

PRICING SUPPLEMENT

Pricing Supplement dated 27 June 2013

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of USD 2,000,000 Variable Coupon Amount Automatic Early Redemption Index-Linked Notes due June 2018 linked to the S&P 500 INDEX

PART A - CONTRACTUAL TERMS

This document constitutes the pricing supplement ("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 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 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 and www.hsbc.com (please follow links to 'Investor relations', 'Fixed income securities' and 'Issuance programmes') and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ.

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 (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 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) Denomination Currency	United States Dollars ("USD")
	(ii) Settlement Currency	USD

4	Aggregate Principal Amount of Notes	
	(i) Series:	USD 2,000,000
	(ii) Tranche:	USD 2,000,000
5	Issue Price:	100 per cent. of the Aggregate Principal Amount
6	(i) Denomination(s) <i>Condition 2(b)</i> :	USD 1,000
	(ii) Calculation Amount:	The Denomination
7	(i) Issue Date:	28 June 2013
	(ii) Interest Commencement Date:	The Issue Date
8	Maturity Date: <i>(Condition 7(a))</i>	28 June 2018, subject to early redemption on an Automatic Early Redemption Date and adjusted in accordance with Modified Following Business Day Convention and any applicable Business Centres for the definition of Business Day
9	Change of interest or redemption basis:	Not applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

10	Fixed Rate Note provisions: <i>(Condition 4)</i>	Not applicable
11	Floating Rate Note provisions: <i>(Condition 5)</i>	Not applicable
12	Zero Coupon Note provisions: <i>(Condition 6)</i>	Not applicable
13	Equity-Linked/Index-Linked Interest Note/other variable-linked interest Note provisions:	Applicable
	(i) Index/formula/other variable:	The Index as defined in paragraph 30(i) below
	(ii) Provisions for determining interest where calculated by reference to 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, (as defined in paragraph 35(iii) below), the Release Index Level is greater than or equal to 70 per cent., the amount of interest payable on the immediately succeeding Variable Coupon Interest Payment Date, shall be an amount in the Settlement Currency (the " Coupon ") determined by the Calculation Agent in accordance with the

following formula :

$$\text{Coupon}_j = j \times 6.90 \% - \sum_{k=0}^{j-1} \text{Coupon}_k$$

Otherwise, no coupon will be paid.

(b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 32 below), the Release Index Level is greater than or equal to 70 per cent., the Coupon_j payable on the Maturity Date shall be an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula :

$$\text{Coupon}_{j=5} = 5 \times 6.90 \% - \sum_{k=0}^4 \text{Coupon}_k$$

Otherwise, no coupon will be paid.

For avoidance of doubt, "**Coupon_{j=0}**" means zero.

Where:

"**j**" means, for 1 to 5, each Variable Coupon Interest Payment Date_j (as defined in paragraph 17(i) above).

"**Release Index Level**" means, subject to the Conditions and with respect to an Automatic Early Redemption Valuation Date_j.

- | | | |
|--------|---|--|
| (iii) | Provisions for determining interest where calculation by reference to Index and/or formula and/or other variable is impossible or impracticable or otherwise disrupted: | See adjustment provisions specified in paragraphs 30(x), 30(xi) and 30(xii) below |
| (iv) | Interest or calculation period(s): | Not applicable |
| (v) | Interest Payment Date(s): | Each date specified as such in the Annex 2 (each a " Variable Coupon Interest Payment Date_j "), adjusted in accordance with the Business Day Convention and any applicable Business Centres for the definition of Business Day and subject (except in the case of the Maturity Date) to early redemption on an Automatic Early Redemption Date |
| (vi) | Business Day Convention: | Modified Following |
| (vii) | Business Centre(s): | New York |
| (viii) | Minimum Interest Rate: | Not applicable |

- (ix) Maximum Interest Rate: Not applicable
- (x) Day Count Fraction: Not applicable

PROVISIONS RELATING TO REDEMPTION

- 14** Issuer's optional redemption (Call Option):
(Condition 7(c)) Not applicable
- 15** Noteholder's optional redemption (Put Option):
(Condition 7(d)) Not applicable
- 16** Final Redemption Amount of each Note:
(Condition 7(a)) 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 Index as defined in paragraph 30(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 Index Level (as defined in paragraph 30(vii) below) is greater than or equal to the Initial Index Level (as defined in paragraph 30(vi) below), the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par; or
 - the Final Index Level is less than the Initial Index Level and a Trigger Event has not occurred, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par; **or**
 - the Final Index Level is less than the Initial Index Level and a Trigger Event has occurred, the Issuer shall redeem Notes by paying on the Maturity Date an amount in the Settlement Currency in respect of each Note determined by the Calculation Agent in accordance with the following formula:

$$\text{Calculation Amount} \times \left(\frac{\text{Final Index Level}}{\text{Initial Index Level}} \right)$$

Where:

"**Trigger Event**" means, in respect of the Index,

that the Final Index Level is less than the Trigger Level.

