



BLUEPRINT
Company Secretary

Please complete in typescript,
or in bold black capitals.

CHFP055

HSBC
#30x2
056425

363a

Annual Return

Company Number 14259

Company Name in full HSBC Bank plc

Date of this return (See note 1)

The information in this return is made up to

Day	Month	Year
08	05	2000

Date of next return (See note 2)

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
08	05	2001

Registered Office (See note 3)

Show here the address **at the date of
this return.**

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

Post town

County / Region

Postcode

Poultry

London

EC2P 2BX

Principal business activities

(See note 4)

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



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 Cardif
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 (See note 5)

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

Post town

County / Region

10 Lower Thames Street

London

Postcode EC3R 6AE

Register of Debenture holders

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town

County / Region

COMPUTERSHARE SERVICES PLC

7th Floor Jupiter House

Triton Court

14 Finsbury Square

London

Postcode EC2A 1BR

Company type (See note 7)

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 mark the appropriate box

Company Secretary (See notes 8)

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

Name * Style / Title

Forename(s)

Surname

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

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

* Honours etc

Ian Bruce

MARSHALL

Hungershall Lodge

Hungershall Park

Post town Tunbridge Wells

County / Region

Country

Kent

Postcode TN4 8ND

England

Usual residential

address must be given. In the case of a corporation, give the registered or principal office address.

Directors (See notes 8)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth	1 4	0 9 1 9 4 2
Forename(s)	David William			
Surname	BAKER			
Previous forename(s)				
Previous surname(s)				
Address	The Willows			
	Glen Road			
Post town	Newton Harcourt			
County / Region	Leicestershire	Postcode	LE8 9FH	
Country		Nationality	British	
Business occupation	Banker			
Other directorships	(See continuation sheet).			

* Voluntary details.

Name	* Style / Title	Sir		
		Day	Month	Year
* Honours etc		Date of birth	2 4	0 7 1 9 4 1
Forename(s)	John Reginald Hartnell			
Surname	BOND			
Previous forename(s)	John Reginald Hartnell			
Previous surname(s)	BOND			
Address	Munster House			
	46 Roland Way			
Post town	London			
County / Region		Postcode	SW7 3RE	
Country		Nationality	British	
Business occupation	Group Chairman, HSBC Holdings plc			
Other directorships	(See continuation sheet).			

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Issued share capital (See note 9)

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)
Non-cumulative second US dollar preference shares	4,000,000	US\$40,000.000
Non-cumulative US dollar preference shares	66,000,000	US\$660,000.000
Ordinary Shares	796,903,206	£796,903,206.000
Preferred Ordinary	1	£1.000
Totals	See continuation sheet	

List of past and present members

(Use attached schedule where appropriate)

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

(see note 10)

There were no changes in the period

☐

on paper

in another format

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☒
☐
Elective resolutions

(Private companies only)

(see note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box


☐

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☐
Certificate

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

Signed



Date

2nd June 2000

† 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**.

This return includes

12

continuation sheets.

(enter number)

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

Mr R H Musgrove
Assistant Secretary
HSBC Holdings plc
10 Lower Thames Street
London
EC3R 6AE

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			Day	Month	Year				
	* Honours etc	Date of birth	0	8	1	2	1	9	4	3
Forename(s)	William Robert Patrick									
Surname	DALTON									
Previous forename(s)										
Previous surname(s)										
Address	7 Cambridge Place									
Post town	London									
County / Region					Postcode	W8 5PB				
Country	England				Nationality	Canadian/Irish (dual)				
Business occupation	Chief Executive - HSBC Bank plc									
Other directorships	(See continuation sheet).									

* Voluntary details.

Name	* Style / Title			Day	Month	Year				
	* Honours etc	Date of birth	2	5	0	6	1	9	4	6
Forename(s)	John Francis									
Surname	DEVANEY									
Previous forename(s)										
Previous surname(s)										
Address	Kettleshill Farm									
	St Julian's-Under-River									
Post town	Sevenoaks									
County / Region	KENT				Postcode	TN15 ORX				
Country					Nationality	British				
Business occupation	Non-executive Director									
Other directorships	(See continuation sheet).									

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title				Day		Month		Year	
	* Honours etc		Date of birth		3	1	0	8	1	9
Forename(s)		Roger								
Surname		EMERSON								
Previous forename(s)										
Previous surname(s)										
Address		Tudor Glade								
		12 Ashley Rise								
Post town		Walton on Thames								
County / Region		Surrey				Postcode		KT12 1ND		
Country		England				Nationality		British		
Business occupation		Non-executive Director								
Other directorships		None								

* Voluntary details.

Name	* Style / Title				Day		Month		Year	
	* Honours etc		Date of birth		0	7	1	1	1	9
Forename(s)		Stephen Keith								
Surname		GREEN								
Previous forename(s)										
Previous surname(s)										
Address		44 Scarsdale Villas								
		Kensington								
Post town		London								
County / Region						Postcode		W8 6PP		
Country						Nationality		British		
Business occupation		Banker								
Other directorships		(See continuation sheet).								

