

## PRICING SUPPLEMENT

Pricing Supplement dated: 14 September 2022

### HSBC Bank plc

*(A company incorporated in England with registered number 14259; the liability of its members is limited)*

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

##### Issue of

#### 3,800 Bermudan Call Warrants linked to an Index Basket expiring September 2026

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 (the "**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 plc trading as Euronext Dublin ("**Euronext Dublin**") and must be read in conjunction with the offering memorandum dated 1 June 2022 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, including the Additional Terms and Conditions of Equity Linked Warrants and Index Linked Warrants (the "**Conditions**") set forth in the 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 the links to 'Investors', 'Fixed income investors', 'Issuance programmes').

**The Offering Memorandum does not comprise (i) a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "EUWA") (the "UK Prospectus Regulation") or (ii) a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"). 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 2014/65/EU (as amended, "MiFID II") or Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("UK MiFIR") and not to be offered to the public in the United Kingdom (the "UK") (other than pursuant to one or more of the exemptions set out in Section 86 of the Financial Services and Markets Act 2000 (as amended, the "FSMA")) or a Member State of the European Economic Area (other than pursuant to one or more of the exemptions set out in Article 1(4) of the EU Prospectus Regulation).**

**PROHIBITION OF SALES TO SWISS PRIVATE CLIENTS** - The Warrants are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to investors that qualify as private (retail) clients according to Article 4 para. 2 Swiss Financial Services Act ("**FinSA**") and its implementing ordinance, the Swiss Federal Financial Services Ordinance ("**FinSO**"). Consequently, no key information document (or equivalent document) required by FinSA has been prepared and therefore offering or selling the Warrants or otherwise making them available to any private (retail) client in, into or from Switzerland may be unlawful under FinSA.

**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 "Part A - Risk Factors" in the Offering Memorandum.**

1. Issuer: HSBC Bank plc
2. Tranche number: 1
3. Settlement Currency: Euro ("**EUR**")
4. Aggregate Number of Warrants in the:
  - (i) Series: 3,800 Warrants
  - (ii) Tranche: 3,800 Warrants
5. Face Value: EUR 1,000 per Warrant
6. (i) Issue Date: 15 September 2022
  - (ii) Trade Date: 1 September 2022
7. Issue Price: EUR 980 per Warrant
8. Strike Price: Not applicable
9. Type of Warrants: Index Basket Warrant
10. Series represented by: Global Registered Warrant
11. Form of Warrant: Regulation S Global Registered Warrants
12. Style of Warrants: The Warrants are Bermudan Style Call Warrants. Condition 4(c) is applicable.
13. (i) Expiry Date: 1 September 2026 (or, if such day is not a Scheduled Trading Day for all Indices, the immediately following day that is a Scheduled Trading Day for all Indices), subject to adjustment in accordance with the Conditions.
  - (ii) Automatic Exercise: Applicable
  - (iii) Exercise Period: Not applicable
  - (iv) Potential Exercise Date(s): Each date specified as a Potential Exercise Date in Annex 2 or, if any such day is not a Scheduled Trading Day for all Indices, the immediately

following day that is a Scheduled Trading Day for all Indices.

Notwithstanding the provisions of Condition 5(a) (*Exercise Notice*), if, on any Potential Exercise Date<sub>k</sub>, the Exercise Event (as defined below) has occurred, the Warrants shall be deemed to be immediately exercised on that date and such date will be deemed to be the Exercise Date. If the Valuation Date in relation to one or more Indices scheduled to fall on a Potential Exercise Date<sub>k</sub> is postponed pursuant to the provisions of Condition 19(b), such Potential Exercise Date will be postponed such that the Potential Exercise Date shall fall on the last postponed Valuation Date or, if later, the Limit Valuation Date.

**"Exercise Event"** means, in respect of a Potential Exercise Date<sub>k</sub>, an event which occurs if WO<sub>k</sub> is greater than or equal to the relevant Potential Exercise Level<sub>k</sub> (as set out in Annex 2), as determined by the Calculation Agent.

**"WO<sub>k</sub>"** means, in respect of a Potential Exercise Date<sub>k</sub>, the lowest performance (expressed as a percentage) among the Indices as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{i=1 \text{ to } N} \left( \frac{S_k^i}{S_{initial}^i} \right)$$

Where:

"**i**" means each Index in the Basket, 1 to N.

