

PRICING SUPPLEMENT

Pricing Supplement dated 11 March 2019

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of USD 16,671,400 Variable Coupon Index-Linked Notes due March 2025 linked to the S&P 500 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 2018 as supplemented from time to time (the "**Offering Memorandum**") which, together with this Pricing Supplement, constitute listing particulars for the purposes of listing on the Global Exchange Market. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes, including the Terms and Conditions of the Equity Linked Notes, and Index Linked Notes (the "**Conditions**") set forth in the Offering Memorandum.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Memorandum. The Offering Memorandum is available for viewing at HSBC Bank plc, 8 Canada Square, London E14 5HQ, United Kingdom and www.hsbc.com (please follow the links to 'Investor relations', 'Fixed income investors', 'Issuance programmes') and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ, United Kingdom.

The Offering Memorandum does not comprise (i) a prospectus for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC as amended (the "Prospectus Directive"). The Offering Memorandum has been prepared solely with regard to Notes that are not to be admitted to listing or trading on any regulated market for the purposes of Directive 2014/65/EU, as amended and not to be offered to the public in a Member State (other than pursuant to one or more of the exemptions set out in Article 3.2 of the Prospectus Directive).

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.

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) Denomination Currency:	United States Dollar ("USD")
	(ii) Settlement Currency:	USD
4.	Aggregate Principal Amount of Notes:	
	(i) Series:	USD 16,671,400
	(ii) Tranche:	USD 16,671,400
5.	Issue Price:	100 per cent. of the Aggregate Principal Amount
6.	(i) Denomination(s):	USD 1
	(Condition 2)	
	(ii) Calculation Amount:	The Denomination
	(iii) Aggregate Outstanding Notional Amount Rounding	Not applicable
7.	(i) Issue Date:	12 March 2019
	(ii) Interest Commencement Date:	Issue Date
	(iii) Trade Date:	26 February 2019
8.	Maturity Date:	12 March 2025, adjusted in accordance with the Following Business Day Convention.
	(Condition 7(a))	
9.	Change of interest or redemption basis:	Not applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

10.	Fixed Rate Note provisions:	Not applicable
	(Condition 4)	
11.	Floating Rate Note provisions:	Not applicable
	(Condition 5)	
12.	Zero Coupon Note provisions:	Not applicable
	(Condition 6)	
13.	Equity/Index-Linked Interest Note and other variable-linked interest Note provisions:	Applicable

(i) Index/formula/other variable: The Index as defined in the paragraph 31(i) below.

(ii) Provisions for determining interest where calculated by reference to Equity/Index and/or formula and/or other variable: Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions, if the Calculation Agent determines that, on the relevant Coupon Valuation Date_j:

1) **Perf_j** is greater than or equal to 65 per cent. of the Initial Index Level, on a Coupon Valuation Date_j the Variable Coupon (the "**Coupon_j**") payable on the immediately succeeding Variable Coupon Payment Date_j shall be an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

Calculation Amount x 1.425%

2) Otherwise, no Variable Coupon shall be paid.

Where:

Perf_j means:

$$\frac{S_j}{\text{Initial Index Level}}$$

"S_j" means, in respect of the Index and the relevant Coupon Valuation Date_j the level of such Index, at the Valuation Time on such date.

"Initial Index Level" means, in respect of the Index, the level of such Index as specified in the paragraph 31(vi) below

(iii) Provisions for determining interest where calculation by reference to Index and/or formula and/or other variable is impossible or impracticable or otherwise disrupted:

See adjustment provisions specified in paragraphs 31(x) and 31(xii) below.

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

(v) Interest Payment Date(s): Each date specified as such in Annex 1 (each a "**Variable Coupon Interest Payment**")

	Date_j"), adjusted in accordance with the Business Day Convention
(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): (<i>Condition 7(c)</i>)	Not applicable
15.	Noteholder's optional redemption (Put Option): (<i>Condition 7(d)</i>)	Not applicable
16.	Final Redemption Amount of each Note: (<i>Condition 7(a)</i>)	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 Index as defined in the paragraph 31(i) below.
	(ii) Provisions for determining Final Redemption Amount where calculated by reference to 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: <ul style="list-style-type: none"> (a) a Trigger Event has not occurred, the Issuer shall redeem the Notes by paying on the Maturity Date at 100 per cent. per Calculation Amount; or (b) a Trigger Event has occurred, 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 \times [Final Index Level / Strike Level]

Where:

"Trigger Event" means, that the Final Index Level, as determined by the Calculation Agent, is lower than the Trigger Level.

