

## PRICING SUPPLEMENT

Pricing Supplement dated 21 August 2013

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of

**4,099 Bermudan Call Warrants linked to FTSE™ 100 Index, Standard & Poor's 500® Index and Euro STOXX 50® Index expiring August 2016**

### 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](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, 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 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: 4,099 Warrants (equivalent to GBP 4,099,000)
  - (ii) Tranche: 4,099 Warrants (equivalent to GBP 4,099,000)
5. Face Value: GBP 987.50 per Warrant
6. Issue Date: 22 August 2013
7. Issue Price: 98.75 per cent. of the Face Value per Warrant
8. Strike Price: Not applicable
9. Type of Warrants: Index Basket 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 4c is applicable.
13.
  - (i) Expiry Date: 22 August 2016
  - (ii) Automatic Exercise: Applicable
  - (iii) Exercise Period: Not applicable
  - (iv) Potential Exercise Date(s): The dates specified as Potential Exercise Dates in Annex 3 to this Pricing Supplement
  - (v) Knock-in Event: Not applicable
  - (vi) Knock-out Event: Not applicable
14.
  - (i) Minimum Exercise / Minimum Trading Size: 1 Warrant
  - (ii) Permitted Multiple: 1 Warrant
15. Cash Settlement: Applicable. The Warrants are Cash Settlement Warrants. Condition 4(d) (*Cash Settlement*) applies
  - (i) Cash Settlement Amount: Each of the Warrants shall be exercised if on a Potential Exercise Date the Worst Performing Index Performance is greater than or equal to the applicable Percentage Level;

specified in Annex 3 to this Pricing Supplement for the relevant Potential Exercise Date.

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 3 to this Pricing Supplement):

Face Value per Warrant x Exercise Percentage<sub>i</sub>

For the purposes hereof:

**“Exercise Percentage<sub>i</sub>”** means the percentages as specified in Annex 3 to this Pricing Supplement.

**“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:

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

**“Worst Performing Index Performance”** means the lowest Index Performance of the Indices in respect of the relevant Valuation Date, provided that if two or more Index Performances in respect of the relevant Valuation Date, the Calculation Agent shall determine which Index Performance shall constitute the Worst Performing Index Performance in respect of such Valuation Date.

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 the Settlement Currency determined by the Calculation Agent in accordance with the following:

- (a) If the Worst Performing Index Performance on the Expiry Date is equal or greater than 85.00 per cent. as determined by the Calculation Agent:

Face Value per Warrant x 136.00 per cent.

- (b) If the Worst Performing Index Performance on the Expiry Date is lower than 85.00 per cent. but higher than or equal to the Barrier Level as determined by the Calculation Agent:

Face Value per Warrant x 100.00 per cent.

- (c) If the Worst Performing Index Performance on the Expiry Date is lower than 85.00 per cent. and is below the Barrier Level as determined by the Calculation Agent :

Face Value per Warrant x Worst performing Index Performance

For the purposes hereof:

“**Barrier Level**” means 70.00 per cent.

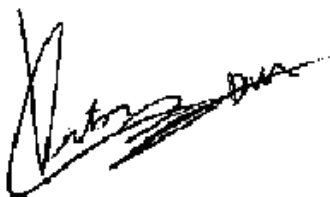
(ii)	Cash Settlement Payment Date:	Each of the Exercise Payment Dates specified in Annex 3
16.	Physical Settlement:	Not applicable
17.	Index Warrants or Index Basket Warrants:	Applicable. The Warrants are Index Basket Warrants
(i)	Index/Indices:	The indices comprising the Basket are as specified in Annex 2 below.
(ii)	Basket:	Applicable
(iii)	Index Sponsor(s):	With respect to each Index, the entity specified as such in respect of such Index in Annex 2 below
(iv)	Index Rules:	Not applicable
(v)	Exchange(s):	With respect to each Index, each exchange or quotation system specified as such in respect of such Index in Annex 2
(vi)	Related Exchange(s):	With respect to each Index, each exchange or quotation system specified as such in respect of such Index in Annex 2
(vii)	Valuation Time:	Definition in Condition 17 applies
(viii)	Valuation Date:	subject to the Disrupted Day provisions set out in Condition 18(b), the Expiry Date and each of the Potential Exercise Dates specified in Annex 3
(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:	With respect to each Index, each level of such Index specified as such in respect of such Index in Annex 2
(xiii)	Final Index Level:	Definition in Condition 17 applies
(xiv)	Adjustment of Indices:	Condition 18(c) applies
(xv)	Strike Date:	8 August 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 Annexes 1, 2 and 3  |

