

PRICING SUPPLEMENT

Pricing Supplement dated 3 May 2019

HSBC Bank plc

Programme for the issue of Notes and Warrants

Issue of USD 1,050,000 Variable Coupon Automatic Early
Redemption Reverse Convertible Equity-Linked Notes
due May 2024 linked to ordinary shares of FACEBOOK INC-A

PART A - CONTRACTUAL TERMS

This document constitutes the pricing supplement (the “**Pricing Supplement**”) relating to the issue of the Tranche of Notes described herein for the purposes of listing on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”) and must be read in conjunction with the offering memorandum dated 6 June 2018 as supplemented from time to time (the “**Offering Memorandum**”) which, together with this Pricing Supplement, constitute listing particulars for the purposes of listing on the Global Exchange Market. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes including the Terms and Conditions of the Equity Linked Notes, and Index Linked Notes (the “**Conditions**”) set forth in the Offering Memorandum.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum. The Offering Memorandum is available for viewing at *HSBC Bank plc, 8 Canada Square, London E14 5HQ, United Kingdom* and www.hsbc.com (please follow links to 'Investor relations', 'Fixed income investors', 'Issuance programmes') and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ, United Kingdom.

The Offering Memorandum does not comprise (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC as amended (the “Prospectus Directive”). The Offering Memorandum has been prepared solely with regard to Notes that are not to be admitted to listing or trading on any regulated market for the purposes of Directive 2014/65/EU, as amended and not to be offered to the public in a Member State (other than pursuant to one or more of the exemptions set out in Article 3.2 of the Prospectus Directive).

PRIIPs REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

It is advisable that investors considering acquiring any Notes understand the risks of transactions involving the Notes and it is advisable that they reach an investment decision after carefully considering, with their financial, legal, regulatory, tax, accounting and other advisers, the suitability of the Notes in light of their particular circumstances (including without limitation their own financial circumstances and investment objectives and the impact the Notes will have on their overall investment portfolio) and the information contained in the Offering Memorandum and this Pricing

Supplement. Investors should consider carefully the risk factors set forth under “Risk Factors” in the Offering Memorandum.

1. **Issuer:** HSBC Bank plc
2. **Tranche Number:** 1
3. **Currency:**
 - (i) Settlement Currency: United States Dollar (USD)
 - (ii) Denomination Currency: USD
4. **Aggregate Principal Amount of Notes:**
 - (a) Series: USD 1,050,000
 - (b) Tranche: USD 1,050,000
5. **Issue Price:** 100 per cent of the Aggregate Principal Amount
6.
 - (i) Denomination(s): USD 1,000
(*Condition 2*)
 - (ii) Calculation Amount: The Denomination
 - (iii) Aggregate Outstanding Nominal Amount Rounding: Not applicable
7.
 - (i) Issue Date: 7 May 2019
 - (ii) Interest Commencement Date: Issue Date
 - (iii) Trade Date: 23 April 2019
8. **Maturity Date:** 7 May 2024, adjusted in accordance with the Following Business Day Convention, subject to early redemption on an Automatic Early Redemption Date see paragraph 35(iii) below.
(*Condition 7(a)*)
9. **Change of Interest Basis or Redemption basis:** In certain circumstances, the Notes will be redeemed by delivery of Securities . See paragraph 17(iii) below

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

10. **Fixed Rate Note Provisions:** Not Applicable
(*Condition 4*)
11. **Floating Rate Note provisions:** Not applicable
(*Condition 5*)
12. **Zero Coupon Note provisions:** Not applicable
(*Condition 6*)

13. **Equity/Index-Linked Interest Note/ other variable-linked interest Note provisions** Applicable

(i) Index/Formula/other variable: The Security as defined in paragraph 29(i) below

(ii) Provisions for determining interest where calculated by reference to Equity/Index and/or formula and/or other variable; Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions:

(a) if the Calculation Agent determines that, on an Automatic Early Redemption Valuation Date_j (as defined in paragraph 35(iii) below), the Perf_j is greater than or equal to 75.0000 per cent. of the Initial Price (as defined in paragraph 29(v) below) of such Security, the Variable Coupon (the “**Coupon_j**”) payable on the immediately succeeding Variable Coupon Interest Payment Date_j shall be an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$\text{Coupon}_j = i \times y \% - \sum_{k=0}^{j-1} \text{Coupon}_k$$

Otherwise, no coupon will be paid.

