

BASE PROSPECTUS SUPPLEMENT DATED 1 AUGUST 2025



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

PROGRAMME FOR THE ISSUANCE OF NOTES AND WARRANTS

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 26 June 2025 relating to 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.

HBEU accepts responsibility for the information contained in this Base Prospectus Supplement relating to HBEU. To the best of the knowledge of HBEU the information contained in this Base Prospectus Supplement relating to HBEU is in accordance with the facts and does not omit anything likely to affect the import of such information.

HBCE accepts responsibility for the information contained in this Base Prospectus Supplement relating to HBCE. To the best of the knowledge of HBCE the information contained in this Base Prospectus Supplement relating to HBCE 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 on 30 July 2025, HBEU published its unaudited consolidated interim report for the six-month period ended 30 June 2025 (the "**HBEU Unaudited Consolidated Interim Report**"). The HBEU Unaudited Consolidated Interim Report is available at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20>. The HBEU Unaudited Consolidated Interim Report, other than information incorporated by reference therein, is hereby incorporated by reference into the Base Prospectus;
- disclose that on 30 July 2025, HBCE published the English version of HBCE's *1st Amendment to the Universal Registration Document and Interim Financial Report 2025* filed with the *Autorité des marchés financiers* on 30 July 2025, which includes the HBCE interim financial report for the six-month period ended 30 June 2025 (the "**HBCE Registration Document First Amendment**"). The HBCE Registration Document First Amendment is available at: <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20>. The HBCE Registration Document First Amendment, other than information incorporated by reference therein, is hereby incorporated by reference into the Base Prospectus;
- replace paragraph 14 of the '*General Information*' section of the Base Prospectus with the following statement:

"There has been no significant change in the financial position or financial performance of HBEU and its subsidiary undertakings since 30 June 2025 nor any material adverse change in the prospects of HBEU since 31 December 2024.";
- replace paragraph 15 of the '*General Information*' section of the Base Prospectus with the following statement:

"There has been no significant change in the financial position or financial performance of HBCE and its subsidiary undertakings since 30 June 2025 nor any material adverse change in the prospects of HBCE since 31 December 2024."; and
- make supplementary changes in the Base Prospectus in respect of disclosure relating to certain information that may be included in the Final Terms as set out in the Schedule attached hereto.

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.

Any amendments herein relating to the terms and conditions of Notes and Warrants shall only apply in respect of Notes and Warrants, the Final Terms of which are dated on or after this Base Prospectus Supplement.

HBEU 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 HBEU and Notes issued by it under the Programme has arisen since the publication of such Base Prospectus.

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 and Warrants 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 6 August 2025, which is the final date for the exercise of such right to withdraw.

SCHEDULE

The Base Prospectus is supplemented and amended as follows:

- (a) risk factor 5 (*Risks relating to all issues of Notes and Warrants*) of the 'Risk Factors' section is supplemented by including the following sub-section after the sub-section entitled '*The environmental, social or sustainable impact of any Underlying may not meet investor expectations*':

"Certain specific information may not be known at the beginning of an offer period"

The Final Terms of the Notes or Warrants may provide that certain specific information relating to such Notes or Warrants (such as certain amounts, levels, percentages, prices, rates or values (as applicable) used to determine or calculate amounts payable or assets deliverable thereunder) may not be fixed or determined until the end of the offer period. In such case, the Final Terms will specify in place of the relevant amounts, levels, percentages, prices, rates or values (as applicable), such indicative amounts, levels, percentages, prices, rates or values (as applicable), or an indicative range thereof, which may be subject to a minimum or maximum amount, level, percentage, price, rate or value (as applicable).

The actual amounts, levels, percentages, prices, rates or values (as applicable) will be determined based on market conditions and/or amounts subscribed for by the Issuer on or around the end of the offer period and may be the same as or different from any indicative amount specified in the Final Terms, provided that such actual amounts will not be less than any indicative minimum amount specified therein and will not be more than any indicative maximum amount specified therein.

An investor in the Notes or Warrants will be required to make its investment decision based on the indicative amounts or indicative range rather than the actual amounts, levels, percentages, prices, rates or values (as applicable), which will only be fixed or determined at the end of the offer period after its investment decision is made but will apply to the Notes or Warrants once issued.

