

## FINAL TERMS

Final Terms dated 1 December 2023

**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 CHF 1,500,000 Fixed Rate Automatic Early Redemption Reverse Convertible Equity-Linked Notes due December 2024 linked to a Basket of Securities**

### 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 23 June 2023 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 or trading position of the Issuer and its subsidiary undertakings since 30 June 2023.

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 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') and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ, United Kingdom.

**The Base Prospectus 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 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") 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).**

**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. <b>Issuer:</b>                                       | HSBC Bank plc  |
| 2. <b>Tranche Number:</b>                               | 1  |
| 3. <b>Currency:</b>                                     |  |
| (i) Settlement Currency:                                | Swiss Franc (" <b>CHF</b> ")   |
| (ii) Denomination Currency:                             | CHF  |
| 4. <b>Aggregate Principal Amount of Notes:</b>          |  |
| (i) Series:   | CHF 1,500,000  |
| (ii) Tranche:   | CHF 1,500,000  |
| 5. <b>Issue Price:</b>                                  | 100.00 per cent. of the Aggregate Principal Amount   |
| 6. (i) Denomination(s):<br>(Condition 2)                | CHF 5,000  |
| (ii) Calculation Amount:                                | The Denomination   |
| (iii) Aggregate Outstanding Nominal Amount Rounding:    | Not applicable   |
| 7. (i) Issue Date:                                      | 4 December 2023  |
| (ii) Interest Commencement Date:                        | Issue Date   |
| (iii) Trade Date:                                       | 27 November 2023   |
| 8. <b>Maturity Date:</b><br>(Condition 7(a))            | 4 December 2024, adjusted in accordance with the Following Business Day Convention for the purposes of payment only and not for the accrual of interest, subject to early redemption on an Automatic Early Redemption Date. See paragraph 35(iii). |
| 9. <b>Change of Interest Basis or Redemption basis:</b> | Not applicable   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |   |   |
|---|---|
| 10. <b>Fixed Rate Note provisions:</b><br>(Condition 4) | Applicable  |
| (i) Rate of Interest:                                   | Not applicable  |
| (ii) Interest Payment Date(s):                          | Each date specified as a " <b>Fixed Interest Payment Date;</b> " in the Annexes, adjusted in accordance with the Business Day Convention for the purposes of payment only and not for the accrual of interest and subject (except in case of the Maturity Date) to an early redemption on an Automatic Early Redemption Date. |

- (iii) Fixed Coupon Amount(s): An amount determined by the Calculation Agent and payable on the corresponding Interest Payment Date equal to:
- Calculation Amount x Rate of Interest<sub>j</sub>
- Where:
- "Rate of Interest<sub>j</sub>"** means the rate specified as such in the Annex(es) in respect of the corresponding Fixed Interest Payment Date<sub>j</sub>
- (iv) Day Count Fraction: Not applicable
- (v) Business Day Convention: Following Business Day Convention
- (vi) Business Centre: Zurich
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not applicable

11. **Floating Rate Note provisions:** Not applicable  
(Condition 5)
12. **Zero Coupon Note provisions:** Not applicable  
(Condition 6)
13. **Equity-Linked/Index-Linked Interest Note/ other variable-linked interest Note provisions:** Not applicable

#### PROVISIONS RELATING TO REDEMPTION

14. **Issuer's optional redemption (Call Option):** Not applicable  
(Condition 7(c))
15. **Noteholders optional redemption (Put Option):** Not applicable  
(Condition 7(d))
16. **Final Redemption Amount of each Note:** See paragraph 17(ii)  
(Condition 7(a))
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 Basket as defined in paragraph 29(i)
- (ii) Provisions for determining Final Redemption Amount 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, if the Calculation Agent determines that:

- (a) If  $WO_{\text{final}}$  is equal to or greater than 100.00 per cent., the Issuer shall redeem the Notes on the Maturity Date by paying an amount in the Settlement Currency in respect of each Note (of the Calculation Amount) equal to 100 per cent. of the Calculation Amount; or
- (b) If  $WO_{\text{final}}$  is lower than 100.00 per cent. but a Barrier Event has not occurred, the Issuer shall redeem the Notes on the Maturity Date by paying an amount in the Settlement Currency in respect of each Note (of the Calculation Amount) equal to 100 per cent. of the Calculation Amount; or
- (c) If  $WO_{\text{final}}$  is lower than 100.00 per cent. and a Barrier Event has occurred, the Issuer shall redeem the Notes by delivering or procuring the delivery of the Securities Transfer Amount (as defined in paragraph 28(i)) and paying or procuring the payment of any Residual Cash Amount to (or for the account of) the Noteholders in accordance with paragraph 28 and Condition 22(b)

Where:

