

## PRICING SUPPLEMENT

Pricing Supplement dated 18 November 2013

**HSBC Bank plc**

### **Programme for the Issuance of Notes and Warrants**

#### **Issue of EUR 530, 000 Fixed Rate to Variable Coupon Amount Automatic Early Redemption Equity-Linked Notes due November 2017 linked to a Basket of Securities**

### **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](http://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.**

<b>1</b>	Issuer	HSBC Bank plc
<b>2</b>	Tranche number:	1
<b>3</b>	Currency:	
	(i) Denomination Currency:	Euro (" <b>EUR</b> ")
	(ii) Settlement Currency:	EUR
<b>4</b>	Aggregate Principal Amount of Notes:	
	(i) Series:	EUR 530, 000
	(ii) Tranche:	EUR 530, 000
<b>5</b>	Issue Price:	100 per cent. of the Aggregate Principal Amount
<b>6</b>	(i) Denomination(s) <i>Condition 2(b)</i> :	EUR 1,000
	(ii) Calculation Amount:	The Denomination
<b>7</b>	(i) Issue Date:	19 November 2013
	(ii) Interest Commencement Date:	The Issue Date
<b>8</b>	Maturity Date: <i>(Condition 7(a))</i>	20 November 2017, subject to early redemption on an Automatic Early Redemption Date
<b>9</b>	Change of interest or redemption basis:	Fixed Rate for the first interest payment date and Variable Coupon Amount thereafter. See paragraphs 10 and 13 below

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>10</b>	Fixed Rate Note provisions: <i>(Condition 4)</i>	Applicable
	(i) Rate of Interest:	5.00 % per annum
	(ii) Interest Payment Date(s):	03 December 2013, adjusted in accordance with the Business Day Convention and any applicable Business Centre for the definition of Business Day
	(iii) Fixed Coupon Amount(s):	Calculation Amount × Rate of Interest (as determined by the Calculation Agent)
	(iv) Day Count Fraction:	Not applicable
	(v) Business Day Convention:	Modified Following
	(vi) Business Centre(s):	TARGET

	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not applicable
11	Floating Rate Note provisions: (Condition 5)	Not applicable
12	Zero Coupon Note provisions: (Condition 6)	Not applicable
13	Equity-Linked/Index-Linked Interest Note/other variable-linked interest Note provisions:	Applicable
	(i) Index/formula/other variable:	The basket of Securities
	(ii) Provisions for determining interest where calculated by reference to Index and/or formula and/or other variable:	<p>Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions:</p> <p>(a) if the Calculation Agent determines that, on an Automatic Early Redemption Valuation Date (as defined in paragraph 35(iii) below), <math>WO_j</math> (as defined in paragraph 35(iii) below) is greater than or equal to 75 per cent., the amount of interest payable on the immediately succeeding Variable Coupon Interest Payment Date<sub>j</sub> shall be an amount in the Settlement Currency (the "<b>Variable Coupon Amount</b>") equal to the product of the Calculation Amount and 0.70 per cent.</p> <p>Otherwise, no coupon will be paid.</p> <p>(b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 32 below), <math>WO_{final}</math> (as defined in paragraph 17(ii) below) is greater than or equal to 75 per cent., the Variable Coupon Amount payable on the Maturity Date shall be an amount in the Settlement Currency equal to the product of the Calculation Amount and 0.70 per cent.</p> <p>Otherwise, no coupon will be paid.</p>
	(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 28(ix), 28(x), 28(xii) and 28(xiii) 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 " <b>Variable Coupon Interest Payment Date<sub>j</sub></b> "),

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):	TARGET
(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 basket of Securities
	(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 :  - $WO_{final}$ is greater than or equal to 100 per cent, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par; or  - $WO_{final}$ is less than 100 per cent. and a Trigger Event has not occurred with respect to any of the Securities, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par; or  - $WO_{final}$ is less than 100 per cent. and a Trigger Event has occurred with respect to one or more of the Securities, the Issuer shall redeem the 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:

Calculation Amount  $\times$  WO<sub>final</sub> / 100 %

Where:

"**Trigger Event**" means, with respect to a Security, that the Final Price per Security (at least one), as determined by the Calculation Agent, is lower than the Trigger Price.

