

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 29 May 2009 relating to the Debt Issuance Programme (the "**DIP Base Prospectus**") and the supplements thereto dated 4 August 2009 and 18 November 2009, (ii) the Base Prospectus dated 30 July 2009 relating to the Programme for the Issuance of Notes and Warrants (the "**NWP Base Prospectus**") and the supplements thereto dated 4 August 2009 and 18 November 2009, (iii) the Base Prospectus dated 5 February 2010 relating to the Warrant and Certificate Programme (the "**WCP Base Prospectus**"), and (iv) the Base Prospectus dated 4 June 2009 relating to the €25 billion Covered Bond Programme Guaranteed as to Payment of Interest and Principal by HSBC Mortgage Limited Liability Partnership (the "**CBP Base Prospectus**") and the supplements thereto dated 4 August 2009 and 18 November 2009 (the DIP Base Prospectus, the NWP Base Prospectus, the WCP Base Prospectus and the CBP 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 Covered Bonds 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 (the "**FSA**")), and to trading on the Regulated Market of the London Stock Exchange plc (the "**London Stock Exchange**").

This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of the Financial Services and Markets Act 2000 (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 that on 1 March 2010 the Bank published its Annual Report and Accounts for the year ended 31 December 2009 and to make certain amendments to the Summary Notes of certain of the Base Prospectus and to the Base Prospectuses and the Registration Document incorporated by reference therein.

The Bank's Annual Report and Accounts for the year ended 31 December 2009 is annexed hereto. The financial statements of the Bank in respect of the year ended 31 December 2009 contained within the Bank's Annual Report and Accounts were audited by KPMG Audit Plc who gave an unqualified audit opinion in respect thereof.

Amendments to the Summary Notes of the DIP Base Prospectus, the WCP Base prospectus and the NWP Base Prospectus

The fifth paragraph of the Summary Note in the DIP Base Prospectus, the fifth paragraph of the Summary Note in the WCP Base Prospectus and the fifth paragraph of the Summary Note of the NWP Base Prospectus is deleted in its entirety and replaced with the following:

The directors of the Issuer are S K Green, M F Geoghegan CBE, P A Thurston, D C Budd, S T Gulliver, Dame Mary Marsh, R E S Martin, A R D Monro-Davies, S P O'Sullivan, P M Shawyer and J F Trueman. The members of the Executive Committee are S T Gulliver (Chairman), S Assaf, R Beck, P W Boyles, S N Cooper, P Goad, A P Long, C M Meares, R Phillips, M M Moses and P A Thurston.

The seventh paragraph of the Summary Note in the DIP Base Prospectus, the seventh, eighth and ninth paragraphs of the Summary Note of the WCP Base Prospectus and the second to fifth sentences (inclusive) of the sixth paragraph of the Summary Note of the NWP Base Prospectus is deleted in its entirety and replaced with the following:

The Issuer and its subsidiaries form a UK-based group (the "**Group**") providing a comprehensive range of banking and related financial services. The Group divides its activities into business segments: UK Retail Banking; Continental Europe Retail Banking; Global Banking and Markets; and Private Banking. The Issuer is HSBC Holdings plc's principal operating subsidiary undertaking in Europe. In all the main countries in which the Issuer operates, it competes with the other major domestic banks in those countries. In addition, the Issuer competes with other major global banks in respect of corporate, investment banking and markets and private banking business.

The eighth paragraph of the Summary Note in the DIP Base Prospectus, the tenth paragraph of the Summary Note of the WCP Base Prospectus and the seventh paragraph of the Summary Note of the NWP Base Prospectus is deleted in its entirety and replaced with the following:

As at 31 December 2009, the Group had total assets of £751,928 million, loans and advances to customers and banks of £321,653 million, total customer accounts and deposits by banks of £390,625 million and total equity of £28,428 million. For the year ended 31 December 2009, the Group's operating profit was £4,000 million on total operating income of £19,102 million. The Issuer had a total capital ratio of 15.7% and a tier 1 capital ratio of 11.2% as at 31 December 2009.

The following paragraph shall be added to the end of the section entitled "Summary of risk factors" of the DIP Base Prospectus and the section entitled "Risk factors" in both the WCP Base Prospectus and the NWP Base Prospectus:

Regulators across the world have published a number of proposals for reforming banking regulation. The precise nature, extent, form and timing of any regulatory changes, as well as the degree to which there will be effective consultation among the various jurisdictions involved, are highly uncertain and it is not possible to determine or estimate the likely actual impact on the Bank's business and activities.

Amendment to CBP Base Prospectus

The first sentence of the third paragraph on page 41 of the CBP Base Prospectus should be deleted in its entirety and replaced with the following:

Please see the section entitled "Management – Directors" on page 11 of the Registration Document for the directors of the Bank (each person named therein an "**Individual Director**") and the section entitled "Management – Executive Committee" on pages 12 to 14 of the Registration Document for members of the Executive Committee.

Amendment to the Registration Document dated 29 May 2009

The Registration Document, which is incorporated by reference into the Base Prospectuses, is amended as follows:

The following addition will be added to the section entitled "Risk Relating to the Bank" of the Registration Document:

Regulators across the world have published a number of proposals for reforming banking regulation. The precise nature, extent, form and timing of any regulatory changes, as well as the degree to which there will be effective consultation among the various jurisdictions involved, are highly uncertain and it is not possible to determine or estimate the likely actual impact on the Bank's business and activities.

