

## PRICING SUPPLEMENT

Pricing Supplement dated 01 December 2023

**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 EUR 3,000,000 Fixed Rate Automatic Early Redemption Reverse Convertible Equity-Linked Notes due December 2026 linked to Shares of BNP PARIBAS**

### **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 2023 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, Index Linked Notes and Inflation Rate-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).**

**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.

**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. <b>Issuer:</b>	HSBC Bank plc
2. <b>Tranche Number:</b>	1
3. <b>Currency:</b>	
(i) Settlement Currency:	Euro ("EUR")
(ii) Denomination Currency:	EUR
4. <b>Aggregate Principal Amount of Notes:</b>	
(i) Series:	EUR 3,000,000
(ii) Tranche:	EUR 3,000,000
5. <b>Issue Price:</b>	100.00 per cent. of the Aggregate Principal Amount
6. (i) Denomination(s):	EUR 1,000
(Condition 2)	
(ii) Calculation Amount:	The Denomination

- |       |  |   |
|-------|--|---|
| (iii) | Aggregate Outstanding Nominal Amount Rounding:       | Not applicable  |
| 7.    | (i) Issue Date:                                      | 04 December 2023  |
|       | (ii) Interest Commencement Date:                     | Issue Date  |
|       | (iii) Trade Date:                                    | 27 November 2023  |
| 8.    | <b>Maturity Date:</b><br><i>(Condition 7(a))</i>     | 04 December 2026, adjusted in accordance with the Following Business Day Convention for the purposes of payment only and not for the accrual of interest, subject to early redemption on an Automatic Early Redemption Date. See paragraph 35(iii). |
| 9.    | <b>Change of Interest Basis or Redemption basis:</b> | Not applicable  |

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

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|-----|--|--|
| 10. | <b>Fixed Rate Note provisions:</b><br><i>(Condition 4)</i>                             | Applicable   |
|     | (i) Rate of Interest:  | Not applicable   |
|     | (ii) Interest Payment Date(s):   | Each date specified as a " <b>Fixed Interest Payment Date<sub>j</sub></b> " in the Annexes, adjusted in accordance with the Business Day Convention for the purposes of payment only and not for the accrual of interest and subject (except in case of the Maturity Date) to an early redemption on an Automatic Early Redemption Date.                         |
|     | (iii) Fixed Coupon Amount(s):  | An amount determined by the Calculation Agent and payable on the corresponding Interest Payment Date equal to:<br><br>Calculation Amount x Rate of Interest <sub>j</sub><br><br>Where:<br><br>" <b>Rate of Interest<sub>j</sub></b> " means the rate specified as such in the Annex(es) in respect of the corresponding Fixed Interest Payment Date <sub>j</sub> |
|     | (iv) Day Count Fraction:   | Not applicable   |
|     | (v) Business Day Convention:   | Following Business Day Convention  |
|     | (vi) Business Centre:  | TARGET Business Day  |
|     | (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not applicable   |
| 11. | <b>Floating Rate Note provisions:</b><br><i>(Condition 5)</i>                          | Not applicable   |

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(ii)  
(*Condition 7(a)*)
17. **Final Redemption Amount of each Note in cases where the Final Redemption Amount is Equity-Linked, Index-Linked, Inflation Rate-Linked or other variable-linked:** Applicable
- (i) Index/formula/other variable: The Security as defined in paragraph 29(i)
- (ii) Provisions for determining Final Redemption Amount 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:
- (a) If a Barrier Event has not occurred, the Issuer shall redeem the Notes on the Maturity Date by paying an amount in the Settlement Currency in respect of each Note (of the Calculation Amount) equal to 100 per cent. of the Calculation Amount; or
- (b) If a Barrier Event has occurred, the Issuer shall redeem the Notes on the Maturity Date by paying 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:

$$\text{Calculation Amount} \times \frac{\text{Perf}_{\text{final}}}{\text{Strike}}$$

Where:

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

$$\text{Perf}_{\text{final}} = \frac{S_{\text{final}}}{S_{\text{initial}}}$$

"**S<sub>final</sub>**" means, in respect of the Final Valuation Date, the Final Price (as defined in paragraph 29(vii))

