

PRICING SUPPLEMENT

Pricing Supplement dated 02 July 2013

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of

1,500 Bermudan Call Warrants linked to FTSE 100™ Index

expiring June 2018 issued pursuant to HSBC Bank plc's Programme for the Issuance of Notes and Warrants

PART A - CONTRACTUAL TERMS

This document constitutes the pricing supplement ("**Pricing Supplement**") relating to the issue of the Tranche of Warrants described herein for the purposes of listing on the Official List of the Irish Stock Exchange and must be read in conjunction with the Offering Memorandum dated 18 June 2013 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 Warrants (the "**Conditions**") set forth in such Offering Memorandum.

Full information on the Issuer and the offer of the Warrants 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 securities', 'Issuer 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 Warrants that are (i) not to be admitted to listing or trading on any regulated market for the purposes of Directive 2004/39/EC 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).

It is advisable that investors considering acquiring any Warrants understand the risks of transactions involving the Warrants 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 Warrants in light of their particular circumstances (including without limitation their own financial circumstances and investment objectives and the impact the Warrants 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. Settlement Currency: Great British Pounds (“**GBP**”)
4. Aggregate Number of Warrants in the:
 - (i) Series: 1,500 Warrants
 - (ii) Tranche: 1,500 Warrants
5. Face Value: GBP 1,000 per Warrant
6. Issue Date: 03 July 2013
7. Issue Price: 100 per cent. of the Face Value per Warrant (GBP 1,000 per Warrant)
8. Strike Price: Not applicable
9. Type of Warrants: Index Warrant
10. Series represented by: Unrestricted Global Registered Warrant
11. Form of Warrant: Registered Warrants
12. Style of Warrants: The Warrants are Bermudan Style Call Warrants. Condition 4(c) is applicable.
13. (i) Expiry Date: 19 June 2018
 - (ii) Automatic Exercise: Applicable
 - (iii) Exercise Period: Not applicable
 - (iv) Potential Exercise Date(s): The dates specified as Potential Exercise Dates in Annex 1 to this Pricing Supplement
 - (v) Knock-In Event: Not applicable
 - (vi) Knock-Out Event: Not applicable
14. (i) Minimum Exercise / Minimum Trading Size: 100 Warrants
 - (ii) Permitted Multiple: 1 Warrant
15. Cash Settlement: Applicable. The Warrants are Cash Settlement Warrants. Condition 4(d) (*Cash Settlement*) applies
 - (i) Settlement Currency: GBP

(ii) Cash Settlement Amount:

Each of the Warrants shall be exercised if on a Potential Exercise Date the Index Performance is greater than or equal to the 100 per cent. as determined by the Calculation Agent.

If the Warrants are exercised on a Potential Exercise Date an amount in respect of each Warrant determined by the Calculation Agent in accordance with the following formula shall be paid on the relevant Exercise Payment Date (as specified in Annex 1 to this Pricing Supplement):

Face Value per Warrant x (100% + Enhanced Amount)

"Index Performance" means, in respect of a Valuation Date, a percentage calculated by the Calculation Agent in respect of such date in accordance with the following formula:

$$\frac{\text{Final Index Level}}{\text{Initial Index Level}} \times 100\%$$

"Enhanced Amount" means in respect of a Valuation Date an amount expressed in percentages and determined by the Calculation Agent on the relevant Valuation Date in accordance with the following formula :

$$\sum_{j=1-10}^j \text{Enhanced return}_j$$

"Enhanced Return_j" means in respect of a Valuation Date an amount expressed in percentages and determined by the Calculation Agent on such Valuation Date in accordance with the following provisions.

If, in respect of a Valuation Date the Index Performance is *equal to or greater* than 75 per cent. as determined by the Calculation Agent, 3.35 per cent.; or

If, in respect of a Valuation Date the Index Performance is *less* than 75 per cent. as determined by the Calculation Agent, 0 per cent.

Unless previously purchased and cancelled, each of the Warrants shall be exercised on the Expiry Date against payment on the Cash Settlement Payment Date of an amount in respect of each Warrant in GBP determined by the Calculation Agent in accordance with the following provisions:

If the Index Performance on the Expiry Date is *equal to or*

greater than 75 per cent. as determined by the Calculation Agent :

Face Value per Warrant x (100% + Enhanced Amount)

If the Index Performance on the Expiry Date is *less* than 75 per cent. as determined by the Calculation Agent :

Face Value per Warrant x (Index Performance on the Expiry Date + Enhanced Amount)