If the Final Terms of the Notes or Warrants specifies an indicative range of amounts, levels, percentages, prices, rates or values (as applicable), an investor in the Notes or Warrants should, for the purposes of evaluating the risks and benefits of an investment in the Notes or Warrants, assume that the actual amounts, levels, percentages, prices, rates or values (as applicable) fixed or determined at the end of the offer period may have a negative impact on the amounts payable or assets deliverable in respect of such Notes or Warrants and consequently, may have an adverse impact on the return on such Notes or Warrants (when compared with other amounts, levels, percentages, prices, rates or values (as applicable) within any indicative range, or less than any indicative maximum amount, or greater than any indicative minimum amount). An investor in Notes or Warrants should therefore make its decision to invest in the Notes or Warrants on that basis.";

- (b) each of the sections '*Terms and Conditions of the English Law Notes*', '*Terms and Conditions of the French Law Notes*', and '*Alternative Terms and Conditions of the English Law Notes*' is supplemented by including the following condition after Condition 26 (*Governing Law*) of each respective section:

"27. Indicative Amounts

If the relevant Final Terms provide that the Notes are being offered to the public in circumstances requiring the prior publication of a prospectus under Prospectus Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"), the relevant Final Terms may specify an indicative amount, an indicative minimum amount, or an indicative maximum amount, or any combination of the foregoing,

as applicable, in relation to any Specified Product Value which is not fixed or determined at the commencement of the Offer Period set out in such relevant Final Terms. If so specified in the relevant Final Terms, references in the Conditions to such Specified Product Value shall be construed as the amount, level, percentage, price, rate or value (as applicable) determined by the Issuer on or after the relevant date specified in the relevant Final Terms, and:

- (i) if an indicative minimum amount is provided in the relevant Final Terms, the Specified Product Value will not be less than such indicative minimum amount; or
- (ii) if an indicative maximum amount is provided in the relevant Final Terms, the Specified Product Value will not be more than such indicative maximum amount; or
- (iii) if both an indicative minimum amount and indicative maximum amount is provided in the relevant Final Terms, the Specified Product Value will not be less than such indicative minimum amount and will not be more than such indicative maximum amount.

Notice of the relevant Specified Product Value will be published following the end of the Offer Period set out in the relevant Final Terms and the relevant amount, level, percentage, price, rate or value (as applicable) specified in such notice will be deemed to be the Specified Product Value.

For these purposes, "**Specified Product Value**" means any amount, level, percentage, price, rate or value which is specified in the Conditions as the amount, level, percentage, price, rate or value (as applicable) to be provided in the relevant Final Terms (or phrases of similar import)."; and

- (c) the section '*Terms and Conditions of the Warrants*' is supplemented by including the following condition after Condition 27 (*Modification*):

"28. Indicative Amounts

If the relevant Final Terms provide that the Warrants are being offered to the public in circumstances requiring the prior publication of a prospectus under Prospectus Regulation (EU) 2017/1129 (as amended, the "**EU Prospectus Regulation**"), the relevant Final Terms may specify an indicative amount, an indicative minimum amount, or an indicative maximum amount, or any combination of the foregoing, as applicable, in relation to any Specified Product Value which is not fixed or determined at the commencement of the Offer Period set out in such relevant Final Terms. If so specified in the relevant Final Terms, references in the Conditions to such Specified Product Value shall be construed as the amount, level, percentage, price, rate or value (as applicable) determined by the Issuer on or after the relevant date specified in the relevant Final Terms, and:

- (i) if an indicative minimum amount is provided in the relevant Final Terms, the Specified Product Value will not be less than such indicative minimum amount; or
- (ii) if an indicative maximum amount is provided in the relevant Final Terms, the Specified Product Value will not be more than such indicative maximum amount; or

- (iii) if both an indicative minimum amount and indicative maximum amount is provided in the relevant Final Terms, the Specified Product Value will not be less than such indicative minimum amount and will not be more than such indicative maximum amount.

Notice of the relevant Specified Product Value will be published following the end of the Offer Period set out in the relevant Final Terms and the relevant amount, level, percentage, price, rate or value (as applicable) specified in such notice will be deemed to be the Specified Product Value.

For these purposes, "**Specified Product Value**" means any amount, level, percentage, price, rate or value which is specified in the Conditions as the amount, level, percentage, price, rate or value (as applicable) to be provided in the relevant Final Terms (or phrases of similar import).".