

363a

150650/15

Please complete in typescript,

		4.30
nnual	Return	

or in bold l	black capita	ls.	Annual Return
CHFP010	Con	npany Number	14259
	Compar	ny Name in full	HSBC Bank plc
	nis return ation in this re	eturn is made up	Day Month Year 0 8 0 5 2 0 0 2
Date of n	ext return		
late earlier eturn pleas	than the ann se show the o House will th	next return to a liversary of this date here. nen send a form at	Day Month Year
		at the date of	Poultry
Any change egistered c	of office must	Post town	London
e notified o 287.	on form	County / Region	
		UK Postcode	EC2P 2BX
Principal	business	activities	
	classification	n code number(s) or activities.	6512
	number cann description o	ot be determined, of principal	clearing bank & holding company



A15 COMPANIES HOUSE 30/05/02 When you have completed and signed the form please send it to the Registrar of Companies at:

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

DX 33050 Cardiff

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.	10 Lower Thames Street		
Post town	London		
County / Region	UK Postcode EC3R 6AE		
Register of Debenture holders If there is a register of debenture holders,	COMPUTERSHARE SERVICES PLC, 7th Floor Jupiter House,		
or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.	Triton Court		
Post town	14 Finsbury Square		
County / Region	London UK Postcode EC2A 1BR		
Company type			
Public limited company	x		
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 Name * Style / Title			
secretaries). * Voluntary details. Forename(s)	Ian Bruce		
If a partnership give Surname the names and	MARSHALL		
addresses of the partners or the name Address of the partnership	Hungershall Lodge, Hungershall Park		
and office address. Usual residential			
address must be given. In the case	Tunbridge Wells		
of a corporation, give the registered County / Region	Kent UK Postcode TN4 8ND		
or principal office Country address.	England		



•		Company No 1423.
Directors Please list directors in alphabetical order.		Details of new directors must be notified on form 288a
V	iame * Style / Title	/ Mr
		Day Month Year
Directors In the case of a director that is a corporate	Date of birth	1 4 0 9 1 9 4 2
or a Scottish firm, the name is the	rorename(s)	David William
corporate or firm name.	Surname	BAKER
A	Address	The Willows, Glen Road
Usual residential address must be		
given. In the case of a corporation,	Post town	Newton Harcourt
give the registered or principal office	County / Region	Leicestershire UK Postcode LES 9FH
address.	Country	Nationality British
	Business occupation	Banker
* Voluntary details.		
N	lame * Style / Title	Sir
Directors In the case of a director that is a corporate	Date of birth	Day Month Year 2 4 0 7 1 9 4 1
or a Scottish firm, the name is the	roiename(s)	John Reginald Hartnell
corporate or firm name.	Surname	BOND
Address		Munster House, 46 Roland Way
Usual residential address must be		<u> </u>
given. In the case of a corporation,	Post town	London
give the registered or principal office	County / Region	UK Postcode Sw7_3RE
address.	Country	England Nationality British
	Business occupation	Group Chairman, HSBC Holdings plc



Directors Please list directors in alphabetical order.		Details of new directors must be notified on fo	rm 288a
ı	lame * Style / Title		
Directors In the case of a director that is a corporate	Date of billing	Day Month Year 0 8 1 2 1 9 4 3	
or a Scottish firm, the name is the	Forename(s)	William Robert Patrick	
corporate or firm name.	Surname	DALTON	
,	Address	7 Cambridge Place	
Usual residential address must be			
given. In the case of a corporation,	Post town	London	
give the registered or principal office	County / Region	UK Postcode	
address.	Country	England Nationality	Canadian/Irish (dual
	Business occupation	Chief Executive - HSBC Bank plc	
* Voluntary details.			
1	lame * Style / Title		
Directors In the case of a director that is a corporate	Date of birth	Day Month Year 2 8 0 9 1 9 4 3	
or a Scottish firm, the name is the	FOIEGAMEIST	Charles Francis Wiener	
corporate or firm name.	Surname	DE CROISSET	
,	Address	31 Rue de Bellechasse	
Usual residential address must be			
given. In the case of a corporation,	Post town	Paris	
give the registered or principal office		UK Postcode	75007
address.	Country	France Nationality	French
	Business occupation	Ranker	