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title	Mr							
	* Honours etc			Date of birth		Day	Month	Year	
						2	5	0	5
						1	9	4	8
	Forename(s)	Antony John							
	Surname	HALES							
	Previous forename(s)								
	Previous surname(s)								
Address		Belvoir House							
		Edstone Court							
		Wooton Wawen							
	Post town	Solihull							
	County / Region	West Midlands				Postcode	B95 6DD		
	Country					Nationality	British		
	Business occupation	Non-executive Director							
	Other directorships	(See continuation sheet).							

* Voluntary details.

Name	* Style / Title								
	* Honours etc			Date of birth		Day	Month	Year	
						1	4	1	0
						1	9	3	8
	Forename(s)	Richard Michael James							
	Surname	ORGILL							
	Previous forename(s)								
	Previous surname(s)								
Address		26							
		Petersham Place							
		South Kensington							
	Post town	London							
	County / Region					Postcode	SW7 5PU		
	Country					Nationality	British		
	Business occupation	Global Head, Corporate & Institutional Banking							
	Other directorships	(See continuation sheet).							

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		2	2	1 2 1 9 5 6
Forename(s)	Alison Clare			
Surname	REED			
Previous forename(s)	Alison Clare			
Previous surname(s)	Goodacre			
Address	6 Sandringham Court			
	Westleigh Avenue			
Post town	Putney			
County / Region	London	Postcode	SW15 6RE	
Country		Nationality	British	
Business occupation	Non-executive Director			
Other directorships	(See continuation sheet).			

* Voluntary details.

Name	* Style / Title			
		Day	Month	Year
* Honours etc		Date of birth		
		1	6	0 4 1 9 4 0
Forename(s)	Harry Anthony			
Surname	ROSE			
Previous forename(s)				
Previous surname(s)				
Address	The Old School House			
	Old School Lane			
Post town	Lighthorne			
County / Region	Warwick	Postcode	CV35 OAX	
Country	United Kingdom	Nationality	British	
Business occupation	Non-executive Director			
Other directorships	(See continuation sheet).			

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title			
		Day	Month	Year
	* Honours etc	Date of birth		
		2	5	0 3 1 9 4 3
	Forename(s)	Keith Roderick		
	Surname	WHITSON		
	previous forename(s)			
	Previous surname(s)			
Address		36 Roland Way		
	Post town	London		
	County / Region		Postcode	SW7 3RE
	Country		Nationality	British
	Business occupation	Group Chief Executive, HSBC Holdings plc		
	Other directorships	(See continuation sheet).		

* Voluntary details.

Name	* Style / Title			
		Day	Month	Year
	* Honours etc	Date of birth		
	Forename(s)			
	Surname			
	previous forename(s)			
	Previous surname(s)			
Address				
	Post town			
	County / Region		Postcode	
	Country		Nationality	
	Business occupation			
	Other directorships			

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Company Number 14259

Company Name in full HSBC Bank plc

Current directorships for David William BAKER

CBI Advisory Group

CBI Council

Industry in Education

Market Harborough Building Society

Past directorships for David William BAKER

Midlands Excellence Ltd (30-Nov-1998)

Past directorships for Sir John Reginald Hartnell BOND

British Steel plc (31-Mar-1998)

Eurorail CTRL Limited (10-May-1996)

London Stock Exchange Limited (31-Dec-1999)

Orange plc (10-Dec-1999)

Current directorships for William Robert Patrick DALTON

Changemart Limited

Young Enterprise Ltd

Current directorships for John Francis DEVANEY

E.A. Technology Limited

Mel Group Ltd

NFC plc

Norwich Capital Investments Limited

Past directorships for John Francis DEVANEY

British Power International Limited (31-Dec-1998)

British Steel plc (06-Oct-1999)

E Gas Limited (31-Dec-1998)

Company Number 14259

Company Name in full HSBC Bank plc

Eastern Contracting Limited (31-Dec-1998)

Eastern Electricity plc (31-Dec-1998)

Eastern Energy Limited (31-Dec-1998)

Eastern Energy Management Limited (31-Dec-1998)

Eastern Gas Company Limited (31-Dec-1998)

Eastern Generation Limited (31-Dec-1998)

Eastern Group European Investments Limited (31-Dec-1998)

Eastern Group Finance Limited (31-Dec-1998)

Eastern Group plc (02-Dec-1998)

Eastern Group Property Management Limited (31-Dec-1998)

Eastern Group Telecoms Limited (31-Dec-1998)

Eastern Group Telecoms Limited (08-Nov-1995)

Eastern Leasing (1) Limited (31-Dec-1998)

Eastern Leasing (2) Limited (31-Dec-1998)

Eastern Leasing (3) Limited (31-Dec-1998)

Eastern Leasing (4) Limited (31-Dec-1998)

Eastern Leasing (5) Limited (31-Dec-1998)

Eastern Natural Gas (Offshore) Limited (31-Dec-1998)

Eastern Natural Gas (Retail) Limited (31-Dec-1998)

Eastern Natural Gas (Trading) Limited (31-Dec-1998)

Eastern Natural Gas Limited (31-Dec-1998)

Eastern Overseas Finance Limited (31-Dec-1998)

Eastern Pipelines Limited (31-Dec-1998)

Eastern Power and Energy Trading Limited (31-Dec-1998)

Eastern Private Network Management Limited (31-Dec-1998)

