

## PRICING SUPPLEMENT

Pricing Supplement dated: 19 October 2022

### 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 400,000 Variable Coupon Reverse Convertible Equity-linked Notes due October 2024 linked to ordinary shares of CREDIT SUISSE GROUP AG-REG**

**issued pursuant to HSBC Bank plc's Programme for the Issuance of Notes and Warrants**

#### 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 1 June 2022 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').

**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).**

**PROHIBITION OF SALES TO SWISS PRIVATE CLIENTS** - 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 investors that qualify as private (retail) clients according to Article 4 para. 2 Swiss Financial Services Act ("**FinSA**") and its implementing ordinance, the Swiss Federal Financial Services Ordinance ("**FinSO**"). Consequently, no key information document (or equivalent document) required by FinSA has been prepared and therefore offering or selling the Notes or otherwise making them available to any private (retail) client in, into or from Switzerland may be unlawful under FinSA.

**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 "Part A - Risk Factors" in the Offering Memorandum.**

1. Issuer: HSBC Bank plc
2. Tranche number: 1
3. Currency:
  - (i) Denomination Currency: Swiss Franc ("**CHF**")
  - (ii) Settlement Currency: CHF
4. Aggregate Principal Amount:
  - (i) Series: CHF 400,000
  - (ii) Tranche: CHF 400,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6.
  - (i) Denomination(s): CHF 1,000  
(*Condition 2*)
  - (ii) Calculation Amount: The Denomination
  - (iii) Aggregate Outstanding Nominal Amount Rounding: Not applicable
7.
  - (i) Issue Date: 19 October 2022
  - (ii) Interest Commencement Date: Issue Date

- |       |   |  |
|-------|---|--|
| (iii) | Trade Date:                             | 5 October 2022   |
| 8.    | Maturity Date:<br>(Condition 7(a))      | 21 October 2024, adjusted in accordance with the Following Business Day Convention for the purposes of payment only and not for the accrual of interest. |
| 9.    | Change of interest or redemption basis: | In certain circumstances, the Notes will be redeemed by delivery of Securities (see paragraph 17(ii) below).   |

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

- |     |  |   |
|-----|--|---|
| 10. | Fixed Rate Note provisions:<br>(Condition 4)   | Not applicable  |
| 11. | Floating Rate Note provisions:<br>(Condition 5)  | Not applicable  |
| 12. | Zero Coupon Note provisions:<br>(Condition 6)  | Not applicable  |
| 13. | Equity-/Index-Linked Interest Note/and other variable-linked interest Note provisions:                                       | Applicable  |
|     | (i) Index/formula/other variable:  | The Security as defined in paragraph 29(i) below  |
|     | (ii) Provisions for determining interest where calculated by reference to Equity/Index and/or formula and/or other variable: | <p>Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions,</p> <p>if the Calculation Agent determines that, on a Coupon Valuation Date<sub>j</sub> (as set out in Annex 1 below), Perf<sub>j</sub> is greater than or equal to 50.00 per cent., the coupon payable (the "<b>Coupon<sub>j</sub></b>") in respect of each Note (of the Calculation Amount) on the immediately succeeding Variable Coupon Payment Date<sub>j</sub> shall be an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:</p> |

$$\text{Calculation Amount} \times \text{Coupon}_j$$

Where:

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

$$j \times 11.20\% - \left( \sum_{k=0}^{j-1} \text{Coupon}_k \right)$$

Otherwise, Coupon<sub>j</sub> shall be equal to zero on such Variable Coupon Payment Date<sub>j</sub>.

"j" shall have the value as set out in Annex 1.

"Initial Price" means the price specified as such in paragraph 29(v) below.

"S<sub>j</sub>" means, in respect of the Security and a Coupon Valuation Date<sub>j</sub>, the price of the Security, at the Valuation Time on such date.

"Perf<sub>j</sub>" shall be determined by the Calculation Agent in accordance with the following formula (expressed as a percentage):

$$\frac{S_j}{\text{Initial Price}}$$

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|--|---|
| (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 29(ix), 29(x), 29(xii) and 29(xiv) below  |
| (iv) Interest or calculation period(s):  | Not applicable  |
| (v) Interest Payment Date(s):  | Each date specified as such in Annex 1 (each a " <b>Variable Coupon Payment Date<sub>j</sub></b> "), adjusted in accordance with the Business Day Convention. |
| (vi) Business Day Convention:  | Following Business Day Convention   |
| (vii) Business Centre(s):  | Zurich  |
| (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):<br>(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 Security 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:

- if **Perf<sub>final</sub> is greater than or equal to Strike**, the Issuer shall redeem the Notes on the Maturity Date at an amount in the Settlement Currency in respect of each Note (of the Calculation Amount) determined by the Calculation Agent in accordance with the following formula:

$$\text{Calculation Amount} \times 100\%$$

- **Perf<sub>final</sub> is less than Strike**, the Issuer shall redeem the Notes by delivering or procuring the delivery of the Securities Transfer Amount (as defined in paragraph 28(i) below) and paying or procuring the payment of any Residual Cash Amount to (or for the account of) the Noteholders in accordance with paragraph 28 below and Condition 22(b)

Where:

"**Final Price**" means, in respect of the Valuation Date, the price specified as such in paragraph 29(vii) below.

