

PRICING SUPPLEMENT

Pricing Supplement dated 03 January 2013

**HSBC Bank plc**

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

**Issue of EUR 1,375,000 Automatic Early Redemption Index-Linked Notes due January 2017 linked to a basket of Indices**

**PART A - CONTRACTUAL TERMS**

This document constitutes the pricing supplement (the “**Pricing Supplement**”) relating to the issue of the Tranche of Notes described herein and must be read in conjunction with the offering memorandum dated 18 June 2013 as supplemented from time to time (the “**Offering Memorandum**”). 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', '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:	Euros (" <b>EUR</b> ")
	(ii) Settlement Currency:	EUR
<b>4</b>	Aggregate Principal Amount of Notes	
	(i) Series:	EUR 1,375,000
	(ii) Tranche:	EUR 1,375,000
<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:	06 January 2014
	(ii) Interest Commencement Date:	<b>Not Applicable</b>
<b>8</b>	Maturity Date: <i>(Condition 7(a))</i>	06 January 2017, 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
<b>9</b>	Change of interest or redemption basis:	Not applicable

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

<b>10</b>	Fixed Rate Note provisions: <i>(Condition 4)</i>	Not Applicable
<b>11</b>	Floating Rate Note provisions: <i>(Condition 5)</i>	Not applicable
<b>12</b>	Zero Coupon Note provisions: <i>(Condition 6)</i>	Not applicable
<b>13</b>	Equity-Linked/ Index-Linked Interest Note/other variable-linked interest Note provisions	Not applicable

#### **PROVISIONS RELATING TO REDEMPTION**

<b>14</b>	Issuer's optional redemption (Call Option):	Not applicable
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(Condition 7(c))

- 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 indices as defined in paragraph 38(i) below
- (iii) 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 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:  
$$\text{Calculation Amount} \times \left[ 100\% + \text{Max} \left[ 20\%; WO_{final} \right] - 1 \right]$$
  - $WO_{final}$  is lower than 100 per cent. and a Trigger Event has not occurred with respect to any of the Indices, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par; or
  - $WO_{final}$  is lower than 100 per cent. and a Trigger Event has occurred with respect to one or more of the Indices, 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:  
$$\text{Calculation Amount} \times WO_{final}$$
- Where:
- "Trigger Event"** means, in respect of an Index, the Final Index Level (as defined in paragraph 30(vii) below), as determined by the Calculation Agent, is less than the Trigger Level.

"**Trigger Level**" means with respect to an Index, 75 per cent. of the Initial Index Level of such Index.

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

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

Where:

"**i**" means each Index in the Basket, 1 to 2.

"**S<sub>Final</sub><sup>i</sup>**" means, in respect of an Index (Index<sub>i</sub>) and the Valuation Date, the Final Index Level of such Index<sub>i</sub>.

"**S<sub>initial</sub><sup>i</sup>**" means, in respect of an Index (Index<sub>i</sub>), the Initial Index Level (as defined in paragraph 30(v) below) of such Index<sub>i</sub>.

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

"**Worst Performing Index**" means the Index 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 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:   | Not applicable   |

**18** Instalment Notes: Not applicable

(Condition 7(a))

- 19** Early Redemption Amount: Applicable
- (i) Early Redemption Amount (upon redemption for taxation reasons, illegality or following an Event of Default): Fair Market Value
- (Conditions 7(b),7(h) or 11)
- (ii) Other redemption provisions: Not applicable  
(Condition 7(i))

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 20** Form of Notes:  
(Condition 2(a))
- (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: No
- (v) Talons for future Coupons to be attached to Definitive Notes: No
- 23** Exchange Date for exchange of Not earlier than 40 days following the Issue Date

Temporary Global Note:

- 24** Payments:  
(*Condition 9*)
- (i) Relevant Financial Centre TARGET  
Day:
  - (ii) Payment of Alternative Not applicable  
Payment Currency  
Equivalent:
  - (iii) Conversion Provisions: Not applicable
  - (iv) Underlying Currency Pair Not applicable  
provisions:
  - (v) FX Disruption: Not applicable
- 25** Redenomination: Not applicable  
(*Condition 10*)
- 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 indices comprising the basket specified in Annex 1 below
  - (ii) Index Sponsor: With respect to each Index, the entity specified as such in respect of such Index in Annex 1
  - (iii) Index Rules: Not applicable
  - (iv) Exchange(s): With respect to each Index, each exchange or quotation system specified as such in respect of such Index in Annex 1
  - (v) Related Exchange(s): With respect to each Index, each exchange or quotation system specified as such in respect of such Index in Annex 1
  - (vi) Initial Index Level: The definition in Condition 22(a) applies
  - (vii) Final Index Level: The definition in Condition 22(a) applies
  - (viii) Strike Date: 18 December 2013
  - (ix) Reference Level: Not applicable

- (x) Adjustments to Indices: Condition 22(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): 30 December 2016, subject to postponement in accordance with Condition 22(e)
- 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, Cash Equity Notes or Equity-Linked Notes:
- (i) Knock-in Event: Not applicable
- (ii) Knock-out Event: Not applicable
- (iii) Automatic Early Redemption Event: If  $WO_j$  is greater than or equal to the Automatic Early Redemption Level<sub>j</sub> as of any Automatic Early Redemption Valuation Date<sub>j</sub>

Where:

" $WO_j$ " means, in respect of an Automatic Early Valuation Date<sub>j</sub>, the lowest performance (expressed as a percentage) among the Indices as determined by the Calculation Agent in accordance with the following formula:

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

Where:

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

" $S_{\text{initial}}^i$ " means, in respect of an Index (Index<sub>i</sub>), the Initial Index Level (as defined in

paragraph 30(vi) above) of such Index;

- Automatic Early Redemption  
Valuation Date(s):

Each of the dates specified as such in the Annex 2 (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 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 Level:

Each of the levels as specified in the Annex 2 (each an "**Automatic Early Redemption Level<sub>j</sub>**")

- Automatic Early  
Redemption Date(s):

Each of the dates specified as such in Annex 2 (each an "**Automatic Early Redemption Date<sub>j</sub>**")

- Automatic Early  
Redemption Amount:

Calculation Amount x

$$\left[ 100\% + \text{Max} \left[ 20\%; W O_j - 1 \right] \right]$$

## DISTRIBUTION

35 (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

36 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**"):

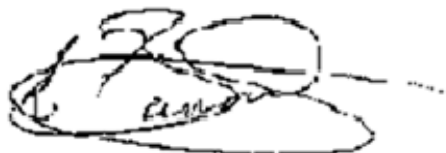
The offer is addressed to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive)

Additional selling restrictions:

Not applicable



**CONFIRMED**  
**HSBC BANK PLC**



By:  
*Authorised Signatory*

Date: -----

## PART B - OTHER INFORMATION

### 1 LISTING

- |       |   |   |
|-------|---|---|
| (i)   | Listing   | Application has been 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 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 + VAT   |

### 2 RATINGS

Ratings: The Notes are not 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

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

## OPERATIONAL INFORMATION

- |   |            |              |
|---|------------|--------------|
| 3 | ISIN Code: | XS1009596666 |
|---|------------|--------------|

<b>4</b>	Common Code:	100959666
<b>5</b>	CUSIP:	Not applicable
<b>6</b>	Valoren number:	Not applicable
<b>7</b>	SEDOL:	Not applicable
<b>8</b>	WKN:	Not applicable
<b>9</b>	New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	No
<b>10</b>	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	None
<b>11</b>	Delivery:	Delivery against payment
<b>12</b>	Settlement procedures:	Medium Term Note
<b>13</b>	Additional Paying Agent(s) (if any):	None
<b>14</b>	Common Depositary:	HSBC Bank plc
<b>15</b>	Calculation Agent:	HSBC France
<b>16</b>	City in which specified office of Registrar to be maintained: ( <i>Condition 15</i> )	Not applicable
<b>17</b>	ERISA Considerations:	No

