2008

HSBC Bank plc

HSBC
The world's local bank

Capital and Risk Management
Pillar 3 Disclosures as at 31 December 2008

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Certain defined terms

This document comprises the *Capital and Risk Management Pillar 3 Disclosures as at 31 December 2008 ('Pillar 3 Disclosures 2008')* for HSBC Bank plc ('the bank') and its subsidiary undertakings (together 'the group'). References to 'HSBC' or the 'the Group' within this document means HSBC Holdings plc together with its subsidiaries.

Cautionary statement regarding forward-looking statements

These *Pillar 3 Disclosures 2008* contain certain forward-looking statements with respect to the financial condition, results of operations and business of the group. Statements that are not historical facts, including statements about the group's beliefs and expectations, are forward-looking statements. Words such as 'expects', 'anticipates', 'intends', 'plans', 'believes', 'seeks', 'estimates', 'potential' and 'reasonably possible', variations of these words and similar expressions are intended to identify forward-looking statements. These statements are based on current plans, estimates and projections, and therefore undue reliance should not be placed on them. Forward-looking statements speak only as of the date they are made, and it should not be assumed that they have been revised or updated in the light of new information or future events.

Introduction

The group is a subsidiary of HSBC, one of the largest banking and financial services organisations in the world. Through its international network of subsidiaries and associates in 86 countries and territories, the Group offers a comprehensive range of financial services to more than 100 million customers through four customer groups and global businesses: Personal Financial Services (including consumer finance); Commercial Banking; Global Banking and Markets; and Private Banking.

Details of the Group's principal activities and its strategic direction can be found on page 12 of the HSBC Holdings plc *Annual Report and Accounts 2008* and details of the group's principal activities can be found on page 4 of the HSBC Bank plc *Annual Report and Accounts 2008*.

Basel II

In June 2006, the Basel Committee on Banking Supervision introduced a new capital adequacy framework to replace the 1988 Basel Capital Accord in the form of the 'International Convergence of Capital Measurement and Capital Standards' (commonly known as 'Basel II').

The supervisory objectives of Basel II are to promote safety and soundness in the financial system and maintain an appropriate level of capital in the system, enhance competitive equality, constitute a more comprehensive approach to addressing risks, and focus on internationally active banks. Basel II is structured around three 'pillars': pillar 1, 'minimum capital requirements'; pillar 2, 'supervisory review'; and pillar 3, 'market discipline'.

The UK Financial Services Authority ('FSA') supervises the group, in accordance with the relevant EU directives which give effect to Basel II.

The FSA's rules, as set out in the General Prudential Sourcebook ('GENPRU') and the Prudential Sourcebook for Banks, Building Societies and Investment Firms ('BIPRU'), took effect from 1 January 2007 and implemented Basel II in the UK. GENPRU introduced changes to the definition of capital and the methodology for calculating a firm's capital resources requirements. BIPRU sets out the FSA's rules implementing the other requirements for banks, building societies and investment firms, and groups containing such firms.

Basis of Pillar 3 disclosures 2008

Pillar 3 complements the minimum capital requirements and the supervisory review process. Its aim is to encourage market discipline by developing a set of disclosure requirements which will allow market participants to assess certain specified information on the scope of application of Basel II, capital, particular risk exposures, risk assessment processes, and hence the capital adequacy of the institution. Disclosures consist of both quantitative and qualitative information and are primarily provided at the consolidated level.

HSBC Bank plc, as a significant subsidiary of HSBC Holdings plc, is required to fulfil certain, limited pillar 3 disclosure requirements.

The FSA permits certain pillar 3 requirements to be satisfied by inclusion within a firm's financial statements. Where this is the case, page references are provided to the relevant sections in the HSBC Bank plc *Annual Report and Accounts 2008.*

Frequency

The group intends to publish its pillar 3 disclosures at least annually, in accordance with FSA requirements.

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Media and location

These *Pillar 3 Disclosures 2008* and other information on HSBC Bank plc are available on its website: www.hsbc.co.uk. The Group Pillar 3 Disclosures 2008 and other information on HSBC are available on HSBC's website: www.hsbc.com.

