

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 28 May 2010 relating to the Debt Issuance Programme (the "**DIP Base Prospectus**") and the supplements thereto dated 8 June 2010, 4 August 2010 and 1 October 2010 (ii) the Base Prospectus dated 27 July 2010 relating to the Programme for the Issuance of Notes and Warrants (the "**NWP Base Prospectus**") and the supplements thereto dated 4 August 2010, 23 August 2010 and 1 October 2010, (iii) the Base Prospectus dated 5 February 2010 relating to the Warrant and Certificate Programme (the "**WCP Base Prospectus**") and the supplements thereto dated 5 March 2010, 8 June 2010, 4 August 2010 and 1 October 2010 and (iv) the Base Prospectus dated 12 October 2010 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**") (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, Certificates 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:

- (i) on 18 November 2010, HSBC Holdings plc advanced US\$1 billion to the Bank under the terms of a subordinated loan agreement dated 15 November 2010 to support the growth of the Bank's business,
- (ii) on 20 October 2010, HSBC Bank plc adopted new articles of association,
- (iii) M F Geoghegan resigned as a Director of the Bank with effect from 20 October 2010,
- (iv) P J C Houzé was appointed an independent non-executive Director of the Bank with effect from 1 October 2010, and
- (v) J W Leng was appointed a non-executive Director of the Bank with effect from 12 October 2010.

Amendments to the Summary Note sections of the DIP Base Prospectus, the WCP Base Prospectus and the NWP Base Prospectus

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

"The articles of association of HSBC Bank plc are dated 20 October 2010."

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

"The directors of the Issuer are S T Gulliver, P A Thurston, P W Boyles, D C Budd, A A Flockhart, S K Green, P J C Houzé, J W Leng, 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, A P Long, C M Meares, M M Moses, R Phillips and P A Thurston. S K Green has announced his intention to retire from his position as a director of the Issuer effective from 3 December 2010."

A new sixth paragraph shall be inserted into the Summary Note in the WCP Base Prospectus as follows:

"The articles of association of HSBC Bank plc are dated 20 October 2010."

Amendment to the Registration Document dated 28 May 2010

The information which is incorporated by reference into the Base Prospectuses from the Registration Documents is amended as follows:

The following text will be deleted from the section entitled "HSBC Bank plc and its Subsidiary Undertakings – Management – Directors" in the Registration Document:

<i>Name</i>	<i>Function</i>	<i>Other principal activities outside the Issuer</i>
M F Geoghehan, CBE	Deputy Chairman	Group Chief Executive HSBC Holdings plc

The following additions will be made to the section entitled "HSBC Bank plc and its Subsidiary Undertakings – Management – Directors" in the Registration Document:

<i>Name</i>	<i>Function</i>	<i>Other principal activities outside the Issuer</i>
P J C Houzé **	Director	Chief Executive of Galeries Lafayette Group and Chief Executive of Monoprix SA Non-executive director of HSBC France and Chairman of its Nomination and Remuneration Committees
J W Leng *	Director	European Chairman of American European Associates and a non-executive director of TNK-BP and Alstom SA. A member of the HSBC European Advisory Council.

The entry for S K Green under the section entitled "HSBC Bank plc and its Subsidiary Undertakings – Management – Directors" in the Registration Document shall be amended to read as follows:

<i>Name</i>	<i>Function</i>	<i>Other principal activities outside the Issuer</i>
S K Green ***	Director	Group Chairman HSBC Holdings plc

The following text shall be inserted to appear at the end of the section entitled "HSBC Bank plc and its Subsidiary Undertakings – Management – Directors" in the Registration Document:

*** S K Green has announced his intention to retire from his position as a director of the Issuer effective from 3 December 2010."

Paragraph 6 on page 17 of the Registration Document shall be deleted in its entirety and replaced with the following:

"6. The date of the articles of association of HSBC Bank plc is 20 October 2010."

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.

24 November 2010