"**Trigger Price**" means, with respect to a Security, the price specified as such in Annex 1 with respect to such Security.

"**WO<sub>final</sub>**" means, in respect of the Valuation Date, the lowest performance (expressed as a percentage) among the Securities as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{i=1 \text{ to } 2} \left( \frac{S_{\text{Final}}^i}{S_0^i} \right)$$

Where:

"**i**" means each Security in the basket, 1 to 2.

"**S<sub>Final</sub><sup>i</sup>**" means, in respect of a Security (Security<sub>i</sub>) and the Valuation Date, the Final Price (as defined in paragraph 28(vii) below) of such Security<sub>i</sub>.

"**S<sub>0</sub><sup>i</sup>**" means, in respect of a Security (Security<sub>i</sub>), the Initial Price (as defined in paragraph 28(v) below) of such Security<sub>i</sub>.

For information purposes, if more than one Security has the same percentage, the Calculation Agent shall determine which Security is the Worst Performing Security in its sole and absolute discretion.

"**Worst Performing Security**" means the Security for which the performance is the lowest in accordance with the definition of WO<sub>final</sub>.

- (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

See adjustment provisions specified in paragraphs 28(ix), 28(x), 28(xii) and 28(xiii) below

or otherwise disrupted:

	(iv)	Minimum Final Redemption Amount:	Not applicable
	(v)	Maximum Final Redemption Amount:	100 per cent. of the nominal amount
<b>18</b>		Instalment Notes: ( <i>Condition 7(a)</i> )	Not applicable
<b>19</b>		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
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>			
<b>20</b>		Form of Notes: ( <i>Condition 2(a)</i> )	
	(i)	Form of Notes:	Bearer Notes
	(ii)	Bearer Notes exchangeable for Registered Notes:	No
<b>21</b>		New Global Note:	No
<b>22</b>		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
		( <i>Condition 2(a)</i> )	
	(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	Yes

Definitive Notes:

- (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: TARGET
- (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: Applicable
- (i) Securities: The Securities comprised in the basket specified in Annex 1
- (ii) Underlying Company(ies): The entities specified as such in Annex 1
- (iii) Exchange(s): With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex 1
- (iv) Related Exchange(s): With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex 1
- (v) Initial Price: See Annex 1
- (vi) Strike Date: 05 November 2013
- (vii) Final Price: As defined in Condition 21(a)
- (viii) Reference Price: Not applicable
- (ix) Potential Adjustment Event: Condition 21(g)(i) applies
- Extraordinary Dividend (if other than as specified in the definition in Condition 21(a)): Condition 21(a) applies
- additional Potential: Not applicable

Adjustment Event (for purposes of paragraph (viii) of the definition thereof):

- (x) Extraordinary Event: Condition 21(g)(ii) applies
  - (xi) Conversion: Condition 21(g)(iii) does not apply  
(for Notes relating to Government Bonds and debt securities only)
  - (xii) Correction of prices: Condition 21(g)(iv) applies
  - (xiii) Additional Disruption Events: The following Additional Disruption Events apply: Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging
- 29** Additional provisions for Equity-Linked Notes: See Annexes
- 30** Provisions for Index-Linked Notes: Not applicable
- 31** For Equity-Linked and Credit-Linked Notes: U.S Federal Income Tax Considerations
- 32** Valuation Date(s): 13 November 2017, 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 or Equity-Linked Notes: Applicable
- (i) Knock-in Event: Not applicable
  - (ii) Knock-out Event: Not applicable
  - (iii) Automatic Early Redemption Event:  $WO_j$  is greater than or equal to the Automatic Early Redemption Price as of any Automatic Early Redemption Valuation Date<sub>j</sub>

Where:

" $WO_j$ " means the lowest performance (expressed as a percentage) among the Securities as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{i=1 \text{ to } 2} \left( \frac{S_j^i}{S_0^i} \right)$$

Where:



" $S_j^i$ " means, in respect of a Security (Security<sub>i</sub>) and an Automatic Early Redemption Valuation Date<sub>j</sub>, the price of such Security<sub>i</sub> on the relevant Exchange at the Valuation Time on such Automatic Early Redemption Valuation Date<sub>j</sub>, as determined by the Calculation Agent.

