Series No.: 2

Tranche No.: 1

# Issuer

## HSBC Bank plc

Issue of

**A$500,000,000**
**Floating Rate Notes due 12 March 2015** ("**Notes**")

*The Issuer is not a bank which is authorised under the Banking Act 1959 of Australia ("**Banking Act**"). The Notes are not the obligations of the Australian Government and are not guaranteed by the Commonwealth of Australia.*

*Each offer to purchase or invitation to buy Notes in Australia (a) will constitute an offer or invitation which does not require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act 2001 of Australia ("**Corporations Act**") such that the amount payable by each person who subscribes for or purchases Notes must be at least A$500,000 (disregarding moneys lent by the offeror or its associates), (b) the offer is not a "retail client" for the purposes of section 761G of the Corporations Act and (c) and will comply with Banking (Exemption) Order No. 82 dated 23 September 1996 promulgated by the Assistant Treasurer of Australia under the Banking Act ("**Banking (Exemption) Order No. 82**") as if it applied to the Issuer mutatis mutandis. Other restrictions on offering and transfers of Notes are set out under "Selling Restrictions" on pages 41 to 45 of the Information Memorandum.*

The date of this Pricing Supplement is 10 March 2010 ("**Pricing Supplement**").

This Pricing Supplement (as referred to in the Information Memorandum dated 4 March 2010) relates to the Tranche of Notes referred to above. It is supplementary to, and should be read in conjunction with the terms and conditions of the Notes contained in the Information Memorandum dated 4 March 2010 ("**Conditions**") and the Note Deed Poll dated 10 March 2010 made by the Issuer. Unless otherwise indicated, terms defined in the Conditions have the same meaning in this Pricing Supplement.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

The particulars specified below are applicable to the Notes.

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

| | | | |
|---|---|---|---|
| 1 | Issuer | : | HSBC Bank plc |
| 2 | Type of Notes | : | Unsubordinated, unsecured Floating Rate |
| 3 | Method of distribution | : | Syndicated Issue |
| 4 | Bookrunner and Joint Lead Manager | : | The Hongkong and Shanghai Banking Corporation Limited (ABN 65 117 925 970) |

| | | | |
|---|---|---|---|
| 5 | Joint Lead Managers | : | Australia and New Zealand Banking Group Limited (ABN 11 005 357 522)<br>Commonwealth Bank of Australia (ABN 48 123 123 124)<br>National Australia Bank Limited (ABN 12 004 044 937)<br>Westpac Banking Corporation (ABN 33 007 457 141) |
| 6 | Registrar and Calculation Agent | : | Austraclear Services Limited (ABN 28 003 284 419) |
| 7 | If to form a single Series with an existing Series, specify date on which all Notes of the Series become fungible, if not the Issue Date | : | Not applicable |
| 8 | Principal amount of Notes | : | A$500,000,000 |
| 9 | Issue Date | : | 12 March 2010 |
| 10 | Issue Price/Purchase Price | : | 100.00% of the Principal amount |
| 11 | Currency | : | AUD |
| 12 | Denomination(s) | : | A$100,000 and integral multiples of A$1,000 thereafter provided that the minimum consideration payable in Australia is A$500,000 (disregarding moneys lent by the offeror or its associates) |
| 13 | Maturity Date | : | 12 March 2015 |
| 14 | If the Notes are Fixed Rate Notes | : | Condition 6 applies: No |
| 15 | If the Notes are Floating Rate Notes | : | Condition 7 applies: Yes |
| | Interest Commencement Date, if not Issue Date | : | Not applicable |
| | Interest Rate | : | 3-month BBSW + the Margin |
| | Interest Payment Dates | : | 12 March, 12 June, 12 September and 12 December in each year commencing on 12 June 2010 and ending on the Maturity Date |
| | Business Day Convention | : | Modified Following Business Day Convention |
| | Margin | : | +1.25% per annum |
| | Day Count Fraction | : | Actual / 365 (fixed) |
| | Fallback Interest Rate | : | As set out in Condition 7.3 ("Fallback Interest Rate") |
| | Interest Rate Determination | : | Bank Bill Rate Determination |

| | | | |
|---|---|---|---|
| | Relevant Screen Page | : | "BBSW" page (or replacement page) of the Reuters Monitor System |
| | Relevant Time | : | 10.10am |
| | Reference Rate | : | 3-month BBSW |
| | Interest Determination Date | : | The first day of each relevant Interest Period |
| | Bank Bill Rate | : | Yes |
| 16 | Maximum and Minimum Interest Rate | : | Not applicable |
| 17 | Default Rate | : | Not applicable |
| 18 | Rounding | : | As set out in Condition 8.6 ("Rounding") |
| 19 | Relevant Financial Centre | : | Applicable: Sydney, London |
| 20 | Linear Interpolation | : | Not applicable |
| 21 | Early Redemption Amount (Call) | | |
| | Are the Notes redeemable before their Maturity Date at the option of the Issuer | : | Not applicable |
| 22 | Early Redemption Amount (Tax) | | |
| | If Early Redemption Amount (Tax) is not the outstanding principal amount together with accrued interest (if any) thereon of the Notes, insert amount or full calculation provisions | : | As set out in Condition 9.2 ("Early redemption for taxation reasons") |
| | Specify if Holders are not to receive accrued interest on early redemption for tax reasons | : | As set out in Condition 9.2 ("Early redemption for taxation reasons") |
| 23 | Early Redemption Amount (Default) | | |
| | If Early Redemption Amount (Default) is not the outstanding principal amount of the Notes, insert amount or full calculation provisions | : | As set out in Condition 14.2 ("Consequences of Event of Default") |
| | Specify if Holders are not to receive accrued interest on early redemption on default | : | As set out in Condition 14.2 ("Consequences of Event of Default") |
| 24 | Clearing System(s) | : | Austraclear / Euroclear / Clearstream |
| 25 | ISIN | : | AU3FN0010252 |
| 26 | Common Code | : | 049409915 |
| 27 | Listing | : | None |

28 Ratings:

The Notes have been rated:

- AA by Standard & Poor's Rating Services, a division of McGraw Hill Companies Inc; and
- Aa2 by Moody's Investors Services Ltd.

A rating is not a recommendation to buy, sell or hold Notes and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

**CONFIRMED**

**For and on behalf of**
**HSBC Bank plc**

By: .....

Name: JOSE-LUIS GUERRERO

Title: HEAD OF GLOBAL MARKETS EMEA

Date: 10 March 2010