

PRICING SUPPLEMENT

Pricing Supplement dated 28 January 2016

HSBC Bank plc

**Programme for the Issuance of Notes and Warrants
Issue of**

USD 20,000,000.00 Zero Coupon Callable Notes due January 2036

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 and must be read in conjunction with the Offering Memorandum dated 12 June 2015 as supplemented from time to time (the "**Offering Memorandum**"). Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the "**Conditions**") set forth in such 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 links to 'Investor relations', 'Fixed income securities', '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 2004/39/EC 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).

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.

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| 1. | Issuer: | HSBC Bank plc |
| 2. | Tranche number: | 1 |
| 3. | Currency: | |
| | (i) Settlement Currency: | USD |

| | | | |
|----|-------|---------------------------------------------|------------------------------------------------|
| | (ii) | Denomination Currency: | USD |
| 4. | | Aggregate Principal Amount: | |
| | (i) | Series: | USD 20,000,000 |
| | (ii) | Tranche: | USD 20,000,000 |
| 5. | | Issue Price: | 100 per cent of the Aggregate Principal Amount |
| 6. | (i) | Denomination(s): (<i>Condition 2</i>) | USD 200,000 |
| | (ii) | Calculation Amount: | USD 200,000 |
| 7. | (i) | Issue Date: | 29 January 2016 |
| | (ii) | Interest Commencement Date: | Not applicable |
| | (iii) | Trade Date: | 22 January 2016 |
| 8. | | Maturity Date: (<i>Condition 7(a)</i>) | 29 January 2036 |
| 9. | | Change of interest or redemption basis: | Not applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|------------------------------------------------------------------------------------------|----------------|
| 10. | Fixed Rate Note provisions: (<i>Condition 4</i>) | Not applicable |
| 11. | Floating Rate Note provisions: (<i>Condition 5</i>) | Not applicable |
| 12. | Zero Coupon Note provisions: (<i>Condition 6</i>) | Not applicable |
| 13. | Index-Linked Interest Note Provisions 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 |
| | (i) Redemption Amount (Call Option): | The Issuer may redeem all of the Notes on any Optional Redemption Date (Call Option) at the relevant Redemption Amount (Call Option) (as specified under heading "Redemption Amount (Call Option)" in the table set out in |

| | | |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | Annex 1 and corresponding to the relevant Optional Redemption Date (Call Option) specified in such table) by giving not less than 10 London and New York business days notice. |
| | (ii) Series redeemable in part: | Not applicable |
| | (iii) Optional Redemption Date (Call Option): | Please refer to the dates specified under heading "Redemption Redemption Date (Call Option)" in the table set out in Annex 1 |
| | (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>) | 200.20 per cent. of the 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 Amount: | |
| | (i) Early Redemption Amount upon redemption for taxation reasons, or Illegality or following an Event of Default: (<i>Condition 7(b), Condition 7(f) and Condition 11</i>) | Fair Market Value |
| | (ii) Other redemption provisions: (<i>Condition 7(i)</i>) | Not applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|------------------------------------------------------|--------------|
| 20. | Form of Notes: (<i>Condition 2(a)</i>) | |
| | (i) Form of Notes: | Bearer Notes |
| | (ii) Bearer Notes exchangeable for Registered Notes: | No |
| 21. | New Global Note | No |

22. 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 and/or Registered Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances set out in the Permanent Global Note
(Condition 2(a))
 - (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 the date which is 40 days after the Issue Date
24. Payments:
(Condition 9)
- (i) Relevant Financial Centre Day: New York and London
 - (ii) Payment of Alternative Payment Currency Equivalent: Not applicable
 - (iii) Conversion provisions: Not applicable
 - (iv) Underlying Currency Pair provisions: Not applicable
 - (v) FX Disruption: Not applicable
 - (vi) LBMA Physical Settlement provisions: Not applicable
25. Redenomination: Not applicable

(Condition 10)

26. Other terms: Annex 1
27. Valuation Date: Not applicable

DISTRIBUTION

28. (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
29. Selling restrictions: TEFRA D Rule
- United States of America: Not Rule 144A eligible
- Notes may not be offered or sold within the United States of America or to, or for the account or the benefit of, any U.S. Person (as defined in Regulation S).
- Exemption(s) from requirements under Directive 2003/71/EC (as amended) (the "Prospectus Directive"): The denomination of the Notes are greater than or equal to EUR 100,000 (or equivalent amount in another currency)
- Additional selling restrictions: Not applicable

**CONFIRMED
HSBC BANK PLC**



By: -----
Authorised Signatory

Date: -----

PART B - OTHER INFORMATION

1. LISTING

- (i) Listing: Application has been made to admit the Notes to listing on the Official List of Irish Stock Exchange on or around the Issue Date
- (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 500

2. RATINGS

- Ratings: The Notes are expected on issue to be rated by

Standard & Poor's Credit Market Services Europe Limited : AA-

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

Save for any fees payable to the Dealer and Lead Manager (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 Lead Manager and their affiliates have engaged, and may in the 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. REASONS FOR THE OFFER ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: Not applicable
- (ii) Estimated net proceeds: Information not provided
- (iii) Estimated total expenses: Information not provided

5. FIXED RATE NOTES ONLY YIELD

Indication of yield: Not applicable

6. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not applicable

OPERATIONAL INFORMATION

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|-----|--------------------------------------------------------------------------------------------------------------------|--------------------------|
| 7. | ISIN Code: | XS1353623876 |
| 8. | Common Code: | 135362387 |
| 9. | CUSIP: | Not applicable |
| 10. | Valoren Number | Not applicable |
| 11. | SEDOL: | Not applicable |
| 12. | WKN: | Not applicable |
| 13. | Intended to be held in a manner which would allow Eurosystem eligibility: | No |
| 14. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 15. | Delivery: | Delivery against payment |
| 16. | Settlement procedures: | Medium Term Note |
| 17. | Additional Paying Agent(s) (if any): | None |
| 18. | Common Depositary: | HSBC Bank plc |
| 19. | Calculation Agent: | HSBC France |
| 20. | City in which specified office of Registrar to be maintained: (<i>Condition 15</i>) | Not applicable |
| 21. | ERISA Considerations: | ERISA prohibited |

Annex 1

| Optional Redemption Date (Call Option) | Redemption Amount (Call Option) |
|----------------------------------------|---------------------------------|
| 29-Jan-21 | 25,010,000.00 |
| 29-Jan-22 | 26,012,000.00 |
| 29-Jan-23 | 27,014,000.00 |
| 29-Jan-24 | 28,016,000.00 |
| 29-Jan-25 | 29,018,000.00 |
| 29-Jan-26 | 30,020,000.00 |
| 29-Jan-27 | 31,022,000.00 |
| 29-Jan-28 | 32,024,000.00 |
| 29-Jan-29 | 33,026,000.00 |
| 29-Jan-30 | 34,028,000.00 |
| 29-Jan-31 | 35,030,000.00 |
| 29-Jan-32 | 36,032,000.00 |
| 29-Jan-33 | 37,034,000.00 |
| 29-Jan-34 | 38,036,000.00 |
| 29-Jan-35 | 39,038,000.00 |