" $S_0^i$ " means, in respect of a Security (Security<sub>i</sub>), the Initial Price (as defined in paragraph 28(v) above) of such Security<sub>i</sub>.

- Automatic Early Redemption Valuation Date(s): Each Valuation Date<sub>j</sub> specified as such in Annex 2 ("**j**" ranking at 7, 13, 19, 25, 31, 37 and 43) (each an "**Automatic Early Redemption Valuation Date<sub>j</sub>**")

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 2

- Automatic Early Redemption Date(s): Each date specified as such in Annex 2 ("**j**" ranking at 7, 13, 19, 25, 31, 37 and 43) (each an "**Automatic Early Redemption Date<sub>j</sub>**"), subject to adjustment in accordance with the Following Business Day Convention

- Automatic Early Redemption Amount: See Annex 2

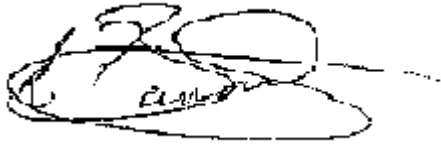
## DISTRIBUTION

<b>36</b>	(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
<b>37</b>	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 " <b>Prospectus Directive</b> "):	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**

A handwritten signature in black ink, appearing to be 'C. M. ...', written over a circular stamp or seal.

By: -----  
*Authorised Signatory*

Date: -----

## PART B - OTHER INFORMATION

### 38 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   |

### 39 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

FP FP, IBE SM

## OPERATIONAL INFORMATION

7	ISIN Code:	XS0993118271
8	Common Code:	099311827
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 France
20	City in which specified office of Registrar to be maintained: ( <i>Condition 15</i> )	Not applicable
21	ERISA Considerations:	Not applicable

**ANNEX 1**

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

**Information in relation to underlying Securities**

i	Securities	Depository	Underlying company	Bloomberg Code	Exchange	Related Exchange	Initial Price (EUR)	Trigger Price (EUR)
1	Ordinary shares of TOTAL FP		TOTAL FP	FP FP	Euronext Paris	Euronext. LIFFE (Paris)	44.315	33.236
2	Ordinary shares of IBERDROLA SM		IBERDROLA SM	IBE SM	Madrid Stock Exchange "Mercado Continuo"	MEFF	4.68	3.51

"Securities" means either (i) 'Ordinary Shares of'; or (ii) 'Units of the'; or (iii) 'Depository Receipts of' each underlying security to this issue of Notes, as the case may be. Website for "Depository", if applicable: <http://www.bnymellon.com>

