

## PRICING SUPPLEMENT

Pricing Supplement dated 7 July 2021

### HSBC Bank plc

*(a company incorporated in England with registered number 14259; the liability of its members is limited)*

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

#### Issue of USD 606,000 Fixed Rate Automatic Early Redemption Equity-Linked Notes due July 2024 linked to a Basket of Securities

#### 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 2 June 2021 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 'Investors', '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 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 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, "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).**

**EU 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 2016/97/EU (as amended, the “**Insurance Distribution Directive**”), 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 EU Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, 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.

**UK PRIIPs REGULATION - PROHIBITION OF SALES TO UK 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 United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive 2016/97/EU, where that customer would not qualify as 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; or (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**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. | <b>Issuer:</b>                              | HSBC Bank plc                                  |
| 2. | <b>Tranche Number:</b>                      | 1  |
| 3. | <b>Currency:</b>                            |  |
|    | (i) Settlement Currency:                    | United States Dollar ("USD")                   |
|    | (ii) Denomination Currency:                 | USD  |
| 4. | <b>Aggregate Principal Amount of Notes:</b> |  |
|    | (i) Series:                                 | USD 606,000                                    |
|    | (ii) Tranche:                               | USD 606,000                                    |
| 5. | <b>Issue Price:</b>                         | 100 per cent of the Aggregate Principal Amount |
| 6. | (i) Denomination(s):<br>(Condition 2)       | USD 1,000                                      |

|    |  |  |
|----|--|--|
|    | (ii) Calculation Amount:                             | The Denomination   |
|    | (iii) Aggregate Outstanding Nominal Amount Rounding: | Not applicable   |
| 7. | (i) Issue Date:                                      | 8 July 2021  |
|    | (ii) Interest Commencement Date:                     | The Issue Date   |
|    | (iii) Trade Date:                                    | 30 June 2021   |
| 8. | <b>Maturity Date:</b><br>(Condition 7(a))            | 9 July 2024, subject to early redemption on an Automatic Early Redemption Date (see paragraph 35 below) and adjusted in accordance with the Business Day Convention. |
| 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:   | The Rate of Interest <sub>j</sub> specified as such in the Annex(es) and payable on each Fixed Interest Payment Date <sub>j</sub> .   |
|     | (ii) Interest Payment Date(s):  | Each date specified as such in Annex 2, (each a " <b>Fixed Interest Payment Date<sub>j</sub></b> "), subject (except in the case of the Maturity Date) to an early redemption on an Automatic Early Redemption Date <sub>j</sub> and adjusted in accordance with Business Day Convention. |
|     | (iii) Fixed Coupon Amount(s):   | Calculation Amount x Rate of Interest (as determined by the Calculation Agent)  |
|     | (iv) Day Count Fraction:  | Not applicable  |
|     | (v) Business Day Convention   | Following Business Day  |
|     | (vi) Business Centre:   | New York  |
|     | (vii) Other terms relating to the method of calculation interest for Fixed Rates Notes: | Not Applicable  |
| 11. | <b>Floating Rate Note provisions:</b><br>(Condition 5)                                  | Not applicable  |
| 12. | <b>Zero Coupon Note provisions:</b><br>(Condition 6)                                    | Not applicable  |

13. **Equity/Index-Linked Interest Note and 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 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 Basket of Securities as defined in paragraph 29 (i) below
- (ii) Provisions for determining Final Redemption Amount where calculated by reference to Equity/ Index and/or formula and/or other variable: Unless previously redeemed or purchased and cancelled, if, on the Valuation Date, the Calculation Agent determines that :

**-  $WO_{final}$  is greater than or equal to 100.0000 per cent, the Issuer shall redeem the Notes on the Maturity Date at USD 1,000 per Calculation Amount; or**

**-  $WO_{final}$  is less than 100.0000 per cent. and a Trigger Event has not occurred with respect to any of the Securities, the Issuer shall redeem the Notes on the Maturity Date at USD 1,000 per Calculation Amount;**

**-  $WO_{final}$  is lower than 100.0000 per cent. and a Trigger Event has occurred with respect to one or more of the Securities, 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:**

Calculation Amount x  $WO_{final}$  / 100.0000%

Where:

**“Trigger Event”** means, with respect to a Security, that the Final Price per Security (at least one), as determined by the Calculation Agent, is **less than or equal to** the Trigger Price.

