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

Final Terms dated: 21 September 2012
Series No.: GAZELS 0042
Tranche No.: 1

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of *200,000,000* Market Access Warrants linked to ordinary shares issued by FIRST BANK OF NIGERIA (the "Underlying Security") due September 2015 (the "Warrants" or "MAWS)

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 constitute a 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 the 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 http://www.hsbc.com/1/2/investor-relations/fixed-income and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ.

IMPORTANT NOTICES

THE WARRANTS HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), THE STATE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR THE SECURITIES LAWS OF ANY OTHER JURISDICTION, AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS (AS DEFINED IN REGULATION S OF THE SECURITIES ACT ("**REGULATION S**")) AS EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. ACCORDINGLY, THE WARRANTS ARE BEING OFFERED AND SOLD (A) IN THE UNITED STATES ONLY TO "QUALIFIED INSTITUTIONAL BUYERS" (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT ("**RULE 144A**")) AND (B) TO NON-US PERSONS (AS DEFINED IN REGULATION S) IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S. PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT THE SELLERS OF WARRANTS PURSUANT TO CLAUSE (A) ABOVE MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A THEREUNDER.

NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B ("RSA 421-B") OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

AVAILABLE INFORMATION

To permit compliance with Rule 144A under the Securities Act in connection with resales of the Warrants, the Issuer will promptly furnish, upon request of a holder of a Warrant, to such holder and a prospective purchaser designated by such holder the information required to be delivered under Rule 144A(d)(4) if, at the time of such request, the Issuer is neither a reporting company under Section 13 or 15(d) of the United States Securities Exchange Act of 1934, as amended, nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder.

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.

1.	Issuer:	HSBC Bank plc
2.	Principal Warrant Agent:	HSBC Bank plc
3.	Calculation Agent:	HSBC Bank plc
4.	Warrant Agent:	HSBC Bank plc
5.	(i) Series number:	GAZELS 0042
	(ii) Tranche number:	1
6.	Currency or Currencies:	United States Dollar ("**USD**") (the "**Specified Currency**")
7.	Aggregate Number of Warrants in the:	
	(i) Series:	USD 200,000,000 Warrants
	(ii) Tranche:	USD 200,000,000 Warrants
8.	(i) Issue Price:	USD 0.09 per Warrant
	(ii) Commission payable:	Information not provided
	(iii) Selling Concession:	Information not provided
9.	Issue Date:	21 September 2012
10.	Strike Price:	USD 0.0000001
11.	Final Price:	The definition in Part D Condition 17 applies
12.	Reference Price:	The definition in Part D Condition 17 applies
13.	Date approval for the issuance of Warrants obtained:	Not applicable
14.	Type of Warrants:	The Warrants are Market Access Warrants linked to the Underlying Security
15.	Series represented by:	Combined Global Registered Warrant. Warrants in definitive form will not be issued.
16.	Form of Warrant:	Registered Warrants.
17.	Style of Warrants:	The Warrants are American Style Call Warrants. Part C Condition 3(a) is applicable.
18.	Expiry Date:	28 September 2015 (or if not an Exchange Business Day, the immediately following Exchange Business Day)

	(i)	Exercise Procedure:	Part C Condition 4 is applicable
	(ii)	Automatic Exercise	Applicable
	(iii)	Exercise Period:	The period beginning from (and including) Issue Date and ending on (and including) the Expiry Date.
	(iv)	Potential Exercise Date(s):	Not applicable
	(v)	Knock-in Event:	Not applicable
	(vi)	Knock-out Event:	Not Applicable
19.	(i)	Minimum Exercise Number:	1 Warrant
	(ii)	Permitted Multiple:	1 Warrant
20.	(i)	Cash Settlement:	Applicable. The Warrants are Cash Settlement Warrants. Part C Condition 3(d) (*Cash Settlement*) applies.
	(ii)	Settlement Currency:	USD
	(iii)	Cash Settlement Amount:	See applicable section of Part E Condition 19 of the Base Prospectus. For the purpose of these Final Terms, "**Settlement Commission Percentage**" shall be 1.00 per cent.
	(iv)	Cash Settlement Payment Date:	See applicable section of Part E Condition 19 of the Base Prospectus
	(v)	Provisions for determining Cash Settlement Amount where calculated by reference to Index and/or Formula and/or other variable:	See Part E Condition 19 (*Provisions relating to Market Access Warrants)*.
21.	Physical Settlement:		Not applicable
22.	Provisions for Market Access Warrants linked to one or more Underlying Indices:		Not applicable
23.	Provisions for Market Access Warrants linked to one or more Underlying Securities, Underlying Funds or Underlying ETFs:		Applicable