**ANNEX 2**

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

"j"	Automatic Early Redemption Valuation Date; <sub>j</sub>	Automatic Early Redemption Date; <sub>j</sub>	Variable Coupon Interest Payment Date; <sub>j</sub>	Automatic Early Redemption Price; <sub>j</sub>	Automatic Early Redemption Amount; <sub>j</sub>
1	-	-	-	-	-
2	06 Dec. 2013	20 Dec. 2013	20 Dec. 2013	-	-
3	06 Jan. 2014	20 Jan. 2014	20 Jan. 2014	-	-
4	06 Feb. 2014	20 Feb. 2014	20 Feb. 2014	-	-
5	06 Mar. 2014	20 Mar. 2014	20 Mar. 2014	-	-
6	04 April. 2014	22 April. 2014	22 April. 2014	-	-
7	06 May. 2014	20 May. 2014	20 May. 2014	100.00%	100.00%
8	06 Jun. 2014	20 Jun. 2014	20 Jun. 2014	-	-
9	07 Jul. 2014	21 Jul. 2014	21 Jul. 2014	-	-
10	06 Aug. 2014	20 Aug. 2014	20 Aug. 2014	-	-
11	08 Sep. 2014	22 Sep. 2014	22 Sep. 2014	-	-
12	06 Oct. 2014	20 Oct. 2014	20 Oct. 2014	-	-
13	06 Nov. 2014	20 Nov. 2014	20 Nov. 2014	100.00%	100.00%
14	08 Dec. 2014	22 Dec. 2014	22 Dec. 2014	-	-
15	06 Jan. 2015	20 Jan. 2015	20 Jan. 2015	-	-
16	06 Feb. 2015	20 Feb. 2015	20 Feb. 2015	-	-
17	06 Mar. 2015	20 Mar. 2015	20 Mar. 2015	-	-
18	02 Apr. 2015	20 Apr. 2015	20 Apr. 2015	-	-
19	06 May. 2015	20 May. 2015	20 May. 2015	100.00%	100.00%
20	08 Jun. 2015	22 Jun. 2015	22 Jun. 2015	-	-
21	06 Jul. 2015	20 Jul. 2015	20 Jul. 2015	-	-
22	06 Aug. 2015	20 Aug. 2015	20 Aug. 2015	-	-
23	07 Sep. 2015	21 Sep. 2015	21 Sep. 2015	-	-

24	06 Oct. 2015	20 Oct. 2015	20 Oct. 2015	-	-
25	06 Nov. 2015	20 Nov. 2015	20 Nov. 2015	100.00%	100.00%
26	07 Dec. 2015	21 Dec. 2015	21 Dec. 2015	-	-
27	06 Jan. 2016	20 Jan. 2016	20 Jan. 2016	-	-
28	08 Feb. 2016	22 Feb. 2016	22 Feb. 2016	-	-
29	07 Mar. 2016	21 Mar. 2016	21 Mar. 2016	-	-
30	06 Apr. 2016	20 Apr. 2016	20 Apr. 2016	-	-
31	06 May. 2016	20 May. 2016	20 May. 2016	100.00%	100.00%
32	06 Jun. 2016	20 Jun. 2016	20 Jun. 2016	-	-
33	06 Jul. 2016	20 Jul. 2016	20 Jul. 2016	-	-
34	08 Aug . 2016	22 Aug . 2016	22 Aug . 2016	-	-
35	06 Sep. 2016	20 Sep. 2016	20 Sep. 2016	-	-
36	06 Oct. 2016	20 Oct. 2016	20 Oct. 2016	-	-
37	07 Nov. 2016	21 Nov. 2016	21 Nov. 2016	100.00%	100.00%
38	06 Dec. 2016	20 Dec. 2016	20 Dec. 2016	-	-
39	06 Jan. 2017	20 Jan. 2017	20 Jan. 2017	-	-
40	06 Feb. 2017	20 Feb. 2017	20 Feb. 2017	-	-
41	06 Mar. 2017	20 Mar. 2017	20 Mar. 2017	-	-
42	04 Apr. 2017	20 Apr. 2017	20 Apr. 2017	-	-
43	08 May. 2017	22 May. 2017	22 May. 2017	100.00%	100.00%
44	06 Jun. 2017	20 Jun. 2017	20 Jun. 2017	-	-
45	06 Jul. 2017	20 Jul. 2017	20 Jul. 2017	-	-
46	07 Aug. 2017	21 Aug. 2017	21 Aug. 2017	-	-
47	06 Sep. 2017	20 Sep. 2017	20 Sep. 2017	-	-
48	06 Oct. 2017	20 Oct. 2017	20 Oct. 2017	-	-
49	13 Nov. 2017(The Final Valuation Date)	-	20 Nov. 2017	-	-

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