Eastern Ten Limited (31-Dec-1998)

Electricity Association Limited (31-Dec-1998)

Company Number 14259

Company Name in full HSBC Bank plc

F.W. Cook (Mechanical Services) Limited (31-Dec-1998)

Offshore Oil and Gas Development Company Limited (31-Dec-1998)

Powerhouse Retail Limited (14-Nov-1995)

The Energy Group plc (31-Dec-1998)

The National Grid Holding plc (17-Nov-1995)

Current directorships for Stephen Keith GREEN

Equator Holdings Limited

HSBC Equator Bank plc

PEC Concerts Limited

Current directorships for Mr Antony John HALES

Aston Villa plc

David Halsall International Ltd

The Amsterdam Group

Past directorships for Mr Antony John HALES

Allied Domecq Eastern Limited (06-Aug-1999)

Allied Domecq North American Corp. (06-Aug-1999)

Allied Domecq PLC (06-Aug-1999)

Allied Domecq Retailing Limited (06-Aug-1999)

Allied Domecq Spirits & Wine Holdings PLC (06-Aug-1999)

Allied Domecq Spirits & Wine Limited (06-Aug-1999)

Allied Domecq Trust Limited (06-Aug-1999)

Baskin-Robbins Eastern Limited (31-Aug-1999)

Carlsberg-Tetley PLC (25-Aug-1996)

George Ballantine & Son Limited (31-Aug-1999)

Hiram Walker-Gooderham & Worts Limited (21-Jan-1998)

Company Number 14259

Company Name in full HSBC Bank plc

Hyder plc (25-Jul-1997)

Ind Coope (Oxford & West) Limited (30-Jan-1997)

J. Lyons & Company Limited (20-Mar-1998)

J. Lyons Holdings PLC (31-Aug-1999)

J. Lyons Inc (31-Aug-1999)

The Scotch Whisky Association (04-Aug-1999)

Current directorships for Richard Michael James ORGILL

British Trade International

Euroclear Clearance System plc

Past directorships for Richard Michael James ORGILL

Association for Payment Clearing Services (APACS) (31-Aug-1998)

Industry in Education (15-Jan-1999)

The Thomas Cook Group Limited (15-Jan-1999)

Past directorships for Alison Clare REED

BBC Children in Need (08-Sep-1999)

BBC Children In Need Limited (30-Sep-1999)

Hedge End Park Limited (08-Sep-1999)

Joven Developments Limited (08-Sep-1999)

Past directorships for Harry Anthony ROSE

Austin Rover Group Limited (in members' vol. liq.) (06-Oct-1998)

Barling Invicta Holdings Limited (31-Mar-1999)

BL International Limited (31-Mar-1999)

BLMC Limited (31-Mar-1999)

BMC Trustees Limited (10-Jun-1997)

Company Number 14259

Company Name in full HSBC Bank plc

BMW (UK) Holdings Limited (01-Apr-1996)

British Motor Corporation Limited (The) (31-Mar-1999)

British Motor Holdings Limited (31-Mar-1999)

British Motor Industry Heritage Trust (31-Mar-1999)

Charles H Roe Limited (in members' vol. liq.) (06-Oct-1998)

Land Rover Exports Limited (31-Mar-1999)

Land Rover Limited (31-Mar-1999)

Land Rover Overseas Holdings Limited (in members' vol. liq.) (06-Oct-1998)

Land Rover Parts Limited (31-Mar-1999)

Land Rover-Leyland International Holdings Limited (31-Mar-1999)

MG Car Company Limited (The) (31-Mar-1999)

Riley Motors Limited (31-Mar-1999)

Rover Cars Limited (31-Mar-1999)

Rover Credit Ltd (31-Mar-1999)

Rover Exports Limited (31-Mar-1999)

Rover Finance Holdings Limited (10-Mar-1997)

Rover Finance Limited (10-Mar-1997)

Rover Group Limited (31-Mar-1999)

Rover Group Trustees Ltd (31-Jul-1999)

Rover Investments Limited (31-Mar-1999)

Rover Leasing Ltd (31-Mar-1999)

Rover Overseas Holdings Limited (31-Mar-1999)

Rover Pensions Services Limited (31-Mar-1999)

Rover Property Development Ltd (31-Mar-1999)

Rover Wholesale Limited (31-Mar-1999)

Special Products Industries Limited (in members' vol. liq.) (06-Oct-1998)

The Austin Motor Company Limited (31-Mar-1999)

Company Number 14259

Company Name in full HSBC Bank plc

The Morris Garages Limited (31-Mar-1999)

The Rover Company Limited (31-Mar-1999)

The Rover Group Benefit Trust Limited (31-Mar-1999)

The Society of Motor Manufacturers and Traders Limited (31-Mar-1999)

Toroidal Traction Transmissions Limited (06-May-1997)

Triumph Motor Company Limited (31-Mar-1999)

U.G.C. Ltd. (02-Jul-1997)

Wolseley Motors Limited (31-Mar-1999)

Current directorships for Keith Roderick WHITSON

Changemart Limited

Merrill Lynch HSBC Limited

The Financial Services Authority

Past directorships for Keith Roderick WHITSON

BET plc (16-May-1996)

The British Quality Foundation (21-May-1997)

Young Enterprise Ltd (06-Aug-1998)

**Issued share capital
(continuation sheet)**

Form 363a Continuation sheet

Company Number	14259
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Issued share capital (See note 9)

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)

[illegible]

Please complete in typescript,
or in bold black capitals.

