PRICING SUPPLEMENT

Pricing Supplement dated 04 December 2013

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of

400 European Call Warrants linked to a basket comprised of the FTSE™ 100 Index and Standard & Poor's 500® Index expiring December 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 Britain Pound (''**GBP**'')
4.	Aggregate Number of Warrants in the:	
	(i) Series:	400 Warrants (equivalent to GBP 4,000,000)
	(ii) Tranche:	400 Warrants (equivalent to GBP 4,000,000)
5.	Face Value:	GBP 10,000 per Warrant
6.	Issue Date:	05 December 2013
7.	Issue Price:	100 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 European Style Call Warrants. Condition 4(b) is applicable.
13.	(i) Expiry Date:	21 November 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:	10 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:	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 provisions.

If the Final Worst Performing Index Performance is *equal to or greater than* 60%:

[100% + Digital Amount] x Face Value

If the Final Worst Performing Index Performance is *less than* 60%:

[The Final Worst Performing Index Performance + Digital Amount] x Face Value

Where:

''**Final Worst Performing Index Performance**'' means the lowest Index Performance of the Indices in respect of the Expiry Date, provided that if there are two or more of such Index Performances in respect of the Expiry Date, the Calculation Agent shall determine which Index Performance shall constitute the Worst Performing Index Performance in respect of such day.

''**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:

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

''**Digital Amount**'' means an amount expressed as a percentage and determined by the Calculation Agent in accordance with the following formula:

45.70% x n/N

Where:

"**N**" means the number of Scheduled Trading Days (as determined by the Calculation Agent on the Strike Date) during the Digital Amount Period (being 1487); and;

"**n**" means in respect of the Digital Amount Period, the number of Scheduled Trading Days during the Digital Amount Period for which:

(a) the Worst Performing Index Performance is greater than or equal to 60 per cent; and

(b) the Best Performing Index Performance is less than or equal to 140 per cent.

''**Digital Amount Period**'' means the period from and excluding the Strike Date to and including the Expiry Date.

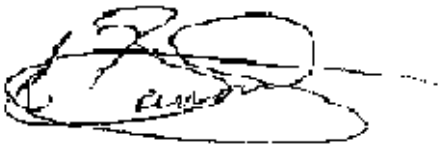
		''**Worst Performing Index Performance**'' means in respect of a Scheduled Trading Day, the lowest Index Performance of the Indices in respect of such Scheduled Trading Day, provided that if two or more Index Performances in respect of such Scheduled Trading Day are the same, the Calculation Agent shall determine which Index Performance shall constitute the Worst Performing Index Performance in respect of such day. ''**Best Performing Index Performance**'' means in respect of a Scheduled Trading Day, the highest Index Performance of the Indices in respect of such Scheduled Trading Day, provided that if two or more Index Performances in respect of such Scheduled Trading Day are the same, the Calculation Agent shall determine which Index Performance shall constitute the Best Performing Index Performance in respect of such day.
	(ii) Cash Settlement Payment Date:	05 December 2019
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:	Each Scheduled Trading Day during the Digital Amount Period 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:	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:	21 November 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 Annexes 1 and 2

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 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



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>

OPERATIONAL INFORMATION

5. ISIN Code:	GB00BGQYSC51
6. Common Code:	099930683
7. CUSIP:	Not applicable
8. Valoren Number:	Not applicable
9. SEDOL:	BGQYSC5

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.

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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	S&P 500® Index (Bloomberg: SPX)	Standard and Poor's Corporation	The regulated markets or quotation systems (or any substituting market or system) on which the shares which compose the Index are mainly traded	Chicago Board Options Exchange	1795.85
2	FTSE™ 100 Index (Bloomberg: UKX)	FTSE International Ltd	London Stock Exchange	Euronext Liffe, London	6681.33