"**N**" means the total number of Indices in the Basket, 3.

"**S<sub>k</sub><sup>i</sup>**" means, with respect to an Index and a Potential Exercise Date<sub>k</sub>, the level of such Index as of the Valuation Time on the relevant Exchange (or, with respect to a Multiple Exchange Index, the official closing level of such Index as calculated and published by the Index Sponsor) on such Potential Exercise Date, as determined by the Calculation Agent.

" $S_{initial}^i$ " means, in respect of an Index, the Initial Index Level (as defined in paragraph 16(xiii)) of such Index.

- (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:
  - (i) Cash Settlement Amount:
    - (i) **If an Exercise Event occurs in respect of any Potential Exercise Date<sub>k</sub>**, the Cash Settlement Amount will be an amount in the Settlement Currency equal to Face Value per Warrant multiplied by the relevant Potential Exercise Percentage<sub>k</sub> as specified in Annex 2; or
    - (ii) **If no Exercise Event has occurred and the Warrants are exercised on the Expiry Date**, the Cash Settlement Amount will be determined by the Calculation Agent as follows:
      - (a) **If  $WO_{final}$  is greater than or equal to 100%**, an amount in the Settlement Currency equal to Face Value per Warrant multiplied by 100% + Final Additional Digital Amount; or
      - (b) **If  $WO_{final}$  is less than 100% and a Barrier Event has not occurred**, an amount in the Settlement Currency equal to Face Value per Warrant multiplied by 100% + Final Additional Digital Amount; or
      - (c) **If  $WO_{final}$  is less than 100% and a Barrier Event has occurred**, an amount in the Settlement Currency equal to Face Value per Warrant multiplied by  $WO_{final}$  + Final Additional Digital Amount.

Where:

"**Observation Period**" means each period from (but excluding) an Observation Period Start Date;

to (and including) the immediately succeeding Observation Period End Date<sub>j</sub>.

"**Observation Period End Date**" means each date specified as such in Annex 3.

"**Observation Period Start Date**" means each date specified as such in Annex 3.

"**Barrier Event**" means, with respect to the Indices, an event which occurs if the Final Index Level of any Index<sub>x</sub> on the Final Valuation Date, as determined by the Calculation Agent, is less than the Barrier Level.

"**Barrier Level**" means, in respect of an Index<sub>x</sub>, 50 per cent. of the Initial Index Level of such Index.

"**Trigger Event**" means, in respect of an Observation Period<sub>j</sub>, an event which occurs if the level of any Index<sub>x</sub> as of the Valuation Time on the relevant Exchange (or, with respect to a Multiple Exchange Index, the official closing level of such Index as calculated and published by the Index Sponsor) on any Scheduled Trading Day during such Observation Period is less than the Trigger Level, as determined by the Calculation Agent

"**Trigger Level**" means, in respect of an Index<sub>x</sub>, 70 per cent. of the Initial Index Level of such Index.

"**Digital Amount<sub>j</sub>**" means, in respect of an Observation Period<sub>j</sub>, if:

- (i) a Trigger Event has not occurred during such Observation Period, 3.05%; or
- (ii) a Trigger Event has occurred during such Observation Period, 0.00%.

"**Additional Digital Amount<sub>k</sub>**" means, in respect of a Potential Exercise Date<sub>k</sub> falling on an Observation Period End Date (numbered "j"), the sum of all Digital Amounts for all Observation Periods up to and including the Observation Period ending on such Observation Period End Date, determined by the Calculation Agent in accordance with the following formula:

$$\sum_{j=1}^k Digital Amount_j$$

"**Final Additional Digital Amount**" means the sum of all Digital Amounts for all Observation Periods up to and including the Observation Period ending on the Observation Period End Date (numbered "j") falling on the Final Valuation Date, determined by the Calculation Agent in accordance with the following formula:

$$\sum_{j=1}^8 Digital\ Amount_j$$

"**WO<sub>final</sub>**" means, in respect of the Final Valuation Date, the lowest performance (expressed as a percentage) among the Indices as determined by the Calculation Agent in accordance with the following formula:

$$Min_{i=1\ to\ N} \left( \frac{S_{final}^i}{S_{initial}^i} \right)$$

Where:

"**i**" means each Index in the Basket, 1 to N.