Directors Please list directors in alphabetical order.		Details of new directors must be	notified on form 288a
ı	Name * Style / Title		
Directors In the case of a director that is a corporate	Date of birth	Day Month Year 3 1 0 8 1 9 4 9	
or a Scottish firm, the name is the	rorename(s)	Roger	
corporate or firm name.	Surname	EMERSON	
,	Address	Tudor Glade, 12 Ashley Ri	se
Usual residential address must be			
given. In the case of a corporation,	Post town	Walton on Thames	
give the registered or principal office		Surrey	UK Postcode KT12 1ND
address.	Country	England	Nationality British
	Business occupation	Non-executive Director	
* Voluntary details.			
ı	Name * Style / Title		
Directors In the case of a director that is a corporate	Date of birth	Day Month Year 1 5 0 8 1 9 5 2	
or a Scottish firm, the name is the	rorename(s)	Charles-Henri	
corporate or firm name.	Surname	FILIPPI	
,	Address	10 Palace Gardens Terrace	, Kensington
Usual residential address must be			
given. In the case of a corporation,	Post town	London	
give the registered or principal office			UK Postcode W8 4RP
address.	Country		Nationality French
	Business occupation	Rank Evecutive	



Directors Please list directors in alphabetical order.		Details of new directors must be notified on form 288a
Name * Style / Title		
	•	Day Month Year
Directors In the case of a director that is a corporate	Date of birth	
or a Scottish firm, the name is the	Forename(s)	Stephen Keith
corporate or firm name.	Surname	GREEN
A	address	44 Scarsdale Villas, Kensington
Usual residential address must be		
given. In the case of a corporation,	Post town	London
give the registered or principal office	County / Region	UK Postcode W8 6PP
address.	Country	England Nationality British
	Business occupation	Banker
* Voluntary details.		
N	* Style / Title	
Directors In the case of a director that is a corporate	Date of birth	Day Month Year 0 1 0 1 1 9 4 4
or a Scottish firm, the name is the	Forename(s)	Christopher Michael Stuart
corporate or firm name.	Surname	JONES
A	Address	Orchard House, Wrottesley Road West, Tettenhall
Usual residential address must be		
given. In the case of a corporation,	Post town	Wolverhampton
give the registered or principal office	County / Region	UK Postcode WV6 8UR
address.	Country	England Nationality Bristish
	Business occupation	Managing Director



Directors Please list directors in alphabetical order.		Details of new directors must be	notified on form 288a
Name * Style / Title			
Directors In the case of a director	Date of birth	Day Month Year 2 2 1 2 1 9 5 6	
that is a corporate or a Scottish firm, the name is the	Forename(s)	Alison Clare	
corporate or firm name.	Surname	REED	
A	Address	6 Sandringham Court, West	leigh Avenue
Usual residential address must be			
given. In the case of a corporation,	Post town	Putney	
give the registered or principal office	County / Region	London	UK Postcode SW15 6RE
address.	Country		Nationality British
	Business occupation	Non-executive Director	·-
* Voluntary details.			
N	lame * Style / Title		
Directors In the case of a director that is a corporate	Date of birth	Day Month Year 1 6 0 4 1 9 4 0	
or a Scottish firm, the name is the	Forename(s)	Harry Anthony	
corporate or firm name.	Surname	ROSE	
Address		The Old School House, Old	School Lane
Usual residential address must be			
given. In the case of a corporation,	Post town	Lighthorne	
give the registered or principal office	County / Region	Warwick	UK Postcode CV35 OAX
address.	Country	United Kingdom	Nationality British
	Business occupation	Non-executive Director	



Please list directors in alphabetical order.		Details of new directors must be r	notified on form 288a
N	lame * Style / Title	1	
Directors In the case of a director that is a corporate or a Scottish firm,	Date of birth	Day Month Year 0 2 0 4 1 9 5 1	
the name is the	Forename(s)	Jasminder	
corporate or firm name.	Surname	SINGH	
A	ddress	Tetworth Hall, Cheapside H	Road
Usual residential address must be given. In the case			
of a corporation,	Post town	Ascot	
give the registered or principal office	County / Region	Berkshire	UK Postcode SL5 7DU
address.	Country	United Kingdom	Nationality British
	Business occupation	Company Director	
* Voluntary details.			
N	lame * Style / Title	Mr	
Directors in the		Day Month Year	
case of a director that is a corporate	Date of birth	2 5 0 3 1 9 4 3	
or a Scottish firm, the name is the	Forename(s)	Keith Roderick	
corporate or firm name.	Surname	WHITSON	
A	Address	36 Roland Way	
Usual residential address must be			
given. In the case of a corporation,	Post town	London	
give the registered or principal office	County / Region		UK Postcode SW7 3RE
address.	Country	England	Nationality British
	Business occupation	Group Chief Executive, HSN	BC Holding