" $WO_{\text{final}}$ " means the lowest performance (expressed as a percentage) among the Basket as determined by the Calculation Agent in accordance with the following formula:

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

" $i$ " means each Security in the Basket, 1 to  $N$

" $N$ " means the total number of underlyings, 3

" $S_{\text{final}}^i$ " means, in respect of a Security $_i$  and the Final Valuation Date, the Final Price (as defined in paragraph 29(vii)) of such Security

" $S_{\text{initial}}^i$ " means, in respect of a Security $_i$  the Initial Price (as defined in paragraph 29(v)) of such Security

"**Worst Performing Security**" means the Security for which the performance is the lowest in accordance with the definition of  $WO_{\text{final}}$ . If more than one Security has the same percentage, the Calculation Agent shall determine which Security is the Worst Performing Security in its sole and absolute discretion

**"Barrier Period"** means the period from the Strike Date (inclusive) to the Final Valuation Date (inclusive)

**"Barrier Event"** means, with respect to the Securities, that the price of any Security on the relevant Exchange, as determined by the Calculation Agent, as of any time during the Barrier Period, is less than or equal to the Barrier Price

**"Barrier Price"** means with respect to a Security 56.50% of the Initial Price

- |       |  |   |
|-------|--|---|
| (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 29(ix), 29(x), 29(xii), 29(xiv) and 29(xv). |
| (iv)  | Minimum Final Redemption Amount:   | Not applicable  |
| (v)   | Maximum Final Redemption Amount:   | 100.00 per cent. per Calculation Amount   |
| 18.   | <b>Instalment Notes:</b><br>(Condition 7(a))   | Not applicable  |
| 19.   | <b>Early Redemption:</b>   | Applicable  |
| (i)   | Early Redemption Amount (upon redemption for taxation reasons or illegality):<br>(Conditions 7(b) or 7(f))   | Fair Market Value   |
| (ii)  | Early Redemption Amount (upon redemption following an Event of Default):<br>(Condition 11)   | Fair Market Value   |
| (iii) | Early Redemption Amount (upon redemption following an FX Disruption Event or Benchmark Trigger Event):<br>(Conditions 9(e)(Y) or 15A)  | Fair Market Value   |
| (iv)  | Other redemption provisions:   | Not applicable  |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |   |              |
|-----|---|--------------|
| 20. | <b>Form of Notes:</b><br>(Condition 2(a)) | Bearer Notes |
| 21. | <b>New Global Note:</b>                   | No           |
| 22. | <b>If issued in bearer form:</b>          | 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 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 in law or regulation: | Yes  |
| (iv)  | Coupons to be attached to Definitive Notes:  | Yes  |
| (v)   | Talons for future Coupons to be attached to Definitive Notes:  | No   |
| 23.   | <b>Exchange Date for exchange of Temporary Global Note:</b>  | Not earlier than 40 days after the Issue Date  |
| 24.   | <b>If issued in registered form:</b>   | Not applicable   |
| 25.   | <b>Payments:</b><br>( <i>Condition 9</i> )   |  |
| (i)   | Relevant Financial Centre Day:   | Zurich   |
| (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.   | <b>Redenomination:</b> ( <i>Condition 10</i> )   | Not applicable   |
| 27.   | <b>Other Terms:</b>  | See Annex(es).   |

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

- |     |                             |   |
|-----|-----------------------------|---|
| 28. | <b>Physical Delivery:</b>   | Condition 22(b) applies   |
| (i) | Securities Transfer Amount: | In respect of the Worst Performing Security, the number of such Securities per Note calculated by the Calculation Agent in accordance with the following formula: |
|     |                             | $\frac{\text{Calculation Amount}}{\text{WStrike Price}}$  |
|     |                             | and rounded down to the nearest integer   |

Where:

"**WO<sub>Strike Price</sub>**" means 100.00% of the Initial Price of the Worst Performing Security

(ii) Residual Amount: In relation to a Noteholder and a Note, the amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

Calculation Amount – (Securities Transfer Amount ×  $WO_{Strike\ Price}$ )

(iii) Residual Cash Amount: In respect of a Residual Amount, the product of such Residual Amount and the fraction of which the numerator is the Final Price of the Worst Performing Security and the denominator is the  $WO_{Strike\ Price}$  of such Security

(iv) Settlement Date: As defined in Condition 22(a)

(v) Settlement Disruption Event: Condition 22(b)(ii) applies

(vi) Disruption Period: Condition 22(b)(ii) applies

(vii) Delivery Disruption Event: Condition 22(b)(iii) applies

29. Provisions for Equity-Linked Notes: Applicable

(i) Security(ies): The Security or Securities specified in the Annex(es) (the "**Basket**")

(ii) Underlying Company(ies): The entities specified as such in the Annex(es)

(iii) Exchange(s): With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex(es)

(iv) Related Exchange(s): With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex(es)