**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 to investors who will acquire Warrants for a consideration of at least EUR100,000 (or equivalent amount in another currency) per investor for each separate offer |

**CONFIRMED  
HSBC BANK PLC**



Victor Delgado Melgares

By: -----  
*Authorised Signatory*

Date: -----

## **PART B - OTHER INFORMATION**

### **1 LISTING**

- (i) Listing: Application will be made to admit the Warrants 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 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> and SPX <Index> and SX5E <Index>

### **OPERATIONAL INFORMATION**

- 5. ISIN Code: GB00BCZTJF34
  
- 6. Common Code: 096340613
  
- 7. CUSIP: Not applicable
  
- 8. Valoren Number: Not applicable
  
- 9. SEDOL: Not applicable

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|--|--------------------------|
| 10. WKN:   | Not applicable           |
| 11. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None                     |
| 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)

### STATEMENTS REGARDING THE FTSE™ 100 INDEX

The Warrants are not in any way sponsored by FTSE International Limited ("**FTSE**") or by The London Stock Exchange plc (the "*Exchange*") or by The Financial Times Limited ("**FT**") and neither FTSE or Exchange or FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE™ 100 Index (the "**Index**") and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated solely by FTSE. However, neither FTSE or Exchange or FT shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither FTSE or Exchange or FT shall be under any obligation to advise any person of any error therein.

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(Source: The Financial Times Limited)

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

The Warrants 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 Warrantholders in respect of the Warrants or any member of the public regarding the advisability of investing in securities generally or in the Warrants 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 Warrants.

S&P has no obligation to take the needs of the Issuer or any holders of the Warrants 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 Warrants to be offered or taken or in the determination or calculation of the equation by which the Warrants are to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing or trading of the Warrants.

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 WARRANTS, 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

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#### **STATEMENTS REGARDING THE EURO STOXX 50® INDEX**

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Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Preference Shares.

Have any responsibility or liability for the administration, management or marketing of the Preference Shares.

Consider the needs of the Preference Shares or the owners of the Preference Shares in determining, composing or calculating the Euro STOXX 50® or have any obligation to do so.

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The results to be obtained by the Preference Shares, the owner of the Preference Shares 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>;

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> and its data;

STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the Euro STOXX 50<sup>®</sup> or its data;

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The licensing agreement between HSBC Bank plc and STOXX is solely for their benefit and not for the benefit of the owners of the Preference Shares or any other third parties other than the Issuer.

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## ANNEX 2

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

Information in relation to underlying Indices

"i"	Indices	Index Sponsor	Exchange	Related Exchange	Initial Index Level
1	FTSE™ 100 Index (Bloomberg: UKX)	FTSE International Ltd	London Stock Exchange	Euronext Liffe, London	6529.68
2	Euro STOXX 50® Index (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	2816.88
3	S&P 500® Index (Bloomberg: SPX)	Standard and Poor's Corporation	New York Stock Exchange	Chicago Board Options Exchange	1697.48

### ANNEX 3

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

<b>"i"</b>	<b>Percentage Level<sub>i</sub></b>	<b>Potential Exercise Date</b>	<b>Exercise Payment Date</b>	<b>Exercise Percentage</b>
<b>1</b>	95%	22 August 2014	8 September 2014	112.00%
<b>2</b>	90%	24 August 2015	8 September 2015	124.00%