"**N**" means the total number of Indices in the Basket, 3.

"**S<sub>final</sub><sup>i</sup>**" means, in respect of an Index and the Final Valuation Date, the Final Index Level (as defined in paragraph 16(xiv) below) of such Index.

"**S<sub>initial</sub><sup>i</sup>**" means, in respect of an Index, the Initial Index Level (as defined in paragraph 16(xiii) below) of such Index.

- |       |   |  |
|-------|---|--|
| (ii)  | Cash Settlement Payment Date:               | 15 September 2026 or, if an Exercise Event occurs, the relevant Early Cash Settlement Payment Date <sub>k</sub> specified in Annex2, or, in each case, if later, the fifth Business Day following the Exercise Date. |
| (iii) | Specified Maximum Number of Disrupted Days: | The definition in Condition 18 applies.  |

(iv)	Disrupted Day Related Payment Dates pursuant to Condition 19(b):	3
16.	Index-Linked Warrant:	Applicable
(i)	Index/Indices:	The Indices specified in Annex 1 (the " <b>Basket</b> ")
(ii)	Basket:	Applicable
(iii)	Index Sponsor(s):	With respect to each Index <sub>i</sub> , the entity specified as such in Annex 1
(iv)	Index Rules:	Not applicable
(v)	Exchange(s):	With respect to each Index <sub>i</sub> , each exchange or quotation system specified as such in Annex 1
(vi)	Related Exchange(s):	With respect to each Index <sub>i</sub> , All Exchanges
(vii)	Valuation Time:	The definition in Condition 18 applies
(viii)	Valuation Date:	The Expiry Date (the " <b>Final Valuation Date</b> ") and each Potential Exercise Date <sub>x</sub> .
(ix)	Averaging Dates:	Not applicable
(x)	Reference Level:	Not applicable
(xi)	China Connect Underlying:	No
(xii)	Additional Disruption Event:	The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging
(xiii)	Initial Index Level:	With respect to each Index <sub>i</sub> , the level specified as such in Annex 1
(xiv)	Final Index Level:	Definition in Condition 18 applies
(xv)	Adjustments to Indices:	Condition 19(c) applies
(xvi)	Strike Date:	In respect of the MSCI Emerging Markets Index (Index <sub>3</sub> ), 2 September 2022; and in respect of each other Index <sub>i</sub> , 1 September 2022.
(xvii)	Index Substitution	Not applicable
(xviii)	Alternative Pre-nominated Index:	Not Applicable

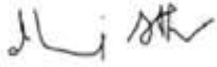
17.	Equity-linked Warrant:	Not applicable
18.	Averaging Date Market Disruption:	Not applicable
19.	Business Day:	As in the Conditions
20.	(i) Payment of Alternative Payment Currency Equivalent:	Not applicable
	(ii) Underlying Currency Pair provisions:	Not applicable
	(iii) Price Source Disruption:	Not applicable
	(iv) Alternative Pre-nominated Index:	Not applicable
21.	Business Centre:	New York
22.	Selling Restrictions:	
	United States of America	Warrants may not be offered or sold within the United States of America or to, or for the account or the benefit of, U.S. Persons (as defined in Regulation S).
		40-day Distribution Compliance Period: Not applicable
23.	Other Terms:	Not applicable
<b>DISTRIBUTION</b>		
24.	(i) If syndicated, names of Relevant Manager(s):	Not applicable
	(ii) If syndicated, names of other Managers (if any):	Not applicable
25.	Prohibition of Sales to EEA Retail Investors:	Not applicable
26.	Prohibition of Sales to UK Retail Investors:	Not applicable
27.	Exemption(s) from requirements under Regulation (EU) 2017/1129 (as amended, the " <b>EU Prospectus Regulation</b> "):	The offer is addressed to investors who will acquire Warrants for a consideration of at least EUR 100,000 (or equivalent amount in another currency) per investor for each separate offer.



