

PRICING SUPPLEMENT

Pricing Supplement dated 8 October 2019

HSBC Bank plc

(A company incorporated with limited liability in England with registered number 14259)

Programme for the issue of Notes and Warrants

Issue of USD 12,704,300 Automatic Early Redemption Index-Linked Notes due October 2025 linked to S&P 500

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 6 June 2019 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 (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 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and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC (as amended or superseded, the “Prospectus Directive”).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 (as amended or superseded, the “**Insurance Mediation 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 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.

Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "SFA") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**") the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are capital markets products other than prescribed capital markets products (as defined in the CMP Regulations 2018) and are Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

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) Settlement Currency:	United States Dollar (USD)
	(ii) Denomination Currency:	USD
4.	Aggregate Principal Amount of Notes:	
	(a) Series:	USD 12,704,300
	(b) Tranche:	USD 12,704,300
5.	Issue Price:	100 per cent of the Aggregate Principal Amount
6.	(i) Denomination(s): (<i>Condition 2</i>)	USD 1
	(ii) Calculation Amount:	The Denomination
	(iii) Aggregate Outstanding Nominal Amount Rounding:	Not applicable
7.	(i) Issue Date:	9 October 2019
	(ii) Interest Commencement Date:	Not applicable
	(iii) Trade Date:	25 September 2019
8.	Maturity Date: (<i>Condition 7(a)</i>)	9 October 2025, subject to early redemption on an Automatic Early Redemption Date and adjusted in accordance with the Following Business Day Convention.

9. **Change of Interest Basis 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-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 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 Index as defined in paragraph 31(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 :

- the Final Index Level is greater than or equal to 75.00 per cent of the Initial Index Level, the Issuer shall redeem the Notes on the Maturity Date at 142.00 per cent. of par;

- the Final Index Level is less than 75.00 per cent of the Initial Index Level and a Trigger Event has not occurred, the Issuer shall redeem the Notes on the Maturity Date at 100.00 per cent. of par; or

- the Final Index Level is less than 75.00 per cent of the Initial Index Level, and 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 x Final Index Level / Strike Level

Where:

"Strike Level" means 100.0000% of the Initial Index Level.

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

"Trigger Level" means 60.0000% of the Initial (as defined in paragraph 31(vi) below) 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(xi)

(iv) Minimum Final Redemption Amount: Not applicable

(v) Maximum Final Redemption Amount: 142.00 per cent. of par

18. **Instalment Notes:** Not applicable
(Condition 7(a))

19. **Early Redemption:** Applicable

- | | | |
|-------|---|-------------------|
| (i) | Early Redemption Amount (upon redemption for taxation reasons or 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) | Early Redemption Amount (upon redemption following an FX Disruption Event or Benchmark Trigger Event):
(<i>Condition 9(f)(Y) or 15A</i>) | Fair Market Value |
| (iv) | Other redemption provisions: | Not applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 20. | Form of Notes:
(<i>Condition 2(a)</i>) | Registered Notes |
| 21. | New Global Note: | No |
| 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 Combined Global Registered Note does not apply. The Issuer may not elect to exchange a Combined Global Registered Note for Combined Definitive Registered Notes in the circumstances described in paragraph (d) of the Combined 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) EM Price Source Disruption:	Not applicable
	(vii) LBMA Physical Settlement provisions:	Not applicable
26.	Redenomination: (Condition 10)	Not applicable
27.	Other Terms:	See Annex[es]

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(ices):	S&P 500 Bloomberg Code: SPX The S&P 500 Index (Bloomberg Code: SPX) is a Multiple Exchange Index
	(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 Exchanges(s):	All Exchanges
	(vi) Initial Index Level	2984.87
	(vii) Final Index Level	The definition in Condition 22(a) applies
	(viii) Strike Date:	25 September 2019
	(ix) Reference Level:	Not applicable
	(x) Adjustments to Indices:	Condition 22(f) applies