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		1	l
<u> </u>		· <u> </u>	
I		I	1
	7-4-1-		
	Totals		
1 int of word and purposed about	a lala wa		
List of past and present shareh (use attached schedule where appropriate)		es in the period]
A full list is required if one was not	There were no change	is in the period	j
included with either of the last two		on pap	er in another format
returns.	A list of changes is end	closed	
	A full list of shareholde	ers is enclosed X	
Certificate		ation given in this return is	s true to the best of my
	knowledge and belief.		
Signe	ed /hm/hm	Imll Dat	e 29 May 2002
† Please delete as appropriate.	† a director / secretary		
	,,		
Mhon you have signed the ratius and the			
When you have signed the return send it with the fee to the Registrar of Companie		cludes 8	continuation sheets.
Cheques should be made payable to		(enter number)	
Companies House.		(one name)	
Dia control di constanti di la	IAN B. MARS	SHALL, HSBC HOL	dings alc
Please give the name, address, telephor number and, if available, a DX number a		or Details Here>	SON ECSR GAE
Exchange of the person Companies Hou			
should contact if there is any query.	1	Tel 020 7260 81	77
	DV	<u> </u>	
A Blueprint	DX number	DX exchange	
Company Secretary			Page 9



Issued share capital Schedule to form 363a

CHFP010	Company Number	14259		
	Company Name in full	HSBC Bank plc		
	Currency	Pounds Sterling		
Issued sha	re capital			
	of all the shares in issue	Class 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			796,903,210	£796,903,210.00
PREFERENC	'E		0	£0.00
PREFERRED	ORDINARY		1	£1.00
		[
		L		
		L		
		Totals	796,903,211	796,903,211.00



Issued share capital Schedule to form 363a

CHFP010	Company Number	er 14259		
	Company Name in fu	III HSBC Bank plc		
	Currenc	US Dollar		
issued sh	are capital			
Enter details at the date of	of all the shares in issue f 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-CUMU	LATIVE SECOND US DOL	LAR PREFERENCE	0	US\$0.00
NON-CUMU:	LATIVE US DOLLAR PRE	FERENCE	0	US\$0.00_
SERIES 2	THIRD DOLLAR PREFER	ENCE	20,000,000	US\$200,000.00
THIRD DO	LLAR PREFERENCE		15,000,000	US\$150,000.00
	•			
	1000			
		Totals	35,000,000	350,000.00



CHFP010

Company Number

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

		Shares or amount of transferred (if appro	
Shareholders' details	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	£1.00 ORDINARY		
Address 10 Lower Thames Street, London, England			
	Shares Held 1		
UK postcode EC3R 6AE			
Name HSBC Holdings plc	£1.00 ORDINARY		
Address 10 Lower Thames Street, London, England			
	Shares Held 796,903,208		
UK postcode EC3R 6AE	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Name HSBC Group Nominees UK Limited	£1.00 ORDINARY		
Address 10 Lower Thames Street, London, England			
	Shares Held		
UK postcode EC3R 6AE			



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Company Secretary

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:
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- List joint shareholders consecutively

	Shares or amount of stock transferred (if appropriate)				
Shareholders' details	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	£1.00 PREFERRED ORDINARY				
Address 10 Lower Thames Street, London, England					
	Shares Held				
UK postcode EC3R 6AE			<u> </u>		
Address					
UK postcode					
Name					
UK postcode					



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
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 - Every third annual return after a full list has been provided
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- > List joint shareholders consecutively

		Shares or amount of transferred (if appro	
Shareholders' details	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 JPM 1996 Alpha LLC	US\$0.01 NON-CUMULATIVE SECOND US DOLLAR	4,000,000	07/03/2002
Address 9 West 57th Street, New York, New York 10019, United States	PREFERENCE		
	Shares Held		
UK postcode			
Name			
Address			
			r
UK postcode			
Name			
Address		,	
UK postcode			



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Company Number | 14259

Company Name in full

HSBC Bank plc

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- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

		Shares or amount of	stock
		transferred (if appro	priate)
Shareholders' details	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 BEARER	US\$0.01 NON-CUMULATIVE US DOLLAR PREFERENCE	30,000,000 36,000,000	
Address			
	Shares Held 0		
UK postcode			
Name			
Address			
UK postcode			
Name			
Address			
UK postcode			



nt shareholders ile to form 363a

	2000 ompany Secretary	List of past and preser Schedu
CHEP010	Company Number 1 - 4050	

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

		Shares or amount of transferred (if appro	
Shareholders' details	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	US\$0.01 SERIES 2 THIRD DOLLAR PREFERENCE		
Address 10 Lower Thames Street, London, England			
UK postcode EC3R 6AE	Shares Held 20,000,000		
Name			
Address			
UK postcode			
Name			
Address			
Address			
UK postcode			



areholders form 363a

	Company Secretary	List of past and present sha Schedule to
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:
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- List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

		 	
		Shares or amount of stock transferred (if appropriate)	
Shareholders' details	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	US\$0.01 THIRD DOLLAR PREFERENCE		
Address 10 Lower Thames Street, London, England			
UK postcode EC3R 6AE	Shares Held 15,000,000		
Name			
Address			
UK postcode			
Name			
Address			
UK postcode	_		