

FINAL TERMS (INDICATIVE)

Final Terms dated 28 April 2026

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 up to 5,000(*) (USD 5,000,000) Automatic Early Redemption Reverse Convertible Index-Linked Notes due May 2028 linked to S&P 500 Index

PART A - CONTRACTUAL TERMS

This document constitutes the final terms (the "**Final Terms**") relating to the issue of the Tranche of Notes described herein and must be read in conjunction with the Base Prospectus dated 20 June 2025 as supplemented from time to time (the "**Base Prospectus**"). The Base Prospectus is a base prospectus in accordance with Art. 35 para. 1 of the Financial Services Act ("**FinSA**") and has been evaluated and approved pursuant to Art. 51 et seq. of the FinSA and Art. 59 et seq. of the Financial Services Ordinance ("**FinSO**") by the reviewing body SIX Exchange Regulation AG ("**Reviewing Body**"). 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 Base Prospectus. The Alternative Note General Conditions do not apply to the Notes.

Except as disclosed in these Final Terms and the Base Prospectus, there has been no significant change in the financial position of the Issuer and its subsidiary undertakings since 31 December 2025.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at HSBC Bank plc, 8 Canada Square, London E14 5HQ, United Kingdom and www.hsbc.com (please follow the links to 'Investors', 'Fixed income investors' 'Issuance programmes').

The Base Prospectus does not comprise (i) a base prospectus for the purposes of the UK Prospectus Rules: Admission to Trading on a Regulated Market sourcebook (the "PRM") or 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 Base Prospectus has been prepared solely with regard to Notes 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"), the PRM 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 Part 1 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (as amended, the "POATRs") 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).

THESE FINAL TERMS ARE INDICATIVE AND SUBJECT TO COMPLETION AND AMENDMENT. IN PARTICULAR, CERTAIN INDICATIVE INFORMATION MARKED WITH AN ASTERISK (*) WILL BE COMPLETED FOLLOWING THE END OF THE OFFER PERIOD AND WILL BE PUBLISHED IN THE DEFINITIVE FINAL TERMS RELATING TO THE NOTES DESCRIBED HEREIN, WHICH, ONCE AVAILABLE, WILL BE FILED WITH SIX EXCHANGE.

The Notes do not constitute a collective investment scheme as defined in the Federal Collective Investment Schemes Act ("CISA") and are therefore neither governed by the CISA nor subject to supervision by the Swiss Financial Market Supervisory Authority ("FINMA"). Accordingly, Noteholders do not have the benefit of the specific investor protection provided under the CISA. Noteholders bear the issuer risk.

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 Base Prospectus and these Final Terms. Investors should consider carefully the risk factors set forth under "*Risk Factors*" in the Base Prospectus.

1. Issuer:	HSBC Bank plc
2. Tranche Number:	1
3. Currency:	
(i) Settlement Currency:	United States dollars ("USD")
(ii) Denomination Currency:	USD
4. Aggregate Principal Amount:	
(i) Series:	Up to 5,000(*) Notes (USD 5,000,000)
(ii) Tranche:	Up to 5,000(*) Notes (USD 5,000,000)
5. Issue Price:	USD 1,000 per Note
6. (i) Denomination(s): (Condition 2)	USD 1,000
(ii) Calculation Amount:	The Denomination
(iii) Aggregate Outstanding Nominal Amount Rounding:	Not applicable
7. (i) Issue Date:	18 May 2026
(ii) Interest Commencement Date:	Not applicable
(iii) Trade Date:	27 April 2026
8. Maturity Date: (Condition 7(a))	18 May 2028, adjusted in accordance with the Following Business Day Convention, subject to early redemption on an Automatic Early Redemption Date (see paragraph 35(iii)).
	The Business Centre(s) for the purposes of the definition of "Business Day" is New York.
9. Change of interest or redemption basis:	Not applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

10. Fixed Rate Note provisions: (Condition 4)	Not applicable
11. Floating Rate Note provisions: (Condition 5)	Not applicable

12. Zero Coupon Note provisions: (Condition 6) Not applicable
13. Equity-/Inflation Rate-/Index-Linked Interest Note and other variable-linked interest Note provisions: Not applicable

