

BLUEPRINT

OneWorld

27/11/2013
363a

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP010

Company Number

14259

Company Name in full

HSBC Bank plc

Date of this return

The information in this return is made up
to

Day		Month		Year			
0	8	0	5	2	0	0	6

Date of next return

If you wish to make your next return to a
date earlier than the anniversary of this
return please show the date here.

Companies House will then send a form
at the appropriate time.

Day		Month		Year			

Registered Office

Show here the address at the date of
this return.

8 Canada Square

Any change of
registered office **must**
be notified on form
287.

Post town

London

County / Region

UK Postcode

E14 5HQ

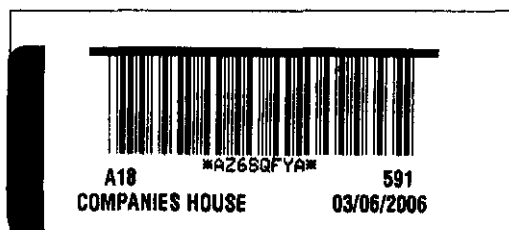
Principal business activities

Show trade classification code number(s)
for the principal activity or activities.

6512

If the code number cannot be determined,
give a brief description of principal
activity.

clearing bank & holding company



Form April 2002

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Register of members

If the register of members is not kept at the registered office, state here where it is kept.

8 Canada Square

Post town London

County / Region UK Postcode E14 5HQ

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.

COMPUTERSHARE SERVICES PLC, 7th Floor Jupiter House,

Triton Court

Post town 14 Finsbury Square

County / Region London UK Postcode EC2A 1BR

Company type

Public limited company

☒

Private company limited by shares

☐

Private company limited by guarantee without share capital

☐

Private company limited by shares exempt under section 30

☐

Private company limited by guarantee exempt under section 30

☐

Private unlimited company with share capital

☐

Private unlimited company without share capital

☐

Please tick the appropriate box

Company Secretary

Details of a new company secretary must be notified on form 288a.

(Please photocopy this area to provide details of joint secretaries).

Name

* Style / Title

Forename(s) John Hume

Surname MCKENZIE

Address ☒ 8 Canada Square

Post town London

County / Region UK Postcode E14 5HQ

Country United Kingdom

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☒

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name

* Style / Title

Day Month Year
Date of birth 1 5 1 2 1 9 5 3

Forename(s) David Charles

Surname BUDD

☒

Address †† 8 Canada Square

Post town London

County / Region UK Postcode E14 5HQ

Country United Kingdom Nationality British

Business occupation Banker

* Voluntary details.

Name

* Style / Title Monsieur

Day Month Year
Date of birth 1 5 0 8 1 9 5 2

Forename(s) Charles-Henri

Surname FILIPPI

☐

Address †† 2, rue Saint-Simon

Post town PARIS

County / Region UK Postcode 75007

Country France Nationality French

Business occupation HSBC France

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title		
		Day	Month
		Year	
Date of birth		0 8	0 6
		1 9	4 6
Forename(s)	John Dudley		
Surname	FISHBURN		
<input checked="" type="checkbox"/> Address ††	7 Gayfere Street		
Post town	London		
County / Region		UK Postcode	SW1P 3HN
Country	United Kingdom	Nationality	British
Business occupation	Non-executive Director		

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name	* Style / Title		
		Day	Month
		Year	
Date of birth		0 4	1 0
		1 9	5 3
Forename(s)	Michael Francis		
Surname	GEOGHEGAN		
<input checked="" type="checkbox"/> Address ††	8 Canada Square		
Post town	London		
County / Region		UK Postcode	E14 5HQ
Country	United Kingdom	Nationality	British
Business occupation	Banker		

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Directors

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name

* Style / Title

Day Month Year

Date of birth

0 7 1 1 1 9 4 8

Forename(s)

Stephen Keith

Surname

GREEN

☒

Address ††

8 Canada Square

Post town

London

County / Region

UK Postcode

E14 5HQ

Country

United Kingdom

Nationality

British

Business occupation

Chairman, HSBC Holdings plc

* Voluntary details.

