

## SUPPLEMENTARY LISTING PARTICULARS 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 Bank Middle East Limited**

*(a company limited by shares incorporated in the Dubai International Financial Centre)*

*as Issuer*

### **HSBC Continental Europe**

*(a société anonyme registered in France)*

*as Issuer*

## **PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS**

This supplement (the "**Supplement**") to the offering memorandum dated 1 June 2023 and the supplementary listing particulars thereto dated 3 August 2023 and 4 August 2023 relating to the Programme for the Issuance of Notes and Warrants (the "**Offering Memorandum**") prepared by HSBC Bank plc ("**HBEU**"), HSBC Bank Middle East Limited ("**HBME**") and HSBC Continental Europe ("**HBCE**" and, together with HBEU and HBME, the "**Issuers**" and each an "**Issuer**"), which constitutes listing particulars for the purposes of listing ("**Listing**") on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") and trading on the Global Exchange Market of Euronext Dublin and, for the avoidance of doubt, which does not constitute (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Regulation (EU) 2017/1129, constitutes supplementary listing particulars (pursuant to rule 3.10 of the Global Exchange Market Listing and Admission to Trading Rules) for the purposes of Listing.

Terms defined in the Offering Memorandum have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Memorandum and any other supplements to the Offering Memorandum prepared by the Issuers, in relation to their Programme for the Issuance of Notes and Warrants.

This Supplement has been approved by Euronext Dublin for the purposes of Listing.

HBCE accepts responsibility for the information contained in this Supplement relating to HBCE and Notes issued by it. To the best of the knowledge of HBCE (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this 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 Offering Memorandum) 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 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 Supplement or the Offering Memorandum, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

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

HBCE confirms that, save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Memorandum and relating to HBCE and Notes issued by it under the Programme has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.