PROVISIONS RELATING TO REDEMPTION

14. Issuer's optional redemption (Call Option): (Condition 7(c)) Not applicable
15. Noteholders optional redemption (Put Option): (Condition 7(d)) Not applicable
16. Final Redemption Amount of each Note: (Condition 7(a)) See paragraph 17(ii)
17. Final Redemption Amount of each Note in cases where the Final Redemption Amount is Equity-Linked, Index-Linked, Inflation Rate-Linked or other variable-linked: Applicable

- (i) Index/formula/other variable: The Index as defined in paragraph 31(i) (the "**Underlying**").
- (ii) Provisions for determining Final Redemption Amount 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, if the Calculation Agent determines that:

- (a) a Barrier Event has not occurred, the Issuer shall redeem the Notes on the Maturity Date at an amount in the Settlement Currency in respect of each Note (of the Calculation Amount) determined by the Calculation Agent in accordance with the following formula:

$$\text{Calculation Amount} \times (100\% + \text{Max}(150.00\% \times (\text{Final Performance} - 100.00\%); 0))$$

- (b) a Barrier Event has occurred, the Issuer shall redeem the Notes on the Maturity Date at an amount in the Settlement Currency in respect of each Note (of the Calculation Amount) determined by the Calculation Agent in accordance with the following formula:

$$\text{Calculation Amount} \times \frac{\text{Final Performance}}{\text{Strike Level}}$$

Where:

"**Barrier Event**" means an event which occurs, if, in the determination of the Calculation Agent, the Final Performance is less than or equal to the Barrier Level.

"**Barrier Level**" means 80.00 per cent.

"**Strike Level**" means 100.00 per cent.

- (iii) Provisions for determining Final Redemption Amount where calculation by reference to Equity Index and/or See adjustment provisions specified in paragraphs 31(x) and 31(xii).

formula and/or other variable is impossible or impracticable or otherwise disrupted:

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|--|-------------------|
| 18. Instalment Notes:
(<i>Condition 7(a)</i>) | Not applicable |
| 19. Early Redemption: | |
| (i) Early Redemption Amount (upon redemption for taxation reasons or illegality):
(<i>Conditions 7(b) or 7(f)</i>) | Fair Market Value |
| (ii) Early Redemption Amount (upon redemption following an Event of Default):
(<i>Condition 11</i>) | Fair Market Value |
| (iii) Early Redemption Amount (upon redemption following an FX Disruption Event or Benchmark Trigger Event):
(<i>Conditions 9(e)(Y) or 15A</i>) | Fair Market Value |
| (iv) Other redemption provisions: | Not applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|--|--|
| 20. Form of Notes:
(<i>Condition 2(a)</i>) | Bearer Notes |
| 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: (<i>Condition 2(a)</i>) | Yes - Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only in 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 |
| (iv) Coupons to be attached to Definitive Notes: | Not applicable |
| (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 after the Issue Date |
| 24. If issued in registered form: | Not applicable |
| 25. Payments:
(<i>Condition 9</i>) | |

(i)	Relevant Financial Centre Day:	New York
(ii)	Payment of Alternative Payment Currency Equivalent:	Not applicable
(iii)	Conversion provisions:	Not applicable
(iv)	Underlying Currency Pair provisions:	Not applicable
(v)	Price Source Disruption:	Not applicable
(vi)	LBMA Physical Settlement provisions:	Not applicable
(vii)	Physical Settlement provisions:	Not applicable
26.	Redenomination: (Condition 10)	Not applicable
27.	Other terms:	See Annex(es).

Additional Definitions in respect of the Notes

The following definitions are added to Condition 22(a) (*Definitions*) in their appropriate alphabetical order:

"Reference Performance" means, in respect of a Valuation Date, the Performance of the Underlying determined by the Calculation Agent in respect of such Valuation Date.

