

Warrants issued pursuant to these Final Terms are securities to be listed under Listing Rule 19.

Final Terms dated: 28 May 2013

Series No.: NWP 29509

Tranche No.: 1

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of

2256 European Call Spread Warrants linked to the Wisdom Tree India Earnings Fund

Expiring 28 June 2013

PART A - CONTRACTUAL TERMS

This document constitutes the Final Terms relating to the issue of the Tranche of Warrants described herein. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Warrants (the "**Conditions**") set forth in the Base Prospectus dated 19 June 2012 in relation to the above Programme which together with each supplemental prospectus relating to the above Programme published by the Issuer after 19 June 2012 and prior to or on the Issue Date constitute a prospectus ("**Prospectus**") for the purposes of the Prospectus Directive, as amended (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Warrants described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Warrants is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at HSBC Bank plc, 8 Canada Square, London E14 5HQ and www.hsbc.com (please follow links to "Investor relations", "Fixed income securities" and "Issuance programmes") and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ.

It is advisable that prospective 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 Prospectus and these Final Terms. Prospective investors should consider carefully the risk factors set forth under "Risk Factors" in the Prospectus.

The information relating to the Wisdom Tree India Earnings Fund given herein is of limited scope. In deciding whether or not to purchase Warrants, investors should conduct their own investigations and form their own view of the merits of the Wisdom Tree India Earnings Fund based upon such investigations and not in reliance upon the information given herein.

1.	Issuer:	HSBC Bank plc
2.	Principal Warrant Agent:	HSBC Bank plc
3.	Calculation Agent:	HSBC France
4.	Warrant Agent:	HSBC Bank plc
5.	(i) Series number:	NWP29509
	(ii) Tranche number:	1
6.	Specified Currency or Currencies:	Euro (" EUR ")
7.	Aggregate Number of Warrants in the:	
	(i) Series:	2256 Warrants
	(ii) Tranche:	2256 Warrants
8.	Issue Date:	30 May 2013
9.	Issue Price:	EUR 1,994.50 per Warrant
10.	Strike Price:	Initial Price
11.	Final Price:	As per Condition 17
12.	Reference Price:	Not applicable
13.	Date Board approval for the issuance of Warrants obtained:	Not applicable
14.	Type of Warrants:	Security Warrant
15.	Series represented by:	Global Warrant. Warrants in definitive form will not be issued.
16.	Form of Warrant:	Book-Entry Form
17.	Style of Warrants:	The Warrants are European Style Call Warrants. Condition 3(b) is applicable.
18.	(i) Expiry Date:	28 June 2013, or, if such day is not a Scheduled Trading Day, the immediate following day that is a Scheduled Trading Day subject to adjustment under the Consequences of Disrupted Day provisions set out in Condition 18(b)
	(ii) Exercise Procedure:	Condition 4 is applicable
	(iii) Automatic Exercise:	Applicable

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| | (iv) | Exercise Period: | Not applicable |
| | (v) | Potential Exercise Date(s): | Not applicable |
| | (vi) | Knock-In Event | Not applicable |
| | (vii) | Knock-Out Event | Not applicable |
| 19. | (i) | Minimum Exercise Number: | 1 Warrant |
| | (ii) | Permitted Multiple: | 1 Warrant |
| 20. | | Cash Settlement: | Applicable. The Warrants are Cash Settlement Warrants. Condition 3(d) (<i>Cash Settlement</i>) applies |
| | (i) | Settlement Currency: | EUR |
| | (ii) | Cash Settlement Amount: | Unless previously purchased and cancelled, each of the Warrants shall be exercised on the Expiry Date against payment on the Cash Settlement Payment Date of an amount determined by the Calculation Agent in accordance with the following formula. |

EUR 5,000 multiplied by:

$$\text{Max} \left[0\%, \text{Min} \left(107\%, \frac{\text{Final Price}}{\text{Initial Price}} \right) - 60\% \right] \times \frac{FX_{\text{initial}}}{FX_{\text{final}}}$$

Where:

“**Initial Price**” means USD 18.77

“**Strike Date**” means 21 May 2013

“**FX_{initial}**” means 1.2848

“**FX_{final}**” means the rate of exchange between EUR and USD (expressed as the number of USD per 1 EUR) determined by the Calculation Agent at or around 2:15 pm (Frankfurt time) on the Fixing Date by reference to the Fixing Page or if the relevant rate is not available, the Calculation Agent shall determine the rate in its sole and absolute discretion in good faith.

“**Fixing Date**” means 01 July 2013 or if such day is not a Business Day the following day that is a Business Day.

“**Fixing Page**” means Reuters page ECB37 or any successor page thereof or if such page is not available, the Calculation Agent shall determine this rate in its sole and absolute discretion in good faith.