**List of past and present members
Schedule to form 363a and 363b**

CHFP055

Company Number 14259

Company Name in full HSBC Bank plc

Number of shares
or amount of
stock held by
existing members
at date of this
return.

Particulars of shares or stock transferred
since
the date of the last return (or in the case of
the
first return, since the incorporation of the
company) by

Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
BEARER				
Non-cumulative US dollar preference shares	66,000,000			
HBL Nominees Limited				
10 Lower Thames Street, London, EC3R 6AE.				
Ordinary Shares	1			
HSBC Group Nominees UK Limited				
10 Lower Thames Street, London, EC3R 6AE.				
Ordinary Shares	1			
HSBC Holdings plc				
10 Lower Thames Street, London, EC3R 6AE.				
Ordinary Shares	796,903,204			

List of past and present members
Schedule to form 363a and 363b

Company Number 14259

Number of shares
or amount of
stock held by
existing members
at date of this
return.

Particulars of shares or stock transferred since the date of the last return (or in the case of the first return, since the incorporation of the company) by

- (a) persons who are still members, and
- (b) persons who have ceased to be members.

[illegible]

HSBC BANK PLC
RELATED UNDERTAKINGS

NOTES

1. On the attached report, direct subsidiary and associated undertakings of HSBC Bank plc are preceded by ** and all non-directly owned undertakings and significant holdings are preceded by more than two **.
2. All material direct subsidiary undertakings of HSBC Bank plc are included in the consolidation of HSBC Bank plc.
3. The ultimate parent company of HSBC Bank plc is HSBC Holdings plc, which is incorporated and registered in England.

HSBC Holdings plc is the only undertaking for which consolidated accounts which include the consolidated accounts of HSBC Bank plc are drawn up.

HSBC Holdings is HSBC Bank plc's direct and ultimate controlling party as defined under Financial Reporting Standard 8 'Related Party Disclosures'.

Copies of the 1999 Annual Report and Accounts of HSBC Holdings plc can be obtained from its registered office at 10 Lower Thames Street, London EC3R 6AE.

HSBC Bank plc

Name of Company	Country of incorporation	Percentage of shares held by sub/HSBCH	Nature of business
HSBC Bank plc (Companies Owned, Below)			
** ABL Realisations Limited	England	30.00 / 30.00	Non-Trading Holding Company
*** Access Brand Trustees Limited	England	100.00 / 30.00	Pension trustee
** AMP (MSS) Nominees Limited	England	100.00 / 100.00	Nominee
** BACS Limited	England	20.18 / 20.18	Electronic Data Processing Equipment
*** Bankers Automated Clearing Services Limited	England	100.00 / 20.18	Computer Services
** Billingsgate City Securities plc	England	100.00 / 100.00	Property Owning
** Billingsgate Nominees Limited	England	100.00 / 100.00	Nominee
** Billingsgate Properties Limited	England	100.00 / 100.00	Non-Trading Holding Company
** British Arab Commercial Bank Limited*	England	41.51 / 46.51	Commercial Banking
*** Accomplished Leasing Limited	England	100.00 / 46.51	Dormant
*** Aldermanbury Leasing Limited	England	100.00 / 46.51	Leasing
*** BACB (Jersey) Ltd	Jersey	100.00 / 46.51	Financial Services
*** Blackwall Leasing Limited	England	100.00 / 46.51	Leasing
*** Perfected Leasing Limited	England	100.00 / 46.51	Dormant
*** Refined Leasing Limited	England	100.00 / 46.51	Dormant
*** Saved Leasing Limited	England	100.00 / 46.51	Dormant
*** UBAF Finance Co. Limited	England	100.00 / 46.51	Dormant
*** UBAF Limited	England	100.00 / 46.51	Leasing
** British Interactive Broadcasting Holdings Limited	United Kingdom	20.00 / 20.00	Communication
*** Marketing Contributions Limited	England	100.00 / 20.00	Communication
*** Open Interactive Limited	England	100.00 / 20.00	Communication
** Calorex Heat Pumps Limited	United Kingdom	20.00 / 20.00	Other Industrial & Commercial Machines
** Cardinal Broach plc	England	48.00 / 48.00	Finished Metal Products
** Cirtflex SA (I/L)	Spain	61.71 / 61.71	Circuit Manufacturers
*** Cirtflexdos SA (I/L)	Spain	100.00 / 61.71	Circuit Manufacturers
** Clitheroe Carriage Company Limited, The	England	37.50 / 37.50	Retail Distribution Of Motor Vehicles & Parts
** D J Group Ltd	England	40.00 / 40.00	Domestic & Similar Utensils of Metal

