**PRICING SUPPLEMENT**
Pricing Supplement dated 11 September 2013

**HSBC Bank plc**

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

**Issue of USD 2,600,000 Variable Coupon Amount Automatic Early Redemption Equity-Linked Notes due September 2014 linked to ordinary shares of Home Depot, Inc.**

**PART A - CONTRACTUAL TERMS**

This document constitutes the pricing supplement ("Pricing Supplement") relating to the issue of the Tranche of Notes 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 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 (please follow links to 'Investor relations', 'Fixed income securities' and '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.**

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| 1. | Issuer | HSBC Bank plc |
| 2. | Tranche number: | 1 |
| 3. | Currency: | |

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| | (i) | Denomination Currency: | United States Dollars ("**USD**") |
| | (ii) | Settlement Currency: | USD |
| 4. | Aggregate Principal Amount of Notes: | | |
| | (i) | Series: | USD 2,600,000 |
| | (ii) | Tranche: | USD 2,600,000 |
| 5. | Issue Price: | | 100 per cent of the Aggregate Principal Amount |
| 6. | (i) | Denomination(s):<br>(*Condition 1(b)*) | USD 1,000 |
| | (ii) | Calculation Amount: | The Denomination |
| 7. | (i) | Issue Date: | 12 September 2013 |
| | (ii) | Interest Commencement Date: | The Issue Date |
| 8. | Maturity Date:<br>(*Condition 7(a)*) | | 12 September 2014, 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 |
| 9. | Change of interest or redemption basis: | | Not applicable |

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

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| 10. | Fixed Rate Note provisions:<br>(*Condition 4*) | Not applicable |
| 11. | Floating Rate Note provisions:<br>(*Condition 5*) | Not applicable |
| 12. | Zero Coupon Note provisions:<br>(*Condition 6*) | Not applicable |
| 13. | Equity-Linked/Index-Linked Interest Note/other variable-linked interest Note provisions: | Applicable |
| | (i) Index/formula/other variable: | The Security |
| | (ii) Provisions for determining interest where calculated by reference to Index and/or formula and/or other variable: | Unless the Notes have been previously redeemed, or purchased and cancelled in |

accordance with the Conditions:

(a) if the Calculation Agent determines that, on an Automatic Early Redemption Valuation $\text{Date}_j$ (as defined in paragraph 35(iii) below), the Release Price (as defined in paragraph 13(ii) below) of the Security is greater than or equal to 77 per cent. of the Initial Price (as defined in paragraph 28(v) below) of such Security, the Variable Coupon Amount (the "$\mathbf{Coupon_j}$") payable on the immediately succeeding Variable Coupon Interest Payment $\text{Date}_j$ shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula :

$$\text{Coupon}_j = j \times 2.00\,\% - \sum_{k=0}^{j-1} \text{Coupon}_k$$

Otherwise, no Variable Coupon Amount shall be paid.

(b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 32), the Final Price (as defined in paragraph 28(vii) below) of the Security is greater than or equal to 77 per cent. of the Initial Price of such Security, the Variable Coupon Amount (the "$\mathbf{Coupon_4}$") payable on the Maturity Date shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula :

$$\text{Coupon}_{j=4} = 4 \times 2.00\,\% - \sum_{k=0}^{3} \text{Coupon}_k$$

Otherwise, no Variable Coupon Amount shall be paid.

Where:

"**j**" means, from 1 to 4, each Variable Coupon Interest Payment $\text{Date}_j$ (as defined in paragraph 17(v) above).

For avoidance of doubt, "$\mathbf{Coupon_{j=0}}$" means

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| | | zero.<br><br>"**Release Price**" means, with respect to an Automatic Early Redemption Valuation $Date_j$ and subject to the Conditions, the price of the Security as of the Valuation Time on the Exchange on such Automatic Early Redemption Valuation $Date_j$, as determined by the Calculation Agent. |
| | (iii) Provisions for determining interest where calculation by reference to Index and/or formula and/or other variable is impossible or impracticable or otherwise disrupted: | See adjustment provisions specified in paragraphs 28(ix), 28(x), 28(xii) and 28(xiii) below |
| | (iv) Interest or calculation period(s): | Not applicable |
| | (v) Interest Payment Date(s): | Each date specified as such in the Annex (each a "**Variable Coupon Interest Payment $Date_j$**"), subject (except in the case of the Maturity Date) to early redemption on an Automatic Early Redemption Date |
| | (vi) Business Day Convention: | Modified Following |
| | (vii) Business Centre(s): | New York |
| | (viii) Minimum Interest Rate: | Not applicable |
| | (ix) Maximum Interest Rate: | Not applicable |
| | (x) Day Count Fraction: | Not applicable |
| **PROVISIONS RELATING TO REDEMPTION** | | |
| 14. | Issuer's optional redemption (Call Option): (*Condition 7(c)*) | Not applicable |
| 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 |

