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 in this Registration Document. Written or oral requests for inspection of such documents should be directed to the Issuer's registered office. Additionally, this Registration Document will be available for viewing at <https://www.hsbc.com/investors/fixed-income-investors/issuance-programmes?page=1&take=20> and all the documents incorporated by reference herein will be available for viewing at <https://www.hsbc.com> (please follow links to '[Investors](#)', '[Results and announcements](#)', '[All reporting](#)' and '[Subsidiaries](#)'). 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 and, to the extent that only certain parts of the above documents are specified to be incorporated by reference hereunder, the non-incorporated parts of such documents are either not relevant for investors or are covered elsewhere in this Registration Document.

THE ISSUER AND ITS SUBSIDIARIES

Introduction

History and Development of the Issuer

The Issuer forms part of the HSBC Group (being HSBC Holdings plc and its subsidiaries). Since 1 January 2025, the HSBC Group has operated through four new businesses, of which the 'UK business' is one, to simplify its organisational structure and accelerate delivery against its strategic priorities. The 'UK business' comprises the Retail Banking and Wealth ("**RBW**") and Commercial Banking ("**CMB**") segments of the Issuer and its subsidiaries (together, the "**Group**"). The Group comprises the UK business, in addition to the Private Bank ("**PB**"), Corporate and Institutional Banking ("**CIB**") and Corporate Centre segments.

The HSBC Group completed the ring-fencing of its UK retail banking activities on 1 July 2018, when it completed the transfer to the Issuer by HSBC Bank plc of the qualifying businesses and subsidiaries, together with supporting capital, following the Court approval of the ring-fenced transfer scheme to meet the regulatory ring-fencing requirements in accordance with the Financial Services (Banking Reform) Act 2013 and related legislation.

The Issuer is a public limited company registered in England and Wales under registration number 09928412. The liability of its members is limited. It has its registered and head office at 1 Centenary Square, Birmingham, B1 1HQ, United Kingdom; telephone number +44 3455 873 444. The Issuer was incorporated on 23 December 2015 under the Companies Act 2006 as a private limited company and then re-registered as a public limited company on 8 August 2017.

As at 31 December 2025, the Group had total consolidated assets of £355,930 million and total consolidated equity of £28,261 million.

As at 31 December 2025, the Issuer had over 15.3 million customers being served by over 18,000 full time equivalent employees across the country and further supported by approximately 5,100 full time equivalent employees based in its UK service company HSBC Global Services (UK) Limited who provide services to the Group and the wider HSBC Group.

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 Financial Services and Markets Act 2000 (as amended), 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 Companies Act 2006 (as amended).

Principal activities and markets

The Group manages its products and services through five segments: RBW, CMB, PB, CIB and Corporate Centre.

RBW offers banking products and services to support customers to manage their day-to-day finances, as well as helping to protect and grow their wealth. RBW served, as at 31 December 2025, over 14.7 million customers under three brands: HSBC UK, first direct and Marks and Spencer Financial Services plc¹.

CMB is a full-service domestic and international commercial bank, highly connected to the HSBC Group. CMB served, as at 31 December 2025, over 690,000 clients, from start-up stage through to mid-market and up to listed corporates. HSBC Innovation Bank Limited is part of the CMB business.

PB supports high-net worth individuals and families with their personal wealth needs, offering investment and lending opportunities, alongside wealth planning solutions and banking services. PB strategically

¹ As part of the Group's strategy to simplify its structure by reducing legal entities and banking licences, the Issuer transferred the business of Marks and Spencer Financial Services plc into the bank as a separate branded division. This transfer became effective on 1 June 2026 pursuant to a Banking Business Transfer Scheme under Part VII of the Financial Services and Markets Act 2000, sanctioned by the High Court.

partners with its clients to deliver tailored solutions based on their needs, leveraging the HSBC Group's global capabilities and reach, serving over 3,800 client relationships.

CIB offers foreign currency payments and selected products to enable commercial hedging, as permitted under UK ring-fencing legislation. Through close collaboration with the HSBC Group, CIB also makes products that are not offered within the Group available on an arms-length basis.

Corporate Centre supports the central operations of the Group's business and includes interests in a joint venture and stewardship costs.

The principal activities and markets of the Group are described in more detail on page 3 of the 2025 Annual Report and Accounts.

