

## FINAL TERMS

Final Terms dated 5 June 2019

Series No.: 2019-2

Tranche No.: 1

**HSBC Bank plc**

**Debt Issuance Programme**

**Issue of**

**Issue of EUR 1,340,000,000 Floating Rate Notes due 2021**

**MiFID II product governance / Professional investors and ECPs only target market** - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes in the European Economic Area ("EEA") is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients in the EEA are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

## PART A – CONTRACTUAL TERMS

This document constitutes the Final Terms relating to the issue of the Tranche of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "Conditions") set forth in the base prospectus dated 22 May 2019 in relation to the above Programme (the "Base Prospectus") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended or superseded, the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. Pursuant to Article 14 of the Prospectus Directive, the Base Prospectus is available for viewing at [www.hsbc.com](http://www.hsbc.com) (please follow links to 'Investors', 'Fixed income investors', 'Issuance programmes') and at HSBC Bank plc, 8 Canada Square, London E14 5HQ, United Kingdom during normal business hours, and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ, United Kingdom.

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|----|--|-------------------|
| 1. | Issuer:  | HSBC Bank plc     |
| 2. | (i) Series number:                                       | 2019-2            |
|    | (ii) Tranche number:                                     | 1                 |
|    | (iii) Date on which the Notes become fungible:           | Not Applicable    |
| 3. | Specified Currency:                                      | EUR               |
| 4. | Aggregate Principal Amount of Notes admitted to trading: |                   |
|    | (i) Series:  | EUR 1,340,000,000 |
|    | (ii) Tranche:  | EUR 1,340,000,000 |

5.	Issue Price:	100.65 per cent. of the Aggregate Principal Amount
6.	(i) Specified Denomination(s) (Condition 1(d)):	EUR 100,000
	(ii) Calculation Amount:	EUR 100,000
7.	(i) Issue Date:	7 June 2019
	(ii) Interest Commencement Date:	7 June 2019
	(iii) CNY Issue Trade Date:	Not Applicable
8.	Maturity Date: (Condition 6(a))	7 June 2021, subject to adjustment in accordance with the Business Day Convention
9.	Interest basis: (Conditions 3 to 5)	EUR-EURIBOR + 0.60 per cent. Floating Rate Notes
	(a) Change of interest basis:	Not Applicable
10.	Redemption basis: (Condition 6)	Redemption at par
11.	Put/Call options:	Not Applicable
12.	Status of the Notes: (Condition 2)	Not Subordinated Notes

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

13.	Fixed Rate Notes and Resettable Notes (Condition 3)	Not Applicable
	(a) Fixed Rate Note provisions: (Condition 3(a))	Not Applicable
	(b) Resettable Note provisions: (Condition 3(b))	Not Applicable
14.	Floating Rate Note provisions: (Condition 4)	Applicable
	(i) Interest Payment Dates:	7 March, 7 June, 7 September and 7 December in each year commencing on 7 September 2019 to and ending on 7 June 2021, in each case subject to adjustment in accordance with the Business Day Convention
	(ii) Reference Rate:	EURIBOR
	(iii) Relevant Period:	Not Applicable
	(iv) Screen Rate Determination:	Not Applicable
	(v) ISDA Determination:	Applicable

	(a) Floating Rate Option:	EUR-EURIBOR-Reuters
	(b) Designated Maturity:	3 months
	(c) Reset Date:	The first day of each Interest Period
	(vi) Interest Determination Date(s):	As per Condition 18 (being, as of the Issue Date, the date which is two Business Days prior to the first day of each Interest Period)
	(vii) Linear Interpolation:	Not Applicable
	(viii) Margin:	+0.60 per cent. per annum
	(ix) Day Count Fraction:	Actual/360
	(x) Determination Date(s):	Not Applicable
	(xi) Business Day Centre(s): (Condition 4(b))	TARGET2
	(xii) Business Day Convention:	Modified Following Business Day Convention
	(xiii) Maximum Rate of Interest:	Not Applicable
	(xiv) Minimum Rate of Interest:	0 (zero) per cent. per annum
15.	Zero Coupon Note provisions: (Condition 5)	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

16.	Final Redemption Amount: (Condition 6(a))	100 per cent.
17.	Issuer's optional redemption (Call): (Condition 6(c))	Not Applicable
18.	Noteholder's optional redemption (Put): (Condition 6(d))	Not Applicable
19.	Redemption for taxation reasons (deductability): (Condition 6(b)(iii))	Not Applicable
20.	Redemption upon Capital Disqualification Event: (Condition 6(h))	Not Applicable
21.	Early redemption amount:	
	(i) Early redemption amount upon redemption for taxation reasons: (Condition 6(b))	100 per cent.
	(ii) Early redemption amount upon enforcement: (Condition 9)	100 per cent.