Name

* Style / Title

Day Month Year

Date of birth

1 4 0 5 1 9 5 0

Forename(s)

Dyfrig Dafydd Joseff

Surname

JOHN

☒

Address ††

8 Canada Square

Post town

London

County / Region

UK Postcode

E14 5HQ

Country

United Kingdom

Nationality

British

Business occupation

Banker

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Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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Name	* Style / Title		
		Day	Month
		Year	
	Date of birth	0	1
		0	1
		1	9
		4	4
	Forename(s)	Christopher Michael Stuart	
	Surname	JONES	
<input type="checkbox"/>	Address ††	Orchard House, Wrottesley Road West, Tettenhall	
	Post town	Wolverhampton	
	County / Region		UK Postcode
			WV6 8UR
	Country	England	Nationality
			British
	Business occupation	Non-Executive Director	

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title		
		Day	Month
		Year	
	Date of birth	1	2
		0	5
		1	9
		6	0
	Forename(s)	Rosemary Elisabeth Scudamore	
	Surname	MARTIN	
<input checked="" type="checkbox"/>	Address ††	The Reuters Building, South Colonnade, Canary Wharf	
	Post town	London	
	County / Region		UK Postcode
			E14 5EP
	Country		Nationality
			British
	Business occupation	Non-Executive Director	

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name

* Style / Title

Day Month Year

Date of birth

0 7 0 9 1 9 4 0

Forename(s)

Anthony Robin Dominic

Surname

MONRO-DAVIES

Address ††

Milbourne House, Station Road, Barnes

Post town

London

County / Region

UK Postcode

SW13 0LW

Country

United Kingdom

Nationality

British

Business occupation

Non-Executive Director

* Voluntary details.

Name

* Style / Title

Day Month Year

Date of birth

1 1 0 9 1 9 5 0

Forename(s)

Peter Michael

Surname

SHAWYER

Address ††

c/o Deloitte & Touche LLP, Stonecutter Court,

1 Stonecutter Street

Post town

London

County / Region

UK Postcode

EC4A 4TR

Country

United Kingdom

Nationality

British

Business occupation

Non-Executive Director

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Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title		
		Day	Month
		Year	
Date of birth		0 2	0 4
		1 9	5 1
Forename(s)	Jasminder		
Surname	SINGH		
<input checked="" type="checkbox"/> Address ††	140 Bath Road		
Post town	Hayes		
County / Region	Middlesex	UK Postcode	UB3 5AW
Country		Nationality	British
Business occupation	Non-Exective Director		

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title		
		Day	Month
		Year	
Date of birth		1 4	0 2
		1 9	4 3
Forename(s)	John Francis		
Surname	TRUEMAN		
<input checked="" type="checkbox"/> Address ††	8 Canada Square		
Post town	London		
County / Region		UK Postcode	E14 5HQ
Country	United Kingdom	Nationality	British
Business occupation	Non-Executive Director		

Issued share capital

Enter details of all the shares in issue at the date of this return.

	Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)
See attached schedule			
Totals			

List of past and present shareholders

(use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period

☒

on paper

in another format

A list of changes is enclosed

A full list of shareholders is enclosed

☒**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed**Date**

2/6/06

† Please delete as appropriate.

† a director / secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

This return includes

6

continuation sheets.

(enter number)

Robert Musgrove, HSBC Holdings plc, 8 Canada Square,

London, E14 5HQ, United Kingdom

Tel

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OneWorld

DX number

DX exchange

Issued share capital
Schedule to form 363a

CHFP010

Company Number | 14259

Company Name in full | HSBC Bank plc

Currency | Pounds Sterling

Issued share capital

Enter details of all the shares in issue at the date of this return.

Class
(e.g. Ordinary/Preference)

Number of shares
issued

Aggregate Nominal Value

(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)

ORDINARY	796,969,101	£796,969,101.00
PREFERENCE	0	£0.00
PREFERRED ORDINARY	1	£1.00
Totals	796,969,102	796,969,102.00

Issued share capital Schedule to form 363a

CHFP010

Company Number 14259

Company Name in full HSBC Bank plc

Currency US Dollar

Issued share capitalEnter details of all the shares in issue
at the date of this return.
Class
(e.g. Ordinary/Preference)

**Number of shares
issued**
**Aggregate Nominal
Value**
(i.e. Number of shares issued
multiplied by nominal value per
share, or total amount of stock)