Underlying Security (including ISIN or other identification code)	Underlying Company	Number of Underlying Securities per Warrant	Exchange	Related Exchange	Underlying Currency
ordinary shares issued by the Underlying Company (ISIN NGFIRSTBANK 7)	FIRST BANK OF NIGERIA	1	NIGERIA	All Exchanges	NGN

(i) Securities: The Underlying Security specified in the above table.

(ii) Underlying Companies: With respect to the Underlying Security, the Underlying Company specified in the above table.

(iii) Exchange(s): In relation to the Underlying Security, the Exchange specified in the above table.

(iv) Related Exchange(s): In relation to the Underlying Security, the Exchange specified in the above table.

(v) Underlying Currencies: The Underlying Currency specified in the above table.

24. Potential Adjustment Event: Part D Condition 18(f)(i) applies subject to the relevant section of Part E Condition 19 (*Provisions relating to Market Access Warrants*) of the Base Prospectus.

25. Extraordinary Event: Part D Condition 18(f)(ii) applies subject to the relevant section of Part E Condition 19 (*Provisions relating to Market Access Warrants*) of the Base Prospectus.

For these purposes:

"**Extraordinary Event**" means a Merger Event, Tender Offer, Nationalisation, Insolvency or Delisting.

26. Conversion:
(for Warrants relating to Government Bonds and debt securities only) Part D Condition 18(f)(iii) does not apply

27. Corrections of prices: Part D Condition 18(f)(iv) applies

28. Additional Disruption Event: Applicable. Part D Condition 18(g)(iv) shall be deleted and replaced with the provisions specified in the relevant section of Part E Condition 19 (*Provisions relating to Market Access Warrants*) of the Base Prospectus.

Part D Condition 18(g)(ii) shall be

		disapplied. The following definitions shall also be inserted as Part D Conditions 18(g)(vi) and 18(g)(vii), respectively: "**Underlying Country**" means the location of any Reference Jurisdiction. "**Underlying Currency**" means each currency shown in the table at the start of paragraph 23 being the lawful currency of an Underlying Country and/or the currency in which the price of quotation of any relevant Underlying on the related Exchange(s) is denominated.
29.	Valuation Date(s):	28 September 2015 subject to Part D Condition 18(b)
30.	Valuation Time:	The definition in Part D Condition 17 applies
31.	Averaging Dates:	Not applicable
32.	Averaging Date Market Disruption:	Not applicable
33.	Business Day:	New York, London and Nigeria
34.	Determination Date:	The definition in Part E Condition 19A applies
35.	Other terms or special conditions relating to Market Access Warrants:	See Part E Condition 19 (*Provisions relating to Market Access Warrants*) of the Base Prospectus which contains provisions relating to cash settlement, additional payments, hedging, dealing restrictions and others as applicable to the type of Market Access Warrants referred to in paragraph 14 above.
36.	Selling Restrictions:	In addition to selling restrictions listed in "Purchase and Sale of the Warrants" contained in the Base Prospectus: The Warrants may not be offered or sold to ''benefit plan investors''. See ''*Certain ERISA Considerations – Market Access Securities*" in Part E of the Base Prospectus for further information. The offer is addressed solely to qualified investors (as such term is defined in the Prospectus Directive) and/or fewer than 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive).

37. Other Final Terms: *None*

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.

TRANSFER RESTRICTIONS

Because of the following restrictions, purchasers of Warrants offered in the United States in reliance on Rule 144A are advised to consult legal counsel prior to making any offer, resale, pledge or transfer of such Warrants.

