

BASE PROSPECTUS SUPPLEMENT DATED 20 FEBRUARY 2025



HSBC UK Bank plc

(a company incorporated in England with registered number 09928412; the liability of its members is limited)

as Issuer

DEBT ISSUANCE PROGRAMME and €25 BILLION GLOBAL COVERED BOND PROGRAMME

This base prospectus supplement (the "**Base Prospectus Supplement**") is supplemental to and must be read in conjunction with: (i) the base prospectus dated 19 June 2024 relating to the Debt Issuance Programme and the supplement thereto dated 1 August 2024 (the "**DIP Base Prospectus**") and (ii) the base prospectus dated 19 June 2024 relating to the €25 billion Global Covered Bond Programme and the supplement thereto dated 1 August 2024 (the "**RCB Base Prospectus**") and together with the DIP Base Prospectus, the "**Base Prospectuses**") each prepared by HSBC UK Bank plc (the "**Issuer**") in connection with the application made for Notes to be admitted to listing on the Official List of the United Kingdom Financial Conduct Authority (the "**FCA**") (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000, as amended (the "**FSMA**")), and to trading on the main market of the London Stock Exchange plc.

This Base Prospectus Supplement constitutes a supplement for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**UK Prospectus Regulation**") and a supplementary prospectus for the purposes of section 87G of the FSMA. Terms defined in the Base Prospectuses shall have the same meaning when used in this Base Prospectus Supplement. This Base Prospectus Supplement has been approved by the FCA as competent authority under the UK Prospectus Regulation. The FCA only approves this Base Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Base Prospectus Supplement. With effect from the date of this Base Prospectus Supplement, the information appearing in, or incorporated by reference into, the Base Prospectuses shall be supplemented in the manner described below.

The Issuer (and in the case of the RCB Base Prospectus, the LLP) accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge of the Issuer (and in the case of the RCB Base Prospectus, the LLP), the information contained in this Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Base Prospectus Supplement is to:

- disclose that on 19 February 2025, the Issuer published its annual report and accounts for the year ended 31 December 2024 (the "**2024 Annual Report and Accounts**"), which contains the audited consolidated financial statements of the Issuer, the independent auditors' report thereon and the notes thereto, in respect of the financial year ended 31 December 2024. The 2024 Annual Report and Accounts is hereby incorporated by reference into each of the Base Prospectuses. The 2024 Annual Report and Accounts is available at the Issuer's website at <https://www.hsbc.com/investors/results-and-announcements/all-reporting/subsidiaries?page=1&take=20>; and

- replace paragraph 1 of the "*General Information*" section of the registration document prepared by the Issuer dated 19 June 2024 (which is incorporated by reference into each of the Base Prospectuses) with the following statement:

"There has been no significant change in the financial position or financial performance of the Group nor any material adverse change in the prospects of the Issuer since 31 December 2024."; and

- replace the first paragraph under the heading "*No Significant Change and No Material Adverse Change*" of the "*General Information*" section of the RCB Base Prospectus with the following statement:

"There has been no significant change in the financial performance or the financial position of the Group nor any material adverse change in the prospects of the Issuer since 31 December 2024.".

To the extent that any document or information incorporated by reference itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Base Prospectus Supplement or either of the Base Prospectuses for the purposes of the UK Prospectus Regulation, except where such information or documents are stated within this Base Prospectus Supplement as specifically being incorporated by reference or where this Base Prospectus Supplement is specifically defined as including such information.

To the extent there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated into the Base Prospectuses by this Base Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectuses, the statements in this Base Prospectus Supplement will prevail.

Save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectuses has arisen since the publication of the Base Prospectuses.