

PRICING SUPPLEMENT

Pricing Supplement dated 09 July 2019

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of

**ZAR 300,000,000 Fixed Rate Callable Notes due January 2026 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 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 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 as such for the purposes of the terms and conditions of the 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and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC (as amended or superseded, the "Prospectus Directive").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.

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 South African Rand ("**ZAR**")
 - (ii) Denomination Currency Settlement Currency
4. Aggregate Principal Amount:
 - (i) Series: ZAR 300,000,000
 - (ii) Tranche: ZAR 300,000,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount.
6. (i) Denomination(s) ZAR 5,000,000
(*Condition 2*):
 - (ii) Calculation Amount: The Denomination
 - (iii) Aggregate Outstanding Nominal Amount Rounding: Not applicable
7. (i) Issue Date: 10 July 2019
 - (ii) Interest Commencement Date: Issue Date
 - (iii) Trade Date: 25 June 2019
8. Maturity Date: 10 January 2026, adjusted in accordance with the
(*Condition 7(a)*) Modified Following Business Day Convention.
9. Change of interest or redemption basis: Not applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

10. Fixed Rate Note provisions: Applicable
(*Condition 4*)
 - (i) Rate(s) of Interest: 8.40 per cent. per annum payable annually in arrear
 - (ii) Interest Payment Date(s): 10 January in each year, from and including 10 January 2020 up to and including the Maturity Date, adjusted in accordance with the Business Day Convention.
 - (iii) Fixed Coupon Amount(s): Not applicable
 - (iv) Day Count Fraction: 30/360
 - (v) Business Day Convention: Modified Following Business Day Convention
 - (vi) Business Centre(s): London, New York and Johannesburg
 - (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not applicable

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| 11. | Floating Rate Note provisions: (<i>Condition 5</i>) | Not applicable |
| 12. | Zero Coupon Note provisions: (<i>Condition 6</i>) | Not applicable |
| 13. | Equity/ Index-Linked Interest Note and other variable-linked interest Note provisions: | Not applicable |

PROVISIONS RELATING TO REDEMPTION

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| 14. | Issuer's optional redemption (Call Option): (<i>Condition 7(c)</i>) | Applicable, having given not less than 5 Business Days' notice. |
| | (i) Redemption Amount (Call Option): | ZAR 5,000,000 per Calculation Amount |
| | (ii) Series redeemable in part: | Not applicable |
| | (iii) Optional Redemption Date (Call Option): | 10 January 2024 and 10 January 2025, subject to adjustment in accordance with the Modified Following Business Day Convention |
| | (iv) Minimum Redemption Amount (Call Option): | Not applicable |
| | (v) Maximum Redemption Amount (Call Option): | 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>) | ZAR 5,000,000 per Calculation Amount |
| 17. | Final Redemption Amount of each Note in cases where the Final Redemption Amount is Index-Linked or other variable-linked: | 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 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): *(Condition 9(f)(Y) or 15A)* Fair Market Value
- (iv) Other redemption provisions: Not applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 20. Form of Notes: *(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: *(Condition 2(a))* 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: 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: *(Condition 9)*
 - (i) Relevant Financial Centre Day: London, New York and Johannesburg
 - (ii) Payment of Alternative Payment Currency Equivalent: Applicable – The rate of exchange between the Alternative Payment Currency and the Settlement Currency will be expressed as the number of units of Alternative Payment Currency per one unit of Settlement Currency

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| - | Cross Currency Exchange Rate: | Not applicable |
| - | Settlement Currency Jurisdiction: | The Republic of South Africa |
| - | Alternative Payment Currency: | USD |
| - | Alternative Payment Currency Jurisdiction: | The United States of America |
| - | Alternative Payment Currency Fixing Page: | The Calculation Agent will determine the relevant Alternative Payment Currency Exchange Rate by reference to the spot rate prevailing in the international exchange market at the Alternative Payment Currency Fixing Time. |
| - | Alternative Payment Currency Fixing Time: | 4 p.m. London time |
| - | Alternative Payment Currency Fixing Date: | Condition 1 applies |
| - | Alternative Payment Currency Exchange Rate Fall-Back provisions: | The Calculation Agent will determine the Alternative Payment Currency Exchange Rate in good faith. |
| - | Additional Alternative Payment Currency Event: | Not applicable |
| - | Offshore RMB Centre: | Not applicable |
| - | Alternative Pre-nominated Index: | 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: (<i>Condition 10</i>) | Not applicable |
| 27. | Other terms: | Not applicable |
| 28. | Valuation Date: | Not applicable |

DISTRIBUTION

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| 29. | (i) If syndicated, names of Relevant Dealer(s): | Not applicable |
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| | (ii) If syndicated, names of other Dealers (if any): | Not applicable |
| 30. | Prohibition of Sales to EEA Retail Investors: | Applicable |
| 31. | 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). 40-day Distribution Compliance Period: Not applicable |
| 32. | Exemption(s) from requirements under Directive 2003/71/EC (as amended or superseded, the " Prospectus Directive "): | Not applicable. The offer is made exclusively to investors outside the European Economic Area |
| 33. | Additional U.S. federal income tax considerations: | The Notes are not Section 871(m) Notes for the purpose of Section 871(m). |
| 34. | Additional selling restrictions: | Not applicable |

CONFIRMED

HSBC BANK PLC

A handwritten signature in black ink, appearing to read "D. Manzi". The signature is written in a cursive style with a long horizontal stroke at the end.

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 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 (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. YIELD

Indication of yield: 8.40 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

OPERATIONAL INFORMATION

5. ISIN Code: XS2022038926
6. Common Code: 202203892
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: Not applicable

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| 13. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 14. | Delivery: | Delivery against payment. |
| 15. | Settlement procedures: | Medium Term Note |
| 16. | Additional Paying Agent(s) (if any): | None |
| 17. | Common Depositary: | HSBC Bank plc |
| 18. | Calculation Agent: | HSBC Bank plc |
| 19. | ERISA Considerations: | ERISA prohibited. |