

HSBC UK Bank plc

Regulatory Capital Instruments 30 June 2019

This document is a disclosure document published as required by, and solely for the purpose of compliance with, Article 437(b) of Regulation (EU) No. 575/2013, as amended by Regulation (EU) 2019/876 (the "CRR") to provide a description of the main features of HSBC UK Bank plc's capital instruments.

The information contained in this document has been compiled in accordance with the CRR, Commission Implementing Regulation (EU) No 1423/2013, Q&A published by the European Banking Authority and regulatory guidance published by the UK Prudential Regulatory Authority. Assumptions on the regulatory treatment of the capital instruments and eligible liabilities described herein under the CRR reflect HSBC UK and HSBC Group's interpretation of current rules.

Disclosure in the required format has resulted in simplification and abbreviation of the features of the capital instruments described herein. The information contained in this document is not intended to be a comprehensive description of such capital instruments. No investor or prospective investor in any such capital instruments should rely upon the description contained in this document and HSBC UK shall not be liable for any inaccuracy or misstatement contained in this document.

All capital instruments issued by HSBC UK Bank plc and its subsidiaries are held by HSBC UK Holdings Ltd. As such no external investors hold an interest in the securities, however the full terms and conditions for all instruments are available on request via Group Investor Relations (investorrelations@hsbc.com).

		<u>Ordinary Shares</u>
1	Issuer	HSBC UK Bank plc
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Common Equity Tier 1
5	Post-transitional CRR rules	Common Equity Tier 1
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Solo & Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Ordinary Shares
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 9,015.0
9	Nominal amount of instrument (Currency in million)	GBP 9,015.0
9a	Issue price	N/A
9b	Redemption price	N/A
10	Accounting classification	Shareholders' Equity
11	Original date of issuance	Various
12	Perpetual or dated	Perpetual
13	Original maturity date	No Maturity
14	Issuer call subject to prior supervisory approval	NA
15	Optional call date, contingent call dates and redemption amount	NA
16	Subsequent call dates, if applicable	NA
17	Fixed or floating dividend/coupon	NA
18	Coupon rate and any related index	NA
19	Existence of a dividend stopper	NA
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	NA
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	NA
21	Existence of step up or other incentive to redeem	NA
22	Noncumulative or cumulative	Non-cumulative
23	Convertible or non-convertible	Non-convertible
24	If convertible, conversion trigger (s)	NA
25	If convertible, fully or partially	NA
26	If convertible, conversion rate	NA
27	If convertible, mandatory or optional conversion	NA
28	If convertible, specify instrument type convertible into	NA
29	If convertible, specify issuer of instrument it converts into	NA
30	Write-down features	NA
31	If write-down, write-down trigger(s)	NA
32	If write-down, full or partial	NA
33	If write-down, permanent or temporary	NA
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Additional Tier 1 instruments
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	No
	Terms and Conditions	Available upon request

		<u>Undated Additional Tier 1 Instrument issued 2014 (Callable December 2019 onwards)</u>
1	Issuer	Issued by HSBC Bank plc, and subsequently transferred to HSBC UK Bank Plc on 1 July 2018
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Additional Tier 1
5	Post-transitional CRR rules	Additional Tier 1
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Solo & Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Additional Tier 1
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 1,095.5
9	Nominal amount of instrument (Currency in million)	GBP 1,095.5
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Shareholders' Equity
11	Original date of issuance	19 December 2014
12	Perpetual or dated	Perpetual
13	Original maturity date	No Maturity
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	19 December 2019 - Redemption at Par Tax and regulatory calls at any time - Par
16	Subsequent call dates, if applicable	On any quarterly interest payment date on or after 19 December 2019, i.e. 19 March, 19 June and 19 September.
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month GBP LIBOR + 5.05%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Fully discretionary
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Fully discretionary
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Non-cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	Always convert fully
26	If convertible, conversion rate	At Par
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	HSBC UK Bank plc
30	Write-down features	Yes <u>Contractual</u> : Written down if either HSBC UK Solo or HSBC UK Consolidated CET1 ratio fall below 7.0% <u>Statutory</u> : Bail-in power and mandatory write-down of capital instruments power – UK BoE /PRA
31	If write-down, write-down trigger(s)	Full
32	If write-down, full or partial	Permanent
33	If write-down, permanent or temporary	NA
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Tier 2 instruments
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

