

PRICING SUPPLEMENT

Pricing Supplement dated 16 October 2019

HSBC Bank plc

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

Programme for the Issuance of Notes and Warrants

Issue of

6,600 Volatility Dispersion Warrants linked to a Share Basket and S&P 500 Index due December 2020 (the "Warrants")
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 Warrants 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 Warrants, including the Additional Terms and Conditions of Equity Linked Warrants and Index Linked Warrants (the "**Conditions**") set forth in the Offering Memorandum.

Full information on the Issuer and the offer of the Warrants 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and Markets Act 2000 (as amended) or (ii) a base prospectus for the purposes of Directive 2003/71/EC as amended or superseded (the "Prospectus Directive").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 Warrants 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 Warrants 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 Warrants or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Warrants 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 Warrants understand the risks of transactions involving the Warrants 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 Warrants in light of their particular circumstances (including without limitation their own

financial circumstances and investment objectives and the impact the Warrants 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. Settlement Currency: USD
4. Aggregate Number of Warrants in the:
 - (i) Series: 6,600
 - (ii) Tranche: 6,600
5. Face Value: USD 1,000 per Warrant
6.
 - (i) Issue Date: 17 October 2019
 - (ii) Trade Date: 02 October 2019
7. Issue Price: USD 1,000 per Warrant
8. Strike Price: Not applicable
9. Type of Warrants: Volatility Dispersion Warrant
10. Series represented by: Global Registered Warrant
11. Form of Warrant: Regulation S Global Registered Warrant
12. Style of Warrants: The Warrants are European Style Warrants. Condition 4(b) is applicable.
13.
 - (i) Expiry Date: Final Valuation Date as defined in Annex A (*Cash Settlement Amount*)
 - (ii) Automatic Exercise: Applicable
 - (iii) Exercise Period: Not applicable
 - (iv) Potential Exercise Date(s): Not applicable
 - (v) Knock-in Event: Not applicable
 - (vi) Knock-out Event: Not applicable
14.
 - (i) Minimum Exercise/Minimum Trading Size: 1 Warrant
 - (ii) Permitted Multiple: 1 Warrant
15. Cash Settlement:
 - (i) Cash Settlement Amount: As specified in Annex A (*Cash Settlement Amount*) hereto

	(ii)	Cash Settlement Payment Date:	28 December 2020
	(iii)	Specified Maximum Number of Disrupted Days:	8
	(iv)	Disrupted Day Related Payment Dates pursuant to Condition 18(b):	5
16.		Index- Linked Warrant:	Applicable. The Warrants are Index Linked Warrants for the purposes of determining the Cash Settlement Amount (see Annex A) .
	(i)	Index/Indices:	S&P 500 Index (SPX Index) (Multi-Exchange Index)
	(ii)	Basket:	Not applicable
	(iii)	Index Sponsor(s):	Standard & Poor's Corporation
	(iv)	Index Rules:	Not applicable
	(v)	Exchange(s):	The definition in Condition 17 applies.
	(vi)	Related Exchange(s):	All Exchanges
	(vii)	Valuation Time:	The definition in Condition 17 applies.
	(viii)	Valuation Date:	As specified in Annex A (<i>Cash Settlement Amount</i>)
	(ix)	Averaging Dates:	Not applicable
	(x)	Reference Level:	Not applicable
	(xi)	China Connect Underlying	No
	(xii)	Additional Disruption Event:	The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging
	(xiii)	Initial Index Level:	Not applicable
	(xiv)	Final Index Level:	The definition in Condition 17 applies.
	(xv)	Adjustments to Indices:	Condition 18(c) applies
	(xvi)	Strike Date:	02 October 2019
	(xvi)	Index Substitution:	Not applicable
	(xvii)	Alternative Pre-nominated Index:	Not applicable
17.		Equity-Linked Warrant:	Applicable. The Warrants are Equity Linked Warrants for the purposes of determining the Cash Settlement Amount (see Annex A).
	(i)	Security(ies):	As specified in Annex B (<i>Share Basket</i>) hereto