(b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 32 below), the Perf_j is greater than or equal to 75.0000 per cent. of the Initial Price of such Security, the Variable Coupon (the “**Coupon_{j=20}**” payable on the Maturity Date shall be an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$\text{Coupon}_{j=20} = 20 \times y \% - \sum_{k=0}^{20-1} \text{Coupon}_k$$

Where:

“y” equals 2.2625%

“i” means, for 1 to 20 each a Variable Coupon Payment Date_j

(For avoidance of doubt, “Coupon_{j=0}” means zero.

Otherwise, no Variable Coupon will be paid.

Where:

$$\text{Perf}_j = S_j / \text{Initial Price}$$

“Sj” means, in respect of the Securities and Automatic Early Redemption Valuation Datej or the Valuation Date, the price of such Securities, at the Valuation Time on such Date.

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|---|---|
| (iii) Provisions for determining interest where calculation by reference to Equity/ Index and/or formula and/ or other variable is impossible or impracticable or otherwise disrupted | See adjustment provisions specified in paragraphs 29(ix), 29(x), 29(xii) and 29(xiii) below |
| (iv) Interest or Calculation Period(s): | Not applicable |
| (v) Interest Payment Date(s): | Each date specified as such in Annex 1 (each a “ Variable Coupon Interest Payment Date; ”), adjusted in accordance with Business Day Convention and subject (except in the case of the Maturity Date) to early redemption on an Automatic Early Redemption Date. |
| (vi) Business Day Convention | Following Business Day |
| (vii) Business Centre: | New York |
| (viii) Minimum Interest Rate: | Not applicable |
| (ix) Maximum Interest Rate: | Not applicable |
| (x) Day Count Fraction: | Not applicable |

PROVISIONS RELATING TO REDEMPTION

- | | |
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| 14. Issuer's optional redemption (Call Option):
<i>(Condition 7(c))</i> | Not applicable |
| 15. Noteholders optional redemption (Put Option):
<i>(Condition 7(d))</i> | Not applicable |
| 16. Final Redemption Amount of each Note:
<i>(Condition 7(a))</i> | See paragraph 17 below |
| 17. Final Redemption Amount of each Note in cases where the Final Redemption Amount is Equity-Linked/ Index-Linked or other variable-linked: | Applicable |
| (i) Index/formula/other variable: | The Security as defined in paragraph 29(i) below. |
| (ii) Provisions for determining Final Redemption Amount where calculated by reference to Equity/ Index and/or formula and/or other variable; | Unless previously redeemed or purchased and cancelled, if, on the Valuation Date, the Calculation Agent determines that : |

- the Final Price, is greater than or equal to the Initial Price (as defined in the paragraph 29(v) below of such Security, the Issuer shall redeem the Notes on the Maturity Date at 100.00 per cent. of par; or

- the Final Price of the Security is less than the Initial Price of such Security and a Trigger Event has not occurred, the Issuer shall redeem the Notes on the Maturity Date at 100.00 per cent. of par; or

- the Final Price of the Security is less than the Initial Price of such Security, and a Trigger Event has occurred, the Issuer shall redeem the Notes by delivering or procuring the delivery of the Securities Transfer Amount (as defined in paragraph 29(i) below) and paying or procuring the payment of any Residual Cash Amounts to (or for the account of) the Noteholders in accordance with the paragraph 29 below and Condition 22(b)

“Strike Price” means 100.0000% of the Initial Price of the Security.

“Trigger Event” means in respect of the Security that the Final Price of such Security, as determined by the Calculation Agent, is **less** than the Trigger Price.