		<u>Undated Additional Tier 1 Instrument issued 2014 (Callable December 2024 onwards)</u>
1	Issuer	Issued by HSBC Bank plc, and subsequently transferred to HSBC UK Bank Plc on 1 July 2019
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Additional Tier 1
5	Post-transitional CRR rules	Additional Tier 1
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Solo & Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Additional Tier 1
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 1,100.0
9	Nominal amount of instrument (Currency in million)	GBP 1,100.0
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Shareholders' Equity
11	Original date of issuance	19 December 2014
12	Perpetual or dated	Perpetual
13	Original maturity date	No Maturity
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	19 December 2024 - Redemption at Par Tax and regulatory calls at any time - Par
16	Subsequent call dates, if applicable	On any quarterly interest payment date on or after 19 December 2024, i.e. 19 March, 19 June and 19 September.
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month GBP LIBOR + 5.20%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Fully discretionary
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Fully discretionary
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Non-cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	Always convert fully
26	If convertible, conversion rate	At Par
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	HSBC UK Bank plc
30	Write-down features	Yes <u>Contractual</u> : Written down if either HSBC UK Solo or HSBC UK Consolidated CET1 ratio fall below 7.0% <u>Statutory</u> : Bail-in power and mandatory write-down of capital instruments power – UK BoE /PRA
31	If write-down, write-down trigger(s)	Full
32	If write-down, full or partial	Permanent
33	If write-down, permanent or temporary	NA
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Tier 2 instruments
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

		<u>Undated Additional Tier 1 Instrument issued 2016 (Callable March 2021 onwards)</u>
1	Issuer	Marks and Spencer Financial Services plc (MSFS)
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Additional Tier 1
5	Post-transitional CRR rules	Additional Tier 1
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Additional Tier 1
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 36.8
9	Nominal amount of instrument (Currency in million)	GBP 40.0
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Shareholders' Equity
11	Original date of issuance	11 March 2016
12	Perpetual or dated	Perpetual
13	Original maturity date	No Maturity
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	11 March 2021 - Redemption at Par Tax and regulatory calls at any time - Par
16	Subsequent call dates, if applicable	On any annual interest payment date i.e. 11 March
17	Fixed or floating dividend/coupon	Fixed
18	Coupon rate and any related index	8.56%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Fully discretionary
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Fully discretionary
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Non-cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	Always convert fully
26	If convertible, conversion rate	At Par
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	Marks and Spencer Financial Services plc
30	Write-down features	Yes <u>Contractual</u> : Written down if either MSFS or HSBC UK Consolidated CET1 ratio fall below 7.0% <u>Statutory</u> : Bail-in power and mandatory write-down of capital instruments power – UK BoE /PRA
31	If write-down, write-down trigger(s)	
32	If write-down, full or partial	Full
33	If write-down, permanent or temporary	Permanent
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Tier 2 instruments
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

		<u>Undated Additional Tier 1 Instrument issued 2017 (Callable December 2022 onwards)</u>
1	Issuer	Marks and Spencer Financial Services plc (MSFS)
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Additional Tier 1
5	Post-transitional CRR rules	Additional Tier 1
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Additional Tier 1
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 18.4
9	Nominal amount of instrument (Currency in million)	GBP 20.0
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Shareholders' Equity
11	Original date of issuance	08 December 2017
12	Perpetual or dated	Perpetual
13	Original maturity date	No Maturity
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	8 December 2022 - Redemption at Par Tax and regulatory calls at any time - Par
16	Subsequent call dates, if applicable	On any annual interest payment date i.e. 8 December
17	Fixed or floating dividend/coupon	Fixed
18	Coupon rate and any related index	5.75%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Fully discretionary
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Fully discretionary
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Non-cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	Always convert fully
26	If convertible, conversion rate	At Par
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	Marks and Spencer Financial Services plc
30	Write-down features	Yes <u>Contractual</u> : Written down if either MSFS or HSBC UK Consolidated CET1 ratio fall below 7.0% <u>Statutory</u> : Bail-in power and mandatory write-down of capital instruments power – UK BoE /PRA
31	If write-down, write-down trigger(s)	
32	If write-down, full or partial	Full
33	If write-down, permanent or temporary	Permanent
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Tier 2 instruments
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