As at 31 December 2025, the Issuer's main subsidiary undertakings and their country of incorporation, as provided on page 105 of the 2025 Annual Report and Accounts, were:

<u>Name of Subsidiary Undertaking</u>	<u>Country of Incorporation or Registration</u>
HSBC Equipment Finance (UK) Limited	England and Wales
HSBC Invoice Finance (UK) Limited.....	England and Wales
Marks and Spencer Financial Services plc	England and Wales
HSBC Innovation Bank Limited	England and Wales

The subsidiaries and joint ventures of the Issuer are described in more detail on pages 121 and 122 of the 2025 Annual Report and Accounts (incorporated by reference herein).

Organisational Structure

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

The HSBC Group is one of the largest banking and financial services organisations in the world with an international network which covers 56 countries and territories. Within these regions, a range of banking and related financial services is offered to personal, commercial, corporate, institutional, investment and private banking clients. As at 31 March 2026 the total assets of the HSBC Group were U.S.\$3,306,011 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 but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories;
- A1 by Moody's. This means that Moody's is of the opinion that the Issuer is of 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 default 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 an exceptionally strong credit feature and 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.

A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

Capital

The following table presents the Group's common equity tier 1 requirement as at 31 March 2026 for the purposes of the Prudential Rules².

	As at 31 March 2026
Common equity tier 1 end point requirement (%)	
Pillar 1.....	4.5%
Pillar 2A.....	2.1%
Capital conservation buffer.....	2.5%
Countercyclical buffer	1.9%
Systemic Risk buffer.....	1.0%
Common equity tier 1 requirement.....	12.0%

² "**Prudential Rules**" means the UK Capital Requirements Regulation, the PRA Rulebook and any laws, regulations, requirements, rules, guidelines, standards and policies relating to capital adequacy, leverage and liquidity adopted by the PRA, and which are applicable to the Group. "**UK Capital Requirements Regulation**" refers to Regulation (EU) No. 575/2013, as amended or supplemented, as it forms part of domestic law in the UK by virtue of the European Union (Withdrawal) Act 2018, as amended.

DIRECTORS OF THE ISSUER

The directors of the Issuer, each of whose business address is 1 Centenary Square, Birmingham, B1 1HQ, United Kingdom, their functions in relation to the Issuer and their principal activities outside of the Issuer (if any) of significance to the Issuer are as follows:

<u>Name</u>	<u>Function(s) within the Issuer</u>	<u>Principal Activities Outside of the Issuer</u>
Dame Carolyn Fairbairn	Chair Independent non-executive Director Chair of the Nomination Committee	Independent non-executive Director of HSBC Holdings plc. Chair of the Group Remuneration Committee and member of the Group Risk Committee and Nomination and Corporate Governance Committee. Senior Independent Director of Tesco plc. Member of the Advisory Counsel of Frontier Economics and of the 2030 Prosperity Alliance.
David Lindberg	Executive Director and Chief Executive Officer Chair of the Operating Committee	Member of the HSBC Group's Operating Committee
Jonathan Bingham	Executive Director and Chief Financial Officer Member of the Operating Committee	Chair of the UK Finance Prudential, Reporting and Taxation Policy Committee Member of the Financial Services Faculty Board of the Institute of Chartered Accountants in England and Wales
Abimbola Afolami (known as Bim Afolami)	Independent non-executive Director Member of the Risk Committee	Executive role with Acrisure International Holdings Ltd Independent Non-executive Director of The Quoted Companies Alliance
Simon Calver	Independent non-executive Director Member of the Audit Committee	Chair of Marks and Spencer Financial Services plc Independent non-executive director of Marks and Spencer Unit Trust Management Limited