Comparison with the HSBC Bank plc Annual Report and Accounts 2008

The group *Pillar 3 Disclosures 2008* have been prepared in accordance with regulatory capital adequacy concepts and rules, rather than in accordance with International Financial Reporting Standards ('IFRSs'). Therefore, information in the *Pillar 3 Disclosures 2008* is not directly comparable with information in the HSBC Bank plc *Annual Report and Accounts 2008*. This is most pronounced for the credit risk disclosures, where credit exposure is defined as the maximum loss the group has estimated under specified Basel II parameters. This differs from similar information in the HSBC Bank plc *Annual Report and Accounts 2008,* which is mainly reported as at the balance sheet date and, therefore, does not reflect the likelihood of future drawings of committed credit lines.

The group has not had and is not required to have the *Pillar 3 Disclosures 2008* audited by the external auditors.

Consolidation basis

The basis of consolidation for accounting purposes is described on page 33 of the HSBC Bank plc *Annual Report and Accounts 2008.* The basis of consolidation for regulatory purposes differs from that used for the financial consolidation in that holdings in insurance and non-financial entities are excluded, and are instead deducted from regulatory capital. Holdings in non-financial entities are risk-weighted, subject to certain overall limits above which a deduction from regulatory capital is required. Investments in banking associates, which are equity accounted in the financial consolidation, are proportionally consolidated for regulatory purposes.

Scope of Basel II permissions

Credit risk

Basel II provides three approaches of increasing sophistication to the calculation of pillar 1 credit risk capital requirements. The most basic, the standardised approach, requires banks to use external credit ratings to determine the risk weightings applied to rated counterparties, group other counterparties into broad categories and apply standardised risk weightings to these categories. The next level, the internal ratings-based ('IRB') foundation approach, allows banks to calculate their credit risk capital requirements on the basis of their internal assessment of the probability that a counterparty will default ('PD'), but with quantification of exposure at default ('EAD') and loss given default estimates ('LGD') being subject to standard supervisory parameters. Finally, the IRB advanced approach allows banks to use their own internal assessment in both determining PD and quantifying EAD and LGD.

For credit risk, with the FSA's approval, the group has adopted the IRB advanced approach for the majority of its business with effect from 1 January 2008, with the remainder on either IRB foundation or standardised approaches. A rollout plan is in place to extend coverage of the advanced approach over the next few years for both local and consolidated group reporting, leaving a small residue of exposures on the standardised approach.

Counterparty credit risk in both the trading and non-trading books is the risk that the counterparty to a transaction may default before completing the satisfactory settlement of the transaction. Three approaches to calculating counterparty credit risk and determining exposure values are defined by Basel II: standardised, mark-to-market and internal model method. These exposure values are used to determine capital requirements under one of the credit risk approaches; standardised, IRB foundation and IRB advanced.

The group uses the mark-to-market and internal model method approaches for counterparty credit risk. Its longer-term aim is to migrate more positions from the mark-to-market to the internal model method approach.

Market risk

Market risk is the risk that movements in market risk factors, including foreign exchange, commodity prices, interest rates, credit spread and equity prices will reduce HSBC's income or the value of its portfolios. Market risk is measured, with FSA permission, using Value at Risk ('VAR') models, or the standard rules prescribed by the FSA.

The group uses both VAR and standard rules approaches for market risk. Its longer-term aim is to migrate more positions from standard rules to VAR.

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Operational risk

Basel II also introduces capital requirements for operational risk, again utilising three levels of sophistication. The capital required under the basic indicator approach is a simple percentage of gross revenues, whereas under the standardised approach it is one of three different percentages of gross revenues allocated to each of eight defined business lines. Both these approaches use an average of the last three financial years' revenues. Finally, the advanced measurement approach uses banks' own statistical analysis and modelling of operational risk data to determine capital requirements.

The group has adopted the standardised approach in determining its operational risk capital requirements.