"Trigger Level" means 1138.711

(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 30(x) and 30(xi) below
(iv)	Minimum Final Redemption Amount:	Not applicable
(v)	Maximum Final Redemption Amount:	100 per cent. of the nominal amount
18	Instalment Notes: (<i>Condition 7(a)</i>)	Not applicable
19	Early Redemption Amount:	Applicable
(i)	Early redemption amount (upon redemption for taxation reasons, illegality or following an Event of Default): (<i>Conditions 7(b),7(h) or 11</i>)	Fair Market Value
(ii)	Other redemption provisions: (<i>Condition 7(i)</i>)	Not applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

20	Form of Notes: (<i>Condition 2(a)</i>)	
(i)	Form of Notes:	Bearer Notes
(ii)	Bearer Notes exchangeable for Registered Notes:	No
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 and/or Registered Notes:	Temporary Global Note exchangeable for Permanent Global Note which is exchangeable for Definitive Notes only in the limited circumstances specified in the Permanent Global Note

(Condition 2(a))

	(iii)	Permanent Global Note exchangeable at the option of the Issuer in circumstances where the Issuer would suffer material disadvantage following a change of 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 40 days following the Issue Date
24		Payments: (Condition 9)	
	(i)	Relevant Financial Centre Day:	New York
	(ii)	Underlying Currency Pair provisions:	Not applicable
	(iii)	FX Disruption:	Not applicable
25		Redenomination: (Condition 10)	Not applicable
26		Other terms:	See Annexes
PROVISIONS APPLICABLE TO INDEX-LINKED NOTES AND EQUITY-LINKED NOTES			
27		Physical Delivery	Not applicable
28		Provisions for Equity-Linked Notes:	Not applicable
29		Additional provisions for Equity-Linked Notes:	Not applicable
30		Provisions for Index-Linked Notes:	Applicable
	(i)	Index(ices):	The S&P 500® Index (<i>Bloomberg Code: SPX</i>)
	(ii)	Index Sponsor:	Standard & Poor's Corporation
	(iii)	Index Rules:	Not applicable
	(iv)	Exchange(s):	New York Stock Exchange
	(v)	Related Exchange(s):	Chicago Board Options Exchange
	(vi)	Initial Index Level:	1626.73

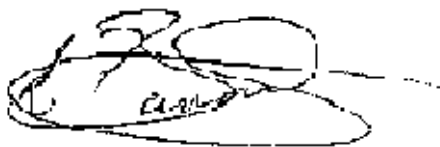
	(vii) Final Index Level:	The definition in Condition 21(a) applies
	(viii) Strike Date:	14 June 2013
	(ix) Reference Level:	Not applicable
	(x) Adjustments to Indices:	Condition 21(f) applies
	(xi) Additional Disruption Event:	The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging
	(xii) Index Substitution:	Not applicable
31	For Equity-Linked and Credit-Linked Notes:	U.S Federal Income Tax Considerations
32	Valuation Date(s):	14 June 2018, subject to postponement in accordance with Condition 21(e)
33	Valuation Time:	The definition in Condition 21(a) applies
34	Averaging Dates:	Not applicable
35	Other terms or special conditions relating to Index-Linked Notes Equity-Linked Notes:	Applicable
	(i) Knock-in Event:	Not applicable
	(ii) Knock-out Event:	Not applicable
	(iii) Automatic Early Redemption Event:	The Release Index Level (as defined in paragraph 13(ii) above) is greater than or equal to the Automatic Early Redemption Price as of any Automatic Early Redemption Valuation Date;
	- Automatic Early Redemption Valuation Date(s):	Each date specified as such in Annex 1 ("j" ranking from 1 to 4) (each an " Automatic Early Redemption Valuation Date_j "). Each Automatic Early Redemption Valuation Date shall be subject to postponement in accordance with Condition 21(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:	See Annex 1
	- Automatic Early Redemption Date(s):	Each date specified as such in Annex 1 ("j" ranking from 1 to 4) (each an " Automatic Early Redemption Date_j "), subject to adjustment in accordance with the Modified Following Business Day Convention