<u>Name</u>	<u>Function(s) within the Issuer</u>	<u>Principal Activities Outside of the Issuer</u>
		Chair of Vinterior Group Limited and MicroLub Ltd
Oliver Corbett	Independent non-executive Director Chair of the Audit Committee, Chair of the Remuneration Committee, member of the Risk Committee and Nomination Committee	Independent non-executive director of a number of subsidiaries within the Allianz Insurance Group, CFC Group Ltd and CFC Underwriting Ltd Strategic Advisor, McGill and Partners Group Limited
Carolyn Dittmeier	Independent non-executive Director Chair of the Risk Committee, Member of the Audit Committee, Nomination Committee and Remuneration Committee	Independent member of the Board of Eni and Illycaffè and of the Board of Statutory Auditors of Moncler and Bologna University Business School
Jenny Goldie-Scot	Independent non-executive Director Member of the Risk Committee and Audit Committee	Chair of Marks & Spencer Unit Trust Management Limited
Mridul Hegde CB	Independent non-executive Director Member of the Risk Committee, Nomination Committee and Remuneration Committee	Chair of HSBC Innovation Bank Limited
Janet Henry	Non-executive Director	Chief Global Economist, HSBC Holdings plc Governor of the UK's National Institute of Economic and Social Research and member of the World Economic Forum's Chief Economists Community
Zoe Knight	Non-executive Director	Global Head of Sustainability Research and Integration, HSBC Bank Middle East Limited

Conflicts of interest

The board of directors of the Issuer (the "**Board**") has an established policy and set of procedures to ensure that the Board's management of directors' conflicts of interest is effective. The Board has the power to authorise conflicts where they arise, in accordance with the Companies Act 2006 and the Issuer's articles of association. Details of all directors' conflicts of interest are recorded in the register of conflicts. Upon appointment, new directors are advised of the policy and procedures for managing conflicts. Directors are required to notify the Board of any actual or potential conflicts of interest and to update the Board with any

changes to the facts and circumstances surrounding such conflicts. The Board has considered and authorised (with or without conditions) where appropriate, potential conflicts as they have arisen during the year in accordance with its conflicts policy and procedures. There are no existing or potential conflicts of interest that are material in relation to debt securities of the Issuer issued pursuant to a relevant Prospectus or other offering document between any duties owed to the Issuer by the directors of the Issuer and the private interests and/or external duties owed by the directors of the Issuer.

GENERAL INFORMATION

1. There has been no significant change in the financial position or financial performance of the Group nor any material adverse change in the prospects of the Issuer since 31 December 2025.
2. Save as disclosed in Note 26 (*Legal proceedings and regulatory matters*) on page 118 of the 2025 Annual Report and Accounts, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened against the Issuer or any of its subsidiary undertakings of which the Issuer is aware) during the 12 months prior to the date of this Registration Document, which may have, or have had in the recent past, significant effects on the financial position or profitability of the Issuer and/or the Group.
3. The annual consolidated financial statements of the Issuer contained within the 2025 Annual Report and Accounts and the 2024 Annual Report and Accounts comply with UK-adopted International Accounting Standards and with the requirements of the UK Companies Act 2006. Such financial statements are also prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS Accounting Standards**"), including interpretations issued by the IFRS Interpretations Committee, as there are no applicable differences from IFRS Accounting Standards for the periods presented.
4. PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, of One Chamberlain Square, Birmingham, B3 3AX has audited without qualification the financial statements of the Issuer contained in the 2025 Annual Report and Accounts and the 2024 Annual Report and Accounts for the financial years ended 31 December 2025 and 31 December 2024, respectively.
5. 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 articles of the Issuer (website: www.hsbc.com (please follow links to 'Investors', 'Fixed income investors' and 'Issuance programmes')); and
 - (b) the 2025 Annual Report and Accounts and the 2024 Annual Report and Accounts (website: www.hsbc.com (please follow links to 'Investors', 'Results and announcements', 'All reporting' and 'Subsidiaries'))).
6. The Issuer will, at its registered office, make available for inspection during normal business hours, free of charge, upon oral or written request, a copy of this Registration Document and any Prospectus. Written or oral requests for inspection of such documents should be directed to the Issuer's registered office.
7. This Registration Document will be available for viewing at <https://www.hsbc.com/investors/fixed-income-investors/issuance-programmes?page=1&take=20> and all the documents incorporated by reference herein will be available for viewing at www.hsbc.com (please follow links to 'Investors', 'Results and announcements', 'All reporting' and 'Subsidiaries'). 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.
8. The Legal Entity Identifier (LEI) code of the Issuer is 21380081EP12LC86CB82.

HEAD AND REGISTERED OFFICE OF THE ISSUER

HSBC UK Bank plc
1 Centenary Square
Birmingham B1 1HQ
United Kingdom

AUDITORS TO THE ISSUER

PricewaterhouseCoopers LLP
One Chamberlain Square
Birmingham B3 3AX
United Kingdom