HSBC Bank plc

Name of Company	Country of incorporation	Percentage of shares held by sub/HSBCH	Nature of business
HSBC Bank plc (Companies Owned, Below)			
** Dardalion Limited	England	44.50 / 44.50	Woollen & Worsted Industry
** DeeJay Accident Repair Centre Ltd	England	41.25 / 41.25	Repair & Servicing Of Mot Vehicles
** Developing Countries Investment Limited	England	100.00 / 100.00	Holding
*** DCI Nortel (A) Limited	Cayman Islands	100.00 / 100.00	Holding
*** DCI Nortel (B) Limited	Cayman Islands	100.00 / 100.00	Holding
*** Lauder Holdings Limited	Cayman Islands	100.00 / 100.00	Holding
** EMTT Limited	England	100.00 / 100.00	Financial Services
** Exclusive Group plc	Cardiff	45.00 / 45.00	Hiring Out Other Movables
** First Direct Limited	England	100.00 / 100.00	Dormant
** Flemish Tapestries Limited	England	30.00 / 30.00	Retail of Furnishing Fabrics & Household Textile
** FTG Limited	England	100.00 / 100.00	Holding
*** Forward Trust Limited	England	100.00 / 100.00	Noninee
*** Forward Trust Personal Finance Limited	England	100.00 / 100.00	Non-Trading Holding Company
*** Guardian Capital Limited	England	100.00 / 100.00	Dormant
*** Griffin Credit Services Limited	England	100.00 / 100.00	Holding
*** HSBC Asset Finance (UK) Limited	England	100.00 / 100.00	Asset Finance
*** Assetfinance December (G) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance December (I) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance December (N) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance December (O) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance December (Q) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance December (R) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance June (F) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance June (G) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance June (H) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance June (I) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance March (A) Limited	England	100.00 / 100.00	Leasing
*** Assetfinance March (J) Limited	England	100.00 / 100.00	Leasing

HSBC Bank plc

<i>Name of Company</i>	<i>Country of incorporation</i>	<i>Percentage of shares held by sub/HSBCH</i>	<i>Nature of business</i>
HSBC Bank plc			
(Companies Owned, Below)			
***** Assetfinance September (H) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance September (I) Limited	England	100.00 / 100.00	Leasing
***** Junghelrich Leasing Limited	England	100.00 / 100.00	Leasing
***** Swan National Limited	England	100.00 / 100.00	Leasing
***** Assetfinance Limited	England	100.00 / 100.00	Leasing
***** Airlease International Management Limited	England	15.00 / 15.00	Leasing
***** Airlease International Nominees (Lombard) Limited	England	20.00 / 20.00	Nominee
***** Albion Leasing Company	England	19.75 / 19.75	Leasing
***** Assetfinance December (C) Limited	England	100.00 / 100.00	Leasing
***** North Sea Marine Leasing Company	England	25.00 / 25.00	Leasing
***** Assetfinance December (E) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance December (P) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance June (B) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance June (C) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance June (E) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance June (P) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance March (C) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance March (D) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance March (F) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance March (G) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance March (P) Limited	England	100.00 / 100.00	Investment
***** Assetfinance City Investments Limited	England	100.00 / 100.00	Investment
***** Assetfinance September (P) Limited	England	100.00 / 100.00	Investment
***** MML Investments Limited	England	100.00 / 100.00	Investment
***** Assetfinance September (B) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance September (C) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance September (D) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance September (E) Limited	England	100.00 / 100.00	Leasing

HSBC Bank plc

Name of Company	Country of incorporation	sub/HSBCH	Nature of business
HSBC Bank plc			
(Companies Owned, Below)			
***** Garala Limited	England	22.50 / 22.50	Nominee
***** M H Shipping Company	England	80.00 / 80.00	Leasing
***** Morland Shipping Company	England	50.00 / 50.00	Leasing
***** Motability Car Lease	England	23.20 / 23.20	Leasing
***** Motability Car Lease (B)	England	15.20 / 15.20	Leasing
***** Motability Car Lease (C)	England	23.20 / 23.20	Leasing
***** Motability Car Lease (D)	England	23.20 / 23.20	Leasing
***** Motability Finance Limited	England	23.20 / 23.20	Leasing
***** Motability Hire Purchase	England	23.20 / 23.20	Leasing
***** Omnium Leasing Company	England	24.46 / 24.46	Leasing
***** Forward Trust Business Services Limited	England	100.00 / 100.00	Dormant
***** Forward Trust Motor Finance Limited	England	100.00 / 100.00	Leasing
***** Asseffinance December (L) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance December (M) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance December (W) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance June (K) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance June (L) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance June (M) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance March (E) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance March (I) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance March (N) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance March (O) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance September (G) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance September (J) Limited	England	100.00 / 100.00	Leasing
***** Asseffinance September (K) Limited	England	100.00 / 100.00	Financial Services
***** Forward Trust Personal Finance (B) Limited	England	100.00 / 100.00	Non-Trading Holding Company
***** Forward Trust Rail Services Limited	England	100.00 / 100.00	Leasing
***** HSBC Rail (UK) Limited	England	100.00 / 100.00	Leasing