“Trigger Price” means 70.0000% of the Initial Price.

(iii) Provisions for determining Final Redemption Amount where calculation by reference to Equity/Index and/or formula and/or other variable is impossible or impracticable or otherwise disrupted: See adjustment provisions specified in paragraphs 29(ix), 29(x), 29(xii) and 29(xiii) below

(iv) Minimum Final Redemption Amount: Not applicable

(v) Maximum Final Redemption Amount: 100.0000 per cent. of par

18. **Instalment Notes:** Not applicable
(Condition 7(a))

19. **Early Redemption:** Applicable

(i) Early Redemption Amount (upon redemption for taxation reasons or illegality): Fair Market Value
(Conditions 7(b) or 7(f))

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| (ii) | Early Redemption Amount (upon redemption following an Event of Default):
(<i>Condition 11</i>) | Fair Market Value |
| (iii) | Other redemption provisions: | Not applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 20. | Form of Notes:
(<i>Condition 2(a)</i>) | Bearer Notes |
| 21. | New Global Note: | No |
| 22. | If issued in bearer form: | Applicable |
| | (i) Initially represented by a Temporary Global Note or Permanent Global Note: | Temporary Global Note |
| | (ii) Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Notes:

(<i>Condition 2(a)</i>) | Temporary Global Note exchangeable for Permanent Global Note which is exchangeable for Definitive Notes only in limited circumstances specified in the Permanent Global Note |
| | (iii) Permanent Global Note exchangeable at the option of the issuer in circumstances where the Issuer would suffer material disadvantage following a change in law or regulation: | Yes |
| | (iv) Coupons to be attached to Definitive Notes: | Yes |
| | (v) Talons for future Coupons to be attached to Definitive Notes: | No |
| 23. | Exchange Date for exchange of Temporary Global Note: | Not earlier than the date which is 40 days after the Issue Date. |
| 24. | If issued in registered form: | Not applicable |
| 25. | Payments:
(<i>Condition 9</i>) | |
| | (i) Relevant Financial Centre Day: | New York |
| | (ii) Payment of Alternative Payment Currency Equivalent: | Not applicable |
| | (iii) Conversion provisions: | Not applicable |

- (iv) Underlying Currency Pair provisions: Not applicable
 - Alternative Pre-nominated Index: Not applicable
 - (v) Price Source Disruption: Not applicable
 - (vi) EM Price Source Disruption: Not applicable
 - (vii) LBMA Physical Settlement provisions: Not applicable
26. **Redenomination:** Not applicable
(*Condition 10*)
27. Other Terms: See Annex[es]

PROVISIONS APPLICABLE TO INDEX-LINKED NOTES AND EQUITY-LINKED NOTES

28. **Physical Delivery:** Condition 22(b) applies
- (i) Securities Transfer Amount: The number of such Securities per Note calculated by the Calculation Agent in accordance with the following formula:

Calculation Amount / Strike Price

and rounded down to the lowest integer
 - (ii) Residual Amount: In relation to a Noteholder and a Note, the amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

Calculation Amount – (Securities Transfer Amount × Strike Price)
 - (iii) Residual Cash Amount: In respect of a Residual Amount, the product of such Residual Amount and the fraction of which the numerator is the Final Price and the denominator is the Strike Price of such Security
 - (iv) Settlement Date: As defined in Condition 22(a)
 - (v) Settlement Disruption Event: Condition 22(b)(iii) applies
 - (vi) Disruption Period: Condition 22(b)(iii) applies
 - (vii) Delivery Disruption Event: Condition 22(b)(iii) applies
29. **Provisions for Equity-Linked Notes:** Applicable