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

28.	Physical Delivery:	Not applicable
29.	Provisions for Equity-Linked Notes:	Not applicable
30.	Additional provisions for Equity-Linked Notes:	Not applicable
31.	Provisions for Index-Linked Notes:	Applicable
(i)	Index(ices):	The Index specified in the Annex(es).
(ii)	Index Sponsor:	In respect of an Index, the entity specified in the Annex(es).
(iii)	Index Rules:	Not applicable
(iv)	Exchange(s):	In respect of an Index, each exchange or quotation system specified as such in respect of such Index in the Annex(es).
(v)	Related Exchange(s):	In respect of an Index, All Exchanges.
(vi)	Initial Index Level:	In respect of an Index and the Strike Date, the Closing Level of such Index on such Strike Date, as determined by the Calculation Agent.
(vii)	Final Index Level:	In respect of an Index and the Final Valuation Date, the Closing Level of such Index on such Final Valuation Date, as determined by the Calculation Agent.
(viii)	Strike Date:	11 May 2026
(ix)	Reference Level:	Not applicable
(x)	Adjustments to Indices:	Condition 22 (f) applies
(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)	Index Substitution:	Not applicable
(xiv)	Alternative Pre-nominated Index:	Not applicable
32.	Valuation Date(s):	<p>(a) The Strike Date;</p> <p>(b) each Automatic Early Redemption Valuation Date;</p> <p>(c) 11 May 2028 (the "Final Valuation Date"),</p> <p>or, if any such date is not a Scheduled Trading Day in respect of an Underlying, such date in respect of such Underlying shall be the next following Scheduled Trading Day, in each case subject to adjustment in accordance with Condition 22(e) (<i>Consequences of Disrupted Days</i>).</p> <p>If a Valuation Date is postponed due to the occurrence of a Disrupted Day, the due date for any related payment (including the Maturity Date) may also be postponed, in accordance with the Conditions.</p>
(i)	Specified Maximum Number of Disrupted Days:	The definition in Condition 22(a) applies
(ii)	Number of local banking days for the purpose of postponing Disrupted Day Related Payment Dates pursuant to Condition 22(e):	3
33.	Valuation Time:	The definition in Condition 22(a) applies
34.	Averaging Dates:	Not applicable
35.	Other terms or special conditions relating to Index-Linked Notes, Inflation-Rate Linked Notes or Equity-Linked Notes:	Applicable
(i)	Knock-in Event:	Not applicable
(ii)	Knock-out Event:	Not applicable
(iii)	Automatic Early Redemption Event:	<p>Applicable – an Automatic Early Redemption Event occurs if, on an Automatic Early Redemption Valuation Date, the Reference Performance determined in respect of such date is greater than or equal to the relevant Automatic Early Redemption Level, as determined by the Calculation Agent.</p>
	<ul style="list-style-type: none"> • Automatic Early Redemption Valuation Date: • Automatic Early Redemption Level: • Automatic Early Redemption Date: • Automatic Early Redemption Amount: 	<p>Each date specified as such in the Annex(es) (see paragraph 32 (<i>Valuation Date(s)</i>)).</p> <p>In respect of an Automatic Early Redemption Valuation Date, the percentage specified as such in the Annex(es).</p> <p>In respect of an Automatic Early Redemption Valuation Date, the corresponding date specified as such in the Annex(es), subject to adjustment in accordance with the Following Business Day Convention.</p> <p>As per Condition 22(a)</p>

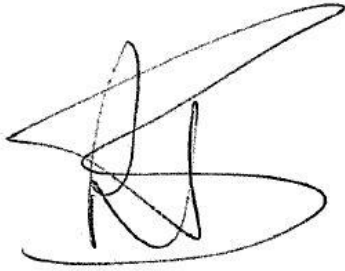
- Automatic Early Redemption Rate: In respect of an Automatic Early Redemption Valuation Date, the indicative range(*) specified as such in the Annex(es), as determined by the Calculation Agent.
 - Accrued interest payable on Automatic Early Redemption Date: No, interest does not accrue
- (iv) Interest Adjustment: Not applicable

DISTRIBUTION

36. (i) If syndicated, names of Relevant Dealer(s): Not applicable
- (ii) If syndicated, names of other Dealers (if any): Not applicable
37. Prohibition of Sales to EEA Retail Investors: Not applicable
38. Prohibition of Sales to UK Retail Investors: Not applicable
39. Selling Restrictions:
United States of America: TEFRA D Rules
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)
40-Day Distribution Compliance Period: Not applicable
40. Exemption(s) from requirements under Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"): 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.
41. Exemption(s) from the prohibition of public offers in the United Kingdom under the POATRs: The offer is made to persons who will acquire Notes for a consideration of at least GBP 100,000 (or equivalent amount in another currency) per investor for each separate offer.
42. Additional U.S. federal income tax considerations: The Notes are not Section 871(m) Notes for the purpose of Section 871(m).
43. Additional selling restrictions: See Annex 4

CONFIRMED

HSBC BANK PLC

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

Richard John Seeley

By:

Authorised Signatory

Date:

PART B - OTHER INFORMATION

1. LISTING

- (i) Listing: Not applicable
- (ii) Admission to trading: Not applicable
- (iii) Estimated total expenses of admission to trading: Not applicable

2. RATINGS

Ratings: The Notes are not rated.