(ii)	Basket:	As specified in Annex B (<i>Share Basket</i>) hereto
(iii)	Underlying Company:	As specified in Annex B (<i>Share Basket</i>) hereto
(iv)	Exchange(s):	As specified in Annex B (<i>Share Basket</i>) hereto
(v)	Related Exchange:	In respect of each Share, all Exchanges
(vi)	Valuation Time:	The definition in Condition 17 applies.
(vii)	Valuation Date:	As specified in Annex A (<i>Cash Settlement Amount</i>)
(viii)	Averaging Dates:	Not applicable
(ix)	Initial Price:	Not applicable
(x)	Strike Date:	02 October 2019
(xi)	Final Price:	The definition in Condition 17 applies.
(xii)	Reference Price:	Not applicable
(xiii)	Potential Adjustment Event:	Condition 18(d)(i) applies.
	<ul style="list-style-type: none"> Extraordinary Dividend (if other than as specified in the definition in Condition 17) 	Not applicable
	<ul style="list-style-type: none"> additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof) 	Not applicable
(xiv)	Extraordinary Event:	Condition 18(d)(ii) applies.
(xv)	Conversion: (for Warrants relating to Government Bonds and debt securities only)	Condition 18(d)(iii) does not apply.
(xvi)	Correction of Prices:	Condition 18(d)(iv) applies.
(xvii)	Additional Disruption Event:	The following Additional Disruption Events apply: Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging
18.	Averaging Date Market Disruption:	Not applicable
19.	Business Day:	As in the Conditions

20.	(i)	Payment of Alternative Payment Currency Equivalent:	Not applicable
	(ii)	Underlying Currency Pair provisions:	Not applicable
	(iii)	Price Source Disruption:	Not applicable
21.		Business Centre:	New York
22.		Selling Restrictions:	
		United States of America	Warrants 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
23.		Other Terms:	As specified Annex A (<i>Cash Settlement Amount</i>) and Annex B (<i>Share Basket</i>) hereto

PROVISIONS APPLICABLE TO INFLATION RATE-LINKED WARRANTS ONLY

24.	(i)	Related Bond:	Not applicable
	(ii)	Inflation Index Sponsor:	Not applicable
	(iii)	Relevant Screen Page:	Not applicable

DISTRIBUTION

25.	(i)	If syndicated, names of Relevant Manager(s):	Not applicable
26.	(ii)	If syndicated, names of other Managers (if any):	Not applicable
27.		Prohibition of Sales to EEA Retail Investors:	Applicable
28.		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).
29.		Additional U.S. federal income tax considerations:	The Warrants are not Section 871(m) Warrants for the purpose of Section 871(m).

CONFIRMED

HSBC BANK PLC

A handwritten signature in black ink, appearing to be 'K. [unclear]', written over a dotted line.

By:
Authorised Signatory

Date:

PART B - OTHER INFORMATION

1. LISTING

- | | | |
|-------|---|---|
| (i) | Listing: | Application will be made to admit the Warrants 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 Warrants 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. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Manager(s), so far as the Issuer is aware, no person involved in the issue of the Warrants has an interest material to the issue. The Manager(s) 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.

3. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYINGS

In respect of each Security, as specified in Annex B (Share Basket) and in respect of the Index, Bloomberg page: SPX Index.

OPERATIONAL INFORMATION

- | | | |
|-----|--|--------------------------|
| 4. | ISIN Code: | GB00BJ344K92 |
| 5. | Common Code: | 206446544 |
| 6. | CUSIP: | Not applicable |
| 7. | Valoren Number: | Not applicable |
| 8. | SEDOL: | BJ344K9 |
| 9. | WKN: | Not applicable |
| 10. | Other identifier / code: | Not applicable |
| 11. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 12. | Delivery: | Delivery against payment |
| 13. | Additional Paying Agent(s) (if any): | None |

- | | | |
|-----|-----------------------|------------------|
| 14. | Common Depository: | HSBC Bank plc |
| 15. | Calculation Agent: | HSBC Bank plc |
| 16. | ERISA Considerations: | ERISA prohibited |

