

BASE PROSPECTUS SUPPLEMENT DATED 2 OCTOBER 2023



HSBC Bank plc

(a company incorporated in England with registered number 14259; the liability of its members is limited)

as Issuer

HSBC Continental Europe

(a société anonyme registered in France)

as Issuer

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 28 June 2023 and the supplement thereto dated 4 August 2023 relating to the issuance of Notes and Warrants under the Programme for the Issuance of Notes and Warrants (the "**Base Prospectus**") prepared by HSBC Bank plc ("**HBEU**") and HSBC Continental Europe ("**HBCE**" and, together with HBEU, the "**Issuers**" and each an "**Issuer**") in connection with the application made for Notes or Warrants (as applicable) to be admitted to listing on the Official List of the Irish Stock Exchange plc (trading as Euronext Dublin) ("**Euronext Dublin**") and to trading on the regulated market of Euronext Dublin.

This Base Prospectus Supplement constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Terms defined in the Base Prospectus shall have the same meaning when used in this Base Prospectus Supplement. This Base Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Base Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuers nor as an endorsement of the quality of any Notes or Warrants that are the subject of the Base Prospectus, as supplemented from time to time. Investors should make their own assessment as to the suitability of investing in such Notes or Warrants.

HBCE accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge of HBCE 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.

The purpose of this Base Prospectus Supplement is to disclose that, in line with its previous communication relating to the sale by HBCE of its retail banking business in France through a partial asset contribution subject to the demerger regime (the "**Contribution**") in the HBCE 2022 Universal Registration Document and supplements thereto (incorporated by reference in the Base Prospectus) and in the press releases published respectively on June 18, 2021 (<https://www.about.hsbc.fr/-/media/france/fr/news-and-media/210618-sale-of-retail-banking-business-in-france.pdf?la=en-gb>) and on June 14, 2023 (<https://www.about.hsbc.fr/-/media/france/en/news-and-media/230615-hsbc-continental-europe-update-on-sale-of-retail-banking-business-in-france-en.pdf?la=en-gb>), HBCE has entered into a contribution agreement on 27 September 2023 (the "**Contribution Agreement**") which has been filed with the Paris Trade and Companies' registry. Subject to the satisfaction of certain conditions (including regulatory approvals), the closing of the transaction is contemplated for 1 January 2024.

Any investors subscribing notes issued under the Programme after the publication of this Prospectus Supplement will be deemed to acknowledge and accept the Contribution and will have no right to be consulted in respect of the Contribution.

To the extent that any document or information incorporated by reference itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Base Prospectus Supplement or the Base Prospectus for the purposes of the Prospectus Regulation, except where such information or documents are stated within this Base Prospectus Supplement as specifically being incorporated by reference or where this Base Prospectus Supplement is specifically defined as including such information.

To the extent there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated into the Base Prospectus by this Base Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this Base Prospectus Supplement will prevail.

HBCE confirms that, save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus and relating to HBCE and Notes issued by it under the Programme has arisen since the publication of such Base Prospectus.

In circumstances where Article 23(2) of the Prospectus Regulation applies, investors who have agreed to purchase or subscribe for any Notes or Warrants prior to the publication of this Base Prospectus Supplement may have the right to withdraw their acceptance. Investors wishing to exercise any such right should do so by giving notice in writing to the person from whom they agreed to purchase or subscribe for such Notes or Warrants. This right is exercisable up to, and including 4 October 2023, which is the final date for the exercise of such right to withdraw.