

PRICING SUPPLEMENT

Pricing Supplement dated 21 May 2019

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of GBP 14,000,000 Variable Coupon Automatic Early Redemption Index-Linked Notes due May 2024 linked to a Basket of Indices

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 06 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 the 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: | Great British Pounds (" GBP ") |
| | (ii) Denomination Currency: | GBP |
| 4 | Aggregate Principal Amount of Notes: | |
| | (i) Series: | GBP 14,000,000 |
| | (ii) Tranche: | GBP 14,000,000 |
| 5 | Issue Price: | 100 per cent. of the Aggregate Principal Amount |
| 6 | (i) Denomination(s): (<i>Condition 2</i>) | GBP 1,000 |
| | (ii) Calculation Amount: | The Denomination |
| | (iii) Aggregate Outstanding Nominal Amount Rounding | Not applicable |
| 7 | (i) Issue Date: | 22 May 2019 |
| | (ii) Interest Commencement Date: | Issue Date |
| | (iii) Trade Date: | 08 May 2019 |
| 8 | Maturity Date: (<i>Condition 7(a)</i>) | 22 May 2024 adjusted in accordance with Following Business Day Convention, subject to early redemption on an Automatic Early Redemption Date (see paragraph 35 below). |
| 9 | Change of interest or redemption basis: | Not applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

| | | |
|-----------|---|---|
| 10 | Fixed Rate Note provisions: (<i>Condition 4</i>) | Not applicable |
| 11 | Floating Rate Note provisions: (<i>Condition 5</i>) | Not applicable |
| 12 | Zero Coupon Note provisions: (<i>Condition 6</i>) | Not applicable |
| 13 | Equity-/ Index-Linked Interest Note and other variable-linked interest Note provisions: | Applicable |
| | (i) Index/formula/other variable: | The Basket of Indices as defined in the paragraph 31(i) below |

(ii) Provisions for determining interest where calculated by reference to Equity/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 Date_j (as defined in paragraph 35 and Annex 2 below), WO_j is greater than or equal to 60 per cent., the amount of interest payable on the immediately succeeding Variable Coupon Interest Payment Date_j shall be an amount in the Settlement Currency (the "**Variable Coupon Amount**") equal to the product of the Calculation Amount and 6 per cent.

Otherwise, no coupon will be paid.

(b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 32 below), WO_{final} is greater than or equal to 60 per cent., the amount of interest payable on the Maturity Date shall be an amount in the Settlement Currency (the "**Variable Coupon Amount**") equal to the product of the Calculation Amount and 6 per cent.

Otherwise, no coupon will be paid.

Where:

"WO_j" means the lowest performance (expressed as a percentage) among the Indices as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{i=1 \text{ to } 3} \left(\frac{S_j^i}{S_0^i} \right)$$

Where:

"S_jⁱ" means, in respect of a Index (Index_i) and an Automatic Early Redemption Valuation Date_j, the level of such Index_i on the relevant Exchange at the Valuation Time on such Automatic Early Redemption Valuation Date_j, as determined by the Calculation Agent.

"S₀ⁱ" means, in respect of a Index (Index_i), the Initial Index Level (as defined in paragraph 31(v) below) of such Index_i.

(iii) Provisions for determining interest 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 31(x) and 31(xi) below

| | |
|---|---|
| (iv) Interest or calculation period(s): | Not applicable |
| (v) Interest Payment Date(s): | Each date specified as such in the Annex 2 (each a " Variable Coupon Interest Payment Date_j "), adjusted in accordance with Business Day Convention |
| (vi) Business Day Convention: | Following |
| (vii) Business Centre(s): | London |
| (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 |
| | (i) Index/Formula/other variable: | The basket of Indices as defined in paragraph 31(i) below |
| | (ii) Provisions for determining Final Redemption Amount where calculated by reference to Equity/ Index and/or formula and/or other variable: | <p>Unless previously redeemed or purchased and cancelled, if, on the Valuation Date, the Calculation Agent determines that :</p> <p>- WO_{final} is greater than or equal to 100 per cent, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par;</p> <p>- WO_{final} is less than 100 per cent. and a Trigger Event has not occurred with respect to any of the Indices, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par; or</p> <p>- WO_{final} is less than 100 per cent and a Trigger Event has occurred with respect to one or more of the Indices, 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:</p> |

Calculation Amount x WO_{final} /Strike

Where:

"Trigger Event" means, with respect to a Security, that the Final Index Level per Index (at least one), as determined by the Calculation Agent, is lower than the Trigger Level.

"Trigger Level" means, with respect to an Index, the level specified as such in Annex 1 with respect to such Index.