(v) Initial Price: The definition in Condition 22(a) applies, the price in respect of a Security being the price specified as such in the Annex(es)

(vi) Strike Date: 27 November 2023

(vii) Final Price: Condition 22(a) applies

(viii) Reference Price: Not applicable

(ix) Potential Adjustment Event: Condition 22(g)(i) applies

<ul style="list-style-type: none"> <li>- Extraordinary Dividend (if other than as specified in the definition Condition 22(a)):</li> <li>- Additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition there of):</li> </ul>	<p>Condition 22(a) applies</p> <p>Not applicable</p>
(x) Extraordinary Event:	Condition 22(g)(ii) applies
(xi) Conversion: <i>(for Notes relating to Government Bonds and debt securities only)</i>	Condition 22(g)(iii) does not apply
(xii) Correction of prices:	Condition 22(g)(iv) applies
(xiii) China Connect Underlying:	No
(xiv) Additional Disruption Events:	The following Additional Disruption Events apply: Change in Law, Failure to Deliver, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging
(xv) Substitution of Securities:	Applicable
<b>30. Additional Provisions for Equity-Linked Notes:</b>	See Annex(es)
<b>31. Provisions for Index-Linked Notes:</b>	Not applicable
<b>32. Valuation Date(s):</b>	<p>27 November 2024 (the “<b>Final Valuation Date</b>”) and each Automatic Early Redemption Valuation Date<sub>j</sub> or in each case, if any date is not a Scheduled Trading Day in respect of the relevant Exchange and the relevant Related Exchange(s) the next following Scheduled Trading Day, subject to adjustment in accordance with the Disrupted Day provisions.</p> <p>If a Valuation Date is postponed due to the occurrence of a Disrupted Day, the due date for any related payment (Payment Date 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
<b>33. Valuation Time:</b>	The definition in Condition 22(a) applies
<b>34. Averaging Dates:</b>	Not applicable
<b>35. Other terms or special conditions relating to Index-Linked Notes or Equity-Linked Notes:</b>	Applicable



- (i) Knock-in Event: Not applicable
- (ii) Knock-out Event: Not applicable
- (iii) Automatic Early Redemption Event: Applicable

An Automatic Early Redemption Event occurs if  $WO_j$  is equal to or greater than the Automatic Early Redemption Level<sub>j</sub> as of any Automatic Early Redemption Valuation Date<sub>j</sub>.

Where:

" $WO_j$ " means, with respect to an Automatic Early Redemption Valuation Date<sub>j</sub>, the lowest performance (expressed as a percentage) among the Securities comprising the Basket, as determined by the Calculation Agent in accordance with the following formula:

$$WO_j = \min_{i=1 \text{ to } N} \left( \frac{S_j^i}{S_{\text{initial}}^i} \right)$$

" $i$ " means each Security in the Basket, 1 to  $N$

" $N$ " means the total number of underlyings, 3

In respect of an Automatic Early Redemption Valuation Date<sub>j</sub>,

" $S_j^i$ " means, in respect of a Security (Security<sub>i</sub>), the price of such Security<sub>i</sub> as determined by the Calculation Agent as of the Valuation Time on the relevant Exchange on such Automatic Early Redemption Valuation Date<sub>j</sub>.

" $S_{\text{initial}}^i$ " means, in respect of a Security (Security<sub>i</sub>) the Initial Price (as defined in paragraph 29(v))

- Automatic Early Redemption Valuation Date(s): Each date specified as such in the Annex(es) (each an "**Automatic Early Redemption Valuation Date<sub>j</sub>**").

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 (and in the definitions of "Scheduled Valuation Date" and "Disrupted Day Related Payment Date") was deemed to be a reference to "**Automatic Early Redemption Valuation Date**".

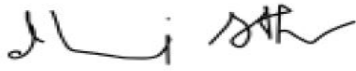
- Automatic Early Redemption Level: In respect of the Automatic Early Redemption Valuation Date<sub>j</sub>, the level specified as such in the Annex(es) (each an "**Automatic Early Redemption Level<sub>j</sub>**").
- Automatic Early Redemption Date(s): Each date specified as such in the Annex(es) (each an "**Automatic Early Redemption Date<sub>j</sub>**"), subject to adjustment in accordance with the Following Business Day Convention.
- Automatic Early Redemption Rate: In respect of an Automatic Early Redemption Valuation Date<sub>j</sub>, the rate specified as such in the Annex(es) (each an "**Automatic Early Redemption Rate<sub>j</sub>**").
- Automatic Early Redemption Amount: The definition in Condition 22(a) applies
- 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:** 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
- 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 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 Notes for a consideration of at least EUR 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:** Not applicable

**CONFIRMED**

HSBC BANK PLC:

A handwritten signature in black ink, appearing to read 'Balajee Swaminathan', written in a cursive style.