NON-CUMULATIVE SECOND US DOLLAR PREFERENCE	0	US\$0.00
NON-CUMULATIVE US DOLLAR PREFERENCE	0	US\$0.00
SERIES 2 THIRD DOLLAR PREFERENCE	20,000,000	US\$200,000.00
THIRD DOLLAR PREFERENCE	15,000,000	US\$150,000.00
Totals	35,000,000	350,000.00

List of past and present shareholders

Schedule to form 363a

CHFP010

Company Number | 14259

Company Name in full | HSBC Bank plc

- > Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- > You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following the incorporation;
 - Every third annual return after a full list has been provided
- > List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

Shareholders' details	Shares or amount of stock transferred (if appropriate)		
	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name HBL Nominees Limited Address 8 Canada Square, London, United Kingdom UK postcode E14 5HQ	£1.00 ORDINARY Shares Held 1		
Name HSBC Holdings plc Address 8 Canada Square, London, United Kingdom UK postcode E14 5HQ	£1.00 ORDINARY Shares Held 796,969,099		
Name HSBC Group Nominees UK Limited Address 8 Canada Square, London, United Kingdom UK postcode E14 5HQ	£1.00 ORDINARY Shares Held 1		

List of past and present shareholders

Schedule to form 363a

CHFP010

Company Number 14259

Company Name in full HSBC Bank plc

- > Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- > You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following the incorporation;
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- > List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

Shareholders' details	Shares or amount of stock transferred (if appropriate)		
	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name HSBC Holdings plc Address 8 Canada Square, London, United Kingdom UK postcode E14 5HQ	£1.00 PREFERRED ORDINARY Shares Held 1		
Name Address UK postcode			
Name Address UK postcode			

List of past and present shareholders

Schedule to form 363a

CHFP010

Company Number | 14259

Company Name in full | HSBC Bank plc

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following the incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name HSBC Holdings plc Address 8 Canada Square, London, United Kingdom UK postcode E14 5HQ	US\$0.01 SERIES 2 THIRD DOLLAR PREFERENCE Shares Held 20,000,000		
Name Address UK postcode			
Name Address UK postcode			

List of past and present shareholders Schedule to form 363a

CHFP010

Company Number | 14259

Company Name in full | HSBC Bank plc

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following the incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Shares or amount of stock transferred <i>(if appropriate)</i>		
	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name HSBC Holdings plc <hr/> Address 8 Canada Square, London, United Kingdom <hr/> UK postcode E14 5HQ	US\$0.01 THIRD DOLLAR PREFERENCE Shares Held 15,000,000		
Name <hr/> Address <hr/> UK postcode			
Name <hr/> Address <hr/> UK postcode			

HSBC Bank plc

Date
08/05/2006

Registration No
14259

Name	HBL Nominees Limited	Date of Entry as a Member	08/05/1993
Address	8 Canada Square, London, E14 5HQ, United Kingdom	Date of Cessation of Membership	
Folio Ref	HBLNOM		

Class										Currency	
£1.00 ORDINARY shares										Pounds Sterling	
Date of Entry	Entry Allotment	Entry Number	Certificate Number	Number of Shares		Balance	Price Per Share	Total Amount Agreed to be Paid	Notes		
		Transfer	--	Acquired	Disposed		£	£0.00			
08/05/1993				1		1			From See Separate List Beneficial Owner HSBC Holdings plc		
Totals				1	0	1					

Date
08/05/2006

HSBC Bank plc

Report of Shareholders

Registration No
14259

Name	HSBC Group Nominees UK Limited	Date of Entry as a Member	08/05/1993
Address	8 Canada Square, London, E14 5HQ, United Kingdom	Date of Cessation of Membership	
Folio Ref	HGNOMUK		

Class					Currency		
£1.00 ORDINARY shares					Pounds Sterling		
Date of Entry	Entry Number	Transfer	Certificate Number	Number of Shares	Price Per Share	Total Amount Agreed to be Paid	Notes
08/05/1993			--	1	£	£0.00	From See Separate List
Totals				1			Beneficial Owner HSBC Holdings plc

HSBC Bank plc

Report of Shareholders

Date
08/05/2006

Registration No
14259

Name	HSBC Holdings plc	Date of Entry as a Member	08/05/1993
Address	8 Canada Square, London, E14 5HQ, United Kingdom	Date of Cessation of Membership	
Folio Ref	HGHQ		

