

SUPPLEMENTAL INFORMATION MEMORANDUM



HSBC Bank plc

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

DEBT ISSUANCE PROGRAMME

On 23 June 1994 HSBC Bank plc established a Debt Issuance Programme (the "Programme"). This supplemental information memorandum (the "Supplemental Information Memorandum") has been prepared in connection with the Programme and is supplemental to, and should be read in conjunction with, the information memorandum dated 23 June 2000 prepared in connection with the Programme (the "Information Memorandum"). Unless otherwise defined herein, terms defined in the Information Memorandum shall have the same meanings when used herein.

This Supplemental Information Memorandum comprises supplementary listing particulars issued in compliance with the listing rules made under Section 147 of the Financial Services Act 1986. A copy of the Supplemental Information Memorandum has been delivered for registration to the Registrar of Companies in England and Wales in accordance with Section 149 of the Financial Services Act 1986.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or any State Securities Laws and, unless so registered, may not be offered or sold within the United States or to, or for the benefit of, U.S. persons as defined in Regulation S under the Securities Act except pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act and applicable State Securities Laws. The Notes may include Notes in Bearer Form that are subject to U.S. Tax Law requirements.

Programme Arranger and Dealer

HSBC

28 November 2000



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

This Supplemental Information Memorandum is to be read and construed together with any amendment or supplement hereto, with the Information Memorandum, with, in relation to any issue of Notes, the pricing supplement (each a "Pricing Supplement") relating thereto and with all documents incorporated by reference provided always that any such amendment or supplement and any such documents incorporated by reference shall not form part of the supplementary listing particulars. In the event of any inconsistency between this Supplemental Information Memorandum and the Information Memorandum, this Supplemental Information Memorandum shall apply.

The dealer named under "Subscription and Sale" in the Information Memorandum (the "Dealers", which expression shall include any additional dealers appointed under the Programme from time to time) and The Law Debenture Trust Corporation p.l.c. (the "Trustee", which expression shall include any successor to The Law Debenture Trust Corporation p.l.c. as trustee under the trust deed dated 23 June 1994 between, inter alia, the Bank and the Trustee (such trust deed as amended and restated by a supplemental trust deed dated as of 23 June 2000 and as further amended and/or supplemented and/or restated from time to time, the "Trust Deed")) have not separately verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Dealers or the Trustee as to the accuracy or completeness of this Supplemental Information Memorandum or any document incorporated by reference therein or any further information supplied in connection with any Notes. The Dealers and the Trustee accept no liability in relation to this Supplemental Information Memorandum or any documents incorporated by reference therein or their distribution with regard to any other information supplied by or on behalf of the Bank.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Supplemental Information Memorandum or any documents incorporated by reference therein and, if given or made, such information or representation must not be relied upon as having been authorised by the Bank, the Trustee or any of the Dealers.

Neither this Supplemental Information Memorandum nor any documents incorporated by reference herein are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Bank, the Trustee or any of the Dealers that any recipient of this Supplemental Information Memorandum or any document incorporated by reference therein should purchase any of the Notes. Each investor contemplating purchasing Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Bank. No part of this Supplemental Information Memorandum nor any documents incorporated by reference therein constitute an offer or invitation by or on behalf of the Bank, the Trustee or the Dealers or any of them to any person to subscribe for or to purchase any of the Notes.

Neither the delivery of this Supplemental Information Memorandum nor any documents incorporated by reference herein nor any Pricing Supplement nor the offering, sale or delivery of any Notes shall, in any circumstances, create any implication that there has been no change in the affairs of the Bank since the date hereof, or that the information contained in this Supplemental Information Memorandum is correct at any time subsequent to the date hereof or that any other written information delivered in connection with this Supplemental Information Memorandum is correct as of any time subsequent to the date indicated in such document. The Dealers and the Trustee expressly do not undertake to review the financial condition or affairs of the Bank or its subsidiary undertakings during the life of the Programme. Investors should review, inter alia, the most recent financial statements of the Bank when evaluating the Notes or an investment therein.

The distribution of this Supplemental Information Memorandum and any document incorporated by reference herein and the offer or sale of the Notes may be restricted by law in certain jurisdictions. Persons into whose possession this Supplemental Information Memorandum or any document incorporated by reference herein or any Notes come must inform themselves about, and observe, any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of this Supplemental Information Memorandum or any document incorporated herein by reference, see "Subscription and Sale" on page 69 of the Information Memorandum. The Notes have not been and will not be registered under the Securities Act, and include Notes in bearer form that are subject to United States tax law requirements. Subject to certain exceptions, the Notes may not be offered, sold or delivered within the United States to, or for the account or benefit of, U.S. persons (as defined in "Subscription and Sale" on page 69 of the Information Memorandum).