Capital

Table 1: Capital structure at 31 December 2008

Composition of regulatory capital	At 31 December 2008 GBP m
Core equity tier 1 capital	**15,303**
Tier 1 capital	**17,523**
Total capital	**27,098**
Composition of regulatory capital - supplementary analysis[1]	
Tier 1 capital	
Tier 1 capital	**17,523**
Less innovative tier 1 securities	**(1,789)**
Total tier 1 capital excluding innovative tier 1 securities	**15,734**
Tier 2 capital	
Total qualifying tier 2 capital before deductions	**11,442**
Innovative tier 1 securities	**1,789**
Total tier 2 capital before deductions plus innovative tier 1 securities	**13,231**
Total deductions other than from tier 1 capital	**(1,867)**
Total capital	**27,098**

	At 31 December 2008	
Capital requirements	**RWA GBP m**	**Capital requirement GBP m**
Credit risk and counterparty risk	**211,206**	**16,897**
Market risk	**25,311**	**2,025**
Operational risk	**21,366**	**1,709**
Total capital requirements	**257,883**	**20,631**

Capital ratios	**%**
Core equity tier 1 capital	**5.9**
Tier 1 capital	**6.8**
Total capital	**10.5**

1 *All component items of and deductions from tier 1 and tier 2 capital are disclosed on page 17 of the HSBC Bank plc* Annual Report and Accounts 2008. *Details of the terms and conditions of subordinated liabilities and other equity instruments can be found on page 107 and pages 117-8 thereof respectively.*

Internal assessment of capital adequacy

HSBC defines capital as the resources necessary to cover unexpected losses arising from discretionary risks, being those which it accepts such as credit risk and market risk, or non-discretionary risks, being those which arise by virtue of its operations, such as operational risk and reputational risk. The HSBC Capital Management Principles and related policies define the Internal Capital Adequacy Assessment Process ('the ICAAP') by which the European Management Committee ('EMC') and the Board of Directors of HSBC Bank plc ('the Board') examines the risk profile from both regulatory and economic capital viewpoints and ensures that the level of capital:

- remains sufficient to support the group's risk profile and outstanding commitments;
- exceeds the group's formal minimum regulatory capital requirements by an agreed margin;
- is capable of withstanding a severe economic downturn stress scenario; and
- remains consistent with the group's strategic and operational goals, and shareholder and rating agency expectations.

The regulatory and economic capital assessments rely upon the use of models that are integrated into the group's management of risk. Economic capital is the capital requirement calculated internally by the group deemed necessary to support the risks to which it is exposed, and is set at a confidence level consistent with a target credit rating of AA. Regulatory capital is the capital which the group is required to hold as determined by the rules established by the FSA for the consolidated group and by local regulators for individual group companies. The economic capital assessment is the more risk-sensitive measure as it covers a wider range of risks and takes account of the substantial diversification of risk accruing from the group's operations. The group's economic capital models, based on those developed by the Group, are calibrated to quantify the level of capital that is sufficient to absorb potential losses over a one-year time horizon to a 99.95 per cent level of confidence for its banking activities and to a 99.5 per cent level of confidence for its insurance activities and pension risks. The group's approach to capital management is aligned to its corporate structure, business model and strategic direction. The group's discipline around capital allocation is maintained within established processes and benchmarks, in particular the approved annual group capital plan.

Economic capital is the metric by which risk is measured and linked to capital within the group's risk appetite framework. The framework, which expresses the types and quantum of risks to which the group wishes to be exposed, is approved and monitored by the Board and EMC.

The group identifies and manages the risks it faces through defined internal control procedures and stress testing. It assesses and manages certain of these risks via the capital planning process. Risks assessed via capital and those that are not are compared below:

Risks assessed via capital

Credit, market and operational risk

The group assesses economic capital requirements for these risk types utilising the embedded operational infrastructure used for the pillar 1 capital calculation, together with an additional suite of models that take into account, in particular:

- the increased level of confidence required to meet the group's strategic goals (99.95 per cent); and
- diversification of risks within the group's portfolios and, similarly, any concentrations of risk that arise.

The group's economic capital assessment operates alongside the group's regulatory capital assessment and consistently demonstrates a lower overall capital requirement for credit risk than the regulatory equivalent, reflecting empirical evidence of the benefits of European diversification.