"**Perf<sub>final</sub>**" shall be determined by the Calculation Agent in accordance with the following formula (expressed as a percentage):

$$\frac{\text{Final Price}}{\text{Initial Price}}$$

"Strike" means 50.0000%.

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

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|     |  |   |
|-----|--|---|
| 20  | Form of Notes:<br>(Condition 2(a))   | Bearer Notes  |
| 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:<br><br>(Condition 2(a))   | Yes. Temporary Global Note exchangeable for Permanent Global Note which is exchangeable for Definitive Notes only in the limited circumstances specified in the Permanent Global Note |
|     | (iii) Permanent Global Note exchangeable at the option of the Issuer in circumstances where the Issuer would suffer material disadvantage following a change of 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  | 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:<br>(Condition 9)   |   |
|     | (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. Redenomination: (Condition 10) Not applicable
27. Other terms: Not applicable

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

28. Physical Delivery: Condition 22(b) applies
- (i) Securities Transfer Amount: The number of Securities per Note calculated by the Calculation Agent in accordance with the following formula:
- $$\text{Calculation Amount} / \text{Strike Price}$$
- and rounded down to the nearest integer
- Where:
- "**Strike Price**" means 50.0000% of the Initial Price.
- (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:
- $$\text{Calculation Amount} - (\text{Securities Transfer Amount} \times \text{Strike Price})$$
- (iii) Residual Cash Amount: In respect of a Residual Amount, the product of such Residual Amount where the fraction of which the numerator is the Final Price (as defined in paragraph 29(vii) below) and the denominator is the Strike Price.
- (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) Securities:   | Ordinary shares of CREDIT SUISSE GROUP AG-REG<br><i>(Bloomberg: CSGN SE)</i><br><i>(ISIN: CH0012138530)</i> |
|     | (ii) Underlying Company(ies):   | CREDIT SUISSE GROUP AG-REG  |
|     | (iii) Exchange(s):  | SIX Swiss Exchange  |
|     | (iv) Related Exchange(s):   | All Exchanges   |
|     | (v) Initial Price:  | CHF 4.11  |
|     | (vi) Strike Date:   | 5 October 2022  |
|     | (vii) Final Price:  | The definition in Condition 22(a) applies   |
|     | (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)):           | The definition in 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:<br>(for Notes relating to Government Bonds and debt securities only)                 | 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 |
| 30. | Additional provisions for Equity-Linked Notes:   | Not applicable  |
| 31. | Provisions for Index-Linked Notes:   | Not applicable  |
| 32. | Valuation Date(s):   | 7 October 2024, subject to postponement in accordance with Condition 22(e)  |
|     | a. Specified Maximum Number of Disrupted Days:   | The definition in Condition 22(a) applies   |
|     | b. 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  |

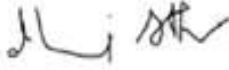
**DISTRIBUTION**

|     |  |                |
|-----|--|----------------|
| 36. | (i) If syndicated, names of Relevant Dealer(s):      | Not applicable |
|     | (ii) If syndicated, names 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 " <b>EU Prospectus Regulation</b> "):  | 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 " <b>UK Prospectus Regulation</b> "): | 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 selling restrictions:   | Not applicable   |
| 43. | 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**



Balajee Swaminathan

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 EUR 1,000  
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 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: XS2545428653
7. Common Code: 254542865
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. Central Depository: Not applicable
- 16. Delivery: Delivery against payment
- 17. Settlement procedures: Medium Term Note
- 18. Additional Paying Agent(s) (if any): None
- 19. Common Depository: HSBC Bank plc
- 20. Calculation Agent: HSBC Bank plc
- 21. ERISA Considerations: ERISA Prohibited

**ANNEX 1**

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

| "j"      | <b>Coupon Valuation Date<sub>j</sub></b> | <b>Variable Coupon Payment Date<sub>j</sub></b> |
|----------|--|---|
| <b>1</b> | 5 October 2023                           | 19 October 2023                                 |
| <b>2</b> | The Valuation Date                       | The Maturity Date                               |