

**FINAL TERMS**

Final Terms dated 22 March 2006

Series No.: 2112

Tranche No.: 1

**HSBC Bank plc**  
**Debt Issuance Programme**

**Issue of**  
**GBP 600,000,000**

**4.75 per cent. Subordinated Notes due 2046**

**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 Conditions set forth in the Base Prospectus dated 1 July 2005 in relation to the above Programme which constitutes a base prospectus ("**Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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 such Prospectus and the Base Prospectus Supplements dated 21 October 2005, 11 November 2005, 7 December 2005, 21 December 2005, 4 January 2006 and 6 March 2006. 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 Prospectus (as supplemented by the Base Prospectus Supplements). The Prospectus and the Base Prospectus Supplements are available for viewing at HSBC Bank plc, 8 Canada Square, London E14 5HQ and copies may be obtained from such address.

- |    |      |                             |  |
|----|------|-----------------------------|--|
| 1. | (i)  | Issuer                      | HSBC Bank plc  |
|    | (ii) | Arranger:                   | HSBC Bank plc  |
| 2. | (i)  | Series number:              | 2112   |
|    | (ii) | Tranche number:             | 1  |
| 3. |      | Currency or currencies:     |  |
|    | (i)  | of denomination:            | Pounds sterling (" <b>GBP</b> ")                     |
|    | (ii) | of payment:                 | GBP  |
| 4. |      | Aggregate Principal Amount: |  |
|    | (i)  | Series:                     | GBP600,000,000                                       |
|    | (ii) | Tranche:                    | GBP600,000,000                                       |
| 5. | (i)  | Issue Price:                | 98.507 per cent of the Aggregate<br>Principal Amount |
|    | (ii) | Commission payable:         | 0.625 per cent                                       |

	(iii)	Selling concession:	None
6.		Denomination(s) ( <i>Condition 1(f)</i> ):	The Notes are issued in the denomination of GBP50,000 per Note. However for so long as the Notes are represented by a Global Note, and Euroclear Bank S.A./N.V. as operator of the Euroclear System and Clearstream Banking, société anonyme so permit, the Notes shall be tradable in minimum nominal amounts of GBP 50,000 and integral multiples of GBP 1,000 thereafter. If definitive Notes are required to be issued they will only be printed and issued in denominations of GBP50,000. Accordingly, if definitive Notes are required to be issued, a Noteholder holding a nominal amount the whole of which cannot be represented by definitive Notes in the denomination of GBP50,000 will not be able to receive a definitive Note in respect of such portion of this holding as cannot be represented by a definitive Note in the denomination of GBP50,000 and will not be able to receive interest or principal in respect of such portion. In addition, if definitive Notes are required to be issued, thereafter trading in the Notes may be limited to Notes actually represented by definitive Notes of GBP50,000 nominal amount.
7.	(i)	Issue Date:	24 March 2006
	(ii)	Interest Commencement Date:	24 March 2006
8.		Maturity Date: ( <i>Condition 6(a)</i> )	24 March 2046
9.		Interest basis: ( <i>Conditions 3 to 5</i> )	4.75 per cent. Fixed Rate
10.		Redemption basis: ( <i>Condition 6</i> )	Redemption at par
11.		Change of interest or redemption basis:	Not applicable
12.		Put/Call options:	Not applicable
13.	(i)	Status of the Notes: ( <i>Condition 2</i> )	Subordinated Notes
	(ii)	Subordinated Notes:	Deferral of Payments, Condition 2(d) is not applicable