Interest rate risk in the banking book

Interest Rate Risk in the Banking Book ('IRRBB') is defined as the exposure of the non-trading products of the group to interest rates. Non-trading portfolios include positions that arise from the interest rate management of the group's retail and commercial banking assets and liabilities, and financial investments designated as available for sale and held to maturity. IRRBB arises principally from mismatches between the future yields on assets and their funding costs, as a result of interest rate changes. Analysis of this risk is complicated by having to make assumptions on optionality in certain product areas, for example, mortgage prepayments, and from behavioural assumptions regarding the economic duration of liabilities which are contractually repayable on demand. Interest Rate Risk Economic Capital is measured as the amount of capital necessary to cover an unexpected loss in value of the group's non-trading products over one year to a 99.95 per cent level of confidence.

Insurance risk

The group carries out insurance business by operating, primarily, a bancassurance model which provides insurance products for customers with whom the group has a banking relationship. Many of these products are manufactured by HSBC subsidiaries but, where the group considers it operationally more effective, third parties are engaged to manufacture and provide insurance products which HSBC sells through its banking network. The group works with a limited number of market-leading partners to provide these products. When manufacturing products, the group underwrites the insurance risk and retains the risks and rewards associated with writing insurance contracts.

A risk-based capital methodology is currently being developed for the Group's insurance businesses. While this is being implemented across HSBC, a Net Asset Value capital deduction methodology is being employed for economic capital assessment purposes.

Pension risk

The group operates a number of pension plans. Some of these pension plans are defined benefit plans, of which the largest is the HSBC Bank (UK) Pension Scheme. The benefits payable under the defined benefit plans are typically a function of salary and length of service. In order to fund these benefits, sponsoring group companies (and in some instances, employees) make regular contributions in accordance with advice from actuaries and in consultation with the scheme's trustees (where relevant). The defined benefit plans invest these contributions in a range of investments designed to meet their long-term liabilities.

Pension risk arises from the potential for a deficit in a defined benefit plan to arise from a number of factors, which could include:

- investments delivering a return below that required to provide the projected plan benefits. This could arise, for example, when there is a fall in the market value of equities, or when increases in long-term interest rates cause a fall in the value of fixed income securities held;
- the prevailing economic environment leading to corporate failures, thus triggering write-downs in asset (both equity and debt) values;
- a change in either interest rates or inflation which causes an increase in the value of the scheme liabilities; and
- scheme members living longer than expected (longevity risk).

Pension risk is assessed by way of an economic capital model that takes into account potential variations in these factors, using a Value at Risk model.

Residual risk

Residual risk is primarily the risk that mitigation techniques prove less effective than expected. This category also includes risks that arise from specific reputational or business events that give rise to exposures not deemed to be included in the major risk categories. The group conducts economic capital assessments of such risks on a regular, forward-looking basis to ensure that their impact is adequately covered by its capital base.

Risks not explicitly assessed via capital

Liquidity risk

Liquidity and funding risk management is described in detail on pages 139-141 of the HSBC Bank plc *Annual Report and Accounts 2008.*

The group uses cash-flow stress testing as part of its control processes to assess liquidity risk. The group does not manage liquidity through the explicit allocation of capital as, in common with standard industry practice, this is not considered to be an appropriate or adequate mechanism for managing these risks. However, the group recognises that a strong capital base can help to mitigate liquidity risk both by providing a capital buffer to allow an entity to raise funds and deploy them in liquid positions, and by serving to reduce the credit risk taken by providers of funds to the group.

Reputational risk

The group's management of reputational risk is described on page 20 of the HSBC Bank plc *Annual Report and Accounts 2008.*

As a banking group, the group's reputation depends upon the way in which it conducts its business, but it can also be affected by the way in which clients to whom it provides financial services conduct themselves.

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Sustainability risk

Sustainability (environmental and social) risks arise from the provision of financial services to companies or projects which run counter to the needs of sustainable development. The group follows HSBC's framework for the management of sustainability risk, a description of which can be found on page 254 of the HSBC Holdings plc *Annual Report and Accounts 2008.*

Business risk

The FSA specifies that banks, as part of their internal assessment of capital adequacy process, should review their exposure to business risk.

Business risk is the potential negative impact on profits and capital as a result of the group not meeting its strategic objectives, as set out in the rolling operating plan, caused by unforeseen changes in the business and regulatory environment, exposure to economic cycles and technological changes. The group does not explicitly set aside capital against business risk as a distinct category as it believes that the capital requirements for such risks are effectively covered within the capital set aside for other major risks such as credit risk, market risk and operational risk.