Each prospective purchaser of Warrants offered in reliance on Rule 144A (a "**144A Offeree**"), by accepting delivery of these Final Terms and the accompanying Prospectus, will be deemed to have represented and agreed with respect to such Warrants as follows:

(a) such 144A Offeree acknowledges that these Final Terms and the accompanying Prospectus is personal to such 144A Offeree and does not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire Warrants other than pursuant to Rule 144A or in offshore transactions in accordance with Regulation S. Distribution of these Final Terms and the accompanying Prospectus, or disclosure of any of its contents, to any person other than such 144A Offeree and those persons, if any, retained to advise such 144A Offeree with respect thereto and other persons meeting the requirements of Rule 144A or Regulation S is unauthorised, and any disclosure of any of its contents, without the prior written consent of the Issuer, is prohibited; and

(b) such 144A Offeree agrees to make no photocopies of these Final Terms and the accompanying Prospectus or any documents referred to herein.

Each purchaser of Warrants sold in reliance on Rule 144A ("**Restricted Warrants**") will be deemed to have represented and agreed as follows (terms used in this paragraph that are defined in Rule 144A are used herein as defined therein):

(1) The purchaser (A) is a qualified institutional buyer within the meaning of Rule 144A, (B) is acquiring the Warrants for its own account or for the account of a qualified institutional buyer, and (C) such person is aware that the sale of the Warrants to it is being made in reliance on Rule 144A.

(2) The purchaser understands that the Rule 144A Warrants are being offered only in a transaction not involving any public offering in the United States within the meaning of the Securities Act, and the Warrants offered hereby have not been and will not be registered under the Securities Act and may not be reoffered, resold, pledged or otherwise transferred except in accordance with the legend set forth below.

(3) The purchaser understands that certificates representing Restricted Warrants will bear a legend to the following effect, unless the Issuer determines otherwise in accordance with applicable law:

"THIS WARRANT AND THE SECURITIES TO BE DELIVERED UPON EXERCISE HEREOF HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), ANY STATE SECURITIES LAWS OR THE SECURITIES LAWS OF ANY OTHER JURISDICTION. EACH PURCHASER OF THIS WARRANT IS HEREBY NOTIFIED THAT THE SELLER OF THIS WARRANT MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A THEREUNDER.

THE HOLDER HEREOF, BY PURCHASING THIS WARRANT, AGREES FOR THE BENEFIT OF THE ISSUER THAT THIS WARRANT MAY NOT BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN COMPLIANCE WITH THE SECURITIES ACT AND OTHER APPLICABLE LAWS AND ONLY (A) IN

THE UNITED STATES ONLY TO "QUALIFIED INSTITUTIONAL BUYERS" (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT ("**RULE 144A**")), (B) TO NON-US PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("**REGULATION S**")) IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S, (C) PURSUANT TO AN EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE) OR (D) TO THE ISSUER OR ITS AFFILIATES. THE HOLDER WILL, AND EACH SUBSEQUENT HOLDER IS REQUIRED TO, NOTIFY ANY PURCHASER OF THIS WARRANT FROM IT OF THE RESALE RESTRICTIONS REFERRED TO ABOVE.

EACH PURCHASER OR TRANSFEREE OF THIS WARRANT (OR ANY INTEREST HEREIN) WILL BE DEEMED BY ITS ACQUISITION AND HOLDING OF THIS WARRANT TO HAVE REPRESENTED AND AGREED EITHER THAT (I) IT IS NOT (A) AN "**EMPLOYEE BENEFIT PLAN**" AS DESCRIBED IN SECTION 3(3) OF THE U.S. EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("**ERISA**"), THAT IS SUBJECT TO TITLE I OF ERISA, (B) A "**PLAN**" AS DESCRIBED IN SECTION 4975(E)(1) OF THE U.S. INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "**CODE**") TO WHICH SECTION 4975 OF THE CODE APPLIES, (C) ANY ENTITY WHOSE UNDERLYING ASSETS INCLUDE, OR ARE DEEMED TO INCLUDE, "**PLAN ASSETS**" BY REASON OF SUCH EMPLOYEE BENEFIT PLAN'S OR PLAN'S INVESTMENT IN THE ENTITY (ANY OF THE FOREGOING, A "**BENEFIT PLAN INVESTOR**") OR (D) ANY EMPLOYEE BENEFIT PLAN SUBJECT TO ANY U.S. FEDERAL, STATE, LOCAL OR NON-U.S. LAW THAT IS SUBSTANTIALLY SIMILAR TO SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (A "**SIMILAR LAW PLAN**"), OR (II) ITS PURCHASE, HOLDING AND DISPOSITION OF THIS WARRANT (OR ANY INTEREST HEREIN) WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE OR A VIOLATION OF ANY SUCH SUBSTANTIALLY SIMILAR LAW. ANY PURPORTED PURCHASE OR TRANSFER OF THIS WARRANT THAT DOES NOT COMPLY WITH THE FOREGOING SHALL BE NULL AND VOID *AB INITIO*."