(i)	Security(ies):	Ordinary Shares of FACEBOOK INC-A <i>(Bloomberg: FB UQ)</i> ISIN: US30303M1027
(ii)	Underlying Company(ies):	FACEBOOK INC-A
(iii)	Exchange(s):	NASDAQ
(iv)	Related Exchange(s):	All Exchanges
(v)	Initial Price:	USD 183.7800
(vi)	Strike Date:	23 April 2019
(vii)	Final Price:	The definition in Condition 22(a) applies.
(viii)	Reference Price:	Not applicable
(ix)	Potential Adjustment Event:	The definition in Condition 22(g)(i) applies
	- Extraordinary Dividend (if other than as specified in the definition Condition 22(a)):	The definition in Condition 22(a) applies
	- additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition there of):	Not applicable
(x)	Extraordinary Event:	Condition 22(g)(ii) applies
(xi)	Conversion: <i>(for Notes relating to Government Bonds and debt securities only)</i>	Condition 22(g)(iii) does not apply
(xii)	Correction of prices:	Condition 22(g)(iv) applies
(xiii)	Additional Disruption Events	The following Additional Disruption Events apply: Change in Law, Failure to Deliver, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging
30.	Additional Provisions for Equity-Linked Notes:	See Annex(es)
31.	Provisions for Index-Linked Notes:	Not applicable
32.	Valuation Date(s):	23 April 2024 subject to postponement in accordance with Condition 22(e)
(i)	Specified Maximum Number of Disrupted Days:	The definition in Condition 22(a) applies

	(ii) Number of local banking days for the purpose of postponing Disrupted Day Related Payment Dates pursuant to Condition 22(e):	3
33.	Valuation Time:	The definition in Condition 22(a) applies
34.	Averaging Dates:	Not applicable
35.	Other terms or special conditions relating to Index-Linked Notes or Equity-Linked Notes:	Applicable
	(i) Knock-in Event:	Not applicable
	(ii) Knock-out Event:	Not applicable
	(iii) Automatic Early Redemption Event:	Per j (as defined in paragraph 13 (ii) above) of the Security is greater than or equal to the Automatic Early Redemption Price as of any Automatic Early Redemption Valuation Date j .
	-Automatic Early Redemption Valuation Date(s):	Each date specified as such in Annex 1 (" j " ranking from 4 to 19) (each an "Automatic Early Redemption Valuation Date j ").
		Each Automatic Early Redemption Valuation Date shall be subject to postponement in accordance with Condition 22(e) as if each reference to "Valuation Date" in such Condition was deemed to be a reference to "Automatic Early Redemption Valuation Date".
	- Automatic Early Redemption Price:	Each price specified as such in the Annex 1, (each an "Automatic Early Redemption Price j ") (" j " ranking from 4 to 19).
	- Automatic Early Redemption Date(s):	Each date specified as such in Annex 1 (" j " ranking from 4 to 19) (each an "Automatic Early Redemption Date j "), subject to adjustment in accordance with the Following Business Day Convention
	- Automatic Early Redemption Amount:	Each amount specified as such in the Annex 1, (each an "Automatic Early Redemption Amount j ") (" j " ranking from 4 to 19).
	- Accrued interest payable on Automatic Early Redemption Date:	Yes
	(iv) Interest adjustment:	Not applicable
DISTRIBUTION:		
36.	(i) If syndicated, names of Relevant Dealer (s) / Lead Manager(s):	Not applicable
	(ii) If syndicated, names of other Dealers / Manager (if any):	Not applicable

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| 37. | Prohibition of Sales to EEA Retail Investors: | Applicable |
| 38. | Selling Restrictions:


United States of America: | TEFRA D Rules

Notes may not be offered or sold within the United States of America or to, or for the account or the benefit of a U.S. Person (as defined in Regulation S).