HSBC Bank plc

Name of Company	Country of Incorporation	sub/HSBCH	Nature of business
HSBC Bank plc (Companies Owned, Below)			
***** Sparesco Limited	England	33.33 / 33.33	Ocean and costal water transport
***** HSBC Equipment Finance (UK) Limited	England	100.00 / 100.00	Equipment renting & leasing
***** Assetfinance December (A) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance December (B) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance December (F) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance December (K) Limited	Northern Ireland	100.00 / 100.00	Equipment renting & leasing
***** Assetfinance December (S) Limited	Northern Ireland	100.00 / 100.00	Leasing
***** Assetfinance June (N) Limited	Northern Ireland	100.00 / 100.00	Leasing
***** Assetfinance March (B) Limited	Northern Ireland	100.00 / 100.00	Leasing
***** Assetfinance September (L) Limited	Northern Ireland	100.00 / 100.00	Leasing
***** Assetfinance December (T) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance December (U) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance December (V) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance June (D) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance June (J) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance June (V) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance March (K) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance March (L) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance March (M) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance March (V) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance September (A) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance September (V) Limited	England	100.00 / 100.00	Leasing
***** HSBC Invoice Finance (UK) Limited	England	100.00 / 100.00	Financial Services
***** HSBC Money/market (UK) Limited	England	100.00 / 100.00	Financial Services
***** HSBC Vehicle Finance (UK) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance December (D) Limited	England	100.00 / 100.00	Dormant
***** Assetfinance December (J) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance June (A) Limited	England	100.00 / 100.00	Leasing

HSBC Bank plc

Name of Company	Country of incorporation	Percentage of shares held by sub/HSBCH	Nature of business
HSBC Bank plc			
(Companies Owned, Below)			
***** Assetfinance March (H) Limited	England	100.00 / 100.00	Leasing
***** Assetfinance September (F) Limited	England	100.00 / 100.00	Leasing
***** Central Garage (Croydon) Limited	England	100.00 / 100.00	Dormant
***** Crown Vehicle Contracts plc	England	100.00 / 100.00	Leasing
***** CVL Limited	England	100.00 / 100.00	Leasing
***** Fleet Contracts 200 Limited	England	100.00 / 100.00	Leasing
***** FTMF Leasing March (B) Limited	England	100.00 / 100.00	Leasing
***** HSBC Vehicle Services (UK) Limited	England	100.00 / 100.00	Leasing
***** Motolease Limited	England	100.00 / 100.00	Leasing
***** Motopurchase Limited	England	100.00 / 100.00	Leasing
***** National Fleet Contracts plc	England	100.00 / 100.00	Dormant
***** Swan National Leasing (Commercials) Limited	England	100.00 / 100.00	Leasing
***** Metropolitan Collection Services Limited	England	100.00 / 100.00	Debt Collection Agency
** G.M. Gilt-Edged Nominees Limited	England	100.00 / 100.00	Nominee
** Greenwell Nominees Limited	England	100.00 / 100.00	Nominee
** Harold Watson Ltd	England & Wales	35.00 / 35.00	Household & Personal Hygiene Products
** Hongkong International Trade Finance (Holdings) Limited	England	100.00 / 100.00	Non-Trading Holding Company
** HSBC International Trade Finance Limited	England	100.00 / 100.00	Trade Finance
***** HITG Administration GmbH	Germany	100.00 / 100.00	Pension trustee
***** Hongkong International Trade Finance (U.S.A.) Inc.	New York	100.00 / 100.00	Trade Finance
**** TKM (Singapore) Pte. Limited	Singapore	100.00 / 100.00	Dormant
**** TKM International Limited	England	100.00 / 100.00	Trade Finance
**** TKM Limited	England	100.00 / 100.00	Trade Finance
***** Hongkong International Trade Finance (Japan) K.K.	Japan	100.00 / 100.00	Trade Finance
** HSBC (Hellas) AEDAK*	Greece	50.00 / 73.00	Investment/fund management
** HSBC Bank Nominee (Guernsey) Limited	Guernsey	100.00 / 100.00	Nominee
** HSBC Bank Nominee (Jersey) Limited	Jersey	100.00 / 100.00	Nominee
** HSBC Bank Pension Trust (UK) Limited	England	100.00 / 100.00	Pension trustee