Scenario analysis and stress testing

Scenario analysis and stress testing are important mechanisms in understanding the sensitivities of the group's capital and business plans to the adverse impacts of extreme, but plausible, events. As well as considering the potential financial impact upon plans, a key output of this tool is the consideration and establishment of management action plans for mitigating such events should they, or similar events, arise.

The group's Capital Management Committee regularly assesses regulatory capital supply against demand under a range of stress scenarios, including projected global economic downturns more severe than that which is currently being experienced in certain geographies. Qualitative and quantitative techniques are used to estimate the potential impact on the group's capital position under such scenarios.

In addition to macroeconomic analysis, a suite of event-driven scenarios, including operational, market and credit events, are regularly formulated and analysed in detail, ensuring that management has considered the potential impact, and what actions would be necessary, should a range of risks materialise.

As part of the group's risk appetite process, business and capital plans are supported by forecasts of the risk parameters that drive the group's capital requirements. The group carries out macroeconomic stress tests which consider both regional and Group-defined scenarios in order to examine the possible capital positions that could arise. In any material economic downturn, proactive and structured intervention by management is both an inevitable and necessary consequence. Therefore, the group incorporates the impact of such management actions in determining whether or not it is likely to be able to withstand such an event.

Credit risk and market risk

The following pages set out credit and market risk-weighted assets ('RWAs') and regulatory capital requirements as at 31 December 2008.

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Table 2: Credit risk capital requirements

	At 31 December 2008	
Total credit risk capital requirements	**Capital requirement GBP m**	**RWA GBP m**
Credit risk	**14,399**	**179,980**
Counterparty credit risk	**2,498**	**31,226**
Total	**16,897**	**211,206**
Credit risk analysis by exposure class		
Exposures under the IRB advanced approach	**7,848**	**98,093**
Retail:		
– secured on real estate property	**588**	**7,353**
– qualifying revolving retail	**475**	**5,939**
– small and medium-sized enterprises	**366**	**4,574**
– other retail	**779**	**9,729**
Total retail	**2,208**	**27,595**
Central governments and central banks	**107**	**1,335**
Institutions	**949**	**11,868**
Corporates	**3,872**	**48,394**
Securitisation positions	**712**	**8,901**
Exposures under the foundation IRB approach	**1,812**	**22,652**
Corporates	**1,812**	**22,652**
Exposures under the Standardised approach	**4,739**	**59,235**
Central governments and central banks	**1**	**12**
Institutions	**499**	**6,241**
Corporates	**2,455**	**30,677**
Retail	**427**	**5,342**
Secured on real estate property	**309**	**3,865**
Past due items	**20**	**248**
Regulatory high-risk categories	**19**	**241**
Other items than equity[1]	**648**	**8,094**
Equity – Institutions	**12**	**150**
Equity - Other	**349**	**4,365**
Total exposures	**14,399**	**179,980**

Table 3: Market risk capital requirements

	At 31 December 2008	
Market Risk	**Capital requirement GBP m**	**RWA GBP m**
Interest rate position risk requirement[2]	**338**	**4,225**
Equity rate position risk requirement[2]	**15**	**188**
Commodity position risk requirement[2]	**7**	**91**
Foreign exchange position risk requirement[2]	**14**	**178**
VAR requirement	**1,651**	**20,629**
Total market risk capital requirement	**2,025**	**25,311**

1 *Includes immaterial exposures to Regional governments or local authorities, in addition to items such as tangible fixed assets, prepayments and deferred taxation.*