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| (i) | Index/formula/other variable: | The Security |
| (ii) | 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 :<br><br>**- the Final Price (as defined in the paragraph 28(vii) below) of the Security is greater than or equal to 77 % of the Initial Price (as defined in the paragraph 28(v) below) of such Security, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par; or**<br><br>or<br><br>**- - the Final Price of the Security is less than the Initial Price of such Security, and a Trigger Event has occurred, 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: :**<br><br>Calculation Amount × (Final Price /Initial Price)]<br><br>Where:<br><br>"**Trigger Event**" means, with respect to the Security, that the Final Price of such Security, as determined by the Calculation Agent, is lower than the Trigger Price.<br><br>"**Trigger Price**" means 77 % of the Initial Price |
| (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 28(ix), 28(x), 28(xii) and 28(xiii) below |

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| | (iv) | Minimum Final Redemption Amount: | Not applicable |
| | (v) | Maximum Final Redemption Amount: | 100 per cent. of par |
| 18. | Instalment Notes:<br>(*Condition 7(a)*) | | Not applicable |
| 19. | Early redemption amount: | | Applicable |
| | (i) | Early redemption amount (upon redemption for taxation reasons, illegality or following an Event of Default):<br>(*Condition 7(b), 7(h) or 11*) | Fair Market Value |
| | (ii) | Other redemption provisions:<br>(*Condition 7(i)*) | Not applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|---|---|---|---|
| 20. | Form of Notes:<br><br>(*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:<br><br>(*Condition 2(a)*) | 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 |
| | (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 |

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| | (iv) Coupons to be attached to Definitive Notes: | Yes |
| | (v) Talons for future Coupons to be attached to Definitive Notes: | No |
| 23. | Exchange Date for exchange of Temporary Global Note: | Not earlier than 40 days following the Issue Date |
| 24. | Payments:<br>(*Condition 9*) | |
| | (i) Relevant Financial Centre Day: | New York |
| | (ii) Underlying Currency Pair provisions: | Not applicable |
| | (iii) FX Disruption: | Not applicable |
| 25. | Redenomination:<br>(*Condition 10*) | Not applicable |
| 26. | Other terms: | See Annex |

**PROVISIONS APPLICABLE TO INDEX-LINKED NOTES AND EQUITY-LINKED NOTES**

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|---|---|---|
| 27. | Physical Delivery: | Not applicable |
| 28. | Provisions for Equity-Linked Notes: | Applicable |
| | (i) Securities: | Ordinary shares of Home Depot, Inc.<br><br>*(Bloomberg*: HD UN |
| | (ii) Underlying Company(ies): | Home Depot, Inc. |
| | (iii) Exchange(s): | New York Stock Exchange |
| | (iv) Related Exchange(s): | CBOE (The Chicago Board Option Exchange), CME |
| | (v) Initial Price: | USD 75.03 |
| | (vi) Strike Date: | 28 August 2013 |
| | (vii) Final Price: | The definition in Condition 21(a) applies |
| | (viii) Reference Price: | Not applicable |

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| | (ix) | Potential Adjustment Event: | Condition 21(g)(i) applies |
| | | - Extraordinary Dividend (if other than as specified in the definition in Condition 21(a)): | The definition in Condition 21(a) applies |
| | | - additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof): | Not applicable |
| | (x) | Extraordinary Event: | Condition 21(g)(ii) applies |
| | (xi) | Conversion:<br>(*for Notes relating to Government Bonds and debt securities only*) | Condition 21(g)(iii) does not apply |
| | (xii) | Correction of prices: | Condition 21(g)(iv) applies |
| | (xiii) | Additional Disruption Events: | The following Additional Disruption Events apply: Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging |
| 29. | Additional provisions for Equity-Linked Notes: | | See Annex |
| 30. | Provisions for Index-Linked Notes: | | Not applicable |
| 31. | For Equity-Linked and Credit-Linked Notes: | | U.S. Federal Income Tax Considerations |
| 32. | Valuation Date(s): | | 28 August 2014, subject to postponement in accordance with Condition 21(e) |
| 33. | Valuation Time: | | The definition in Condition 21(a) applies |
| 34. | Averaging Dates: | | Not applicable |
| 35. | Other terms or special conditions relating to Index-Linked Notes or Equity-Linked Notes: | | Applicable |
| | (i) | Knock-in Event: | Not applicable |
| | (ii) | Knock-out Event: | Not applicable |
| | (iii) | Automatic Early Redemption Event: | The Release Price (as defined in paragraph 13(ii) above) of the Security is greater than or equal to the Automatic Early Redemption Price as of any Automatic Early Redemption Valuation $Date_j$ |