"Trigger Level" means 1816.04

"Strike Level" means 100% of the Initial Index Level.

	(iii) Provisions for determining Final Redemption Amount where calculation by reference to Equity/Index and/or formula and/or other variable is impossible or impracticable or otherwise disrupted:	See adjustment provisions specified in paragraphs 31(x) and 31(xii) below.
	(iv) Minimum Final Redemption Amount:	Not applicable
	(v) Maximum Final Redemption Amount:	Not applicable
18.	Instalment Notes: (<i>Condition 7(a)</i>)	Not applicable
19.	Early Redemption:	Applicable
	(i) Early Redemption Amount (upon redemption for taxation reasons, illegality): (<i>Condition 7(b) or 7(f)</i>)	Fair Market Value
	(ii) Early Redemption Amount (upon redemption following an Event of Default): (<i>Condition 11</i>)	Fair Market Value
	(iii) Other redemption provisions:	Not applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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

28.	Physical Delivery:	Not applicable
29.	Provisions for Equity-Linked Notes:	Not applicable

30.	Additional provisions for Equity-Linked Notes:	Not applicable
31.	Provisions for Index-Linked Notes:	Applicable
	(i) Index:	The S&P 500 Index, which is a Multiple Exchange Index (Bloomberg: SPX)
	(ii) Index Sponsor:	Standard & Poor's Corporation
	(iii) Index Rules:	Not applicable
	(iv) Exchange(s):	The regulated markets or quotation systems (or any substituting market or system) on which the shares which compose the Index are mainly traded
	(v) Related Exchange(s):	All Exchanges
	(vi) Initial Index Level:	2793.9
	(vii) Final Index Level:	The definition in Condition 22(a) applies
	(viii) Strike Date:	26 February 2019
	(ix) Reference Level:	Not applicable
	(x) Adjustments to Indices:	Condition 22(f) applies
	(xi) China Connect Underlying:	No
	(xii) Additional Disruption Event:	The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging
	(xiii) Index Substitution:	Not applicable
	(xiv) Alternative Pre-nominated Index:	Not applicable
32.	Valuation Date(s):	26 February 2025, subject to postponement in accordance with Condition 22(e)
	(i) Specified Maximum Number of Disrupted Days:	The definition in Condition 22(a) applies
	(ii) Number of local banking days for the purpose of postponing Disrupted Day Related Payment Dates pursuant to Condition 22(e):	3
33.	Valuation Time:	The definition in Condition 22(a) applies
34.	Averaging Dates:	Not applicable

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| 35. | Other terms or special conditions relating to Index-Linked Notes or Equity-Linked Notes: | Not applicable |
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DISTRIBUTION

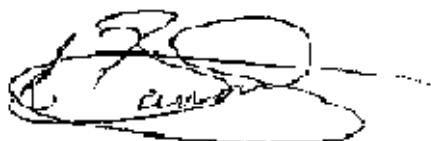
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| 36. | (i) If syndicated, names of Relevant Dealer(s)/Lead Manager(s): | Not applicable |
| | (ii) If syndicated, names of other Dealers/Managers (if any): | Not applicable |
| 37. | Prohibition of Sales to EEA Retail Investors: | Applicable |
| 38. | Selling restrictions:

United States of America: | Not applicable 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 |
| 39. | Exemption(s) from requirements under Directive 2003/71/EC (as amended) (the " Prospectus Directive "): | The offer is addressed solely to qualified investors (as such term is defined in the Prospectus Directive) |
| 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, consisting of several overlapping loops and a long horizontal stroke extending to the right.

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 will 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 EUR 800 admission to trading;

2. RATINGS

Ratings: The Notes are not rated

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer(s) (if any) so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue. The Dealer(s), and its 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 SPX.

