

PRICING SUPPLEMENT

Pricing Supplement dated 31 May 2019

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of USD 710,000

Notes linked to Eukairos Investments Ltd Class A Preference Shares Series EIS 1389

PART A - CONTRACTUAL TERMS

This document constitutes the pricing supplement (the “**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 plc trading as Euronext Dublin (“**Euronext Dublin**”) and must be read in conjunction with the offering memorandum dated 6 June 2018 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 including the Terms and Conditions of the Equity Linked Notes, and Index Linked 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, United Kingdom* and www.hsbc.com (please follow links to 'Investor relations', 'Fixed income investors', '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 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 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.

- | | | |
|----|--------------------------|----------------------------|
| 1. | Issuer: | HSBC Bank plc |
| 2. | Tranche Number: | 1 |
| 3. | Currency: | |
| | (i) Settlement Currency: | United States Dollar (USD) |

	(ii) Denomination Currency:	USD
4.	Aggregate Principal Amount of Notes:	
	(i) Series:	USD 710,000
	(ii) Tranche:	USD 710,000
5.	Issue Price:	100 per cent. of the Aggregate Principal Amount
6.	(i) Denomination(s): (Condition 2)	USD 1,000
	(ii) Calculation Amount:	The Denomination
	(iii) Aggregate Outstanding Nominal Amount Rounding:	Not applicable
7.	Issue Date:	3 June 2019
8.	Trade Date:	17 May 2019
9.	Maturity Date: (Condition 7(a))	means (1) if the Preference Shares become subject to the auto-call provisions contained in the terms and conditions of the Preference Shares and redemption occurs (or would have become subject to such redemption but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Preference Shares on or about such date):
		(1) in the year 2020, the 02 June 2020
		(2) in the year 2020, the 31 August 2020
		(3) in the year 2020, the 02 December 2020
		(4) in the year 2021, the 03 March 2021
		(5) in the year 2021, the 01 June 2021
		(6) in the year 2021, the 31 August 2021
		(7) in the year 2021, the 02 December 2021
		(8) in the year 2022, the 04 March 2022
		(9) in the year 2022, the 01 June 2022
		(10) in the year 2022, the 31 August 2022
		(11) in the year 2022, the 02 December 2022
		(12) in the year 2023, the 03 March 2023
		(13) in the year 2023, the 01 June 2023
		(14) in the year 2023, the 31 August 2023

(15) in the year 2023, the 04 December 2023

(16) in the year 2024, the 05 March 2024

or (2) otherwise 3 June 2024, or, in each case and if later, 2 (two) Business Days following Valuation Date

10. **Change of interest or redemption basis:** Not applicable

PROVISIONS RELATING TO REDEMPTION

11. Final Redemption Amount of each Note:
(*Condition 7(a)*) The product of:

(a) Calculation Amount; and

(b) $\frac{\text{Share Value}_{\text{final}}}{\text{Share Value}_{\text{initial}}}$

per Calculation Amount

Where:

"Share Value_{final}" means the Preference Share Value on the Valuation Date; and "Share Value_{initial}" means the Preference Share Value on the Initial Valuation Date.

12. Early Redemption Amount: Applicable

(i) Early Redemption Amount (upon redemption for taxation reasons, illegality, following redemption at the option of the Issuer, following an event of default, following the occurrence of a Preference Share Early Redemption Event, an Extraordinary Event or Additional Disruption Event)

Per Calculation Amount, an amount in USD calculated by the Calculation Agent on the same basis as the Final Redemption Amount except that the definition of Share Value_{final} shall be the Preference Share Value on the day falling 2 (two) Business Days before the due date for early redemption of the Notes.

(*Conditions 7(b), 7(f), 23(b), 23(c) or 23(d)*)

(ii) Early Redemption Amount (upon redemption following an Event of Default)
(*Condition 11*)

Per Calculation Amount, an amount in USD calculated by the Calculation Agent on the same basis as the Final Redemption Amount except that the definition of Share Value_{final} shall be the Preference Share Value on the day falling 2 (two) Business Days before the due date for early redemption of the Notes.

(iii) Other redemption provisions: Not applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

13.	Form of Notes: (Condition 2(a))	Bearer Notes
14.	New Global Note:	No
15.	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: (Condition 2(a))	Yes Temporary Global Note exchangeable for a 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 in 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:	Not applicable
16.	Exchange Date for exchange of Temporary Global Note:	Not earlier than the date which is 40 days after the Issue Date.
17.	If issued in registered form:	Not applicable
18.	Payments: (Condition 9)	
	(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) EM Price Source Disruption:	Not applicable
	(vii) LBMA Physical Settlement provisions:	Not applicable
19.	Redenomination: (Condition 10)	Not applicable