ANY EXERCISE OF THIS WARRANT WILL BE CONDITIONED ON (1) THE DELIVERY OF A DULY EXECUTED EXERCISE NOTICE BY THE HOLDER HEREOF AND (2) WITH RESPECT TO EXERCISE BY ANY US PERSON, THE UNDERLYING SECURITIES BEING (A) REGISTERED UNDER THE SECURITIES ACT OR (B) SUBJECT TO AN EXEMPTION FROM REGISTRATION THEREUNDER AT THE TIME OF SUCH EXERCISE."

(4) Each purchaser of Restricted Warrants acknowledges that the Issuer, the Registrar, the Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. If it is acquiring any Restricted Warrants for the account of one or more qualified institutional buyers it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

(5) Before any interest in a Warrant represented by a Restricted Global Registered Warrant may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in an Unrestricted Global Registered Warrant, the transferor will be required to provide the Registrar with written certification as to compliance with the transfer restrictions referred to in items (B) or (C) of the second paragraph of the legend set forth above. See "Summary of Provisions relating to the Notes While in Global Form" in the accompanying Base Prospectus.

(6) Before any interest in a Warrant represented by a Combined Global Registered Warrant may be exchanged for Combined Definitive Registered Warrants, a person having an interest in such Combined Global Registered Warrant must provide the Registrar with a fully completed, signed certification substantially to the effect that the exchanging holder is not transferring its interest at the time of such exchange or, in the case of simultaneous sale pursuant to Rule 144A or Regulation S, a certification that the transfer is being made in compliance with the provisions of Rule 144A or Regulation S, as applicable.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. Information on the Underlying Security and the Underlying Company has been extracted from the information source specified below. 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 the information source specified below, no facts have been omitted which would render the reproduced information inaccurate or misleading.

CONFIRMED

HSBC BANK PLC

Victor Delgado Melgares

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 "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 reflect the risks of a UK incorporated bank or relevant affiliate taking a direct investment in or exposure to the equity of the Underlying Company.

Investors are therefore exposed to such risks on a one to one basis, as more particularly described in the section "*Product Description – Market Access Securities*" of this product supplement and Condition 19A. (See also paragraph 22 of Part A of these Final Terms for details of the Underlying.

The effect of such risks on the Warrants will always be calculated in the sole and absolute discretion of the Calculation Agent. Certain of the risks are outlined in the section entitled "*Risk Factors relating to Market Access Notes and Market Access Warrants*" in Part E of the Base Prospectus, though these are not exhaustive. In certain circumstances, the Warrantholders' entire investment may be at risk and they may receive nothing on exercise or sale of their Warrants.

Information source

Details of past performance and volatility of the Underlying Security are obtainable from the following display pages on the Bloomberg and/or Reuters Service:

FIRSTBAN NL

FIRSTBA.LG

Further information regarding the Underlying Company can be found at

FIRSTBAN NL Equity HP

FIRSTBAN NL Equity DES

The Issuer does not intend to provide post-issuance information.

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

(i) Reasons for the offer:	Not applicable
(ii) Estimated net proceeds:	Information not provided
(iii) Estimated total expenses:	Information not provided

OPERATIONAL INFORMATION

6.	ISIN Code:	GB00B7FHG629
7.	Common Code:	083527170
8.	CUSIP:	Not applicable
9.	Valoren Number:	Not applicable
10.	SEDOL:	B7FHG62
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:	Not applicable
15.	Notices: (*Condition 10*)	Part C Condition 10 is applicable.
16.	City in which specified office of Registrar to be maintained:	London
17.	ERISA Considerations:	The Warrants may not be purchased by "benefit plan investors". See "*Certain ERISA Considerations – Market Access Securities*" in Part E of the Base Prospectus for further information.