"**S<sub>initial</sub>**" means the Initial Price (as defined in paragraph 29(v))

"**Strike**" means 100.00%

"**Barrier Event**" means that the Final Price (as defined in paragraph 29(vii)) on the Final Valuation Date, as determined by the Calculation Agent, is less than the Barrier Price

"**Barrier Price**" means 50.00% of the Initial Price with respect to such Security as specified in the Annex(es)

- (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), 29(xiv) and 29(xv).
- (iv) Minimum Final Redemption Amount: Not applicable
- (v) Maximum Final Redemption Amount: 100.00 per cent. per Calculation Amount
- 18. **Instalment Notes:** (Condition 7(a)) Not applicable
- 19. **Early Redemption:** Applicable
  - (i) Early Redemption Amount (upon redemption for taxation reasons or illegality): (Conditions 7(b) or 7(f)) Fair Market Value
  - (ii) Early Redemption Amount (upon redemption following an Event of Default): (Condition 11) Fair Market Value
  - (iii) Early Redemption Amount (upon redemption following an FX Disruption Event or Benchmark Trigger Event): (Conditions 9(f)(Y) or 15A) Fair Market Value
  - (iv) Other redemption provisions: Not applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

20. <b>Form of Notes:</b> <i>(Condition 2(a))</i>	Bearer Notes
21. <b>New Global Note:</b>	No
22. <b>If issued in bearer form:</b>	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: <i>(Condition 2(a))</i>	Yes - Temporary Global Note exchangeable for 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 in 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. <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> <i>(Condition 9)</i>	
(i) Relevant Financial Centre Day:	TARGET Business Day
(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. <b>Redenomination:</b> <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
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<b>29. Provisions for Equity-Linked Notes:</b>	Applicable
(i) Security(ies):	The Security or Securities specified in the Annex(es)
(ii) Underlying Company(ies):	The entities specified as such in the Annex(es)
(iii) Exchange(s):	With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex(es)
(iv) Related Exchange(s):	With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex(es)
(v) Initial Price:	The definition in Condition 22(a) applies, the price in respect of a Security being the price specified as such in the Annex(es)
(vi) Strike Date:	27 November 2023
(vii) Final Price:	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 Condition 22(a)):	Condition 22(a) applies
- Additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition there of):	Not applicable
(x) Extraordinary Event:	Condition 22(g)(ii) applies
(xi) Conversion: <i>(for Notes relating to Government Bonds and debt securities only)</i>	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, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging
(xv) Substitution of Securities:	Applicable
<b>30. Additional Provisions for Equity-Linked Notes:</b>	See Annex(es)
<b>31. Provisions for Index-Linked Notes:</b>	Not applicable

32. **Valuation Date(s):** 27 November 2026 (the “**Final Valuation Date**”) and each Automatic Early Redemption Valuation Date<sub>j</sub> or in each case, if any date is not a Scheduled Trading Day in respect of the relevant Exchange and the relevant Related Exchange(s) the next following Scheduled Trading Day, subject to adjustment in accordance with the Disrupted Day provisions.

If a Valuation Date is postponed due to the occurrence of a Disrupted Day, the due date for any related payment (Payment Date including the Maturity Date) may also be postponed, in accordance with the Conditions.

- (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: Applicable

An Automatic Early Redemption Event occurs if Perf<sub>j</sub> is equal to or greater than the Automatic Early Redemption Level as of any Automatic Early Redemption Valuation Date<sub>j</sub>

Where:

“Perf<sub>j</sub>” means the performance (expressed as a percentage) determined by the Calculation Agent in accordance with the following formula:

$$\text{Perf}_j = \frac{S_j}{S_{\text{initial}}}$$

In respect of an Automatic Early Redemption Valuation Date<sub>j</sub>,

“S<sub>j</sub>” means the price of the Security as determined by the Calculation Agent as of the Valuation Time on the relevant