" WO_{final} " means, in respect of the Valuation Date, the lowest performance (expressed as a percentage) among the Indices as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{i=1 \text{ to } 3} \left(\frac{S_{\text{Final}}^i}{S_0^i} \right)$$

Where:

"i" means each Index in the basket, 1 to 3.

" S_{Final}^i " means, in respect of an Index (Index_i) and the Valuation Date, the Final Index Level (as defined in paragraph 31(vii) below) of such Index_i .

" S_0^i " means, in respect of an Index (Index_i), the Initial Index Level (as defined in paragraph 31(v) below) of such Index_i .

For information purposes, if more than one Index has the same percentage, the Calculation Agent shall determine which Index is the Worst Performing Index in its sole and absolute discretion.

"Worst Performing Index" means the Index for which the performance is the lowest in accordance with the definition of WO_{final} .

"Strike Level" means in respect of an Index, 100% of the Initial Index Level of such Index.

"Strike" means 100%

- (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 31(x) and 31(xi) below

| | | |
|-----------|---|-------------------------------------|
| | (iv) Minimum Final Redemption Amount: | Not applicable |
| | (v) Maximum Final Redemption Amount: | 100 per cent. of the nominal amount |
| 18 | Instalment Notes: (<i>Condition 7(a)</i>) | Not applicable |
| 19 | Early Redemption: | Applicable |
| | (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) Other redemption provisions: | Not applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

| | | |
|-----------|---|---|
| 20 | Form of Notes: (<i>Condition 2(a)</i>) | Registered Notes |
| 21 | New Global Note: | No |
| 22 | If issued in bearer form: | Not applicable |
| 23 | Exchange Date for exchange of Temporary Global Note: | Not applicable |
| 24 | If issued in registered form: | Applicable |
| | (i) Initially represented by: | Regulation S Global Registered Note |
| | (ii) Regulation S Global Registered Note exchangeable at the option of the Issuer in circumstances where the Issuer would suffer a material disadvantage following a change of law or regulation: | No. Paragraph (d) of the Regulation S Global Registered Note does not apply. The Issuer may not elect to exchange a Regulation S Global Registered Note for Regulation S Definitive Registered Notes in the circumstances described in paragraph (d) of the Regulation S Global Registered Note |
| 25 | Payments: (<i>Condition 9</i>) | |
| | (i) Relevant Financial Centre Day: | London |

| | | |
|-----------|--|----------------|
| | (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 |
| 26 | Redenomination: (<i>Condition 10</i>) | Not applicable |
| 27 | Other terms: | See Annexes |

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 indices comprising the basket specified in Annex 1 below |
| | (ii) Index Sponsor: | With respect to each Index, the entity specified as such in respect of such Index in Annex 1 |
| | (iii) Index Rules: | Not applicable |
| | (iv) Exchange(s): | With respect to each Index, each exchange or quotation system specified as such in respect of such Index in Annex 1 |
| | (v) Related Exchange(s): | With respect to each Index, each exchange or quotation system specified as such in respect of such Index in Annex 1 |
| | (vi) Initial Index Level: | See Annex 1 |
| | (vii) Final Index Level: | The definition in Condition 22(a) applies |
| | (viii) Strike Date: | 08 May 2019 |
| | (ix) Reference Level: | Not applicable |

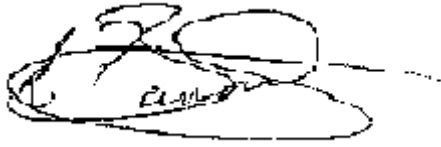
| | | | |
|-----------|--------|---|--|
| | (x) | Adjustments to Indices: | Condition 22(f) applies |
| | (xi) | China Connect Underlying: | No |
| | (xii) | Additional Disruption Event: | The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging |
| | (xiii) | Index Substitution: | Not applicable |
| | (xiv) | Alternative Pre-nominated Index: | Not applicable |
| 32 | | Valuation Date(s): | 08 May 2024, subject to postponement in accordance with Condition 22(e) |
| | (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 or Equity-Linked Notes: | Applicable |
| | (i) | Knock-in Event: | Not applicable |
| | (ii) | Knock-out Event: | Not applicable |
| | (iii) | Automatic Early Redemption Event: | Applicable |
| | - | Automatic Early Redemption Valuation Date(s): | If WO _j (as defined in paragraph 13(ii) above) is greater than or equal to the Automatic Early Redemption Level as of any Automatic Early Redemption Valuation Date _j |
| | - | Automatic Early Redemption Valuation Date: | Each date specified as such in Annex 2 ("j" ranking from 1 to 4) (each an " Automatic Early Redemption Valuation Date_j "). Each Automatic Early Redemption Valuation Date shall be subject to postponement in accordance with Condition 22(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 Date(s): | Each date specified as such in the Annex 2 (each an " Automatic Early Redemption Date_j ") ("j" ranking from 1 to 4) subject to adjustment in accordance with the Business Day Convention |