**“Trigger Price”** means with respect to a Security, the price specified as such in the Annex(es) with respect to such Security

**“WO<sub>final</sub>”** means, in respect of the Valuation Date, the lowest performance (expressed as a percentage) among the Securities as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{i=1 \text{ to } 4} \left( \frac{S_{\text{Final}}^i}{S_0^i} \right)$$

**Where:**

**“i”** means each Security in the Basket, 1 to 4

**“ $S_{\text{Final}}^i$ ”** means, in respect of a Security (Security<sub>i</sub>) and the Valuation Date, the Final Price (as defined in paragraph 29(vii) below) of such Security<sub>i</sub>.

**“ $S_0^i$ ”** means, in respect of a Security (Security<sub>i</sub>), the Initial Price (as defined in paragraph 29(v) below ) of such Security<sub>i</sub>.

For information purposes, 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.

**“Worst Performing Security”** means the Security for which the performance is the lowest in accordance with the definition of WO<sub>final</sub>

**“Strike Price”** means in respect of a Security, 100.0000% of the Initial Price of such Security.

**“Strike”** means 100.0000%.

- (iii) Provisions for determining the Final Redemption Amount where calculation by reference to Equity/ Index and/ or formula and/or other variable is See adjustment provisions specified in paragraphs 29(ix), 29(x), 29(xii) and 29(xiv) below

impossible or impracticable or otherwise disrupted

- (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:** Applicable
  - (i) Early Redemption Amount (upon redemption for taxation reasons or illegality): Fair Market Value  
(*Condition 7(b) or 7(f)*)
  
  - (ii) Early Redemption Amount (upon redemption following an Event of Default): Fair Market Value  
(*Condition 11*)
  
  - (iii) Early Redemption Amount (upon redemption following an FX Disruption Event or Benchmark Trigger Event): Fair Market Value  
(*Condition 9(f)(Y) or 15A*)
  
  - (iv) 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:** 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: 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  
(*Condition 2(a)*)
  
  - (iii) Permanent Global Note exchangeable at the option of the issuer in circumstances where the Issuer would suffer material: Yes

disadvantage following a change in law or regulation:

- |       |   |  |
|-------|---|--|
| (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 (other than Uncertificated Registered Notes):</b> | Not applicable                                 |
| 25.   | <b>Payments:</b><br><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)  | EM Price Source Disruption:   | Not applicable                                 |
| (vii) | LBMA Physical Settlement provisions:  | Not applicable                                 |
| 26.   | <b>Redenomination:</b><br><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>                  | Not applicable  |
| 29.  | <b>Provisions for Equity-Linked Notes:</b> | Applicable  |
| (i)  | Security(ies):                             | The Securities comprised in the basket specified in Annex 1 (the " <b>Basket</b> ") |
| (ii) | Underlying Company(ies):                   | The entities specified as such in Annex 1   |

|        |  |   |
|--------|--|---|
| (iii)  | Exchange(s):   | With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex 1                         |
| (iv)   | Related Exchanges(s):  | With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex 1                         |
| (v)    | Initial Price  | See Annex 1   |
| (vi)   | Strike Date:   | 30 June 2021  |
| (vii)  | Final Price:   | As defined in Condition 22(a)   |
| (viii) | Reference Price:   | Not applicable  |
| (ix)   | Potential Adjustment Event:  | Condition 22(g)(i) applies  |
|        | - Extraordinary Dividend (if other than as specified in the definition in Condition 22(a))           | Condition 22(a) applies   |
|        | - additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof) | Not applicable  |
| (x)    | Extraordinary Event:   | Condition 22(g)(ii) applies   |
| (xi)   | Conversion:  | Condition 22(g)(iii) does not apply   |
|        | (for Notes relating to Government Bonds and debt securities only)                                    |   |
| (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, Insolvency Filing, Failure to Deliver, Hedging Disruption, Increased Cost of Hedging |
| 30.    | <b>Additional Provisions for Equity-Linked Notes:</b>  | See Annexes   |
| 31.    | <b>Provisions for Index-Linked Notes:</b>  | Not applicable  |
| 32.    | <b>For Equity-Linked and Credit-Linked Notes:</b>  | U.S Federal Income Tax Considerations   |
| 33.    | <b>Valuation Date(s):</b>  | 1 July 2024, subject to postponement in accordance with Condition 22(e)   |



|     |  |  |
|-----|--|--|
|     | (i) Specified Maximum Number of Disrupted Days:  | Eighth Scheduled Trading Day               |
|     | (ii) Number of local banking days for the purpose of postponing Disrupted Day Related Payment Dates pursuant to Condition 22(e): | 3  |
| 34  | <b>Valuation Time:</b>   | The definition in Condition 22(a) applies. |
| 35  | <b>Averaging Dates:</b>  | Not applicable                             |
| 36. | <b>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:                                |

