

SUPPLEMENTARY LISTING PARTICULARS



HSBC Bank plc

(A company incorporated with limited liability in England with registered number 14259)

DEBT ISSUANCE PROGRAMME

These supplementary listing particulars are prepared in connection with the above named Programme, for the purposes of providing supplemental information about HSBC Bank plc (the "**Bank**" or the "**Issuer**"), and are supplemental to and should be read in conjunction with the Information Memorandum dated 30 May 2002 (the "**Listing Particulars**") prepared by the Issuer in relation to notes issued under such Programme (the "**Notes**") during the period of twelve months after the date of such Listing Particulars. A copy of this document, which comprises supplementary listing particulars required by Section 81 of the Financial Services and Markets Act 2000 (the "**FSMA**"), has been delivered for registration to the Registrar of Companies in England and Wales as required under Section 83 of the FSMA.

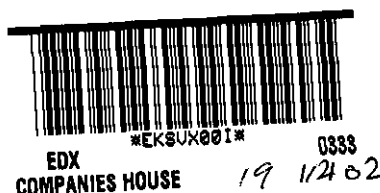
Terms defined in the Listing Particulars have the same meaning when used in these supplementary listing particulars.

The Issuer accepts responsibility for the information contained in this document. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Programme Arranger and Dealer

HSBC Bank plc

Supplementary Listing Particulars dated 19 December 2002



HSBC BANK PLC AND ITS SUBSIDIARY UNDERTAKINGS

1. Recent Developments

On 14 March 2002 the Secretary of State for Trade and Industry published her Department's report on its investigation into the supply of banking services to small and medium sized businesses. The Bank has reviewed its strategy and announced that it will introduce new interest bearing current accounts for these customers on 1 January 2003.

On 1 July 2002 HSBC Germany Holdings GmbH was acquired from a fellow subsidiary undertaking in the HSBC Group for a consideration of €549 million. HSBC Germany Holdings GmbH holds the Group's 73.5 per cent. interest in HSBC Trinkaus & Burkhardt KGaA.

On 1 July 2002 HSBC Republic Bank (UK) Limited was acquired from a fellow subsidiary undertaking in the HSBC Group for a consideration of £256 million. The acquisition was funded by the issue of 1 ordinary share of £1 to HSBC Holdings plc at a premium of £255,999,999.

By operation of the HSBC Investment Banking Act 2002 given Royal Assent on 7 November 2002, the investment banking business of HSBC Investment Bank plc was transferred to the Issuer with effect from and including 30 November 2002.

2. Save as disclosed herein, there has been no significant change and no significant new matter has arisen since publication of the Listing Particulars.

3. For so long as Notes may be issued under the Programme on the basis that they will be admitted to listing on the Official List of the UK Listing Authority, these Supplementary Listing Particulars may be inspected during normal business hours at the registered office of the Issuer.