

3rd SUPPLEMENTARY PROSPECTUS DATED 5 MAY 2021



HSBC BANK CANADA

(a Canadian chartered bank)

CAD 10,000,000,000

Legislative Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments by

**HSBC CANADIAN COVERED BOND (LEGISLATIVE) GUARANTOR LIMITED
PARTNERSHIP**

(a limited partnership formed under the laws of Ontario)

This Supplement (the “**Supplement**”) has been prepared in connection with the base prospectus dated 17 September 2020, as supplemented by the first supplementary prospectus dated 2 November 2020, and as further supplemented by the second supplementary prospectus dated 4 March 2021 (together, the “**Base Prospectus**”) in relation to the CAD 10,000,000,000 Legislative Global Covered Bond Programme (the “**Programme**”) of HSBC Bank Canada (the “**Bank**”), unconditionally and irrevocably guaranteed as to payments by HSBC Canadian Covered Bond (Legislative) Guarantor Limited Partnership (the “**Guarantor**”). The Base Prospectus comprises a base prospectus under Article 8 of Regulation (EU) 2017/1129 (as amended), as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) (the “**UK Prospectus Regulation**”). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the purposes of Article 23 of the UK Prospectus Regulation.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. The Supplement is supplemental to, and shall be read in conjunction with the Base Prospectus. This Supplement has been approved by the United Kingdom Financial Conduct Authority (the “**FCA**”), as competent authority under the UK Prospectus Regulation, as a supplement to the Base Prospectus.

The Bank and the Guarantor accept responsibility for the information in this Supplement. To the best of the knowledge of the Bank and the Guarantor, the information contained in this Supplement is in accordance with the facts and the Supplement contains no omission likely to affect its import.

THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION (“**CMHC**”) NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THIS SUPPLEMENT. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

The purpose of this Supplement is to:

- (I) incorporate by reference in the Base Prospectus (i) the Bank’s 2020 annual information form (ii) the Bank’s latest unaudited interim financial results (including management’s discussion and analysis thereof) and (iii) the Bank’s monthly investor report for the months of February 2021 and March 2021 containing information on the Covered Bond Portfolio; and
- (II) update the no significant change statement in the section of the Base Prospectus entitled “*General Information*”.

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which may affect the assessment of Covered Bonds issued under the Programme has arisen or been noted, as the case may be, since the publication of the second supplementary prospectus dated 4 March 2021.

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

By virtue of this Supplement the Base Prospectus shall be supplemented as follows:

I. DOCUMENTS INCORPORATED BY REFERENCE

- (a) the Bank's Annual Information Form dated [27 April 2021](#) (the "**2020 Annual Information Form**");
- (b) the following sections of the Bank's First Quarter 2021 Interim Report for the quarter ended [31 March 2021](#) (the "**First Quarter 2021 Report**"):
 - (i) Management's Discussion and Analysis of the Bank for the three months ended 31 March 2021 on pages 3 through 31 of the First Quarter 2021 Report for the quarter ended 31 March 2021; and
 - (ii) the Bank's unaudited interim condensed consolidated financial statements for the three months ended 31 March 2021 with comparative financial information for the three months ended 31 March 2020, together with the notes thereto;

the remainder of the First Quarter 2021 Report is either not relevant for prospective investors or is covered elsewhere in the Base Prospectus;

- (c) the Bank's monthly (unaudited) Investor Report containing information on the Covered Bond Portfolio as at the Calculation Date falling on [26 February 2021](#) (the "**February 2021 Investor Report**") which is incorporated by reference in its entirety; and
- (d) the Bank's monthly (unaudited) Investor Report containing information on the Covered Bond Portfolio as at the Calculation Date falling on [31 March 2021](#) (the "**March 2021 Investor Report**") and together with the February 2021 Investor Report, the "**Investor Reports**"), which is incorporated by reference in its entirety.

II. GENERAL INFORMATION

- (a) Paragraph 4 of the section entitled "*General Information*" of the Base Prospectus is deleted and replaced with the following:

"There has been no significant change in the financial performance or financial position of the Issuer and its consolidated subsidiaries, including the Guarantor, taken as a whole since 31 March 2021, the last day of the financial period in respect of which the most recent interim unaudited published consolidated financial statements of the Issuer have been prepared."

A copy of each of the 2020 Annual Information Form, First Quarter 2021 Report and the Investor Reports has been submitted to the National Storage Mechanism (operated by United Kingdom Financial Conduct Authority) and they are available for viewing at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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

Copies of this Supplement, the Base Prospectus and all documents incorporated by reference in either can be (i) viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name “HSBC Bank Canada” and the headline “Publication of a Supplementary Prospectus” (ii) viewed on the Bank’s website at <https://www.about.hsbc.ca/hsbc-in-canada/legislative-covered-bond-programme> and (iii) inspected during usual business hours on any week day (Saturdays, Sundays and holidays excepted) at the head office of the Bank and at the office of the Issuing and Paying Agent located at the address specified at the end of the Base Prospectus. No website referred to herein nor any information contained thereon, forms part of this Supplement, nor have the contents of any such website been approved by or submitted to the FCA, unless, in each case, such website or information is expressly incorporated by reference in this Supplement.