20. **Other terms:** See Annex 1

PROVISIONS APPLICABLE TO PREFERENCE SHARE-LINKED NOTES

21. Provisions for Preference Share-Linked Notes:
- (i) Preference Shares Eukairos Investments Ltd Class A Preference Shares Series EIS 1389
 - (ii) Preference Share Issuer: Eukairos Investments Ltd
 - (iii) Initial Valuation Date: the Issue Date
 - (iv) Valuation Date: means the 8th (eighth) Business Day following the Preference Share Valuation Date
 - (v) Preference Share Valuation Date: means (1) if the Preference Shares become subject to the auto-call provisions contained in the terms and conditions of the Preference Shares (or would have become subject to such auto-call provisions but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Preference Shares on or about such date):
 - (1) in the year 2020, the 18 May 2020
 - (2) in the year 2020, the 17 August 2020
 - (3) in the year 2020, the 17 November 2020
 - (4) in the year 2021, the 17 February 2021
 - (5) in the year 2021, the 17 May 2021
 - (6) in the year 2021, the 17 August 2021
 - (7) in the year 2021, the 17 November 2021
 - (8) in the year 2022, the 17 February 2022
 - (9) in the year 2022, the 17 May 2022
 - (10) in the year 2022, the 17 August 2022
 - (11) in the year 2022, the 17 November 2022
 - (12) in the year 2023, the 17 February 2023
 - (13) in the year 2023, the 17 May 2023

(14) in the year 2023, the 17 August 2023

(15) in the year 2023, the 17 November 2023

(16) in the year 2024, the 20 February 2024

or (2) otherwise 17 May 2024, or, in each case, if such date for valuation of or any determination of the underlying asset or reference basis (or any part thereof) for the Preference Shares falling on or about such day is to be delayed in accordance with the terms and conditions of the Preference Shares by reason of a disruption or adjustment event, the Preference Share Valuation Date shall be such delayed valuation or determination date, all as determined by the Calculation Agent.

(vi) Valuation Time: at or around 5 pm (New York time)

(vii) Extraordinary Event: Condition 23(c) applies

(viii) Additional Disruption Event: Condition 23(d) applies. The following Additional Disruption Events apply: Change in Law and Insolvency Filing

22. Additional provisions for Preference Share-Linked Notes: Not applicable

DISTRIBUTION

23. (i) If syndicated, names of Relevant Dealer(s): Not applicable

(ii) If syndicated, names, addresses and underwriting commitments of other Dealers (if any): Not applicable

24. **Prohibition of Sales to EEA Retail Investors:** Not applicable

25. **Selling Restrictions:** TEFRA D Rules

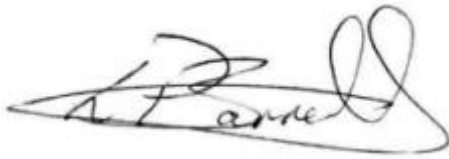
United States of America: Notes may not be offered or sold within the United States of America or to, or for the account or the benefit of a U.S. Person (as defined in Regulation S).

40-Day Distribution Compliance Period: 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 Notes for a consideration of at least EUR 100,000 (or equivalent amount in another currency) per investor for each separate offer. |
| 27. | Additional U.S. federal income tax considerations: | The Notes are not Section 871(m) Notes for the purpose of Section 871(m). |
| 28. | Additional selling restrictions: | Not applicable |

CONFIRMED

Signed on behalf of HSBC Bank plc:



L Barrett

By: -----

Authorised Signatory

Date: -----

PART B - OTHER INFORMATION

1. LISTING

- (i) Listing Application will be made to admit the Notes to listing on the Official List of Euronext Dublin on or around the Issue Date. 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 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 EUR 800 trading:

2. RATINGS

Ratings: The Notes are not rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer(s) (if any) so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue. The Dealer(s) and its affiliates have engaged, and may in 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. PERFORMANCE OF THE PREFERENCE SHARES AND OTHER INFORMATION CONCERNING THE PREFERENCE SHARES AND THE PREFERENCE SHARE UNDERLYING

The Preference Share-Linked Notes relate to the Class A Preference Shares Series EIS 1389 of the Preference Share Issuer.

The Preference Share Value will be published on the following publicly available website <https://www.hsbcnet.com/gbm/structured-investments/united-kingdom/investment-managers.html>.

The performance of the Preference Shares depends on the performance of the relevant underlying asset(s) or basis of reference to which the Preference Shares are linked (the "**Preference Share Underlying**"). The Preference Share Underlying is the *FTSE™ 100 Index and/or S&P 500® Index and/or Euro STOXX 50®*. Information on the Preference Share Underlying (including past and future performance and volatility) is published on the websites of Financial Times Limited, Standard & Poor's Corporation and STOXX Limited.

OPERATIONAL INFORMATION

5. ISIN Code: XS2001731988
6. Common Code: 200173198
7. CUSIP: Not applicable

8.	SEDOL:	Not applicable
9.	WKN:	Not applicable
10.	Other identifier code:	Not applicable
11.	Intended to be held in a manner which would allow Eurosystem eligibility:	Not applicable
12.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	None
13.	Delivery:	Delivery against payment
14.	Settlement procedures:	Medium Term Note
15.	Additional Paying Agent(s) (if any):	None
16.	Common Depository:	HSBC Bank plc
17.	Calculation Agent:	HSBC Bank plc
18.	ERISA Considerations:	ERISA prohibited

ANNEX 1

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

Index Disclaimer

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