HSBC Bank plc

Name of Company	Country of incorporation	Percentage of shares held by sub/HSBCH	Nature of business
HSBC Bank plc			
(Companies Owned, Below)			
*** Poplar Estates Limited	Wales	100.00 / 100.00	Dormant
** HSBC Client Holdings Nominee (UK) Limited	England	100.00 / 100.00	Nominee
** HSBC Development Properties (UK) Limited	England	100.00 / 100.00	Property Owning
** HSBC Electronic Broking Services (UK) Limited	England	100.00 / 100.00	Investment
** HSBC Enterprise Investment Company (UK) Limited	England	100.00 / 100.00	Investment
** HSBC European Clients Depositary Receipts Nominee (UK) Limited	England	100.00 / 100.00	Nominee
** HSBC General Insurance Services (UK) Limited	England	100.00 / 100.00	Financial Services
** HSBC Global Custody Nominee (UK) Limited	England	100.00 / 100.00	Nominee
** HSBC Global Fund Services Limited	United Kingdom	100.00 / 100.00	Financial Services
** HSBC Investment Funds (UK) Limited	England	100.00 / 100.00	Unit Trust Manager
** HSBC Issuer Services Depositary Nominee (UK) Limited	England	100.00 / 100.00	Nominee
** HSBC Life (UK) Limited	England	100.00 / 100.00	Insurance Company
** HSBC Marking Name Nominee (UK) Limited	England	100.00 / 100.00	Nominee
** HSBC Overseas Nominees (UK) Limited	England	100.00 / 100.00	Nominee
** HSBC Pantelakis Securities SA*	Greece	58.00 / 88.00	Stockbroker
** HSBC Pension Trust (Ireland) Limited	Ireland	100.00 / 100.00	Trustee
** HSBC SPMS Nominee (UK) Limited	England	100.00 / 100.00	Nominee
** HSBC Stockbrokers Nominee (UK) Limited	England	100.00 / 100.00	Nominee
** HSBC Trust Company (UK) Limited	England	100.00 / 100.00	Investment/fund management
** HSBC Executor & Trustee Company (UK) Limited	England	100.00 / 100.00	Trustee
** Midland Nominees Limited	England	100.00 / 100.00	Nominee
** Turnsonic (Nominees) Limited	England	100.00 / 100.00	Nominee
** HSBC US Dollar Debt Participations (UK) Limited	United Kingdom	100.00 / 100.00	Financial Services
** HSBC Ventures (UK) Limited	England	100.00 / 100.00	Investment/fund management
*** Autopa Ltd	London	40.00 / 40.00	Finished Metal Products
*** Brockhouse Forgings Ltd	England	25.00 / 25.00	Forging, Pressing & Stamping
*** Chesswood Limited	England	35.00 / 35.00	Other Wholesale Distributors Inc General Wholesale
*** Comcen Holdings Ltd	Cardiff	25.00 / 25.00	Other Specialised Retail

HSBC Bank plc

Name of Company	Country of Incorporation	Percentage of shares held by sub/HSBCH	Nature of business
HSBC Bank plc			
(Companies Owned, Below)			
*** IFB (Holdings) Ltd	United Kingdom	30.00 / 30.00	Freight transport by road
*** KKDS Ltd	England	30.00 / 30.00	Business services not elsewhere classified
*** Monospec Limited	England	46.00 / 46.00	Plastic Semi-Manufactures
*** North Construction Group Ltd	United Kingdom	25.00 / 25.00	Construction
*** Tuffay Holdings Ltd	England & Wales	35.00 / 35.00	Specialist Engineering
*** UK Media Corporation Limited	England & Wales	36.00 / 36.00	Media advertising
*** ICCH Limited	England	20.00 / 20.00	Holding
*** ICCH (Hong Kong) Limited	Hong Kong	100.00 / 20.00	Financial Futures Trading
*** ICCH Financial Markets Limited (In Voluntary Liquidation)	England	100.00 / 20.00	Financial Futures Trading
** Kashill Ltd	England	30.30 / 30.30	Other Industrial & Commercial Machines
** London Gold Market Fixing Limited, The	England	20.00 / 20.00	Financial Services
*** Mondex International Limited*	United Kingdom	51.00 / 22.07	Credit Card Issuing
*** Midcorp Limited	England	100.00 / 100.00	Non-Trading Holding Company
*** Griffin International Limited	England	100.00 / 100.00	Non-trading Holding Company
*** HSBC International Financial Services (UK) Limited	England	100.00 / 100.00	Non-Trading Holding Company
*** G.I.E. Royal Jordan Bail	France	20.00 / 20.00	Leasing
*** HSBC Bank A.S.	Turkey	100.00 / 100.00	Corporate Finance
*** HSBC Yatirim Menkul Degerler A.S.	Turkey	100.00 / 100.00	Stockbroker
*** Midinvest Limited (Cayman)	Grand Cayman	100.00 / 100.00	Commodities trading
*** HSBC Bank Armenia cjsc	Armenia	70.00 / 70.00	Financial Services
*** HSBC Insurance (Armenia) cjsc	Armenia	100.00 / 70.00	Insurance Company
*** HSBC Bank International Limited	Jersey	100.00 / 100.00	Trustee
*** HSBC Bank Malta p.l.c.	Malta	70.03 / 70.03	Commercial Banking
*** HSBC Finance (Malta) Limited	Malta	100.00 / 70.03	Administration/Management Company
*** HSBC Home Loans (Malta) Limited*	Malta	99.99 / 70.03	Mortgage provider
*** HSBC Investment Holdings (Malta) Limited	Malta	100.00 / 70.03	Holding Company
*** HSBC Fund Management (Malta) Limited	Malta	87.50 / 61.28	Investment/fund management
*** HSBC Life Assurance (Malta) Limited*	Malta	87.50 / 61.28	Insurance Company