- Automatic Early Redemption See Annex 1
Amount:

DISTRIBUTION

- 36** (i) If syndicated, names of Relevant Dealer(s)/Lead Manager(s): Not applicable
- (ii) If syndicated, names of other Dealers/Managers (if any): Not applicable
- 37** Selling restrictions: TEFRA D Rules
- United States of America: 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).
- Exemption(s) from requirements under Directive 2003/711/EC (as amended) (the "**Prospectus Directive**"): The offer is addressed to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive)
- Additional selling restrictions: Not applicable

CONFIRMED
HSBC BANK PLC



By: -----
Authorised Signatory

Date: -----

PART B - OTHER INFORMATION

1 LISTING

- | | | |
|-------|--|---|
| (i) | Listing | Application will be made to admit the Notes to listing on the Official List of the Irish Stock Exchange. 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 on or around 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 RATINGS

Ratings: The Notes have not been specifically rated.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

No person involved in the issue of the Notes has an interest material to the issue. The Dealers 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

4 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 |

5 YIELD

Indication of yield: Not applicable

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

SPX

OPERATIONAL INFORMATION

7	ISIN Code:	XS0946448874
8	Common Code:	094644887
9	CUSIP:	Not applicable
10	Valoren Number:	Not applicable
11	SEDOL:	Not applicable
12	WKN:	Not applicable
13	New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	No
14	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	None
15	Delivery:	Delivery against payment
16	Settlement procedures:	Medium Term Note
17	Additional Paying Agent(s) (if any):	None
18	Common Depositary:	HSBC Bank plc
19	Calculation Agent:	HSBC Bank plc
20	City in which specified office of Registrar to be maintained: (<i>Condition 15</i>)	Not applicable
21	ERISA Considerations:	No

ANNEX 1

(This annex forms part to 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	16 Jun. 2014	30 Jun. 2014	30 Jun. 2014	100.00%	100.00%
2	15 Jun. 2015	29 Jun. 2015	29 Jun. 2015	100.00%	100.00%
3	14 Jun. 2016	28 Jun. 2016	28 Jun. 2016	100.00%	100.00%
4	14 Jun. 2017	28 Jun. 2017	28 Jun. 2017	100.00%	100.00%
5	None	None	The Maturity Date	None	None

* Subject to postponement in accordance with Condition 21(e)

ANNEX 2

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

Index Disclaimer

STATEMENTS REGARDING THE STANDARD & POOR'S 500® INDEX (THE "S&P 500 INDEX")

The Notes are not sponsored, endorsed, sold or promoted by Standard & Poor's Corporation ("S&P"). S&P makes no representation or warranty, express or implied, to any Noteholders in respect of the Notes or any member of the public regarding the advisability of investing in securities generally or in the Notes in particular or the ability of the S&P 500 Index to track general stock market performance. S&P's only relationship with the Issuer is the licensing of certain trademarks and trade names of S&P and of the S&P 500 Index which is determined, composed and calculated by S&P without regard to the Issuer or the Notes.

S&P has no obligation to take the needs of the Issuer or any holders of the Notes into consideration in determining, composing or calculating the S&P 500 Index. S&P is not responsible for and has not participated in the determination of the timing of, prices at, or quantities of the Notes to be offered or taken or in the determination or calculation of the equation by which the Notes are to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing or trading of the Notes.

S&P DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE S&P 500 INDEX OR ANY DATA INCLUDED THEREIN AND S&P SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. S&P MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE ISSUER IN RESPECT OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500 INDEX OR ANY DATA INCLUDED THEREIN. S&P MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE S&P 500 INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL S&P HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

"Standard & Poor's®", "S&P®", "S&P 500®", "Standard & Poor's 500" and "500" are trademarks of The McGraw-Hill Companies, Inc. and have been licensed for use by the Issuer. The Notes are not sponsored, endorsed, sold or promoted by S&P and S&P makes no representation regarding the advisability of investing in the Notes.