Class										Currency	
£1.00 ORDINARY shares										Pounds Sterling	
Date of Entry	Entry Number	Alotment	Transfer	Certificate Number	Acquired	Number of Shares Disposed	Balance	Price Per Share	Total Amount Agreed to be Paid	Notes	
08/05/1993				--	646,627,371		646,627,371	£	£0.00	From See Separate List	
17/05/1993			1	--	35,622,156		682,249,527	£	£0.00	From James Capel (Nominees) Limited	
06/07/1993				--	114,653,672		796,903,199	£517,661,329	£59,351,772,222,250.0	From HSBC Holdings U.K. Limited	
31/05/1996				--	1		796,903,200	£	£0.00		
23/12/1996		566		--	1		796,903,201	£200,000,000	£200,000,000.00		
02/01/2000		567		1	1		796,903,202	£250,000,000	£250,000,000.00		
10/01/2000		568		2	1		796,903,203	£300,000,000	£300,000,000.00		
10/01/2000		569		3	1		796,903,204	£437,052,325	£437,052,325.00		
31/10/2000		570		4	1		796,903,205	£6,718,619,902.39	£6,718,619,902.39		
20/12/2000		571		5	1		796,903,206	£1,327,526,970.00	£1,327,526,970.00	440,142 Class E Preference Shares and 41,498 Class F Preference Shares of 1,000	
30/03/2001		572		6	1		796,903,207	£275,000,000	£275,000,000.00		
11/04/2001		573		7	1		796,903,208	£1.00	£1.00		
01/07/2002		574		9	1		796,903,209	£256,000,000	£256,000,000.00		
11/12/2002			17	11	65,884		796,969,093	£1.00	£65,884.00	From HSBC Investment Residuary Limited	
17/03/2004		576		12	1		796,969,094	£700,000,000	£700,000,000.00		
31/08/2005		578		14	1		796,969,095	£500,000,000	£500,000,000.00		
16/12/2005		581		14	1		796,969,096	£300,000,000	£300,000,000.00		

Date
08/05/2006

HSBC Bank plc

Report of Shareholders

Registration No
14259

Class										Currency	
£1.00 ORDINARY shares										Pounds Sterling	
Date of Entry	Entry Allotment	Number Transfer	Certificate Number	Number of Shares		Balance	Price Per Share	Total Amount Agreed to be Paid	Notes		
21/12/2005	582		15	Acquired	Disposed	796,969,097	£700,000,000.00	£700,000,000.00			
29/03/2006	583		16	1		796,969,098	£400,000,000.00	£400,000,000.00			
04/05/2006	584		17	1		796,969,099	£275,000,000.00	£275,000,000.00			
Totals				796,969,099	0	796,969,099					

Class										Currency	
£1.00 PREFERRED ORDINARY shares										Pounds Sterling	
Date of Entry	Allocation	Entry Number	Transfer	Certificate Number	Number of Shares		Balance	Price Per Share	Total Amount Agreed to be Paid	Notes	
16/09/1993	1			---	Acquired	Disposed	1	£	£0.00		
				Totals	1	0	1				

Class										Currency	
US\$0.01 SERIES 2 THIRD DOLLAR PREFERENCE shares										US Dollar	
Date of Entry	Allocation	Entry Number	Transfer	Certificate Number	Acquired	Number of Shares		Balance	Price Per Share	Total Amount Agreed to be Paid	Notes
29/10/2001	1			1	18,000,000			18,000,000	US\$25.00	US\$450,000,000.00	
07/03/2002	2			2	2,000,000			20,000,000	US\$25.00	US\$50,000,000.00	
Totals					20,000,000		0	20,000,000			

Class							Currency			
US\$0.01 THIRD DOLLAR PREFERENCE shares							US Dollar			
Date of Entry	Allocation	Entry Number	Transfer	Certificate Number	Number of Shares		Balance	Price Per Share	Total Amount Agreed to be Paid	Notes
25/07/2001	1			1	Acquired	Disposed	15,000,000	US\$25.00	US\$375,000,000.00	
Totals					15,000,000	0	15,000,000			