The first paragraph in the section entitled "Documents Incorporated by Reference" in the Registration Document is deleted in its entirety and replaced with the following:

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

- The Annual Report and Accounts of the Bank and its subsidiary undertakings for the years ended 31 December 2008 and 2009 (the "**Financial Information**") submitted to and filed with the UK Listing Authority.

The second to ninth paragraphs (inclusive) entitled "Principal activities and markets" on page 9 and 10 of the Registration Document is deleted in its entirety and replaced with the following:

The Bank divides its activities into four business segments: UK Retail Banking; Continental Europe Retail Banking; Global Banking and Markets; and Private Banking.

UK Retail Banking comprises two customer groups, Personal Financial Services ('PFS') and Commercial Banking ('CMB'). UK Personal Financial Services provides current accounts, savings, personal loans, mortgages, cards, financial planning, as well as life and general insurance to UK personal customers through a variety of distribution channels under various HSBC brands, including first direct, Marks & Spencer Money and partnership card™. UK Commercial Banking provides a wide range of products and services to commercial organisations, from sole proprietors to quoted companies. These include current and savings accounts, payments, electronic banking, trade finance, loans, overdrafts, asset finance, foreign exchange and other treasury and capital markets instruments, wealth management services and general insurance.

Continental Europe Retail Banking provides a comprehensive range of retail financial services to local and expatriate personal and commercial customers in Europe. The principal Retail Banking operations are in France, Turkey, Germany and Malta, with a growing PFS network in Russia and Poland which supports an existing extensive Commercial Banking network across the region.

Global Banking and Markets provides tailored financial solutions to major government, corporate and institutional clients worldwide. The business is managed as four principal business lines: Global Markets, Global Banking, Principal Investments and HSBC Global Asset Management. This structure allows HSBC to focus on relationships and sectors that best fit the Group's footprint and facilitates seamless delivery of HSBC's products and services to clients.

Private Banking reflects the operations of HSBC Private Banking Holdings (Suisse) SA and its subsidiaries. Private Banking helps individuals and families meet their complex international financial

needs by offering product leadership in areas such as credit, hedge funds advisory, estate planning, and investment advice.

The second paragraph on page 11 of the Registration Document is deleted in its entirety and replaced with the following:

The HSBC Group is one of the largest banking and financial services organisations in the world. Its international network comprises some 8,000 properties in 88 countries and territories in six geographical regions: Europe; Hong Kong; Rest of Asia-Pacific; the Middle East; North America and Latin America. Its total assets as at 31 December 2009 were £1,457 billion.

The paragraph entitled "Trend Information" on page 11 of the Registration Document is deleted in its entirety and replaced with the following:

A moderate improvement in global economic conditions and a low level of resource utilisation are expected to contain inflationary pressures, encouraging only a gradual increase in interest rates from exceptionally low levels within both the UK and Eurozone.

The Bank expects UK GDP to increase by 2.2 per cent in 2010 following a decline of 4.9 per cent in 2009, with the pace of recovery likely to improve as the year progresses. The recovery in many commodity prices is expected to contribute to a temporary period of high levels of consumer price inflation during the early months of 2010. Consumer and investment expenditure are expected to remain largely subdued, with an increased level of exports seen as supporting economic recovery. A modest further increase in unemployment is anticipated during the course of 2010.

Eurozone GDP is expected to rise by 1.2 per cent in 2010 following a contraction of 4.0 per cent in 2009. Some recovery is expected to be recorded across the region's major economies, although the relatively high exposure of the German economy to stronger growth in other areas of the global economy presents the scope for a limited out-performance by that economy. Consumer spending is expected to remain subdued given the possibility for a further deterioration in labour markets across the Eurozone.

The section entitled "Management Committees" on pages 12 to 14 of the Registration Document is deleted in its entirety and replaced with the following:

Executive Committee

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

<i>Name</i>	<i>Function</i>	<i>Other principal activities outside the Issuer</i>
S T Gulliver	Director Chairman of Executive Committee	Director, HSBC Holdings plc
P A Thurston	Chief Executive	Group Managing Director, HSBC Holdings plc
P W Boyles	Chief Executive, Continental Europe	Group General Manager, HSBC Holdings plc
S N Cooper	-	Deputy Chairman and Chief Executive, HSBC

<i>Name</i>	<i>Function</i>	<i>Other principal activities outside the Issuer</i>
C M Meares	Chief Executive, Global Private Banking	Bank Middle East Limited Group General Manager, HSBC Holdings plc Group General Manager, HSBC Holdings plc
R Phillips	Head of Global Banking	-
S Assaf	Head of Global Markets	Group General Manager, HSBC Holdings plc
A P Long	Head of Global Transaction Banking	Group General Manager, HSBC Holdings plc
M M Moses	Chief Financial and Risk Officer	-
P Goad	Head of Strategy	-
R Beck	-	Group General Manager, HSBC Holdings plc

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

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.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.

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.

5 March 2010

ANNEX