	Exchange on such Automatic Early Redemption Valuation Date <sub>j</sub> .
	"S <sub>initial</sub> " means the Initial Price (as defined in paragraph 29(v))
- Automatic Early Redemption Valuation Date(s):	Each date specified as such in the Annex(es) (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 " <b>Valuation Date</b> " in such Condition (and in the definitions of "Scheduled Valuation Date" and "Disrupted Day Related Payment Date") was deemed to be a reference to " <b>Automatic Early Redemption Valuation Date</b> ".
- Automatic Early Redemption Level:	In respect of the Automatic Early Redemption Valuation Date <sub>j</sub> , the level specified as such in the Annex(es) (each an " <b>Automatic Early Redemption Level<sub>j</sub></b> ").
- Automatic Early Redemption Date(s):	Each date specified as such in the Annex(es) (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:	In respect of an Automatic Early Redemption Valuation Date <sub>j</sub> , the rate specified as such in the Annex(es) (each an " <b>Automatic Early Redemption Rate<sub>j</sub></b> ").
- Automatic Early Redemption Amount:	The definition in Condition 22(a) applies
- Accrued interest payable on Automatic Early Redemption Date:	No, interest does not accrue
(iv) Interest adjustment:	Not applicable

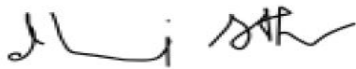
## DISTRIBUTION

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:	Applicable
38. Prohibition of Sales to UK Retail Investors:	Applicable
39. Selling Restrictions: United States of America:	TEFRA D Rules 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 "EU Prospectus Regulation"):
41. Exemption(s) from requirements under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the "UK Prospectus Regulation"):
42. **Additional U.S. federal income tax considerations:** The Notes are not Section 871(m) Notes for the purpose of Section 871(m).
43. **Additional selling restrictions:** Not applicable

**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 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 and/or discount to the Issue Price offered to the Dealer(s) and/or distributor(s) in respect of the Notes (the "**Distributors**"), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue. The Distributor(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: XS2729365952
6. Common Code: 272936595
7. CUSIP: Not applicable
8. Valoren Number: 130504502
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: Not applicable
13. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): None
14. Central Depository: Not applicable

- |  |                          |
|--|--------------------------|
| 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 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>Automatic Early Redemption Level<sub>j</sub></b>	<b>Automatic Early Redemption Rate<sub>j</sub></b>	<b>Fixed Interest Payment Date<sub>j</sub></b>	<b>Rate of Interest<sub>j</sub></b>
1	-	-	-	-	05 Mar 2024	1.975%
2	-	-	-	-	03 Jun 2024	1.975%
3	-	-	-	-	03 Sep 2024	1.975%
4	27 Nov 2024	04 Dec 2024	100.00%	100.00%	04 Dec 2024	1.975%
5	27 Feb 2025	06 Mar 2025	100.00%	100.00%	06 Mar 2025	1.975%
6	27 May 2025	03 Jun 2025	100.00%	100.00%	03 Jun 2025	1.975%
7	27 Aug 2025	03 Sep 2025	100.00%	100.00%	03 Sep 2025	1.975%
8	27 Nov 2025	04 Dec 2025	100.00%	100.00%	04 Dec 2025	1.975%
9	27 Feb 2026	06 Mar 2026	100.00%	100.00%	06 Mar 2026	1.975%
10	27 May 2026	03 Jun 2026	100.00%	100.00%	03 Jun 2026	1.975%
11	27 Aug 2026	03 Sep 2026	100.00%	100.00%	03 Sep 2026	1.975%
12	-	-	-	-	04 Dec 2026	1.975%

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

## ANNEX 2

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

### Information in relation to underlying Security

i	Bloomberg Code	Securities	Exchange	Related Exchange	Currency of the Security	Initial Price	Barrier Price
1	BNP FP	BNP PARIBAS	Euronext Paris	All Exchanges	EUR	56.42	28.21

i	Bloomberg Code	Depository	Underlying Company	Underlying Security	ISIN Code of the Securities
1	BNP FP	X	BNP PARIBAS	X	FR0000131104

"**Securities**" means either (i) 'Ordinary Shares of'; (ii) 'Preference Shares of'; or (iii) 'Units of the'; or (iv) 'Depository Receipts' of each Underlying Company or Underlying Security as the case may be.