40-Day Distribution Compliance Period: Not applicable |
| 39. | Exemption(s) from requirements under Directive 2003/711/EC (as amended) (the "Prospectus Directive"): | Not applicable. The offer is made exclusively to investors outside the European Economic Area. |
| 40. | Additional U.S. federal income tax considerations: | The Notes are not Section 871(m) Notes for the purpose of Section 871(m). |
| 41. | Additional selling restrictions: | Not applicable |

CONFIRMED

Signed on behalf of HSBC Bank plc:



L Barrett

By: -----
Authorised Signatory

Date: -----

PART B - OTHER INFORMATION

1. LISTING

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| (i) Listing | Application will be made to admit the Notes to listing on the Official List of Euronext Dublin on or around the Issue Date. No assurance can be given as to whether or not, or when, such application will be granted. |
| (ii) Admission to trading | Application will be made for the Notes to be admitted to trading on the Global Exchange Market with effect from the Issue Date. No assurance can be given as to whether or not, or when, such application will be granted. |
| (iii) Estimated total expenses of admission to trading: | EUR 800.00 |

2. RATINGS

Ratings: The Notes are not rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer(s) (if any) so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue. The Dealer(s) and its affiliates have engaged, and may in future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Details of past and future performance and volatility of the underlying can be obtained from *Bloomberg*.

OPERATIONAL INFORMATION

- | | |
|---|----------------|
| 5. ISIN Code: | XS1989298325 |
| 6. Common Code: | 198929832 |
| 7. CUSIP: | Not applicable |
| 8. Valoren Number: | Not applicable |
| 9. SEDOL: | Not applicable |
| 10. WKN: | Not applicable |
| 11. Other identifier code: | Not applicable |
| 12. Intended to be held in a manner which would allow Eurosystem eligibility: | Not applicable |

- | | | |
|-----|--|--------------------------|
| 13. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 14. | Delivery: | Delivery against payment |
| 15. | Settlement procedures: | Medium Term Note |
| 16. | Additional Paying Agent(s) (if any): | None |
| 17. | Common Depository: | HSBC Bank plc |
| 18. | Calculation Agent: | HSBC Bank plc |
| 19. | ERISA Considerations: | ERISA Prohibited |

ANNEX 1

(This Annex forms part of the Pricing Supplement to which it is attached)

"j"	Automatic Early Redemption Valuation Date_j	Automatic Early Redemption Date_j	Variable Coupon Interest Payment Date_j	Automatic Early Redemption Price_j	Automatic Early Redemption Amount_j
1	23 Jul 2019	None	6 Aug 2019	None	None
2	23 Oct 2019	None	6 Nov 2019	None	None
3	23 Jan 2020	None	6 Feb 2020	None	None
4	23 Apr 2020	7 May 2020	7 May 2020	100.00%	100.00%
5	23 Jul 2020	6 Aug 2020	6 Aug 2020	100.00%	100.00%
6	23 Oct 2020	6 Nov 2020	6 Nov 2020	100.00%	100.00%
7	25 Jan 2021	8 Feb 2021	8 Feb 2021	100.00%	100.00%
8	23 Apr 2021	7 May 2021	7 May 2021	100.00%	100.00%
9	23 Jul 2021	6 Aug 2021	6 Aug 2021	100.00%	100.00%
10	25 Oct 2021	8 Nov 2021	8 Nov 2021	100.00%	100.00%
11	24 Jan 2022	7 Feb 2022	7 Feb 2022	100.00%	100.00%
12	25 Apr 2022	9 May 2022	9 May 2022	100.00%	100.00%
13	25 Jul 2022	8 Aug 2022	8 Aug 2022	100.00%	100.00%
14	24 Oct 2022	7 Nov 2022	7 Nov 2022	100.00%	100.00%
15	23 Jan 2023	6 Feb 2023	6 Feb 2023	100.00%	100.00%
16	24 Apr 2023	8 May 2023	8 May 2023	100.00%	100.00%
17	24 Jul 2023	7 Aug 2023	7 Aug 2023	100.00%	100.00%
18	23 Oct 2023	6 Nov 2023	6 Nov 2023	100.00%	100.00%
19	23 Jan 2024	6 Feb 2024	6 Feb 2024	100.00%	100.00%
20	None	None	The Maturity Date	None	None

*Subject to postponement in accordance with Condition 22(e)