INDEX DISCLAIMER

STATEMENTS REGARDING THE STANDARD & POOR'S 500® INDEX (THE "S&P 500 INDEX")

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ANNEX A – CASH SETTLEMENT AMOUNT

"**Cash Settlement Amount**" means, in respect of each Warrant (of the Face Value), an amount in the Settlement Currency determined by the Calculation Agent in accordance with the following formula:

$$USD\ 1,000 \times Min(200\%; Max[0, 100\% + 0.1 \times Dispersion])$$

Where:

"**Dispersion**" means an amount determined by the Calculation Agent in accordance with the following formula:

$$\left(\sum_{i=1}^N w_i \times (\min(RV_i, Cap_i) - Vol\ Strike_i) \right) - (\min(RV_{Index}, Cap_{Index}) - Vol_Strike_{Index})$$

"**RV_i**" means, in respect of a Share_i and a Valuation Date_j, an amount determined by the Calculation Agent in accordance with the following formula:

$$RV_i = 100 \times \sqrt{\frac{252}{n_i} \times \sum_{j=1}^{n_i} \left(\ln \frac{S_{j+1}^i}{S_j^i - D_{j+1}^i} \right)^2}$$

"**RV_{Index}**" means, in respect of the Index, an amount determined by the Calculation Agent in accordance with the following formula:

$$RV_{Index} = 100 \times \sqrt{\frac{252}{n_{index}} \times \sum_{j=1}^{n_{index}} \left(\ln \frac{I_{j+1}}{I_j} \right)^2}$$

"**ln**" means the natural logarithm;

"**Cap_i**" means in respect of a Share_i, the value specified in the column headed "Cap_i" in the Share Basket table in Annex B (*Share Basket*) corresponding to such Share_i.

"**Cap_{Index}**" means 47.50.

" D_{j+1}^i " means, in respect of a Share_i and a Valuation Date_{j+1} that is an Ex-Date_i, the amount of Dividend_i attributed to such Ex-Date_i.

"**Dividend_i**" means, in respect of a Share_i and an Ex-Date_i, the sum of (i) the gross cash dividend (including Extraordinary Dividends), (ii) the gross cash value of any non-cash dividend (including Extraordinary Dividends) and (iii) the gross cash value of any distribution by the Issuer of such Share_i (the "**Share Issuer**") out of its capital and surplus, before any withholding or deduction of applicable taxes, declared by the Share Issuer. If no cash value is declared by the Share Issuer in respect of any cash dividend, non-cash dividend or distribution, the cash value shall be as determined by the Calculation Agent.

"**Ex-Date_i**" means, in respect of a Share_i and any dividend or distribution in respect of such Share_i, any date on which such Share_i has commenced trading ex-dividend or excluding distribution.

" I_j " means, in respect of the Index, the Final Index Level on a Valuation Date_j.

" I_{j+1} " means, in respect of the Index, the Final Index Level on a Valuation Date_{j+1}.

"**N**" means 20.

"**n_i**" means, in respect of a Share_i, the value specified in the column headed "**n_i**" in the Share Basket table in Annex B (*Share Basket*) corresponding to such Share_i.

"**n_{Index}**" means 307.

" S_j^i " means, in respect of a Share_i, the Final Price of such Share_i on a Valuation Date_j.

" S_{j+1}^i " means, in respect of a Share_i, the Final Price of such Share_i on a Valuation Date_{j+1}.

"**Vol Strike_i**" means in respect of a Share_i, the value specified in the column headed "**Vol Strike_i**" in the Share Basket table in Annex B (*Share Basket*) corresponding to such Share_i.

"**Vol Strike_{Index}**" means 19.00.

"**W_i**" means in respect of a Share_i, the value specified in the column headed "**W_i**" in the Share Basket table in Annex B (*Share Basket*) corresponding to such Share_i.

"**Final Valuation Date**" means, in respect of a Share_i, 18 December 2020, or if such day is a Disrupted Day for such Share_i, the Final Valuation Date shall be adjusted in accordance with Condition 18(b) for such Share_i; and in respect of the Index, 18 December 2020, or if such day is a Disrupted Day for the Index, the Final Valuation Date shall be adjusted in accordance with Condition 18(b) for the Index.