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| | - Automatic Early Redemption Valuation Date(s): | Each date specified as such in Annex ("**j**" ranking from 1 to 3) (each an "**Automatic Early Redemption Valuation Date$_j$**").<br>Each Automatic Early Redemption Valuation Date shall be subject to postponement in accordance with Condition 21(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 Price: | 100 per cent. of the Initial Price of the Security |
| | - Automatic Early Redemption Date(s): | Each date specified as such in Annex ("**j**" ranking from 1 to 3) (each an "**Automatic Early Redemption Date$_j$**"), subject to adjustment in accordance with the Following Business Day Convention |
| | - Automatic Early Redemption Amount: | 100 per cent. of the nominal amount |

**DISTRIBUTION**

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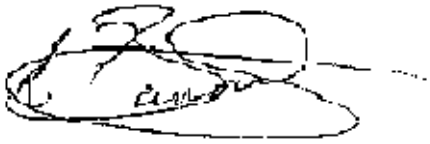
| 36. | (i) | If syndicated, names of Relevant Dealer(s)/Lead Manager(s): | Not applicable |
| | (ii) | If syndicated, names of other Dealers/Managers (if any): | Not applicable |
| 37. | Selling restrictions: | | TEFRA D Rules |
| | United States of America: | | Notes may not be offered or sold within 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 investors who will acquire Notes for a consideration of at least EUR 100,000 (or equivalent amount in another currency) per investor for each separate offer. |
| | Additional selling restrictions: | | So long as the Notes are represented by a Temporary Global Note or a Permanent Global Note and the relevant Clearing System so permit, the Notes shall be tradeable only in minimum principal amounts of USD 150,000 and increasing multiples of USD 1,000 (the “Tradeable |

Amount”) in excess thereof. For the avoidance of doubt, in the case of a holding of Notes in an integral multiple of USD 1,000 in excess of USD 150,000 such a holding will be redeemed at its principal amount.

**CONFIRMED**

**HSBC BANK PLC**



By: _____

*Authorised Signatory*

Date: _____

## PART B - OTHER INFORMATION

**LISTING**

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|---|---|---|
| (i) | Listing | Application will be 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 on or around 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 |

**RATINGS**

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| Ratings: | The Notes have not been specifically 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

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| (i) Reasons for the offer: | Not applicable |
| (ii) Estimated net proceeds: | Information not provided |
| iii) Estimated total expenses: | Information not provided |

**5** YIELD

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| Indication of yield: | Not applicable |

**6** PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

HD UN

**OPERATIONAL INFORMATION**

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|---|---|---|
| **7** | ISIN Code: | XS0968813120 |
| **8** | Common Code: | 096881312 |
| **9** | CUSIP: | Not applicable |
| **10** | Valoren Number: | Not applicable |
| **11** | SEDOL: | Not applicable |
| **12** | WKN: | Not applicable |
| **13** | New Global Note intended to be held in a manner which would allow Eurosystem eligibility: | No |
| **14** | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| **15** | Delivery: | Delivery against payment |
| **16** | Settlement procedures: | Medium Term Note |
| **17** | Additional Paying Agent(s) (if any): | None |
| **18** | Common Depositary: | HSBC Bank plc |
| **19** | Calculation Agent: | HSBC Bank plc |
| **20** | City in which specified office of Registrar to be maintained:<br>(*Condition 15*) | Not applicable |
| **21** | ERISA Considerations: | Not applicable |

**ANNEX**

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

| "j" | **Automatic Early Redemption Valuation Date$_j$** | **Automatic Early Redemption Date$_j$** | **Variable Coupon Interest Payment Date$_j$** | **Automatic Early Redemption Price$_j$** | **Automatic Early Redemption Amount$_j$** |
|---|---|---|---|---|---|
| **1** | 29 November 2013 | 13 December 2013 | 13 December 2013 | 100 % | 100 % |
| **2** | 28 February 2014 | 14 March 2014 | 14 March 2014 | 100 % | 100 % |
| **3** | 28 May 2014 | 11 June 2014 | 11 June 2014 | 100 % | 100 % |
| **4** | None | None | The Maturity Date | None | None |

* Subject to postponement in accordance with Condition 21(e)