#### PRICING SUPPLEMENT

Pricing Supplement dated 02 July 2013

## **HSBC** Bank plc

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

#### Issue of

## 2,000 Bermudan Call Warrants linked to S&P 500® 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. US Dollar ("USD") Settlement Currency: 4. Aggregate Number of Warrants in the: (i) Series: 2,000 Warrants (ii) Tranche: 2,000 Warrants 5. Face Value: USD 1,000 per Warrant 6. Issue Date: 03 July 2013 7. Issue Price: 100 per cent. of the Face Value per Warrant (USD 1,000 per Warrant) Strike Price: 8. 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. 19 June 2018 13. (i) Expiry Date: (ii) Automatic Exercise: **Applicable** (iii) Exercise Period: Not applicable (iv) Potential Exercise The dates specified as Potential Exercise Dates in Annex 1 to this Pricing Supplement Date(s): (v) Knock-In Event: Not applicable (vi) Knock-Out Event: Not applicable 14. (i) Minimum Exercise / 100 Warrants Minimum Trading Size: (ii) Permitted Multiple: 1 Warrant 15. Cash Settlement: Applicable. The Warrants are Cash Settlement Warrants.

Condition 4(d) (Cash Settlement) applies

(i) Settlement USD

Currency:

Amount:

(ii) Each of the Warrants shall be exercised if on a Potential Cash Settlement

> 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:

Final Index Level X 100% Initial Index Level

"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:

$$\sum_{j=1-10}^{j} Enhanced \ return_{j}$$

"Enhanced Return<sub>j</sub>" 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, 3.15 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 USD 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 03 July 2018 and each of the Exercise Payment Dates Payment Date: 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 S&P 500® Index (Bloomberg Ticker: SPX)

(ii) Basket: Not Applicable

(iii) Index Sponsor(s): Standard & Poor's Corporation

(iv) Index Rules: Not applicable

(v) Exchange(s): New York Stock Exchange

(vi) Related Chicago Board Options Exchange

Exchange(s):

(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 The following Additional Disruption Events apply: Change

Disruption Event: in Law, Hedging Disruption, Increased Cost of Hedging

Initial Index Level: 1,650.1

(xiii) Final Index Level: Definition in Condition 17 applies

(xiv) Adjustment of Condition 18(c) applies

Indices:

(xii)

19.

(xv) Strike Date: 19 June 2013

(xvi) Index Substitution Not applicable

Market

18. Security Warrant or

Security Basket Warrant:

Date

Not applicable

Not applicable

20. Business Day: New York

21. (i) Payment of Alternative Not applicable Payment Currency

Equivalent:

Averaging

Disruption:

	Pair provisions:			
	(iii) FX Disruption:	Not applicable		
22.	Business Centre:	New York		
23.	Selling Restrictions:	In addition to the selling restrictions listed in "Purchase and Sale of the Warrants" contained in the Offering Memorandum:		
		Regulation S		
		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).		
24.	Other Terms:	See Annex 1		
DISTRIBUTION				
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		
,		The offer is addressed solely to qualified investors (as such term is defined in the Prospectus Directive)		
CONFIRMED HSBC BANK PLC				
With the same of t				
Victor Delgado Melgares				
By: Authorised Signatory				
Date:	Date:			

Not applicable

(ii) Underlying Currency

#### **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 EUR 500

of admission to trading:

## 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 Information not provided

expenses:

## 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 SPX <Index>

## **OPERATIONAL INFORMATION**

5. ISIN Code: GB00BBPV9297

6. Common Code: 095075347

7. CUSIP: Not applicable

8. Valoren Number: Not applicable

9. SEDOL: Not applicable

10. WKN: Not applicable

11. Any clearing system(s) other None

than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): 12. Delivery: Delivery against payment

13. Additional Paying Agent(s) (if None

any):

14. Common Depositary: HSBC Bank plc

15. Calculation Agent: HSBC France

16. City in which specified office London

of Warrant Registrar to be

maintained:

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	18 December 2013	03 January 2014
2	19 June 2014	03 July 2014
3	18 December 2014	05 January 2015
4	19 June 2015	06 July 2015
5	17 December 2015	04 January 2016
6	20 June 2016	04 July 2016
7	16 December 2016	03 January 2017
8	19 June 2017	03 July 2017
9	18 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 STANDARD & POOR'S $500^{\circ}$ INDEX (THE "S&P 500 INDEX")

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