

FINAL TERMS

Final Terms dated 15 March 2013

Series No.: NWP28214

Tranche No.: 1

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of USD 20,000,000 Range Accrual Notes

due 18 March 2028

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 of the Notes (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**"). 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. 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 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 Prospectus and these Final Terms. Prospective investors should consider carefully the risk factors set forth under "Risk Factors" in the Prospectus.

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|----|-------|--|------------------------------|
| 1. | (i) | Issuer | HSBC Bank plc |
| | (ii) | Arranger(s): | HSBC Bank plc |
| 2. | (i) | Series number: | NWP28214 |
| | (ii) | Tranche number: | 1 |
| | (iii) | Whether issue is of Notes or Certificates: | Notes |
| 3. | | Specified Currency or Currencies: | |
| | (i) | of denomination: | United States Dollar ("USD") |
| | (ii) | of payment: | USD |

4. Aggregate Principal Amount:
- (i) Series: USD 20,000,000.00
 - (ii) Tranche: USD 20,000,000.00
5. (i) Issue Price: 100.00 per cent. of the Aggregate Principal Amount
- (ii) Commission payable: None
 - (iii) Selling concession: None
6. (i) Denomination(s)
(*Condition 1(b)*): USD 100,000.00, and increments of USD 1,000.00 thereafter
- (ii) Calculation Amount: USD 1,000.00
7. (i) Issue Date: 18 March 2013
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date:
(*Condition 6(a)*) 18 March 2028, subject to adjustment in accordance with the Modified Following Business Day Convention and any applicable Business Centre(s) for the definition of Business Day
9. Interest basis:
(*Conditions 3 to 5*) **Fixed Rate** subject to the Accrual Provision at paragraph 15 below
10. Redemption basis:
(*Condition 6*) Redemption at par
11. Change of interest or redemption basis: Not applicable
12. Put/Call options: Condition 6(c) will apply as specified below
13. (i) Status of the Notes:
(*Condition 2*) Unsubordinated, unsecured
- (ii) Date Board approval for issuance of Notes obtained: Not applicable
14. Method of distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note provisions:
(*Condition 3*) Applicable
- (i) Rate of Interest: 3.85 per cent. per annum payable

quarterly in arrears, subject to the Accrual Provision at paragraph 15 below

- (ii) Interest Payment Date(s): Annually on 18 March of each year, from and including 18 March 2014, up to and including the Maturity Date each subject to adjustment in accordance with the Modified Following Business Day Convention for the purposes of payment only, not for accrual of interest
- (iii) Fixed coupon amounts: Not Applicable
- (iv) Day Count Fraction: 30/360, provided, however, that for the purpose of calculating the amount of interest payable on an Interest Payment Date, the relevant Calculation Period shall run from and including an Interest Payment Date to but excluding the following Interest Payment Date, subject to No Adjustment, except that (a) the initial Calculation Period shall commence on and include the Interest Commencement Date and (b) the final Calculation Period shall end on but exclude the Maturity Date.
- (v) Other terms relating to the method of calculating interest for Fixed Rate Notes **Accrual Provision**

In respect of each Interest Period, the rate of interest for such Interest Period shall be determined by the Calculation Agent in accordance with the following formula:

$$3.85\% \times N/D$$

For the purposes hereof:

“**Business Day**” means a day on which commercial banks and foreign exchange markets are open for business (including dealings in foreign exchange and foreign

currency deposits) in London and New York ;

“**D**” means, in respect of an Interest Period, the total number of calendar days in such Interest Period;

“**N**” means, in respect of an Interest Period, the number of calendar days in such Interest Period where the Reference Rate fixes within the Range, provided, however, that:

(1) in the case of any calendar day which is not a Business Day, the fixing of the immediately preceding Business Day shall be used; and

(2) the Reference Rate fixing as determined by the Calculation Agent on the fifth Business Day prior to the end of that Interest Period will be deemed to be the Reference Rate for each calendar day from and including that date to but excluding the following Interest Payment Date relating to such Interest Period;

“**Interest Period**” means the period from (and including) the Interest Commencement Date to (but excluding) the first Interest Payment Date and thereafter the period from (and including the previous Interest Payment Date to (but excluding) the next Interest Payment Date

“**Range**” means a range from and including 0.00 to and including 6.00 per cent.

“**Reference Rate**” means, with respect to any Business Day and as determined by the Calculation Agent, the rate for deposits in USD for a period of 3 months which appears on the Reuters Screen

LIBOR01 Page as of 11:00 a.m. London time on such Business Day. If such rate does not appear on the Reuters Screen LIBOR01 Page, the rate for that Business Day will be determined on the basis of the rates at which deposits in USD are offered by the Reference Banks at approximately 11:00 a.m., London time, on such Business Day to prime banks in the London interbank market for a period of three months commencing on the day that is 2 London Banking Days following such day and in a Representative Amount. The Calculation Agent will request the principal London office of each of the Reference Banks to provide a quotation of its rate. If at least two such quotations are provided, the rate for that Business Day will be the arithmetic mean of the quotations. If fewer than two quotations are provided as requested, the rate for that Business Day will be the arithmetic mean of the rates quoted by major banks in New York City, selected by the Calculation Agent, at approximately 11:00 a.m., New York City time, on that Business Day for loans in U.S. Dollars to leading European banks for a period of three months commencing on that Business Day and in a Representative Amount.