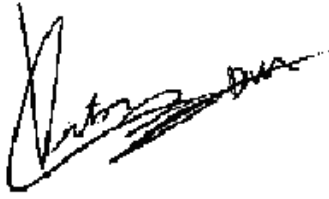
(iii)	Cash Settlement Payment Date:	03 July 2018 and each of the Exercise Payment Dates specified in Annex 1
16.	Physical Settlement:	Not applicable
17.	Index Warrants or Index Basket Warrants:	Applicable. The Warrants are Index Warrants
(i)	Index/Indices:	The FTSE 100™ Index (Bloomberg Ticker: UKX)
(ii)	Basket:	Not Applicable
(iii)	Index Sponsor(s):	FTSE International Limited
(iv)	Index Rules:	Not applicable
(v)	Exchange(s):	The London Stock Exchange
(vi)	Related Exchange(s):	Euronext Liffe London
(vii)	Valuation Time:	Definition in Condition 17 applies
(viii)	Valuation Date:	The Expiry Date and each of the Potential Exercise Dates specified in Annex 1
(ix)	Averaging Dates:	Not applicable
(x)	Reference Level:	Not applicable
(xi)	Additional Disruption Event:	The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging
(xii)	Initial Index Level:	6,346
(xiii)	Final Index Level:	Definition in Condition 17 applies
(xiv)	Adjustment of Indices:	Condition 18(c) applies
(xv)	Strike Date:	19 June 2013
(xvi)	Index Substitution	Not applicable
18.	Security Warrant or Security Basket Warrant:	Not applicable

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| 19. | Averaging Date Market Disruption: | Not applicable |
| 20. | Business Day: | London |
| 21. | (i) Payment of Alternative Payment Currency Equivalent: | Not applicable |
| | (ii) Underlying Currency Pair provisions: | Not applicable |
| | (iii) FX Disruption: | Not applicable |
| 22. | Business Centre: | London |
| 23. | Selling Restrictions: | <p>In addition to the selling restrictions listed in "Purchase and Sale of the Warrants" contained in the Offering Memorandum:</p> <p>Regulation S</p> <p>Warrants may not be sold or offered within the United States of America or to, or for the account or the benefit of, U.S. Persons (as defined in Regulation S).</p> |
| 24. | Other Terms: | See Annex 1 |

DISTRIBUTION

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|---------|---|--|
| 25. (i) | If syndicated, names of Relevant Manager(s)/Lead Manager(s): | Not applicable |
| | (ii) If syndicated, names of other Managers (if any): | Not applicable |
| 26. | Exemption(s) from requirements under Directive 2003/71/EC (as amended) (the " Prospectus Directive "): | The offer is addressed solely to qualified investors (as such term is defined in the Prospectus Directive) |

CONFIRMED
HSBC BANK PLC

A handwritten signature in black ink, appearing to read 'Victor Delgado Melgares', written in a cursive style.

Victor Delgado Melgares

By: -----

Authorised Signatory

Date: -----

PART B - OTHER INFORMATION

1 LISTING

- (i) Listing: Application has made to admit the Warrants to listing on the Official List of the Irish Stock Exchange.
- (ii) Admission to trading: Application will be made for the Warrants 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 500

2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Manager(s) (if any), so far as the Issuer is aware, no person involved in the issue of the Warrants has an interest material to the issue. The Manager(s) and their affiliates have engaged, and may in the 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

3. REASONS FOR THE OFFER ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: Not applicable
- (ii) Estimated net proceeds: Information not provided
- (iii) Estimated total expenses: Information not provided

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

Details of the past and future performance and volatility of the Index can be obtained from Bloomberg Page UKX <Index>

OPERATIONAL INFORMATION

- 5. ISIN Code: GB00BBPL3383
- 6. Common Code: 095082653
- 7. CUSIP: Not applicable
- 8. Valoren Number: Not applicable
- 9. SEDOL: Not applicable
- 10. WKN: Not applicable
- 11. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): None

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| 12. Delivery: | Delivery against payment |
| 13. Additional Paying Agent(s) (if any): | None |
| 14. Common Depositary: | HSBC Bank plc |
| 15. Calculation Agent: | HSBC France |
| 16. City in which specified office of Warrant Registrar to be maintained: | London |
| 17. ERISA Considerations: | Not applicable |

ANNEX 1

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

"i"	Potential Exercise Date	Exercise Payment Date
1	17 December 2013	03 January 2014
2	19 June 2014	03 July 2014
3	17 December 2014	05 January 2015
4	19 June 2015	03 July 2015
5	16 December 2015	04 January 2016
6	20 June 2016	04 July 2016
7	15 December 2016	03 January 2017
8	19 June 2017	03 July 2017
9	15 December 2017	03 January 2018

ANNEX 2

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

Index Disclaimer

STATEMENTS REGARDING THE FTSE™ 100 INDEX

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