22. Substitution or Variation: Not Applicable  
(Condition 6(j))

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. Form of Notes: Bearer  
(Condition 1(a))
24. (a) 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 Bearer Notes: Applicable; Permanent Global Note  
(Condition 1(a))
- (iii) Permanent Global Note exchangeable for Definitive Bearer Notes: Yes
- (iv) Coupons to be attached to Definitive Bearer Notes: Yes
- (v) Talons for future Coupons to be attached to Definitive Bearer Notes: No
- (vi) Definitive Bearer Notes to be security printed: Yes
- (vii) Definitive Bearer Notes to be in ICMA or successor's format: Yes
- (b) If issued in registered form: Not Applicable
25. Exchange Date for exchange of Temporary Global Note: Not earlier than 40 days following the Issue Date
26. Payments: (Condition 8)
- Relevant Financial Centre Day: TARGET2
27. U.S. selling restrictions: TEFRA D  
Regulation S Compliance Category 2
28. Prohibition of Sales to EEA Retail Investors: Not Applicable

CONFIRMED

HSBC BANK plc

By: .....



*Authorised Signatory*

Date: .....

*4 June 2019*

## **PART B – OTHER INFORMATION**

### **1. LISTING**

- (i) Listing: Application will be made to admit the Notes to listing on the Official List of the Financial Conduct Authority pursuant to Listing Rule 17. No assurance can be given as to whether or not, or when, such application will be approved.
- (ii) Admission to trading: Application will be made for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange plc. No assurance can be given as to whether or not, or when, such application will be approved.

### **2. RATINGS**

Ratings:

The Notes have been rated:

S&P: AA-

Moody's: Aa3

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

Save for the fees and commissions payable to HSBC Bank plc as lead manager, in relation to the Notes, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **4. ESTIMATE OF THE TOTAL EXPENSES RELATED TO THE ADMISSION TO TRADING**

It is estimated that the total expenses to be incurred in relation to the admission to trading of the Notes will be GBP 4,560.

## **OPERATIONAL INFORMATION**

5. ISIN Code: XS2008290426
6. Common Code: 200829042
7. FISN: HSBC BANK PLC/VAR MTN 20210607
8. CFI Code: DTVXFB
9. CUSIP Number: Not Applicable
10. New Global Note or Classic Global Note: New Global Note
11. New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Yes
- Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible

collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

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|-----|--|--|
| 12. | Registered Global Notes 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. | Name and address of initial Paying Agents:   | HSBC Bank plc, 8 Canada Square, London E14 5HQ |
| 15. | Name and address of additional Paying Agent(s) (if any):   | None   |
| 16. | Calculation Agent:   | HSBC Bank plc                                  |
| 17. | Transfer Agent:  | Not Applicable                                 |
| 18. | Registrar:   | Not Applicable                                 |
| 19. | City in which specified office of Registrar to be maintained:<br>(Condition 11)                                    | Not Applicable                                 |
| 20. | CPDI Notes   | Not Applicable                                 |

## **DISTRIBUTION**

- |     |   |                |
|-----|---|----------------|
| 21. | Method of distribution:                                       | Non-syndicated |
| 22. | (i) If syndicated, names of Relevant Dealer/ Lead Manager(s): | Not Applicable |
|     | (ii) If syndicated, names of other Dealers/ Managers:         | Not Applicable |
|     | (iii) Date of Subscription Agreement:                         | Not Applicable |
|     | (iv) Stabilisation Manager(s) (if any):                       | Not Applicable |
| 23. | If non-syndicated, name of Relevant Dealer:                   | HSBC Bank plc  |

## **BENCHMARKS**

- |     |  |   |
|-----|--|---|
| 24. | Details of benchmarks administrators and registration under Benchmarks Regulation: | EURIBOR is provided by the European Money Markets Institute ("EMMI"). As at the date hereof, EMMI does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation. As far as the Issuer is aware, the transitional provisions in Article 51 of the Benchmarks Regulation apply, such that EMMI is not currently required to obtain authorisation/registration (or, if located outside the European Union, recognition, endorsement or equivalence). |
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