- (xi) Additional Disruption Event: The following Additional Disruption Events apply: change in Law, Hedging Disruption, Increased Cost of Hedging
- (xii) Index Substitution: Not applicable
- (xiii) Alternative Pre-nominated Index: Not applicable
32. **Valuation Date(s):** 25 September 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
35. Other terms or special conditions relating to Index-Linked Notes or Equity-Linked Notes: Applicable
- (i) Knock-in Event: Not applicable
- (ii) Knock-out Event: Not applicable
- (iii) Automatic Early Redemption Event: The **Perf_j** is greater than or equal to the Automatic Early Redemption Level as of any Automatic Early Redemption Valuation Date_j

Where:

$$\mathbf{Perf}_j = S_j / \mathbf{Sinitial}$$

“**S_j**” means, in respect of the **Index** and Automatic Early Redemption Valuation Date_j or the Valuation Date, the price of such **Index**, at the Valuation Time on such Date.

“**Sinitial**” means the Initial Price of the **Index**.

-Automatic Early Redemption Valuation Date(s): Each date specified as such in Annex 1 ("j" ranking from 1 to 5) (each an "Automatic Early Redemption Valuation Date_j").

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 Level: Each price specified as such in the Annex 1, (each an "Automatic Early Redemption Level_j") ("j" ranking from 1 to 5).

- Automatic Early Redemption Date(s): Each date specified as such in Annex 1 ("j" ranking from 1 to 5) (each an "Automatic Early Redemption Date_j"), subject to adjustment in accordance with the Following Business Day Convention

- Automatic Early Redemption Amount: Each amount specified as such in the Annex 1, (each an "Automatic Early Redemption Amount_j") ("j" ranking from 1 to 5).

- Accrued interest payable on Automatic Early Redemption Date: Yes

(iv) Interest adjustment: Not applicable

DISTRIBUTION:

36. (i) If syndicated, names of Relevant Dealer(s): Not applicable

(ii) If syndicated, names of other Dealers: Not applicable

37. **Prohibition of Sales to EEA Retail Investors:** Applicable

38. **Selling Restrictions:** Not applicable

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

39. Exemption(s) from requirements under Directive 2003/71/EC (as amended or superseded, 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

Signed on behalf of HSBC Bank plc:



Ben Ware (A40541)

By: -----

Authorised Signatory

Date: -----

PART B - OTHER INFORMATION

1. LISTING

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| (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(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 *Bloomberg*.

OPERATIONAL INFORMATION

- | | |
|---|---|
| 5. ISIN Code: | GB00BJ344H63 |
| 6. Common Code: | 206479892 |
| 7. CUSIP: | Not applicable |
| 8. Valoren Number: | Not applicable |
| 9. SEDOL: | Not applicable |
| 10. WKN: | Not applicable |
| 11. Other identifier code: | Not applicable |
| 12. Intended to be held in a manner which would allow Eurosystem eligibility: | Whilst the designation is specified as "No" at the date of this Pricing Supplement, should the Eurosystem |

eligibility criteria be amended in the future such that the Notes are capable of meeting them, then the Issuer may (in its absolute discretion) elect to deposit the Notes with one of the ICSDs as common safekeeper and registered in the name of a nominee of one of the ICSDs acting as common safekeeper.

Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

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| 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

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

"j"	Automatic Early Redemption Valuation Date_j	Automatic Early Redemption Date_j	Automatic Early Redemption Price_j	Automatic Early Redemption Amount_j
1	25 Sep 2020	9 Oct 2020	100.0000%	107.00%
2	27 Sep 2021	12 Oct 2021	95.0000%	114.00%
3	26 Sep 2022	11 Oct 2022	90.0000%	121.00%
4	25 Sep 2023	10 Oct 2023	85.0000%	128.00%
5	25 Sep 2024	9 Oct 2024	80.0000%	135.00%
6	None	None	None	None

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

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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