For the purposes hereof “**Reference Banks**” means four major banks in the London interbank market, and “**London Banking Day**” and “**Representative Amount**” have the meaning given to them in the ISDA Definitions.

16. Floating Rate Note provisions:
(*Condition 4*)

Not Applicable

3. RESTRICTED

17.	Variable Coupon Amount Note provisions: (<i>Condition 5</i>)	Not applicable
18.	Zero Coupon Note provisions: (<i>Condition 5</i>)	Not applicable
19.	Index-Linked Interest Note/other variable-linked interest Note Provisions:	Not applicable
20.	Dual Currency Note provisions /Multi-currency Note provisions:	Not applicable

PROVISIONS RELATING TO REDEMPTION

21.	Issuer's optional redemption (Call): (<i>Condition 6(c)</i>)	Applicable
	(i) Redemption Amount (Call):	USD 1,000 per Calculation Amount
	(ii) Series redeemable in part:	Not Applicable
	(iii) Call option date(s)/Call option period	Each Interest Payment Date, subject to the Issuer giving at least 5 Business Days notice to Noteholders.
22.	Noteholder's optional redemption (Put): (<i>Condition 6(d)</i>)	Not applicable
23.	Final Redemption Amount of each Note: (<i>Condition 6(a)</i>)	USD 1,000 per Calculation amount
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: (<i>Condition 6(a)</i>)	Not applicable
26.	Early redemption amount:	Yes
	(i) Early Redemption Amount (upon redemption for taxation reasons, a force majeure event, or following an Event of Default): (<i>Condition 6(b), 6(h) and Condition 10</i>)	Fair Market Value
	(ii) Other redemption provisions:	Not applicable

(Condition 6(i))

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. Issued under the new safekeeping structure: No
29. 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 Notes and/or Registered Notes: Yes
- (Condition 1(a))
- (iii) Permanent Global Note exchangeable at the option of the bearer for Definitive Notes and/or Registered Notes: Yes, Permanent Global Notes exchangeable for Definitive Notes only in limited circumstances specified in the Permanent Global Note.
 - (iv) Coupons to be attached to Definitive Notes: Yes
 - (v) Talons for future Coupons to be attached to Definitive Notes: No
 - (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 or successor's format: Yes
 - (viii) Issuer or Noteholder to pay costs of security printing: Not applicable
30. Exchange Date for exchange of Temporary Global Note: Not applicable

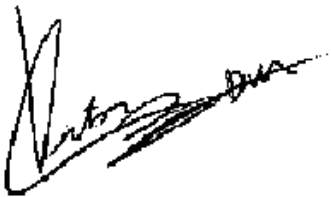
31. Payments:
(*Condition 8*)
- (i) Method of payment: Condition 8 applies
 - (ii) Relevant Financial Centre Day: London and New York
 - (iii) Local banking day specified for payments in respect of the Notes in global form: No
32. Partly Paid Notes:
(*Condition 1*) Not applicable
33. Redenomination:
(*Condition 9*) Not applicable
- (i) Redenomination: Not applicable
 - (ii) Exchange: Not applicable
34. Other final terms: Not applicable
35. Valuation Date: Not applicable

DISTRIBUTION

- 36. (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
 - (iii) Date of Subscription Agreement: Not applicable
 - (iv) Stabilising Manager (if any): Not applicable
37. If non-syndicated, name and address of Relevant Dealer: HSBC Bank plc
8 Canada Square, London E14 5HQ
38. Total commission and concession: Not applicable

39. Selling restrictions: TEFRA D
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 benefit of any U.S. Persons (as defined in Regulation S).
Non-exempt offer: Not applicable
Additional selling restrictions: Not applicable
40. Stabilisation: Not applicable

**CONFIRMED
HSBC BANK PLC**



Victor Delgado Melgares

By: -----
Authorised Signatory

Date: -----

PART B - OTHER INFORMATION

1. LISTING

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|------|----------------------|----------------|
| (i) | Listing | Not applicable |
| (ii) | Admission to trading | Not applicable |

2. RATINGS

- | | |
|----------|---|
| Ratings: | The Notes have not been specifically rated. |
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OPERATIONAL INFORMATION

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|-----|--|--------------------------|
| 3. | ISIN Code: | XS0905657291 |
| 4. | Common Code: | 090565729 |
| 5. | CUSIP: | Not applicable |
| 6. | SEDOL: | Not applicable |
| 7. | Intended to be held in a manner which would allow Eurosystem eligibility: | No |
| 8. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 9. | Delivery: | Delivery against payment |
| 10. | Settlement procedures: | Medium Term Note |
| 11. | (i) Principal Paying Agent : | HSBC Bank plc |
| | (ii) Additional Paying Agent(s) (if any): | None |
| 12. | Common Depository: | HSBC Bank plc |
| 13. | Calculation Agent: | HSBC France |
| 14. | — is Calculation Agent to make calculations? | Yes |
| 15. | | |

16. Notices: As per Condition 13
(*Condition 13*)
17. City in which specified office of Registrar to be maintained: Not Applicable
(*Condition 14*)
18. Other Final Terms: Not applicable
19. ERISA Considerations: Not applicable