GBP 550m Subordinated Loan 2028

1	Issuer	Issued by HSBC Bank plc and subsequently transferred to HSBC UK Bank Plc on 1 July 2018
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Tier 2
5	Post-transitional CRR rules	Tier 2
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Solo & Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Tier 2
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 550.0
9	Nominal amount of instrument (Currency in million)	GBP 550.0
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	26 June 2018
12	Perpetual or dated	Dated
13	Original maturity date	01 July 2028
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	01 July 2023
16	Subsequent call dates, if applicable	On any quarterly interest payment date on or after 1 July 2023, i.e. 1 October, 1 January, and 1 April.
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month GBP LIBOR + 1.51000%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Mandatory
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Mandatory
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	May convert fully or partially
26	If convertible, conversion rate	To be determined at conversion
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	HSBC UK Bank plc
30	Write-down features	Yes
31	If write-down, write-down trigger(s)	<u>Statutory</u> : Bail-in power and mandatory write-down of capital instruments power – UK BoE
32	If write-down, full or partial	May be written down partially
33	If write-down, permanent or temporary	Permanent
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Senior Creditors
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

USD 840m Subordinated Loan 2028

1	Issuer	Issued by HSBC Bank plc and subsequently transferred to HSBC UK Bank Plc on 1 July 2018
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Tier 2
5	Post-transitional CRR rules	Tier 2
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Solo & Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Tier 2
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 660.3
9	Nominal amount of instrument (Currency in million)	USD 840.0
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	26 June 2018
12	Perpetual or dated	Dated
13	Original maturity date	01 July 2028
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	01 July 2023
16	Subsequent call dates, if applicable	On any quarterly interest payment date on or after 1 July 2023, i.e. 1 October, 1 January, and 1 April.
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month USD LIBOR + 1.51000%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Mandatory
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Mandatory
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	May convert fully or partially
26	If convertible, conversion rate	To be determined at conversion
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	HSBC UK Bank plc
30	Write-down features	Yes
31	If write-down, write-down trigger(s)	<u>Statutory</u> : Bail-in power and mandatory write-down of capital instruments power – UK BoE
32	If write-down, full or partial	May be written down partially
33	If write-down, permanent or temporary	Permanent
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Senior Creditors
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

GBP 1,000m Subordinated Loan 2030

1	Issuer	Issued by HSBC Bank plc and subsequently transferred to HSBC UK Bank Plc on 1 July 2018
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Tier 2
5	Post-transitional CRR rules	Tier 2
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Solo & Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Tier 2
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 1,000.0
9	Nominal amount of instrument (Currency in million)	GBP 1,000.0
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	26 June 2018
12	Perpetual or dated	Dated
13	Original maturity date	01 July 2030
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	01 July 2025
16	Subsequent call dates, if applicable	On any quarterly interest payment date on or after 1 July 2025, i.e. 1 October, 1 January, and 1 April.
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month GBP LIBOR + 1.78000%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Mandatory
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Mandatory
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	May convert fully or partially
26	If convertible, conversion rate	To be determined at conversion
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	HSBC UK Bank plc
30	Write-down features	Yes
31	If write-down, write-down trigger(s)	<u>Statutory</u> : Bail-in power and mandatory write-down of capital instruments power – UK BoE
32	If write-down, full or partial	May be written down partially
33	If write-down, permanent or temporary	Permanent
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Senior Creditors
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

		GBP 650m Subordinated Loan 2033
1	Issuer	Issued by HSBC Bank plc and subsequently transferred to HSBC UK Bank Plc on 1 July 2018
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Tier 2
5	Post-transitional CRR rules	Tier 2
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Solo & Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Tier 2
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 650.0
9	Nominal amount of instrument (Currency in million)	GBP 650.0
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	26 June 2018
12	Perpetual or dated	Dated
13	Original maturity date	11 September 2033
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	11 September 2028
16	Subsequent call dates, if applicable	On any quarterly interest payment date on or after 11 September 2028, i.e. 11 December, 11 March and 11 June each year.
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month GBP LIBOR + 2.03000%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Mandatory
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Mandatory
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	May convert fully or partially
26	If convertible, conversion rate	To be determined at conversion
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	HSBC UK Bank plc
30	Write-down features	Yes
31	If write-down, write-down trigger(s)	<u>Statutory</u> : Bail-in power and mandatory write-down of capital instruments power – UK BoE
32	If write-down, full or partial	May be written down partially
33	If write-down, permanent or temporary	Permanent
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Senior Creditors
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