2 *Calculated using FSA standardised approaches.*

Glossary

Available for sale financial assets	Those non-derivative financial assets that are designated as available for sale or are not classified as a) loans and receivables; b) held-to-maturity investments; or c) financial assets at fair value through profit or loss.
Basel II	The June 2006 capital adequacy framework issued by the Basel Committee on Banking Supervision in the form of the 'International Convergence of Capital Measurement and Capital Standards'.
BIPRU	The FSA's rules, as set out in Prudential Sourcebook for Banks, Building Societies and Investment Firms.
Core equity tier 1 capital	Tier 1 capital less innovative tier 1 securities and preference shares.
Derivatives	A derivative is a financial instrument that derives its value from one or more underlying assets, for example bonds or currencies.
ECAI	External Credit Assessment Institution, such as Moody's Investors Service, Standard & Poor's Ratings Group or Fitch Group.
Economic capital	An internal assessment of the amount of capital required to protect against potential unexpected future losses arising from business activities, across a defined time horizon and confidence interval.
Exposure	A claim, contingent claim or position which carries a risk of financial loss.
Exposure at default (EAD) and Exposure Value	The amount expected to be outstanding, after any credit risk mitigation, if and when a counterparty defaults. Both reflect drawn balances as well as allowance for undrawn amounts of commitments and contingent exposures.
Fair value	Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.
FSA	The Financial Services Authority of the United Kingdom.
GENPRU	The FSA's rules, as set out in the General Prudential Sourcebook.
Held-to-maturity	An accounting classification for investments acquired with the intention of being held until they mature.
Institutions	Under the Standardised approach, Institutions are classified as credit institutions or investment firms. Under the IRB approach, Institutions also include regional governments and local authorities, public sector entities and multilateral development banks.
Insurance risk	A risk, other than financial risk, transferred from the holder of a contract to the insurance provider. The principal insurance risk is that, over time, the combined cost of claims, administration and acquisition of the contract may exceed the aggregate amount of premiums received and investment income.
Internal Capital Adequacy Assessment Process (ICAAP)	The Group's own assessment of the levels of capital that it needs to hold through an examination of its risk profile from regulatory and economic capital viewpoints.
Internal ratings-based approach (IRB)	A method of calculating credit risk capital requirements using internal, rather than supervisory, estimates of risk parameters.
IRB advanced approach	The IRB advanced approach is a method of calculating credit risk capital requirements using internal PD, LGD and EAD models.
IRB foundation approach	The IRB foundation approach is a method of calculating credit risk capital requirements using internal PD models but supervisory estimates of LGD and conversion factors for the calculation of EAD.
Loss given default (LGD)	The estimated ratio (percentage) of the loss on an exposure to the amount outstanding at default (EAD) upon default of a counterparty.

Glossary

Probability of default (PD)	The probability that an obligor will default within a one-year time horizon.
Qualifying revolving retail	Retail IRB exposures that are revolving, unsecured, and, to the extent they are not drawn, immediately and unconditionally cancellable, such as credit cards.
Retail IRB	Retail exposures that are treated under the IRB approach.
Risk appetite	A definition of the types and quantum of risks to which HSBC wishes to be exposed.
Risk-weighted asset (RWA)	Calculated by assigning a degree of risk expressed as a percentage (risk weight) to an exposure in accordance with the applicable Standardised or IRB approach rules.
Securitisation	A transaction or scheme whereby the credit risk associated with an exposure, or pool of exposures, is tranched and where payments to investors in the transaction or scheme are dependent upon the performance of the exposure or pool of exposures. A traditional securitisation involves the transfer of the exposures being securitised to an SPE which issues securities. In a synthetic securitisation, the tranching is achieved by the use of credit derivatives and the exposures are not removed from the balance sheet of the originator.
Special Purpose Entity (SPE)	A corporation, trust or other non-bank entity, established for a narrowly defined purpose, typically for carrying on securitisation activities. The structure of the entity and activities are intended to isolate the obligations of the SPE from those of the originator and the holders of the beneficial interests in the securitisation.
Standardised approach	In relation to credit risk, a method for calculating credit risk capital requirements using ECAI ratings and supervisory risk weights. In relation to operational risk, a method of calculating the operational capital requirement by the application of a supervisory defined percentage charge to the gross income of eight specified business lines.
Tier 1 and Tier 1 capital	Have the meanings given to such terms in the General Prudential Sourcebook (as set out in the FSA's Handbook) as at 31 December 2008.
Tier 2 and Tier 2 capital	Has the meaning given to this term in the General Prudential Sourcebook (as set out in the FSA's Handbook) as at 31 December 2008.
Value at Risk (VAR)	An estimate of potential losses that could occur on risk positions as a result of movements in market rates and prices over a specified time horizon and to a given level of confidence.

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