OPERATIONAL INFORMATION

- 3. ISIN Code: XS3366112707
- 4. Common Code: 336611270
- 5. CUSIP: Not applicable
- 6. Valoren Number: 155958674
- 7. SEDOL: Not applicable
- 8. WKN: Not applicable
- 9. Other identifier code: Not applicable
- 10. Type: The Notes are categorised as Bonus Outperformance Certificate (1330) Autocallable in accordance with the Swiss Derivative Map of the Swiss Structured Products Association.
- 11. Level of capital protection, where applicable: Not applicable
- 12. Additional information on the underlying(s) for Notes on equity or debt securities, where applicable: Not applicable
- 13. Additional information on the underlying(s) for Notes on collective investment schemes, where applicable: Not applicable
- 14. Additional Information on the underlying(s) for Notes on indices, where applicable: Please refer to paragraph 31 of Part A above. The Index is a price index. Further information on the Index is available at:

i	Index	Website
1	S&P 500 Index	www.spglobal.com

- 15. Additional information on the underlying(s) for Notes on baskets of underlying(s): Not applicable

where applicable:

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| 16. | Intended to be held in a manner which would allow Eurosystem eligibility: | Not applicable |
| 17. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 18. | Delivery: | Delivery against payment |
| 19. | Settlement procedures: | Medium Term Note |
| 20. | Additional Paying Agent(s) (if any): | None |
| 21. | Common Depositary: | HSBC Bank plc |
| 22. | Calculation Agent: | HSBC Bank plc |

TERMS AND CONDITIONS OF THE OFFER

- | | | |
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| 23. | Offer Price: | Issue Price |
| 24. | Total amount of the issue/offer: | Up to 5,000 Notes(*) will be issued and the criterion/condition for determining the final amount of Notes will be investor demand. A copy of these Final Terms will be published and filed with SIX Exchange Regulation AG. The public offer of the Notes is permitted in Switzerland. |
| 25. | The time period, including any possible amendments, during which the offer will be open: | The period from (and including) 28 April 2026 to (and including) the Strike Date (the " Offer Period "). The Issuer reserves the right for any reason to close the time period early. |
| 26. | Conditions to which the offer is subject: | The Issuer may close the Offer Period prior to the Strike Date if the Notes are fully subscribed before such date. |
| 27. | Description of the application process: | <p>A prospective investor should contact their financial adviser, bank or financial intermediary during the Offer Period. An investor will subscribe for the Notes in accordance with the arrangements existing between such financial adviser, bank or financial intermediary and its customer relating to the subscription of securities generally and not directly with the Issuer.</p> <p>Persons interested in purchasing Notes should contact their financial adviser. If an investor wishes to purchase Notes, such investor should (a) be aware that sales in the relevant jurisdiction may not be permitted; and (b) contact its financial adviser, bank or financial intermediary for more information.</p> |
| 28. | Details of the minimum and/or maximum amount of application: | Minimum of USD 1,000 (except for distribution in (i) the European Economic Area, where the offer is only addressed to investors who will acquire at least EUR 100,000 (or equivalent amount in another currency) per investor for each separate offer) and (ii) the United Kingdom, where the offer is made to persons who will acquire at least GBP 100,000 (or equivalent amount in another currency) per investor for each separate offer) and no maximum amount is applicable. |

29. Details of the method and time limits for paying up and delivering of the securities: Prospective investors will be notified by their financial adviser, bank or financial intermediary of their allocations and the settlement arrangements in respect thereof. The Notes will be issued on the Issue Date on a delivery versus payment basis
30. Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable
31. Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable

ANNEX 1

(this Annex forms part of the Final Terms to which it is attached)

Information relating to the Underlying(s)

"i"	Index	Index Sponsor	Bloomberg Ticker	Exchange	Initial Index Level
1	S&P 500 Index	S&P Dow Jones Indices LLC	SPX	The Index is a Multiple Exchange Index	TBD

ANNEX 2

(this Annex forms part of the Final Terms to which it is attached)

"j"	Automatic Early Redemption Valuation Date	Automatic Early Redemption Level	Automatic Early Redemption Date	Automatic Early Redemption Rate
1	11 May 2027	100.00%	18 May 2027	110.00%

