

**Return of Allotment of Shares**Company Name: **HSBC Bank plc**Company Number: **00014259**Received for filing in Electronic Format on the: **31/12/2014**

X3NVOQFE

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|--|-------------------|-------------------|
| | 19/12/2014 | 19/12/2014 |

Class of Shares: ORDINARY**Currency: GBP**Number allotted **1**Nominal value of each share **1**Amount paid: **62627811.86**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|-------------------------|-----------------|--------------------------|------------------|
| Class of Shares: | ORDINARY | Number allotted | 796969110 |
| Currency: | GBP | Aggregate nominal value: | 796969110 |
| | | Amount paid per share | 26.47 |
| | | Amount unpaid per share | 0 |

Prescribed particulars

THE ORDINARY SHARES CONFER THE RIGHT TO RECEIVE NOTICE AND ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO PARTICIPATE IN FULL IN ANY DISTRIBUTIONS OR ANY OFFERS AND TO THE RETURN OF CAPITAL ON LIQUIDATION.

| | | | |
|-------------------------|------------------|--------------------------|--------------|
| Class of Shares: | PREFERRED | Number allotted | 1 |
| | ORDINARY | Aggregate nominal value: | 1 |
| Currency: | GBP | Amount paid per share | 10000 |
| | | Amount unpaid per share | 0 |

Prescribed particulars

THE PREFERRED ORDINARY SHARE RANKS PARI PASSU IN ALL RESPECTS WITH THE ORDINARY SHARES AND CONFERS THE RIGHT TO RECEIVE NOTICE, ATTEND, SPEAK AND VOTE AT GENERAL MEETINGS AND TO PARTICIPATE IN FULL IN ANY DISTRIBUTIONS OR RETURN OF CAPITAL ON LIQUIDATION. IN ADDITION, THE SHARE CONFERS: (I) THE RIGHT TO RECEIVE THE FIRST GBP100 OF ANY DISTRIBUTION, IN PRIORITY TO ANY SHARE OTHER THAN ORDINARY SHARES; AND (II) ON A WINDING-UP THE RIGHT TO RECEIVE A SUM EQUAL TO THE NOMINAL AMOUNT/SHARE PREMIUM.

| | | | |
|-------------------------|-------------------|--------------------------|-----------------|
| Class of Shares: | SERIES | Number allotted | 20000000 |
| | 2 THIRD | Aggregate nominal value: | 200000 |
| | DOLLAR | Amount paid per share | 25 |
| | PREFERENCE | Amount unpaid per share | 0 |
| Currency: | USD | | |

Prescribed particulars

RIGHTS ARE SET OUT IN ARTICLES AND AS AGREED ON ISSUE. HOLDERS ARE ENTITLED TO A NON-CUMULATIVE DIVIDEND (IN PRIORITY TO ORDINARY SHARES) PAYABLE IN US\$ ON TERMS DETERMINED ON ISSUE. ON RETURN OF CAPITAL, HOLDERS ARE ENTITLED TO

PAYMENTS SPECIFIED IN ARTICLES IN PRIORITY TO ORDINARY SHAREHOLDERS. AFTER FIVE YEARS, SHARES MAY BE REDEEMED AT OPTION OF COMPANY SUBJECT TO 30-60 DAYS' WRITTEN NOTICE IN ACCORDANCE WITH ARTICLES. THE REDEMPTION AMOUNT INCLUDES THE NOMINAL/PREMIUM/OUTSTANDING DIVIDEND.

| | | | |
|-------------------------|-------------------|--------------------------|-----------------|
| Class of Shares: | THIRD | Number allotted | 15000000 |
| | DOLLAR | Aggregate nominal value: | 150000 |
| | PREFERENCE | Amount paid per share | 25 |
| Currency: | USD | Amount unpaid per share | 0 |

Prescribed particulars

RIGHTS ARE SET OUT IN ARTICLES AND AS AGREED ON ISSUE. HOLDERS ARE ENTITLED TO A NON-CUMULATIVE DIVIDEND (IN PRIORITY TO ORDINARY SHARES) PAYABLE IN US\$ ON TERMS DETERMINED ON ISSUE. ON RETURN OF CAPITAL, HOLDERS ARE ENTITLED TO PAYMENTS SPECIFIED IN ARTICLES IN PRIORITY TO ORDINARY SHAREHOLDERS. AFTER FIVE YEARS, SHARES MAY BE REDEEMED AT OPTION OF COMPANY SUBJECT TO 30-60 DAYS' WRITTEN NOTICE IN ACCORDANCE WITH ARTICLES. THE REDEMPTION AMOUNT INCLUDES THE NOMINAL/PREMIUM/OUTSTANDING DIVIDEND.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|------------------|
| Currency: | GBP | Total number of shares: | 796969111 |
| | | Total aggregate nominal value: | 796969111 |
| Currency: | USD | Total number of shares: | 35000000 |
| | | Total aggregate nominal value: | 350000 |

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.