

PRICING SUPPLEMENT

Pricing Supplement dated 14 July 2021

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 USD 750,000

Notes linked to UKSED3P Investments Ltd Class A Preference Shares Series 1939

PART A – CONTRACTUAL TERMS

This document constitutes the pricing supplement ("**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 Preference Share 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 (please follow the links to 'Investors', 'Fixed income investors' and '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).

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:
 - (i) Series: USD 750,000
 - (ii) Tranche: USD 750,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Denomination(s): USD 1,000
(*Condition 2*):
 - (ii) Calculation Amount: The Denomination
 - (iii) Aggregate Outstanding Nominal Amount Rounding: Not applicable
7. (i) Issue Date: 14 July 2021
 - (ii) Trade Date: 29 June 2021
8. Maturity Date: means (1) if the Preference Shares become subject to the auto-call provisions contained in the terms and conditions of the Preference Shares and redemption occurs (or would have become subject to such redemption but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Preference Shares on or about such date):
(*Condition 7(a)*)
 - 1 in the year the 14 July 2022, 2022
 - 2 in the year the 14 October 2022, 2022
 - 3 in the year the 13 January 2023, 2023

- 4 in the year the 13 April 2023,
- 5 in the year the 14 July 2023,
- 6 in the year the 16 October 2023,
- 7 in the year the 16 January 2024,
- 8 in the year the 12 April 2024,
- 9 in the year the 15 July 2024,
- 10 in the year the 15 October 2024,
- 11 in the year the 14 January 2025,
- 12 in the year the 14 April 2025,

Or (2) Otherwise 15 July 2025 or if later, 2 (two) Business Days following the Valuation Date

- 9. Change of interest or redemption basis: Not applicable

PROVISIONS RELATING TO REDEMPTION

- 10. Final Redemption Amount of each Note: (Condition 7(a)) The product of:
 - (a) Calculation Amount; and
 - (b)
$$\frac{\textit{Share Value}_{Final}}{\textit{Share Value}_{Initial}}$$

per Calculation Amount

Where:

"**Share Value_{Final}**" means the Preference Share Value on the Valuation Date; and

"**Share Value_{Initial}**" means the Preference Share Value on the Initial Valuation Date.

- 11. Early Redemption: Yes

- | | |
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| <p>(i) Early Redemption Amount (following redemption at the option of the Issuer, following an Event of Default, following the occurrence of a Preference Share Early Redemption Event, an Extraordinary Event or Additional Disruption Event):</p> <p>(Conditions 7(b), 7(c), 11, 23(b), 23(c) or 23(d))</p> <p>(iii) Other redemption provisions:</p> | <p>Per Calculation Amount, an amount in USD calculated by the Calculation Agent on the same basis as the Final Redemption Amount except that the definition of Share Value_{Final} shall be the Preference Share Value on the day falling 2 (two) Business Days before the due date for early redemption of the Notes.</p> <p>Not applicable</p> |
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GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|--|---|
| 12. | Form of Notes:
(Condition 2(a)) | Bearer Notes |
| 13. | New Global Note | No |
| 14. | If issued in bearer form: | |
| | (i) Initially represented by a Temporary Global Note or Permanent Global Note: | Temporary Global Note |
| | (ii) Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Notes:
(Condition 2(a)) | Yes. Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only in limited circumstances specified in the Permanent Global Note |
| | (iii) Permanent Global Note exchangeable at the option of the Issuer in circumstances where the Issuer would suffer material disadvantage following a change of law or regulation: | Yes |
| | (iv) Coupons to be attached to Definitive Notes: | Not applicable |
| | (v) Talons for future Coupons to be attached to Definitive Notes: | Not applicable |
| 15. | Exchange Date for exchange of Temporary Global Note: | Not earlier than 40 days after the Issue Date |
| 16. | If issued in registered form (other than Uncertificated Registered Notes): | Not applicable |
| 17. | Payments:
(Condition 9) | |

- (i) Relevant Financial Centre New York Day:
- (ii) Payment of Alternative Payment Currency Equivalent: Not applicable
- (iii) Conversion provisions: Not applicable
- (iv) Price Source Disruption: Not applicable
- (vii) LBMA Physical Settlement provisions: Not applicable

18. Other terms: Condition 23(f)(iv) will not apply to the Notes.
For further terms see Annex 1.

PROVISIONS APPLICABLE TO PREFERENCE SHARE-LINKED NOTES

19. Provisions for Preference Share-Linked Notes:
- (i) Preference Shares: UKSED3P Investments Ltd Class A Preference Shares Series 1939
 - (ii) Preference Share Issuer: UKSED3P Investments Ltd
 - (iii) Initial Valuation Date: The Issue Date
 - (iv) Valuation Date: means the 8th (eighth) Business Day following the Preference Share Valuation Date