14. Method of distribution: Syndicated

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

15. Fixed Rate Note provisions: Applicable  
(*Condition 3*)
- (i) Rate of Interest: 4.75 per cent. per annum payable annually in arrear
- (ii) Fixed Interest Payment Date(s): 24 March in each year from and including 24 March 2007 to and including 24 March 2046
- (iii) Day Count Fraction: Actual/Actual (ICMA). For these purposes, "Actual/Actual (ICMA)" (as defined below) means:
- (i) where the number of days in the relevant period from (and including) the most recent Fixed Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (the "Accrual Period") is equal to or shorter than the Determination Period (as defined below) during which the Accrual Period ends, the number of days in such Accrual Period divided by the number of days in such Determination Period; or
- (ii) where the Accrual Period is longer than the Determination Period during which the Accrual Period ends, the sum of the number of days in such Accrual Period falling in the Determination Period in which the Accrual Period begins divided by the number of days in such Determination Period and the number of days in such Accrual Period falling in the next Determination Period divided by the number of days in such Determination Period.

"Determination Period" means each period from (and including) a Determination Date to (but excluding) the next Determination

		Date (including, where either the Interest Commencement Date or the final Fixed Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date).
	(iv) Determination Date:	24 March
16.	Floating Rate Note provisions: (Condition 4)	Not applicable
17.	Variable Coupon Amount Note provisions: (Condition 5)	Not applicable
18.	Zero Coupon Note provisions: (Condition 5)	Not applicable
19.	Index-Linked Interest Note/other variable-linked interest Note Provisions:	Not applicable
20.	Dual Currency Note provisions:	Not applicable

#### PROVISIONS RELATING TO REDEMPTION

21.	Issuer's optional redemption (Call): (Condition 6(c))	Not applicable
	(i) Redemption amount (Call):	Not applicable
	(ii) Series redeemable in part:	Not applicable
	(iii) Call option date(s)/Call option period:	Not applicable
22.	Noteholder's optional redemption (Put): (Condition 6(d))	No
	(i) Redemption amount (Put):	Not applicable
	(ii) Put Option date(s)/Put Option Period:	Not applicable
23.	Final redemption amount of each Note: (Condition 6(a))	Par
24.	Final redemption amount of each Note in cases where the final redemption amount is Index-Linked or other variable-linked:	Not applicable
25.	Instalment Notes: (Condition 6(a))	Not applicable

26. Early redemption amount:
- |       |   |      |
|-------|---|------|
| (i)   | Early redemption amount (upon redemption for taxation reasons):<br>(Condition 6(b)) | Par  |
| (ii)  | Early redemption amount upon enforcement:<br>(Condition 10)                         | Par  |
| (iii) | Other redemption provisions:<br>(Condition 6(h))                                    | None |

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes:  
(Condition 1(a))
- |      |   |        |
|------|---|--------|
| (i)  | Form of Notes:                                  | Bearer |
| (ii) | Bearer Notes exchangeable for Registered Notes: | No     |
28. 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:<br>(Condition 1(a)) | Yes, exchangeable for Permanent Global Note |
| (iii) | Permanent Global Note exchangeable at the option of the bearer for Definitive Notes and/or Registered Notes:                      | No  |
| (iv)  | Coupons to be attached to Definitive Notes:   | Yes   |
| (v)   | Talons for future Coupons to be attached to Definitive Notes:   | Yes   |
| (vi)  | (a) Definitive Notes to be security printed:  | Yes   |
|       | (b) if the answer to (a) is yes, whether steel engraved plates will be used:  | Yes   |
| (vii) | Definitive Notes to be in ICMA  | Yes   |

or successor's format:

- (viii) Issuer or Noteholder to pay costs of security printing: Issuer
29. Exchange Date for exchange of Temporary Global Note: 3 May 2006
30. Payments:  
(*Condition 8*)
- (i) Method of payment: Condition 8 shall apply, subject as provided in the Temporary Global Note or as the case may be, the Permanent Global Note
- (ii) Relevant Financial Centre Day: As provided in Condition 8
31. Partly Paid Notes:  
(*Condition 1*) No
32. Redenomination:  
(*Condition 9*)
- (i) Redenomination: Not applicable
- (ii) Exchange: Not applicable
33. Other final terms: Not applicable