28. Exemption(s) from requirements under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"): The offer is addressed to investors who will acquire Warrants for a consideration of at least EUR 100,000 (or equivalent amount in another currency) per investor for each separate offer.
29. Additional U.S. federal income tax considerations: The Warrants are not Section 871(m) Warrants for the purpose of Section 871(m)

**CONFIRMED**

**HSBC BANK PLC**



Balajee Swaminathan

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 Euronext Dublin. 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 EUR 1,000 admission to trading:

### **2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

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

Details of the past and future performance and volatility of the Indices can be obtained from Bloomberg pages NDX, SX5E and MXEF

### **OPERATIONAL INFORMATION**

4. ISIN Code: XS2531567241
5. Common Code: 253156724
6. CUSIP: Not applicable
7. Valoren Number: 35817630
8. SEDOL: Not applicable
9. WKN: Not applicable
10. Other identifier / code: 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 Warrant Agent(s) (if any):  | None                     |
| 14. | Common Depositary:   | HSBC Bank plc            |
| 15. | Calculation Agent:   | HSBC Bank plc            |
| 16. | ERISA Considerations:  | ERISA prohibited         |

**ANNEX 1**

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

**Information in relation to underlying Indices**

<b>"i"</b>	<b>Indices</b>	<b>Index Sponsor</b>	<b>Exchange</b>	<b>Initial Index Level</b>
<b>1</b>	NASDAQ 100 STOCK INDEX (Bloomberg Ticker: NDX)	The Nasdaq Stock Market, Inc	NASDAQ	12274.63
<b>2</b>	EURO STOXX 50 (Bloomberg Ticker: SX5E)	STOXX Limited	Multiple Exchange Index	3456.70
<b>3</b>	MSCI EMERGING MARKETS (Bloomberg Ticker: MXEF)	MSCI Inc	Multiple Exchange Index	972.02

**ANNEX 2**

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

<b>"k"</b>	<b>Potential Exercise Date</b>	<b>Early Cash Settlement Payment Date</b>	<b>Potential Exercise Level</b>	<b>Potential Exercise Percentage</b>
<b>2</b>	1 September 2023	15 September 2023	100.00%	100% + Additional Digital Amount <sub>k</sub>
<b>3</b>	1 March 2024	15 March 2024	100.00%	100% + Additional Digital Amount <sub>k</sub>
<b>4</b>	3 September 2024	17 September 2024	100.00%	100% + Additional Digital Amount <sub>k</sub>
<b>5</b>	3 March 2025	17 March 2025	100.00%	100% + Additional Digital Amount <sub>k</sub>
<b>6</b>	2 September 2025	16 September 2025	100.00%	100% + Additional Digital Amount <sub>k</sub>
<b>7</b>	2 March 2026	16 March 2026	100.00%	100% + Additional Digital Amount <sub>k</sub>

**ANNEX 3**

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

"j"	Observation Period <sub>j</sub>	
	Observation Period Start Date*	Observation Period End Date*
<b>1</b>	Strike Date	1 March 2023
<b>2</b>	1 March 2023	1 September 2023
<b>3</b>	1 September 2023	1 March 2024
<b>4</b>	1 March 2024	3 September 2024
<b>5</b>	3 September 2024	3 March 2025
<b>6</b>	3 March 2025	2 September 2025
<b>7</b>	2 September 2025	2 March 2026
<b>8</b>	2 March 2026	Final Valuation Date

\* If any such day is not a Scheduled Trading Day, the next following Scheduled Trading Day. Each Observation Period Start Date and Observation Period End Date shall be subject to postponement in accordance with Condition 19(b) as if each reference to "Valuation Date" in such Condition was deemed to be a reference to Observation Period Start Date or Observation Period End Date, as applicable.

## **ANNEX 4**

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

### **THE NASDAQ INDEX**

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**The removal of Russia from the MSCI Emerging Markets Index may have a material adverse effect on the Warrants:** On 2 March 2022, after the conclusion of a consultation on the appropriate treatment of the Russian equity market within its indices, MSCI Inc. announced that it would remove Russian securities from the MSCI Emerging Markets Index effective after the close on 9 March 2022. The Issuer cannot predict the ongoing effects of that removal on the level of the MSCI Emerging Markets Index. The historical performance of the MSCI Emerging Markets Index prior to 9 March 2022 reflects the inclusion of Russian securities, while results thereafter do not include Russian securities and may differ materially from how the MSCI Emerging Markets Index would have performed if Russian securities had not been removed.