

## PRICING SUPPLEMENT

Pricing Supplement dated 22 December 2019

### HSBC Bank plc

(A company incorporated with limited liability in England with registered number 14259)

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

#### Issue of USD 1,000,000 Non-Principal Protected Index Linked Notes linked to the STOXX Global 1800 Industry Consumer Goods Index

#### 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 2019 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. The Alternative Note General Conditions do not apply.

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](http://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).**

**PRIIPs REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**Singapore SFA Product Classification:** In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**") the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are capital markets products other than prescribed capital markets products (as defined in the CMP Regulations 2018) and are Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

**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:
  - (i) Series: USD 1,000,000
  - (ii) Tranche: USD 1,000,000
5. Issue Price: 22.65 % 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. (i) Issue Date: 23 December 2019
  - (ii) Interest Commencement Date: Not applicable.
  - (iii) Trade Date: 11 December 2019
8. Maturity Date: (Condition 7(a)) 20 December 2024
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-/Index-Linked Interest Note and other variable-linked interest Note provisions: Applicable.
  - (i) Index/formula/other variable: The Index (as defined in 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, the amount of interest payable on each Interest Payment Date, shall be an amount in the Settlement Currency (equal to:

Calculation Amount  $\times$  Coupon<sub>j</sub>.

Where:

"**Coupon<sub>j</sub>**" means the percentage determined by the Calculation Agent in accordance with the following formula:

$$\text{Max} \left( 0; \frac{S_j}{S_{\text{Initial}}} - 1 - \sum_{k=0}^{j-1} \text{Coupon}_k \right)$$

"**Coupon<sub>0</sub>**" means zero.

"**S<sub>j</sub>**" means, the Reference Level (as defined in paragraph 31(ix) below) of the Index at the Valuation Time on Valuation Date<sub>j</sub>, as determined by the Calculation Agent.

"**S<sub>Initial</sub>**" means the Initial Index Level (as defined in paragraph 31(vi) below).

(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), 31(xii), 31(xiii) and 31(xiv) below.

(iv) Interest or calculation period(s): Not applicable

(v) Interest Payment Date(s): Each of the following dates, provided that is such date is not a Business Day, the next following Business Day:

<b>j</b>	<b>Interest Payment Date</b>
1	21 December 2020
2	20 December 2021
3	20 December 2022
4	20 December 2023

(vi) Business Day Convention: Following Business Day Convention

(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): Not applicable.  
(Condition 7(c))

15. Noteholder's optional redemption (Put Option): Not applicable.  
(Condition 7(d))

16. Final Redemption Amount of each Note: See paragraph 17 below.  
(Condition 7(a))

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 Index (as defined in paragraph 31(i) below)

(ii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or formula and/or other variable; For each Calculation Amount, a cash amount equal to the Calculation Amount multiplied by:

$$\text{Max} \left( 0; \frac{S_{Final}}{S_{Initial}} - 1 - \sum_{k=0}^4 \text{Coupon}_k \right)$$

Where:

"**Coupon<sub>k</sub>**" has the meaning given to it in paragraph 13(ii) above.

"**S<sub>Final</sub>**" means, the Final Index Level (as defined in paragraph 31(vii) below).

"**S<sub>Initial</sub>**" means the Initial Index Level (as defined in paragraph 31(vi) below).

(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 Condition 22 and paragraphs 31(x), 31(xii), 31(xiii), and 31(xiv) below.

(iv) Minimum Final Redemption Amount: Not applicable.

(v) Maximum Final Redemption Amount: Not applicable.

18. Instalment Notes: Not applicable.  
(Condition 7(a))

19. Early Redemption Amount:
- (i) Early Redemption Amount (upon redemption for taxation reasons or illegality):  
(*Conditions 7(b) or 7(f)*) Fair Market Value.
  - (ii) Early Redemption Amount (upon redemption following an Event of Default):  
(*Condition 11*) Fair Market Value.
  - (iii) Other redemption provisions: Not applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

20. Form of Notes: Bearer Notes.  
(*Condition 2(a)*)
21. New Global Note: No.
22. If issued in bearer form:
- (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)*) 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: Not applicable.
23. Exchange Date for exchange of Temporary Global Note: Not earlier than 40 days after the Issue Date.
24. If issued in registered form (other than Uncertificated Registered Notes): Not applicable
25. 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
26.	Redenomination: ( <i>Condition 10</i> )	Not applicable
27.	Other terms:	Not applicable

#### **PROVISIONS APPLICABLE TO INDEX-LINKED NOTES, 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):	STOXX Global 1800 Industry Consumer Goods Index (the " <b>Index</b> "). (Bloomberg: SXW1I3R)
(ii)	Index Sponsor:	STOXX Limited
(iii)	Index Rules:	Applicable.
(iv)	Exchange(s):	The definition in Condition 22(a) applies.
(v)	Related Exchange(s):	All Exchanges
(vi)	Initial Index Level:	272.97
(vii)	Final Index Level:	The Reference Level of the Index in respect of the Final Valuation Date.
(viii)	Strike Date:	12 December 2019
(ix)	Reference Level:	The definition in Condition 22(a) applies.
(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

j	Valuation Date
1	11 December 2020
2	10 December 2021
3	9 December 2022
4	11 December 2023
5	11 December 2024

- (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: Not applicable.

## DISTRIBUTION

- 36 (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.
- 37 Prohibition of Sales to EEA Retail Investors: Applicable
- 38 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 US person (as defined in Regulation S).
- 40-day Distribution Compliance Period: Not applicable
- 39 Exemption(s) from requirements under Directive 2003/71/EC (as amended) (the "**Prospectus Directive**"): Not applicable. The offer is made exclusively to investors outside the European Economic Area
- 40 Additional U.S. federal income tax considerations: The Notes are not Section 871(m) Notes for the purpose of Section 871(m).
- 41 Additional selling restrictions: Not applicable.



**CONFIRMED**

**HSBC BANK PLC**

A handwritten signature in black ink, appearing to be 'Beard', written in a cursive style.

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 trading: EUR 800

### 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, 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 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 STOXX Limited

## OPERATIONAL INFORMATION

5. ISIN Code: XS2094033409
6. Common Code: 209403340
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, None.

Luxembourg and the relevant  
identification number(s):

- |  |                           |
|--|---------------------------|
| 14. Delivery:                            | Delivery against payment. |
| 15. Settlement procedures:               | Medium Term Note.         |
| 16. Additional Paying Agent(s) (if any): | None.                     |
| 17. Common Depository:                   | 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)*

### Index Disclaimer

#### **STATEMENTS REGARDING STOXX GLOBAL 1800 INDUSTRY CONSUMER GOODS NET RETURN EUR**

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Warrants or Certificates, as the case may be, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing agreement between the Issuers and STOXX is solely for their benefit and not for the benefit of the owners of the Notes, Warrants or Certificates, as the case may be, or any other third parties.