HSBC Bank plc

Name of Company	Country of incorporation	Percentage of shares held by sub/HSBCH	Nature of business
HSBC Bank plc			
(Companies Owned, Below)			
**** HSBC Overseas Bank (Malta) Limited*	Malta	99.99 / 70.03	Private Banking for Overseas Residents
**** HSBC Europe B.V.	The Netherlands	100.00 / 100.00	Holding
**** HSBC Financial Services (Cayman) Limited	Cayman Islands	100.00 / 100.00	Trustee
**** HSBC Insurance SPC Limited	George Town, Cayman	100.00 / 100.00	Insurance Company
**** HSBC Fund Administration (Guernsey) Limited	Guernsey	100.00 / 100.00	Financial Services
**** HSBC Fund Administration (Ireland) Limited	Ireland	100.00 / 100.00	Financial Services
**** HSBC Fund Administration (Jersey) Limited	Jersey	100.00 / 100.00	Financial Services
**** HSBC Fund Management (Espana) SGILC SA	Spain	100.00 / 100.00	Investment/fund management
**** HSBC Funds Nominee (Jersey) Limited	Jersey	100.00 / 100.00	Nominee
**** HSBC Global Investor Services (Ireland) Limited	Ireland	100.00 / 100.00	Trustee
**** HSBC Insurance (Ireland) Limited	Republic of Ireland	100.00 / 100.00	Insurance Broking
**** HSBC International Financial Services (Netherlands) BV	The Netherlands	100.00 / 100.00	Financial Services
**** HSBC Investment Services Italy SpA	Italy	100.00 / 100.00	Marketing
**** HSBC Life (Europe) Limited	Ireland	100.00 / 100.00	Life Insurance
**** HSBC Panlakis Securities SA*	Greece	30.00 / 88.00	Stockbroker
**** HSBC Trust Corporation (Isle of Man) Limited	Douglas	100.00 / 100.00	Trustee
**** Griffin (Isle of Man) Nominees Limited	Isle of Man	100.00 / 100.00	Dormant
**** HSBC Corporate Services Nominee (Isle of Man) Limited	Isle of Man	100.00 / 100.00	Nominee
**** Midland Portfolio Management (C.I.) Limited	Jersey	100.00 / 100.00	Management Company
**** Mistibus Limited	Jersey	100.00 / 100.00	Holding
**** HSBC Participations (UK) Limited	England	100.00 / 100.00	Holding
**** HSBC Australia Financial Services Limited	NSW, Australia	100.00 / 100.00	Trustee
**** Midland Bank (Branch Nominees) Limited	England	100.00 / 100.00	Nominee
**** Midland Bank (Custodian) Nominees Limited	England	100.00 / 100.00	Nominee
**** Midland Bank (Finch Lane) Nominees Limited	England	100.00 / 100.00	Nominee
**** Midland Bank Insurance Services Limited	England	100.00 / 100.00	Dormant
**** Midland Electronic Broking Services(General Partner) Limited	England	100.00 / 100.00	Financial Services
**** Midland Equity (Nominees Number 2) Limited	England	100.00 / 100.00	Nominee

HSBC Bank plc

Name of Company	Country of incorporation	sub/HSBCH	Nature of business
HSBC Bank plc			
(Companies Owned, Below)			
** Midland Equity (Nominees Number 7) Limited	England	100.00 / 100.00	Nominee
** Midland Equity (Nominees Number 11) Limited	England	100.00 / 100.00	Nominee
** Midland Equity (Nominees Number 15) Limited	England	100.00 / 100.00	Nominee
** Midland Equity (Nominees Number 33) Limited	England	100.00 / 100.00	Nominee
** Midland Equity (Nominees Number 34) Limited	England	100.00 / 100.00	Nominee
** Midland Equity (Nominees Number 35) Limited	England	100.00 / 100.00	Nominee
** Midland Equity (Nominees Number 37) Limited	England	100.00 / 100.00	Nominee
** Midland Equity (Nominees Number 47) Limited	England	100.00 / 100.00	Nominee
** Midland Equity (Nominees Number 64) Limited	England	100.00 / 100.00	Nominee
** Midland Equity (Nominees Number 65) Limited	England	100.00 / 100.00	Nominee
** Midland International Trade Services (U.K.) Limited	England	100.00 / 100.00	Financial Services
** Midland Montagu (Asia) Limited (in liquidation)	Hong Kong	100.00 / 100.00	Dormant
** Midland Stockbrokers	England	100.00 / 100.00	Stockbroker
** Mondex Fixed Assets Limited	England	50.00 / 50.00	Credit Card Issuing
** Mondex Holdings Limited	England	50.00 / 50.00	Holding
*** Mondex UK Limited	England	100.00 / 50.00	Credit Card Issuing
** MSS (Common Depositary) Nominees Limited	England	100.00 / 100.00	Nominee
** Pelmark Group Ltd	England	22.50 / 22.50	Marketing
** PPM Client (MSS) Nominees Limited	England	100.00 / 100.00	Nominee
** Prudential Client (MSS) Nominees Limited	England	100.00 / 100.00	Nominee
** RetailNext Ltd	London	40.00 / 40.00	Supplier Of Bathroom Accessories
** Reward Group Limited, The	England	48.00 / 48.00	Employee benefit Consultant
** Shenfield Nominees Limited	England	100.00 / 100.00	Nominee
** Simpson (York) Ltd	England	25.00 / 25.00	Construction & Repair Of Buildings
** Stafford Properties Limited	England	100.00 / 100.00	Property Owning
** Sterling Origination Public Limited Company	England	50.00 / 50.00	Dormant
** Switch Card Services Limited	England	33.33 / 33.33	Credit Card Issuing