

BASE PROSPECTUS SUPPLEMENT



HSBC Bank plc

(A company incorporated with limited liability in England with registered number 14259)

as Issuer

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with (i) the base prospectus dated 19 June 2012 relating to the Programme for the Issuance of Notes and Warrants (the "**NWP Base Prospectus**") and the supplements thereto dated 28 June 2012, 7 August 2012 and 27 November 2012, (ii) the base prospectus dated 17 January 2012 relating to the Warrant and Certificate Programme (the "**WCP Base Prospectus**") and the supplements thereto dated 12 March 2012, 28 June 2012, 7 August 2012, 26 September 2012 and 27 November 2012, (iii) the Base Prospectus dated 25 May 2012 relating to the Debt Issuance Programme ("**DIP Base Prospectus**") and the supplements thereto dated 28 June 2012, 7 August 2012 and 27 November 2012 and (iv) the BondShop base prospectus dated 28 June 2012 relating to the Programme for the Issuance of Notes and Warrants (the "**BondShop Base Prospectus**") and the supplements thereto dated 7 August 2012 and 27 November 2012 (the NWP Base Prospectus, the WCP Base Prospectus, the DIP Base Prospectus and the BondShop Base Prospectus together being hereafter referred to as the "**Base Prospectuses**") prepared by HSBC Bank plc (the "**Bank**") in connection with the applications made for Notes, Warrants or Certificates to be admitted to listing on the Official List of the Financial Services Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000) and to trading on the Regulated Market of the London Stock Exchange plc.

This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of the Financial Services and Markets Act 2000, as amended (the "**FSMA**"). Terms defined in any of the Base Prospectuses shall have the same meaning when used in this Base Prospectus Supplement.

To the extent that there is any inconsistency between any statement in this Base Prospectus Supplement and any other statement in, or incorporated by reference in, any of the Base Prospectuses, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to disclose the following:

- (i) Fitch Ratings Limited announced on 7 December 2012 that the long-term credit rating of the Bank was downgraded as follows:

Previous long-term credit rating of the Bank	Revised long-term credit rating of the Bank as of 7 December 2012
AA	AA-

- (ii) On 11 December 2012, HSBC Holdings plc ("**HSBC Holdings**"), the parent company of the Bank, announced that:

"HSBC has reached agreement with United States authorities in relation to investigations regarding inadequate compliance with anti-money laundering and sanctions laws. This includes a Deferred Prosecution Agreement with the US Department of Justice. HSBC has also reached agreement to achieve a global resolution with all other US government agencies that have investigated HSBC's past conduct related to these issues and anticipates finalising an undertaking with the United Kingdom Financial Services Authority shortly.

Under these agreements, HSBC will make payments totalling US \$1.921bn, continue to cooperate fully with regulatory and law enforcement authorities, and take further action to strengthen its compliance policies and procedures."

The undertakings with the United Kingdom Financial Services Authority have now been finalised and these undertakings have been reflected in the Bank's licence.

The above mentioned payments totalling US \$1.921bn relate solely to the agreements with the US government authorities referred to above.

(iii) P W Boyles has resigned as a director of the Bank with effect from 10 December 2012.

The sections of the summaries in the Base Prospectuses which list the members of the Board of Directors and the members of the Executive Committee of the Bank are hereby amended to reflect the changes referred to in (iii) above.

Save as disclosed in this Base Prospectus Supplement and in any prior supplements to any of the Base Prospectuses, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectuses has arisen since the publication of the Base Prospectuses.

In circumstances where Article 16(2) of the Prospectus Directive (as implemented in the United Kingdom by Section 87Q(4) of the FSMA) applies, investors who have agreed to purchase or subscribe for any Notes, Warrants or Certificates (as the case may be) prior to the publication of this Base Prospectus Supplement shall have the right to withdraw their acceptance. The final date for the exercise of such right to withdraw is the second working day following the date of publication of this Base Prospectus Supplement.

The Bank accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge and belief of the Bank (which has taken all reasonable care to ensure that such is the case) the information contained in this Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

20 December 2012