(iii)	Cash Settlement Payment Date:	04 July 2013
21.	Physical Settlement:	Not applicable
22.	Index Warrants or Index Basket Warrants:	Not applicable
23.	Security Warrant or Security Basket Warrant:	Applicable. The Warrants are Security Warrants
(i)	Securities:	<p>Units in the Fund, where “Fund” means Wisdom Tree India Earnings Fund (Bloomberg: EPI UP <Equity>), “Unit” means a share or notional unit of the Fund (as defined in the Fund Documents), the price of which is denominated in United States Dollars (“USD”). The Units represent undivided ownership interests in the portfolio of investments held by the Fund. “Underlying Index” means Wisdom Tree India Earnings Index.</p> <p>Condition 18 shall apply to the Warrants as if references therein to “Underlying Company” were references to the “Fund” and as if references therein to “Security” were references to “Unit”.</p>
(ii)	Basket:	Not applicable
(iii)	Exchange(s):	New York Stock Exchange ARCA
(iv)	Related Exchange:	All Exchanges
(v)	Valuation Time:	As per Condition 17
(vi)	Valuation Date:	The Expiry Date
(vii)	Averaging Dates:	Not applicable
(viii)	Clearing System:	Not applicable
(ix)	Additional Disruption Event:	<p>The following Additional Disruption Events apply: Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging</p>
24.	Average Date Market Disruption:	Not applicable
25.	Business Day:	TARGET
26.	Expiry Business Day:	New York
27.	Determination Date:	Not applicable
28.	Selling restrictions:	<p>In addition to selling restrictions listed in "Purchase and Sale of the Warrants" contained in the Prospectus:</p> <p>No Non-Exempt Offers of Warrants may be made.</p>

The offer is addressed to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive)

Regulations S

Warrants may not be sold or offered within the United States of America or to, or for the account or the benefit of, U.S. Persons (as defined in Regulation S).

Other Final Terms:

Annex 1

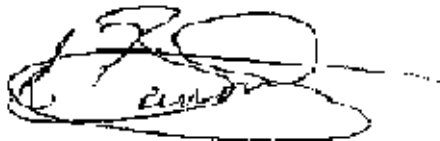
LISTING AND ADMISSION TO TRADING APPLICATION

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

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. Information relating to the Securities has been extracted from Bloomberg. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Bloomberg, no facts have been omitted which would render the reproduced inaccurate or misleading.

**CONFIRMED
HSBC BANK PLC**

A handwritten signature in black ink, appearing to be 'C. Smith', written over a circular stamp or seal.

By: -----

Authorised Signatory

Date: -----

PART B - OTHER INFORMATION

1. LISTING

- (i) Listing Application has been made to admit the Warrants to listing on the Official List of the Financial Services Authority pursuant to Listing Rule 19. 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 Regulated Market of the London Stock Exchange with effect from the Issue Date. No assurance can be given as to whether or not or when such application will be granted.

2. NOTIFICATION

Not applicable

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

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

4. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

The Warrants are linked to the performance of the Securities subject to a cap of 47%. The performance of the Securities will be converted from USD into EUR by the relevant rate of exchange determined on 1 July 2013.

The information given herein is of limited scope. In deciding whether or not to purchase Warrants, investors should conduct their own investigations and form their own view of the merits of the Securities based upon such investigations and not in reliance upon the information given herein.

Details of the past and future performance and volatility of the Securities can be obtained from Bloomberg or from the below website.

Investors may obtain additional information in relation to the Securities (including a copy of the prospectus relating to the Securities which, amongst other things, contains risk factors applicable to an investment in ETFs) from the following website:

<http://www.wisdomtree.com/etfs/fund-details.aspx?etfid=51>

5. REASONS FOR THE OFFER ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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

OPERATIONAL INFORMATION

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| 6. | ISIN Code: | GB00BB0RG093 |
| 7. | Common Code: | 093901037 |
| 8. | CUSIP: | Not applicable |
| 9. | Valoren Number: | Not applicable |
| 10. | SEDOL: | BB0RG09 |
| 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 Depositary: | HSBC Bank plc |
| 15. | Notices:
(<i>Condition 10</i>) | Condition 10 applies |
| 16. | City in which specified office of Registrar to be maintained: | Not applicable |
| 17. | ERISA Considerations: | Not applicable |

ANNEX 1

(This annex forms part to the Final Terms to which it is attached)

Disclaimer

Notes or Warrants issued by the Issuer are not sponsored, endorsed, sold or promoted by any ETF, any ETF manager or the affiliates of any such ETF or ETF manager (collectively, the "**Publisher**"). The Publisher shall not be liable (whether as a result of negligence or otherwise) to any person for any error in any information relating to such ETF and the Publisher is under no obligation to advise any person of any error therein. The Publisher does not make any representation or warranty, express or implied, to the prospective investors or any member of the public regarding the advisability of investing in securities generally or in the Notes or Warrants particularly.

The Issuer shall have no liability to the Holders of the Notes or Warrants for any act or failure to act by any ETF or ETF manager in connection with the management of such ETF or the computation, composition or dissemination of any data produced by any ETF or ETF manager relevant to the Notes or Warrants. The Issuer has no affiliation with or control over any ETF or ETF manager or any control over the computation, composition or dissemination of any data produced by any ETF or ETF manager or the management processes of any ETF. The only relationship the Publisher has with the Issuer is as licensee (the "**Licensee**") regarding the licensing of certain trademarks and trade names of the Publisher. The Publisher is not responsible for and neither has participated in the determination of the timing of, prices at, or quantities of the Notes or Warrants to be offered or issued or in the determination or calculation of the equation by which the Notes or Warrants to be offered or issued are to be converted into cash or otherwise disposed of. The Publisher does not have any obligation or liability in connection with the administration, marketing or trading of the Notes or Warrants to be offered or issued.

Although the Issuer will obtain information concerning various ETFs or ETF managers from publicly available sources it believes reliable, it will not independently verify this information.