

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 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, 18 November 2009, 5 March 2010, 5 May 2010 and 27 May 2010, (ii) the Base Prospectus dated 5 February 2010 relating to the Warrant and Certificate Programme (the "**WCP Base Prospectus**") and the supplement thereto dated 5 March 2010 and 27 May 2010 and (iii) the Base Prospectus dated 28 May 2010 relating to the Debt Issuance Programme ("**DIP Base Prospectus**") (the NWP Base Prospectus, the WCP Base Prospectus and the DIP 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 or Warrants (as applicable) 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 (i) to incorporate by reference into the NWP Base Prospectuses and the WCP Base Prospectus a new Registration Document prepared and published by HSBC Bank plc on 28 May 2010 and (ii) to make certain consequential changes to the Summary Notes relating to the Base Prospectuses.

Amendment to the NWP Base Prospectus and the WCP Base Prospectus

In relation to the Base Prospectuses, (i) paragraph (a) of the section entitled "Incorporation by Reference" in Part A (Information relating to the Programme Generally) in the NWP Base Prospectus; and (ii) paragraph (a) of the section entitled "Incorporation by Reference" in the WCP Base Prospectus, is, in each case, deleted in its entirety and replaced with the following:

“(a) the registration document (with the exception of any documents incorporated by reference therein) relating to the Issuer dated 28 May 2010 and filed with the UK Listing Authority pursuant to Article 11 of the Prospectus Directive (the “**Registration Document**”);”

Those part of the Base Prospectuses not stated as being amended above remain unchanged.

Amendments to the Summary Note in the NWP Base Prospectus and the WCP Base Prospectus

The fifth paragraph of the Summary Note in the NWP Base Prospectus and the fifth paragraph of the Summary Note in the WCP Base Prospectus which refers to the directors and executive committee of the Bank is deleted in its entirety and replaced with the following:

“The directors of the Issuer are S T Gulliver, M F Geoghegan CBE, P A Thurston, S K Green, D C Budd, 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.”

The second to eleventh paragraphs (inclusive) in the section entitled “Risk Factors” in both the NWP Base Prospectus and the WCP Base Prospectus is deleted in its entirety and replaced with the following:

“Current economic and market conditions may adversely affect the Bank’s results: The Bank’s earnings are affected by global and local economic and market conditions across all of its businesses both directly and through their impact on its customers and clients. Local variations exist, reflecting regional circumstances and presenting challenges to the Bank, specific to those areas.

Risks associated with liquidity and funding, which are inherent in the Bank’s business: The Bank’s business model is founded upon having ready access to financial resources whenever required to meet its obligations. Inability to access such financial resources due to a variety of unforeseen market dislocations or interruptions may impact the Bank’s business and activities.

Reform of the regulatory environment present risks to the Bank: There are potential strategic and structural risks to the organisation, nature and scope of the Bank’s business activities and opportunities posed by many of the proposals for regulatory reform being debated both internationally and domestically in response to the recent financial crisis. The precise nature, extent, form and timing of any regulatory changes, and the degree to which there will be effective consultation among the relevant jurisdictions, are highly uncertain and it is not possible to determine or estimate the likely impact on the Bank’s business and activities.

The Bank is subject to political and economic risks in the countries in which it operates: The Bank operates through an international network of subsidiaries and is subject to the risk of loss from unfavourable political developments, currency fluctuations and social instability.

The Bank has significant exposure to counterparty risk both within the financial sector and to other risk concentrations: The Bank’s ability to engage in routine transactions to fund its operations and manage its risks could be adversely affected by the actions and commercial soundness of other financial institutions. Financial institutions are necessarily interdependent because of trading, clearing, counterparty or other relationships.

The Bank operates in a highly competitive environment, and competition could intensify as a result of current global market conditions: The financial crisis is re-shaping the banking landscape and those institutions which have emerged the strongest have reinforced both the importance of a core retail and commercial deposit funding base and strong capitalisation. Further consolidation is expected to take place.

The Bank is subject to legal and compliance risks, which may have an adverse effect on the Bank: Legal and compliance risks arise from a variety of sources and require the Bank to deal appropriately with potential conflicts of interest, legal and regulatory requirements, ethical issues, anti-money laundering laws or regulations, privacy laws, information security policies, sales and trading practices and the conduct of its associated companies.

Operational risks are inherent in the Bank's business: The Bank is exposed to many types of operational risks, including fraudulent or other criminal activities, breakdowns in processes or procedures, systems failure or non-availability and disruption of its business arising from events that are wholly or partially beyond its control.

The Bank is subject to tax-related risks in the countries in which it operates, which could have an adverse effect on its operating results: The Bank is subject to the substance and interpretation of tax laws in all countries in which it operates, the risk associated with changes in tax law or in the interpretation of tax law, the risk of changes in tax rates and the risk of consequences arising from failure to comply with procedures required by tax authorities. ”

Amendments to the Summary Note in the DIP Base Prospectus

The second paragraph in the section entitled “Risk Factors” in the Summary Note section of the DIP Base Prospectus is deleted in its entirety and replaced with the following:

“Risks associated with liquidity and funding, which are inherent in the Bank's business: The Bank’s business model is founded upon having ready access to financial resources whenever required to meet its obligations. Inability to access such financial resources due to a variety of unforeseen market dislocations or interruptions may impact the Bank's business and activities.”

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.

8 June 2010