| | | |
|--|-------|---|
| - Automatic Redemption Price(s): | Early | Each level specified as such in the Annex 2 (each an " Automatic Early Redemption Level_j ") ("j" ranking from 1 to 4) |
| - Automatic Redemption Amount: | Early | Each amount specified as such in Annex 2 (" j " ranking from 1 to 4) (each an " Automatic Early Redemption Amount_j "), |
| - Accrued interest payable on Automatic Early Redemption Date: | Yes | |
| (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 | Selling restrictions: | Not applicable |
| | 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 |
| | Exemption(s) from requirements under Directive 2003/71/EC (as amended) (the " Prospectus Directive "): | With respect to investors within any Member State of the European Economic Area which has implemented 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; otherwise, not applicable. |
| 39 | Additional selling restrictions: | Not applicable |
| 40 | Additional U.S. federal income tax considerations: | The Notes are not Section 871(m) Notes for the purpose of Section 871(m). |

CONFIRMED
HSBC BANK PLC



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 to 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 to be given as to whether or not, or when, such application will be granted.
- (iii) Estimated total expenses of EUR 800 admission to 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] [their] 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 INDEX/FORMULA/OTHER VARIABLE, AND OTHER INFORMATION CONCERNING THE UNDERLYING

details of past and future performance and volatility of the Indices can be obtained from SPX, SX5E, UKX

OPERATIONAL INFORMATION

- 5 ISIN Code: XS1991495125
- 6 Common Code: 199149512
- 7 CUSIP: Not applicable
- 8 Valoren Number: Not applicable
- 9 SEDOL: Not applicable

| | | |
|-----------|--|--------------------------|
| 10 | WKN: | Not applicable |
| 11 | Other identifier / code: | Not applicable |
| 12 | Intended to be held in a manner which would allow Eurosystem eligibility: | Not applicable |
| 13 | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 14 | Delivery: | Delivery against payment |
| 15 | Settlement procedures: | Medium Term Note |
| 16 | Additional Paying Agent(s) (if any): | None |
| 17 | Common Depositary: | HSBC Bank plc |
| 18 | Calculation Agent: | HSBC Bank plc |
| 19 | 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

| "i" | Indices | Bloomberg | Index Sponsor | Exchange | Related Exchange | Initial Index Level | Trigger Level |
|------------|----------------|------------------|-------------------------------|---|-------------------------|----------------------------|----------------------|
| 1 | S&P 500 | SPX | Standard & 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 | All Exchanges | 2,879.42 | 1,727.652 |
| 2 | FTSE 100 | UKX | FTSE International Limited | London Stock Exchange | All Exchanges | 7,271 | 4,362.6 |
| 3 | EURO STOXX 50 | SX5E | STOXX Limited | The regulated markets or quotation systems (or any substituting market or system) on which the shares which compose the Index are mainly traded | All Exchanges | 3,417.26 | 2,050.356 |

ANNEX 2

(This Annex forms part of the Pricing Supplement to which it is attached)

| "J" | Automatic Early Redemption Valuation Date_j | Automatic Early Redemption Date_j | Automatic Early Redemption Level_j | Automatic Early Redemption Amount_j | Variable Coupon Interest Payment Date_j |
|------------|--|--|---|--|--|
| 1 | 08 May 2020 | 22 May 2020 | 100.00% | 100.00% | 22 May 2020 |
| 2 | 10 May 2021 | 24 May 2021 | 100.00% | 100.00% | 24 May 2021 |
| 3 | 09 May 2022 | 23 May 2022 | 100.00% | 100.00% | 23 May 2022 |
| 4 | 08 May 2023 | 22 May 2023 | 100.00% | 100.00% | 22 May 2023 |
| 5 | None | None | None | None | The Maturity Date |

* Subject to postponement in accordance with Condition 22(e)

ANNEX [3]

(This Annex forms part of the Pricing Supplement to which it is attached)

Index Disclaimers

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have any responsibility or liability for the administration, management or marketing of the Notes, Warrants or Certificates, as the case may be; or

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2. the accuracy, timeliness and completeness of the EURO STOXX 50® Index or the STOXX Index and its data;
3. the merchantability and the fitness for a particular purpose or use of the EURO STOXX 50® Index or the STOXX Index and its data; or
4. the performance of the Notes, Warrants or Certificates, as the case may be, generally.

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