"**Min**", followed by amounts or values inside brackets, means whichever is the lesser of the amounts (or values) separated by a comma inside such brackets.

"**Max**", followed by amounts or values inside brackets, means whichever is the greater of the amounts (or values) separated by a comma inside such brackets.

"**Observation Period**" means the period commencing from and including 02 October 2019, and ending on and including the Final Valuation Date.

"**Share_i**" means, in respect of a Share, a number between 1 and 20 specified in the column headed "**i**" in the Share Basket table in Annex B (*Share Basket*) corresponding to such Share.

"Valuation Date" means, in respect of a Share_i, each day that is a Scheduled Trading Day in respect of such Share_i during the Observation Period, provided that if a Valuation Date is a Disrupted Day, such Valuation Date shall be adjusted in accordance with Condition 18(b) for such Share_i; and in respect of the Index, each day that is a Scheduled Trading Day in respect of the Index during the Observation Period, provided that if a Valuation Date is a Disrupted Day, such Valuation Date shall be adjusted in accordance with Condition 18(b) for the Index.

"Valuation Date_j" means any such Valuation Date in respect of a Share_i or the Index, as applicable, and

"Valuation Date_{j+1}" means the Valuation Date falling immediately after Valuation Date_j.

ANNEX B – SHARE BASKET

Share Basket table

i	Share	BBG Ticker	ISIN	w_i	n_i	Vol Strike _i	Cap _i	Exchange
1	APPLE INC	AAPL UQ	US0378331005	10.76%	307	29.95	74.88	NASDAQ
2	AMERICAN TOWER CORP	AMT UN	US03027X1000	4.40%	307	25.12	62.80	New York Stock Exchange
3	CONOCOPHILLIPS	COP UN	US20825C1045	3.51%	307	32.13	80.33	New York Stock Exchange
4	CISCO SYSTEMS INC	CSCO UQ	US17275R1023	6.30%	307	29.71	74.28	NASDAQ
5	EOG RESOURCES INC	EOG UN	US26875P1012	2.89%	307	37.88	94.70	New York Stock Exchange
6	FEDEX CORP	FDX UN	US31428X1063	2.61%	307	32.91	82.28	New York Stock Exchange
7	GENERAL ELECTRIC CO	GE UN	US3696041033	3.83%	307	47.74	119.35	New York Stock Exchange
8	HOME DEPOT INC	HD UN	US4370761029	7.07%	307	24.53	61.33	New York Stock Exchange
9	INTL BUSINESS MACHINES CORP	IBM UN	US4592001014	4.98%	307	25.79	64.48	New York Stock Exchange
10	INTEL CORP	INTC UQ	US4581401001	6.67%	307	31.67	79.18	NASDAQ
11	KRAFT HEINZ CO/THE	KHC UQ	US5007541064	1.87%	307	33.63	84.08	NASDAQ
12	LOWE'S COS INC	LOW UN	US5486611073	4.10%	307	30.19	75.48	New York Stock Exchange
13	NETFLIX INC	NFLX UQ	US64110L1061	4.83%	307	41.39	103.48	NASDAQ
14	NIKE INC -CL B	NKE UN	US6541061031	4.79%	307	28.52	71.30	New York Stock Exchange
15	NVIDIA CORP	NVDA UQ	US67066G1040	4.57%	307	42.89	107.23	NASDAQ
16	PFIZER INC	PFE UN	US7170811035	6.22%	307	24.51	61.28	New York Stock Exchange
17	SCHLUMBERGER LTD	SLB UN	AN8068571086	3.01%	307	38.02	95.05	New York Stock Exchange
18	AT&T INC	T UN	US00206R1023	7.34%	307	23.87	59.68	New York Stock Exchange
19	UNITED PARCEL SERVICE-CL B	UPS UN	US9113121068	3.99%	307	27.69	69.23	New York Stock Exchange
20	WELLS FARGO & CO	WFC UN	US9497461015	6.26%	307	28.66	71.65	New York Stock Exchange