**ANNEX 1**

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

**Information in relation to underlying Indices**

<b>i</b>	<b>Indices</b>	<b>Index sponsor</b>	<b>Exchange</b>	<b>Related Exchange</b>	<b>Initial Index Level</b>
<b>1</b>	IBEX 35 (Bloomberg: IBEX)	Spanish Equities Markets	SIBE Madrid	MEFF	9,443.60
<b>2</b>	Euro stoxx 50 Index (Bloomberg: SX5E)	STOXX Limited	The regulated markets or quotation systems (or any substituting market or system) on which the shares which compose the Index are mainly traded	EUREX	2,975.09

**ANNEX 2**

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

<b>j</b>	<b>Automatic Early Redemption Level<sub>j</sub></b>	<b>Automatic Early Redemption Valuation Date<sub>j</sub></b>	<b>Automatic Early Redemption Date<sub>j</sub></b>
<b>1</b>	105%	29/12/2014*	06/01/2015
<b>2</b>	103%	29/12/2015*	06/01/2016

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

### ANNEX 3

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

#### STATEMENTS REGARDING THE IBEX 35 INDEX

**Sociedad de Bolsas**, owner of the IBEX 35® Index and registered holder of the corresponding trademarks associated with it, does not sponsor, promote, or in any way evaluate the advisability of investing in the financial product “**EUR 2,500,000 Bear Autocallable on IBEX**”, and the authorisation granted to **HSBC Bank plc** for the use of IBEX 35® trademark does not imply any approval in relation with the information offered by **HSBC Bank plc** or with the usefulness or interest in the investment in the above mentioned financial product.

**Sociedad de Bolsas** does not warrant in any case nor for any reason whatsoever:

- a) The continuity of the composition of the IBEX 35® Index exactly as it is today or at any other time in the past.
- b) The continuity of the method for calculating the IBEX 35® Index exactly as it is calculated today or at any other time in the past.
- c) The continuity of the calculation, formula and publication of the IBEX 35® Index.
- d) The precision, integrity or freedom from errors or mistakes in the composition and calculation of the IBEX 35® Index.
- e) The suitability of the IBEX 35® Index for the anticipated purposes for the product included in Schedule 1.

The parties thereto acknowledge the rules for establishing the prices of the securities included in the IBEX 35® Index and of said index in accordance with the free movement of sales and purchase orders within a neutral and transparent market and that the parties thereto undertake to respect the same and to refrain from any action not in accordance therewith.

In this Annex, the references to “Notes” shall include the Certificates, if the context so require.

## Index Disclaimer

### STATEMENTS REGARDING THE EURO STOXX 50<sup>®</sup> INDEX

*The following statement is required by the licensor of the Euro STOXX<sup>®</sup> 50 Index:*

STOXX and its licensors (the "**Licensors**") have no relationship to the Issuer, other than the licensing of the Euro STOXX 50<sup>®</sup> Index and the related trademarks for use in connection with the Notes.

**STOXX and its Licensors do not:**

- Sponsor, endorse, sell or promote the Notes.
- Recommend that any person invest in the Notes or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Notes.
- Have any responsibility or liability for the administration, management or marketing of the Notes.
- Consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the Euro STOXX 50<sup>®</sup> Index or have any obligation to do so.

**STOXX and its Licensors will not have any liability in connection with the Notes. Specifically,**

- **STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:**
  - **The results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the Euro STOXX 50<sup>®</sup> Index and the data included in the Euro STOXX 50<sup>®</sup> Index;**
  - **The accuracy or completeness of the Euro STOXX 50<sup>®</sup> Index and its data;**
  - **The merchantability and the fitness for a particular purpose or use of the Euro STOXX 50<sup>®</sup> Index and its data;**
- **STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the Euro STOXX 50<sup>®</sup> Index or its data;**
- **Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.**

**The licensing agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.**