GBP 100m Subordinated Loan 2029

1	Issuer	HSBC UK Bank Plc
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Tier 2
5	Post-transitional CRR rules	Tier 2
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Solo & Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Tier 2
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 100.0
9	Nominal amount of instrument (Currency in million)	GBP 100.0
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	29 March 2019
12	Perpetual or dated	Dated
13	Original maturity date	29 March 2029
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	29 March 2024
16	Subsequent call dates, if applicable	On any quarterly interest payment date on or after 29 March 2024, i.e. 29 June, 29 September and 29 December each year.
17	Fixed or floating dividend/coupon	Fixed
18	Coupon rate and any related index	2.86%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Mandatory
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Mandatory
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	May convert fully or partially
26	If convertible, conversion rate	To be determined at conversion
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	HSBC UK Bank plc
30	Write-down features	Yes
31	If write-down, write-down trigger(s)	<u>Statutory</u> : Bail-in power and mandatory write-down of capital instruments power – UK BoE
32	If write-down, full or partial	May be written down partially
33	If write-down, permanent or temporary	Permanent
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Senior Creditors
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

GBP 54m Subordinated Loan 2026

1	Issuer	Marks and Spencer Financial Services plc (MSFS)
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Tier 2
5	Post-transitional CRR rules	Tier 2
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Tier 2
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 49.82
9	Nominal amount of instrument (Currency in million)	GBP 54.0
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	11 March 2016
12	Perpetual or dated	Dated
13	Original maturity date	11 March 2026
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	11 March 2021
16	Subsequent call dates, if applicable	On any interest payment date falling due on or after 11 March 2021, i.e. 11 June, 11 September and 11 December each year
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month GBP LIBOR + 4.05%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Mandatory
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Mandatory
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	May convert fully or partially
26	If convertible, conversion rate	To be determined at conversion
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	Marks and Spencer Financial Services plc
30	Write-down features	Yes
31	If write-down, write-down trigger(s)	<u>Statutory</u> : Bail-in power and mandatory write-down of capital instruments power – UK BoE
32	If write-down, full or partial	May be written down partially
33	If write-down, permanent or temporary	Permanent
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Senior Creditors
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

GBP 25m Subordinated Loan 2027

1	Issuer	Marks and Spencer Financial Services plc (MSFS)
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	NA
3	Governing law(s) of the instrument	English Law
4	Transitional CRR rules	Tier 2
5	Post-transitional CRR rules	Tier 2
6	Eligible at solo / (sub-) consolidated/ solo & (sub-) consolidated	Sub-Consolidated
7	Instrument type (types to be specified by each jurisdiction)	Tier 2
8	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	GBP 23.07
9	Nominal amount of instrument (Currency in million)	GBP 25.0
9a	Issue price	100
9b	Redemption price	100
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	08 December 2018
12	Perpetual or dated	Dated
13	Original maturity date	08 December 2027
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	08 December 2022
16	Subsequent call dates, if applicable	On any quarterly interest payment date on or after 8 December 2022, i.e. 8 March, 8 June, and 8 September each year.
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month GBP LIBOR + 1.925%
19	Existence of a dividend stopper	No
20 a	Fully discretionary, partially discretionary or mandatory (in terms of timing)	Mandatory
20 b	Fully discretionary, partially discretionary or mandatory (in terms of amount)	Mandatory
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion trigger (s)	Triggers to statutory bail-in power and mandatory write-down/conversion of capital instruments power under UK Banking Act 2009 – UK BoE/PRA
25	If convertible, fully or partially	May convert fully or partially
26	If convertible, conversion rate	To be determined at conversion
27	If convertible, mandatory or optional conversion	Mandatory upon the occurrence of certain events
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	Marks and Spencer Financial Services plc
30	Write-down features	Yes
31	If write-down, write-down trigger(s)	Statutory: Bail-in power and mandatory write-down of capital instruments power – UK BoE
32	If write-down, full or partial	May be written down partially
33	If write-down, permanent or temporary	Permanent
34	If temporary write-down, description of write-up mechanism	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Immediately subordinate to Senior Creditors
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	NA
	Terms and Conditions	Available upon request

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