(v) Preference Share Valuation Date: means (1) if the Preference Shares become subject to the auto-call provisions contained in the terms and conditions of the Preference Shares (or would have become subject to such auto-call provisions but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Preference Shares on or about such date):

- | | | |
|----|-------------------|-----------------------|
| 1 | in the year 2022, | the 29 June 2022 |
| 2 | in the year 2022, | the 29 September 2022 |
| 3 | in the year 2022, | the 29 December 2022 |
| 4 | in the year 2023, | the 29 March 2023 |
| 5 | in the year 2023, | the 29 June 2023 |
| 6 | in the year 2023, | the 29 September 2023 |
| 7 | in the year 2023, | the 29 December 2023 |
| 8 | in the year 2024, | the 28 March 2024 |
| 9 | in the year 2024, | the 28 June 2024 |
| 10 | in the year 2024, | the 30 September 2024 |
| 11 | in the year 2024, | the 30 December 2024 |
| 12 | in the year 2025, | the 31 March 2025 |

or (2) otherwise 30 June 2025 or if such date for valuation of or any determination of the underlying asset or reference basis (or any part thereof) for the Preference Shares falling on or about such day is to be delayed in accordance with the

terms and conditions of the Preference Shares by reason of a disruption or adjustment event, the Preference Share Valuation Date shall be such delayed valuation or determination date, all as determined by the Calculation Agent.

- (vi) Valuation Time: The Scheduled Closing Time of the relevant Exchange (or, if the relevant Exchange closes prior to its Scheduled Closing Time, the actual closing time for its regular trading session).
- (vii) Extraordinary Event: Condition 23(c) applies
- (viii) Additional Disruption Event: Condition 23(d) applies. The following Additional Disruption Events apply: Change in Law and Insolvency Filing

20. Additional provisions for Preference Share-Linked Notes: Not applicable

DISTRIBUTION

- 21. (i) If syndicated, names of Relevant Dealer(s): Not applicable
- 21. (ii) If syndicated, names of other Dealer (s) (if any): Not applicable
- 22. Prohibition of Sales to EEA Retail Investors: Not applicable
- 23. Prohibition of Sales to UK Retail Investors: Not applicable
- 24. Selling restrictions: TEFRA D Rules
- United States of America: Notes may not be offered or sold within the United States of America or to, or for the account or the benefit of, a US person (as defined in Regulation S)
- 25. 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 EUR100,000 (or equivalent amount in another currency) per investor for each separate offer
- 26. Exemption(s) from requirements under Regulation (EU) 2017/1129 as The offer is addressed to investors who will acquire Notes for a

it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”): consideration of at least EUR100,000 (or equivalent amount in another currency) per investor for each separate offer

- 27. Additional U.S. federal income tax considerations: The Notes are not Section 871(m) Notes for the purpose of Section 871(m).
- 28. Additional selling restrictions: Not applicable

CONFIRMED

HSBC BANK PLC

A handwritten signature in black ink, appearing to be 'Ben' followed by a flourish.

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. 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. 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 1,000

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 THE PREFERENCE SHARES AND OTHER INFORMATION CONCERNING THE PREFERENCE SHARES AND THE PREFERENCE SHARE UNDERLYING

The Preference Share-Linked Notes relate to the Class A Preference Shares Series 1939 of the Preference Share Issuer.

The Preference Share Value will be published on the following publicly available website (<https://www.hsbcnet.com/gbm/structured-investments/united-kingdom/investment-managers.html>).

The performance of the Preference Shares depends on the performance of the relevant underlying asset(s) or basis of reference to which the Preference Shares are linked (the "**Preference Share Underlying**"). The Preference Share Underlying is the STOXX Europe 600 Banks Price EUR, DJS600 INSURANCE and DJS600 BASIC Information on the Preference Share Underlying (including past and future performance and volatility) is published on the website of STOXX Limited

OPERATIONAL INFORMATION

5. ISIN Code: XS2361643732

6.	Common Code:	236164373
7.	CFI Code:	Not applicable
8.	CUSIP:	Not applicable
9.	SEDOL:	Not applicable
10.	Intended to be held in a manner which would allow Eurosystem eligibility:	Not applicable ¹
11.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	None
12.	Delivery:	Delivery against payment
13.	Settlement procedures:	Medium Term Note
14.	Additional Paying Agent(s) (if any):	None
15.	Common Depository:	: HSBC Bank plc.
16.	Calculation Agent:	HSBC Bank plc

ANNEX 1

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

Index Disclaimer

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