#### **DISTRIBUTION**

34. (i) If syndicated, names, addresses and underwriting commitments of Lead Manager: HSBC Bank plc
- (ii) If syndicated, names, addresses and underwriting commitments of other Managers: Bear, Stearns International Limited  
BNP Paribas  
Danske Bank A/S  
ING Belgium NV/SA  
National Australia Bank Limited (ABN 12 004 044 937)  
Royal Bank of Canada Europe Limited  
UBS Limited
- (iii) Date of Subscription Agreement 22 March 2006
- (iv) Stabilising Manager (if any): HSBC Bank plc
35. If non-syndicated, name and address of Relevant Dealer: Not applicable
36. Total commission and concession: 0.625 per cent. of the Aggregate Principal Amount

37. Selling restrictions:  
United States of America: TEFRA D Rule  
Not Rule 144A eligible
38. Other: Not applicable
39. Stabilisation: **In connection with the issue of the Notes, the Stabilising Manager may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of Notes.**

**LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Debt Issuance Programme of HSBC Bank plc.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

**CONFIRMED**

**HSBC BANK PLC**

By: -----

*Authorised Signatory*

Date: -----

**PART B - OTHER INFORMATION****40. LISTING**

- |      |                      |   |
|------|----------------------|---|
| (i)  | Listing              | London  |
| (ii) | Admission to trading | Application has been made for the Notes to be admitted to trading on the gilt-edged and fixed interest market of the London Stock Exchange plc with effect from 24 March 2006 |

**41. RATINGS**

- |          |   |
|----------|---|
| Ratings: | The long term subordinated debt rating of HSBC Bank plc has been rated: |
|          | S&P: A+   |
|          | Moody's: Aa3  |
|          | Fitch: AA-  |

**42. NOTIFICATION**

Not applicable

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

Save as discussed in "Subscription and Sale" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

**44. REASONS FOR THE OFFER ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- |       |                           |   |
|-------|---------------------------|---|
| (i)   | Reasons for the offer     | See "Use of Proceeds" in Base Prospectus  |
| (ii)  | Estimated net proceeds;   | GBP587,292,000 (after deduction of total commission and concession referred to in paragraph 36 above but excluding expenses referred to in paragraph 44(iii) below) |
| (iii) | Estimated total expenses: | Approximately GBP15,000   |

**45. YIELD**

- |     |                      |  |
|-----|----------------------|--|
| (i) | Indication of yield: | Calculated as 4.778 per cent. on the Issue Date assuming redemption of the Notes on 24 March 2046  |
|     |                      | As set out above, the yield is calculated as a semi-annual yield at the Issue Date on the basis of the Issue Price and assuming redemption of the Notes on 24 March 2046. It is not an indication of future yield. |

46. **HISTORIC INTEREST RATES**

Not applicable

47. **PERFORMANCE OF INDEX/FORMULA**

Not applicable

48. **PERFORMANCE OF INDEX/FORMULA - DUAL CURRENCY NOTES**

Not applicable

**OPERATIONAL INFORMATION**

- |     |  |                      |
|-----|--|----------------------|
| 49. | ISIN Code:   | XS0247840969         |
| 50. | Common Code:   | 024784096            |
| 51. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None                 |
| 52. | Settlement procedures:   | Eurobond             |
| 53. | Additional Paying Agent(s) (if any):   | None                 |
| 54. | Common Depository:   | HSBC Bank plc        |
| 55. | Agent Bank/Calculation Agent:  | Not applicable       |
|     | — is Agent Bank to make calculations?  | Not applicable       |
|     | — if not, identify calculation agent:  | Not applicable       |
| 56. | Notices:<br>( <i>Condition 14</i> )  | Condition 14 applies |
| 57. | City in which specified office of Registrar to be maintained:<br>( <i>Condition 12</i> )                           | Not applicable       |
| 58. | Other relevant Terms and Conditions:   | None                 |
| 59. | Other Final Terms:   | None                 |