If "**WO<sub>j</sub>**" is greater than or equal to the Automatic Early Redemption Price as of any Automatic Early Redemption Valuation Date<sub>j</sub>

Where:

"**WO<sub>j</sub>**" means the lowest performance (expressed as a percentage) among the Securities as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{i=1 \text{ to } 4} \left( \frac{S_J^i}{S_0^i} \right)$$

**Where:**

"**S<sub>J</sub><sup>i</sup>**" means, in respect of a Security<sub>i</sub> and an Automatic Early Redemption Valuation Date<sub>j</sub>, the price of such Security<sub>i</sub> on the relevant Exchange at the Valuation Time on such Automatic Early Redemption Valuation Date<sub>j</sub> as determined by the Calculation Agent.

"**S<sub>0</sub><sup>i</sup>**" means, in respect of a Security<sub>i</sub>, the Initial Price of such Security.

|  |  |
|--|--|
| -Automatic Early Redemption Valuation Date(s):                 | Each date specified as such in Annex 2 ("j" ranking from 1 to 11) (each an " <b>Automatic Early Redemption Valuation Date<sub>j</sub></b> ").  |
|  | 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 Price(s):                         | Each price specified as such in the Annex 2, ("j" ranking from 1 to 11) (each an " <b>Automatic Early Redemption Price<sub>j</sub></b> "),   |
| - Automatic Early Redemption Amount:                           | The definition in Condition 22(a) applies  |
| - Automatic Early Redemption Date(s):                          | Each date specified as such in Annex 2 ("j" ranking from 1 to 11) (each an " <b>Automatic Early Redemption Date<sub>j</sub></b> "), subject to adjustment in accordance with the Following Business Day Convention   |
| - Automatic Early Redemption Rate:                             | Each rate specified as such in Annex 2 ("j" ranking from 1 to 11) (each an " <b>Automatic Early Redemption Rate<sub>j</sub></b> "),  |
| - Accrued interest payable on Automatic Early Redemption Date: | No, interest does not accrue   |
| (iv) Interest Adjustment:                                      | Not applicable   |

## DISTRIBUTION

|     |   |  |
|-----|---|--|
| 37  | (i) <b>If syndicated, names of Relevant Dealer(s):</b>      | Not applicable   |
|     | (ii) <b>If syndicated, names of other Dealers (if any):</b> | Not applicable   |
| 38. | <b>Prohibition of Sales to EEA Retail Investors:</b>        | Applicable   |
| 39. | <b>Prohibition of Sales to UK Retail Investors:</b>         | Applicable   |
| 40. | <b>Selling Restrictions:</b>                                | 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

- |     |  |   |
|-----|--|---|
| 41. | Exemption(s) from requirements under Regulation (EU) 2017/1129 (as amended, the " <b>EU Prospectus Regulation</b> "):  | Not applicable. This offer is made exclusively to investors outside the European Economic Area. |
| 42. | Exemption(s) from requirements under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the " <b>UK Prospectus Regulation</b> "): | Not applicable. This offer is made exclusively to investors outside the United Kingdom.         |
| 43. | <b>Additional U.S. federal income tax considerations:</b>  | The Notes are not Section 871(m) Notes for the purpose of Section 871(m).                       |
| 44. | <b>Additional selling restrictions:</b>  | Not applicable  |

**CONFIRMED**

Signed on behalf of HSBC Bank plc:



Ben Ware

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 underlying can be obtained from *Bloomberg*.