In this Supplemental Information Memorandum and in relation to any Notes, references to the "relevant Dealers" are to whichever of the Dealers enters into an agreement for the issue of such Notes as described in "Subscription and Sale" on page 69 of the Information Memorandum and references to the "relevant Pricing Supplement" are to the Pricing Supplement relating to such Notes.

To New Hampshire residents: neither the fact that a Registration Statement or an application for a licence has been filed under chapter 421-B of the New Hampshire revised statutes with the state of New Hampshire nor the fact that a security is effectively registered or a person is licensed in the state of New Hampshire constitutes a finding by the Secretary of State of New Hampshire that any document filed under RSA 421-B is true, complete and not misleading. Neither any such fact nor the fact that an exemption or exception is available for a security or a transaction means that the Secretary of State has passed in any way upon the merits or qualifications of, or recommended or given approval to, any person, security, or transaction. It is unlawful to make, or cause to be made, to any prospective purchasers, customer or client any representation inconsistent with the provisions of this paragraph.

For so long as any Note remains outstanding and is a "restricted security" within the meaning of Rule 144(a)(3) under the Securities Act, the Issuer will, during any period in which it is neither subject to the reporting requirements of Sections 13 or 15(d) under the United States Securities Exchange Act of 1934 (the "Exchange Act") nor exempt from reporting pursuant to Rule 12g3-2(b) under the Exchange Act, furnish to any holder of, or beneficial owner of an interest in, such Note, or to any prospective purchaser thereof, upon request of such holder, such information as is required to be provided pursuant to Rule 144A(d)(4) under the Securities Act in order to permit compliance with Rule 144A in connection with the resale of such Note.

All references in this Supplemental Information Memorandum to "£", "pounds", "Pounds Sterling" and "Sterling" are to the lawful currency of the United Kingdom, all references to "\$", "dollars", "US\$", "U.S.D." and "U.S. dollars" are to the lawful currency of the United States of America, and all references to "€", "euro" and "EUR" are to the lawful currency of the member states of the European Union that have adopted or adopt the single currency in accordance with the Treaty establishing the European Communities, as amended by the Treaty on European Union.

In connection with any Notes, the Dealer which is specified as the Stabilisation Agent in the relevant Pricing Supplement may over-allot or effect transactions which stabilise or maintain the market price of the Notes at a level which might not otherwise prevail. Such stabilising, if commenced, may be discontinued at any time. All such transactions will be carried out in accordance with applicable laws and regulations.

HSBC BANK PLC AND ITS SUBSIDIARY UNDERTAKINGS

Recent Developments

On 15 July 2000, the Bank agreed to sell its investment in British Interactive Broadcasting to BSkyB; contingent on regulatory approvals, currently awaited.

Following completion of the acquisition of Crédit Commercial de France ("CCF") by HSBC Holdings plc in October 2000, ownership of CCF was transferred to the Bank on 31 October 2000.

The transfer was funded by intra-HSBC Group capital issues and an intra-HSBC Group loan. HSBC Holdings plc subscribed £6,718.6 million for one ordinary share of £1 in the capital of the Bank. In addition, the Bank issued, to a wholly-owned subsidiary of HSBC Holdings plc, €900 million of innovative tier one capital in the form of a subordinated cumulative note due 2040 and received a €1,000 million subordinated loan from another wholly-owned subsidiary of HSBC Holdings plc.

On 1 September 2000 C F W de Croisset and C-H Filippi, Chairman and Director of CCF respectively, were appointed Directors of HSBC Bank plc.

The Bank became the majority shareholder of HSBC Republic Holdings (Luxembourg) S.A. (formerly Safra Republic Holdings S.A.) in 2000. Later this year, the HSBC Group intends to undertake a reorganisation of its private banking business to create a new Swiss bank to be the primary vehicle for private banking globally. As part of this reorganisation, it is intended that the private banking subsidiaries of HSBC Republic Holdings (Luxembourg) S.A. will be transferred to a wholly-owned subsidiary of the Bank. The transfers will be funded by intra-HSBC Group capital issues and/or loans.

GENERAL INFORMATION

1. Save as disclosed herein, there has been no significant change and no significant new matter has arisen since publication of the Information Memorandum.
2. For so long as Notes are capable of being issued under the Programme, in addition to the documents specified in paragraph 12 of "General Information" in the Information Memorandum, this Supplemental Information Memorandum may be inspected during normal business hours at the registered office of the Issuer.