Balajee Swaminathan

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. |
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## OPERATIONAL INFORMATION

- | 3.  | ISIN Code:   | XS2722263691  |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
|-----|--|---|---|----------|------------------|---|---------------------------|---------|---|--------------------|---------|---|------------------------------|--------|
| 4.  | Common Code:   | 272226369   |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
| 5.  | CUSIP:   | Not applicable  |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
| 6.  | Valoren Number:  | 130504320   |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
| 7.  | SEDOL:   | Not applicable  |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
| 8.  | WKN:   | Not applicable  |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
| 9.  | Other identifier code:   | Not applicable  |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
| 10. | Type:  | The Notes are categorised as Barrier Reverse Convertible (1230)- Auto-Callable 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:                      | Not applicable  |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
| 15. | Additional information on the underlying(s) for Notes on baskets of underlying(s), where applicable:     | <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 5%;">i</th> <th style="width: 65%;">Security</th> <th style="width: 30%;">Bloomberg Ticker</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>ZURICH INSURANCE GROUP AG</td> <td>ZURN SE</td> </tr> <tr> <td>2</td> <td>PARTNERS GROUP-REG</td> <td>PGHN SE</td> </tr> <tr> <td>3</td> <td>CIE FINANCIERE RICHEMONT-REG</td> <td>CFR SE</td> </tr> </tbody> </table> | i | Security | Bloomberg Ticker | 1 | ZURICH INSURANCE GROUP AG | ZURN SE | 2 | PARTNERS GROUP-REG | PGHN SE | 3 | CIE FINANCIERE RICHEMONT-REG | CFR SE |
| i   | Security   | Bloomberg Ticker  |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
| 1   | ZURICH INSURANCE GROUP AG  | ZURN SE   |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
| 2   | PARTNERS GROUP-REG   | PGHN SE   |   |          |                  |   |                           |         |   |                    |         |   |                              |        |
| 3   | CIE FINANCIERE RICHEMONT-REG   | CFR SE  |   |          |                  |   |                           |         |   |                    |         |   |                              |        |

The Initial Security Price of each Security<sub>i</sub> in the Basket is specified in Annex(es).

The performance of the Notes will be determined by the worst performing Security in the Basket and will not take into account the performance of the other Securities.

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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 Depository:   | 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:   | 300 Notes will be issued. 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) 16 November 2023 to (and including) the Strike Date (the " <b>Offer Period</b> "). 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:  | 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.<br><br>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. |
| 28. Details of the minimum and/or maximum amount of application:                             | Minimum of CHF 5,000 except for distribution in the European Economic Area or the United Kingdom 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 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 | Not Applicable   |

and treatment of subscription rights not exercised:

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)*

<b>j</b>	<b>Automatic Early Redemption Valuation Date<sub>j</sub>*</b>	<b>Automatic Early Redemption Date<sub>j</sub>*</b>	<b>Automatic Early Redemption Level<sub>j</sub></b>	<b>Automatic Early Redemption Rate<sub>j</sub></b>	<b>Fixed Interest Payment Date<sub>j</sub></b>	<b>Rate of Interest<sub>j</sub></b>
1	27 February 2024	5 March 2024	100.00%	100.00%	5 March 2024	2.25%
2	27 May 2024	3 June 2024	100.00%	100.00%	3 June 2024	2.25%
3	27 August 2024	3 September 2024	100.00%	100.00%	3 September 2024	2.25%
4	-	-	-	-	4 December 2024	2.25%

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

## ANNEX 2

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

### Information in relation to underlying Securities

i	Bloomberg Code	Securities	Exchange	Related Exchange	Currency of the Security	Initial Price	Barrier Price
1	ZURN SE	ZURICH INSURANCE GROUP AG	SIX Swiss Exchange	All Exchanges	CHF	435.80	246.2270
2	PGHN SE	PARTNERS GROUP-REG	SIX Swiss Exchange	All Exchanges	CHF	1,132.50	639.8625
3	CFR SE	CIE FINANCIERE RICHEMONT-REG	SIX Swiss Exchange	All Exchanges	CHF	111.70	63.1105

i	Bloomberg Code	Depository	Underlying Company	Underlying Security	ISIN Code of the Securities
1	ZURN SE	X	ZURICH INSURANCE GROUP AG	X	CH0011075394
2	PGHN SE	X	PARTNERS GROUP-REG	X	CH0024608827
3	CFR SE	X	CIE FINANCIERE RICHEMONT-REG	X	CH0210483332

"**Securities**" means either (i) 'Ordinary Shares of'; (ii) 'Preference Shares of'; or (iii) 'Units of the'; or (iv) 'Depository Receipts' of each Underlying Company or Underlying Security as the case may be.