### 5. REASONS FOR THE OFFER

Not applicable

## OPERATIONAL INFORMATION

- |                            |                |
|----------------------------|----------------|
| 6. ISIN Code:              | XS2361431989   |
| 7. Common Code:            | 236143198      |
| 8. CUSIP:                  | Not applicable |
| 9. Valoren Number:         | Not applicable |
| 10. SEDOL:                 | Not applicable |
| 11. WKN:                   | Not applicable |
| 12. Other identifier code: | Not applicable |

- |     |  |                          |
|-----|--|--------------------------|
| 13. | Intended to be held in a manner which would allow Eurosystem eligibility:  | Not applicable           |
| 14. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None                     |
| 15. | Delivery:  | Delivery against payment |
| 16. | Settlement procedures:   | Medium Term Note         |
| 17. | Additional Paying Agent(s) (if any):   | None                     |
| 18. | Common Depository:   | HSBC Bank plc            |
| 19. | Calculation Agent:   | HSBC Bank plc            |
| 20. | ERISA Considerations:  | ERISA Prohibited         |

## ANNEX 1

*(This annex forms part of Pricing Supplement to which it is attached)*

### Information in relation to underlying securities

| "i" | Securities                             | Depository | Underlying Company  | Underlying Security | Bloomberg Code | ISIN code of the Securities | Exchange                    | Related Exchange | Initial Price | Trigger Price                 |
|-----|--|------------|---------------------|---------------------|----------------|-----------------------------|-----------------------------|------------------|---------------|-------------------------------|
| 1   | Ordinary Shares of GLAXOSMITHKLINE PLC | x          | GLAXOSMITHKLINE PLC | x                   | GSK LN         | GB0009252882                | London Stock Exchange       | All Exchanges    | GBP 14.1940   | 70.0000% of the Initial Price |
| 2   | Ordinary Shares of JOHNSON & JOHNSON   | x          | JOHNSON & JOHNSON   | x                   | JNJ UN         | US4781601046                | The New York Stock Exchange | All Exchanges    | USD 164.74    | 70.0000% of the Initial Price |
| 3   | Ordinary Shares of MERCK & CO INC      | x          | MERCK & CO INC      | x                   | MRK UN         | US58933Y1055                | The New York Stock Exchange | All Exchanges    | USD 77.77     | 70.0000% of the Initial Price |
| 4   | Ordinary Shares of SANOFI              | x          | SANOFI              | x                   | SAN FP         | FR0000120578                | Euronext Paris              | All Exchanges    | EUR 88.36     | 70.0000% of the Initial Price |

"Securities" means either (i) 'Ordinary Shares of'; or (ii) 'Units of the'; or (iii) 'Depository Receipts' of each Underlying Company or Underlying Security as the case may be. Website for 'Depository' if applicable: <http://www.bnymellon.com>.

**ANNEX 2**

*(This Annex forms part of the Pricing Supplement 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>Fixed Rate Interest Payment Date<sub>j</sub></b> | <b>Rate of Interest<sub>j</sub></b> | <b>Automatic Early Redemption Price<sub>j</sub></b> | <b>Automatic Early Redemption Amount<sub>j</sub></b> |
|------------|--|--|---|-------------------------------------|---|--|
| 1          | 30 Sep 2021  | 7 Oct 2021   | 7 Oct 2021  | 1.9375%                             | 100.0000%   | 100.0000%  |
| 2          | 30 Dec 2021  | 6 Jan 2022   | 6 Jan 2022  | 1.9375%                             | 100.0000%   | 100.0000%  |
| 3          | 30 Mar 2022  | 6 Apr 2022   | 6 Apr 2022  | 1.9375%                             | 100.0000%   | 100.0000%  |
| 4          | 30 Jun 2022  | 8 Jul 2022   | 8 Jul 2022  | 1.9375%                             | 100.0000%   | 100.0000%  |
| 5          | 30 Sep 2022  | 7 Oct 2022   | 7 Oct 2022  | 1.9375%                             | 100.0000%   | 100.0000%  |
| 6          | 30 Dec 2022  | 9 Jan 2023   | 9 Jan 2023  | 1.9375%                             | 100.0000%   | 100.0000%  |
| 7          | 30 Mar 2023  | 6 Apr 2023   | 6 Apr 2023  | 1.9375%                             | 100.0000%   | 100.0000%  |
| 8          | 30 Jun 2023  | 10 Jul 2023  | 10 Jul 2023   | 1.9375%                             | 100.0000%   | 100.0000%  |
| 9          | 2 Oct 2023   | 10 Oct 2023  | 10 Oct 2023   | 1.9375%                             | 100.0000%   | 100.0000%  |
| 10         | 2 Jan 2024   | 9 Jan 2024   | 9 Jan 2024  | 1.9375%                             | 100.0000%   | 100.0000%  |
| 11         | 2 Apr 2024   | 9 Apr 2024   | 9 Apr 2024  | 1.9375%                             | 100.0000%   | 100.0000%  |
| 12         | None   | None   | The Maturity Date                                   | 1.9375%                             | None  | None   |

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