

PRICING SUPPLEMENT

Pricing Supplement dated 22 October 2013

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of

3,250,000 European Put Warrants linked to S&P MIDCAP 400 Index expiring October 2019

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', '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 Pound (“**GBP**”)
4. Aggregate Number of Warrants in the:
 - (i) Series: 3,250,000 Warrants (equivalent to GBP 3,250,000)
 - (ii) Tranche: 3,250,000 Warrants (equivalent to GBP 3,250,000)
5. Face Value: GBP 1.00 per Warrant
6. Issue Date: 23 October 2013
7. Issue Price: 25 per cent. of the Face Value per Warrant
8. Strike Price: Not applicable
9. Type of Warrants: Index Warrant
10. Series represented by: Not applicable
11. Form of Warrant: Uncertificated Registered Warrants
12. Style of Warrants: The Warrants are European Style Put Warrants. Condition 4 (b) is applicable.
13.
 - (i) Expiry Date: 09 October 2019
 - (ii) Automatic Exercise: Applicable
 - (iii) Exercise Period: Not applicable
 - (iv) Potential Exercise Date(s): Not applicable
 - (v) Knock-in Event: Not applicable
 - (vi) Knock-out Event: Not applicable
14.
 - (i) Minimum Exercise / Minimum Trading Size: 1 Warrants
 - (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: 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 formula:

Face Value per Warrant multiplied by:

$$\frac{1}{90\%} * \text{Min}[90\%, \text{Max}(0, 100\% - \text{Performance})]$$

“**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:

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

	(ii) Cash Settlement Payment Date:	23 October 2019
16.	Physical Settlement:	Not applicable
17.	Index Warrants or Index Basket Warrants:	Applicable. The Warrants are Index Warrants
	(i) Index/Indices:	S&P MIDCAP 400 Index
	(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 Exchange(s):	Chicago Board Options Exchange
	(vii) Valuation Time:	Definition in Condition 17 applies
	(viii) Valuation Date:	subject to the Disrupted Day provisions set out in Condition 18(b), the Strike Date and the Expiry Date
	(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:	1222.86
(xiii)	Final Index Level:	Definition in Condition 17 applies
(xiv)	Adjustment of Indices:	Condition 18(c) applies
(xv)	Strike Date:	09 October 2013
(xvi)	Index Substitution	Not applicable
18.	Security Warrant or Security Basket Warrant:	Not applicable
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:	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

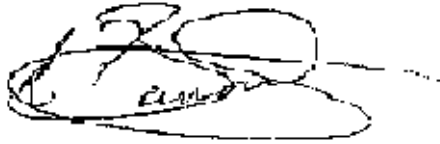
DISTRIBUTION

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

26. Exemption(s) from requirements under Directive 2003/71/EC (as amended) (the "**Prospectus Directive**");

The offer is addressed solely to qualified investors (as such term is defined in the Prospectus Directive)

CONFIRMED
HSBC BANK PLC



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 MID <Index>

OPERATIONAL INFORMATION

- 5. ISIN Code: GB00BFPMJ538
- 6. Common Code: 098586652
- 7. CUSIP: Not applicable
- 8. Valoren Number: Not applicable
- 9. SEDOL: BFPMJ53
- 10. WKN: Not applicable

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| 11. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | CREST account 307 |
| 12. Delivery: | Delivery against payment |
| 13. Additional Paying Agent(s) (if any): | Computershare Investor Services PLC |
| 14. Common Depositary: | Not applicable |
| 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 STANDARD & POOR'S MIDCAP 400 INDEX (THE "S&P MIDCAP 400 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 Midcap 400 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 Midcap 400 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 Midcap 400 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 MIDCAP 400 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 MIDCAP 400 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 MIDCAP 400 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.

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