ANNEX 3

(this Annex forms part of the Final Terms to which it is attached)

Index Disclaimer(s)

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

The "S&P 500® Index" is a product of S&P Dow Jones Indices LLC or its affiliates ("SPDJI") and has been licensed for use by the Issuer. S&P®, S&P 500®, US 500, The 500, iBoxx®, iTraxx® and CDX® are trademarks of S&P Global, Inc. or its affiliates ("S&P"); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("Dow Jones"). It is not possible to invest directly in an index. The Notes and Warrants are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, any of their respective affiliates (collectively, "S&P Dow Jones Indices"). S&P Dow Jones Indices does not make any representation or warranty, express or implied, to the Notesholders, Warrantholders, or any member of the public regarding the advisability of investing in securities generally or in the Notes or Warrants particularly or the ability of the S&P 500® Index to track general market performance. Past performance of an index is not an indication or guarantee of future results. S&P Dow Jones Indices' only relationship to the Issuer with respect to the S&P 500® Index is the licensing of the Index and certain trademarks, service marks and/or trade names of S&P Dow Jones Indices and/or its licensors. The S&P 500® Index is determined, composed and calculated by S&P Dow Jones Indices without regard to the Issuer or the Notes or Warrants. S&P Dow Jones Indices has no obligation to take the needs of the Issuer or the Noteholders or Warrantholders into consideration in determining, composing or calculating the S&P 500® Index. S&P Dow Jones Indices has no obligation or liability in connection with the administration, marketing or trading of the Notes or Warrants. There is no assurance that investment products based on the S&P 500® Index will accurately track index performance or provide positive investment returns. S&P Dow Jones Indices LLC is not an investment adviser, commodity trading advisor, commodity pool operator, broker dealer, fiduciary, "promoter" (as defined in the Investment Company Act of 1940, as amended), "expert" as enumerated within 15 U.S.C. § 77k(a) or tax advisor. Inclusion of a security, commodity, crypto currency or other asset within an index is not a recommendation by S&P Dow Jones Indices to buy, sell, or hold such security, commodity, crypto currency or other asset, nor is it considered to be investment advice or commodity trading advice.

S&P DOW JONES INDICES DOES NOT GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE S&P 500® INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY THE ISSUER, THE NOTEHOLDERS OR WARRANTHOLDERS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500® INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. S&P DOW JONES INDICES HAS NOT REVIEWED, PREPARED AND/OR CERTIFIED ANY PORTION OF, NOR DOES S&P DOW JONES INDICES HAVE ANY CONTROL OVER, THE ISSUER'S PRODUCT REGISTRATION STATEMENT, PROSPECTUS OR OTHER OFFERING MATERIALS. THERE ARE NO THIRD-PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND THE ISSUER, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

ANNEX 4

(this Annex forms part of the Final Terms to which it is attached)

United Kingdom Selling Restriction

The sub-sections "*Prohibition of sales to UK Retail Investors*" and "*Public Offer Selling Restriction Under the UK Prospects Regulation*" under the heading "*United Kingdom*" set forth under "*Subscription and Sales of Notes*" of the Base Prospectus shall, for the purposes of the Notes the subject of these Final Terms, be replaced by the following:

Prohibition of sales to UK Retail Investors

Unless the Final Terms specifies the "Prohibition of Sales to UK Retail Investors" as "Not applicable", the Notes which are the subject of this Base Prospectus as completed by the Final Terms in relation thereto may not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is neither:
 - (i) a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; nor
 - (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024.
- (b) the expression "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes.

Public Offers under the POATRs

If the Pricing Supplement in respect of any Notes specifies the "Prohibition of Sales to UK Retail Investors" as "Not applicable", an offer of Notes which are the subject of this Base Prospectus as completed by the Final Terms in relation thereto may not be made to the public in the United Kingdom except that an offer of Notes to the public in the United Kingdom may be made:

- (a) at any time to any legal entity which is a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs;
- (b) at any time to fewer than 150 persons (other than qualified investors as defined in paragraph 15 of Schedule 1 to the POATRs) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (c) at any time in any other circumstances falling within Part 1 of Schedule 1 to the POATRs,

For the purposes of this provision, the expression "**an offer of Notes to the public**" in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes and the expression "**POATRs**" means the Public Offers and Admissions to Trading Regulations 2024.