OPERATIONAL INFORMATION

5. ISIN Code: GB00BGV1RJ16
6. Common Code: 196113398
7. CUSIP: Not applicable
8. Valoren number: Not applicable
9. SEDOL: BGV1RJ1

10.	WKN:	Not applicable
11.	Other identifier / code:	Not applicable
12.	Intended to be held in a manner which would allow Eurosystem eligibility:	Not applicable.
13.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	CREST Account 7451
14.	Delivery:	Delivery against payment
15.	Settlement procedures:	Medium Term Note
16.	Additional Paying Agent(s) (if any):	Computershare Investor Services plc
17.	Common Depositary:	Not applicable
18.	Calculation Agent:	HSBC Bank plc
19.	ERISA Considerations:	ERISA Prohibited

ANNEX 1

"j"	Coupon Date_j	Valuation	Variable Coupon Interest Payment Date_j
1	28 May 2019		11 June 2019
2	26 August 2019		10 September 2019
3	26 November 2019		11 December 2019
4	26 February 2020		11 March 2020
5	26 May 2020		09 June 2020
6	26 August 2020		10 September 2020
7	27 November 2020		11 December 2020
8	26 February 2021		12 March 2021
9	26 May 2021		10 June 2021
10	26 August 2021		10 September 2021
11	26 November 2021		10 December 2021
12	28 February 2022		14 March 2022
13	26 May 2022		10 June 2022
14	26 August 2022		12 September 2022
15	28 November 2022		12 December 2022
16	27 February 2023		13 March 2023
17	26 May 2023		09 June 2023
18	28 August 2023		11 September 2023
19	27 November 2023		11 December 2023
20	26 February 2024		11 March 2024
21	28 May 2024		11 June 2024
22	26 August 2024		09 September 2024

23	26 November 2024	10 December 2024
24	The Valuation Date	The Maturity Date

ANNEX 2

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

STATEMENTS REGARDING THE STANDARD & POOR'S 500® INDEX (THE "S&P 500 INDEX")

- The "S&P 500 Index" is a product of S&P Dow Jones Indices LLC, a division of S&P Global, or its affiliates ("**SPDJI**"), and has been licensed for use by the Issuers Standard & Poor's® and S&P® are registered trademarks of Standard & Poor's Financial Services LLC, a division of S&P Global ("**S&P**"); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("**Dow Jones**"); and these trademarks have been licensed for use by SPDJI and sublicensed for certain purposes by the Issuers. It is not possible to invest directly in an index. The Notes, Warrants or Certificates, as the case may be, are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, any of their respective affiliates (collectively, "**S&P Dow Jones Indices**"). S&P Dow Jones Indices makes no representation or warranty, express or implied, to the owners of the Notes, Warrants or Certificates, as the case may be, or any member of the public regarding the advisability of investing in securities generally or in the Notes, Warrants or Certificates, as the case may be, particularly or the ability of the S&P 500 Index to track general market performance. Past performance of an index is not an indication or guarantee of future results. S&P Dow Jones Indices' only relationship to the Issuers with respect to the S&P 500 Index, is the licensing of the Index and certain trademarks, service marks and/or trade names of S&P Dow Jones Indices and/or its licensors. The S&P 500 Index is determined, composed and calculated by S&P Dow Jones Indices without regard to the issuers of the Notes, Warrants or Certificates, as the case may be, or the Notes, Warrants or Certificates, as the case may be. S&P Dow Jones Indices have no obligation to take the needs of the issuers of the Notes, Warrants or Certificates, as the case may be, or the owners of the Notes, Warrants or Certificates, as the case may be, into consideration in determining, composing or calculating the S&P 500 Index. S&P Dow Jones Indices are not responsible for and have not participated in the determination of the prices, and amount of the Notes, Warrants or Certificates, as the case may be, or the timing of the issuance or sale of the Notes, Warrants or Certificates, as the case may be, or in the determination or calculation of the equation by which the Notes, Warrants or Certificates, as the case may be, are to be converted into cash, surrendered or redeemed, as the case may be. S&P Dow Jones Indices has no obligation or liability in connection with the administration, marketing or trading of the Notes, Warrants or Certificates, as the case may be. There is no assurance that investment products based on the S&P 500 Index will accurately track index performance or provide positive investment returns. S&P Dow Jones Indices LLC is not an investment or tax advisor. A tax advisor should be consulted to evaluate the impact of any tax-exempt securities on portfolios and the tax consequences of making any particular investment decision. Inclusion of a security within an index is not a recommendation by S&P Dow Jones Indices to buy, sell, or hold such security, nor is it considered to be investment advice.

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