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

Final Terms dated 19 July 2012
Series No.: NWP24243
Tranche No.: 1

**HSBC Bank plc**

**Programme for the Issuance of Notes and Warrants**

**Issue of**

**2,100 European Call Warrants linked to the S&P 500® Index**

**expiring January 2014**

## 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 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 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 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.

**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: | NWP24243 |
| | (ii) | Tranche number: | 1 |
| 6. | Currency or currencies: | | United States Dollar ("**USD**") |
| 7. | Aggregate Number of Warrants in the: | | |
| | (i) | Series: | 2,100 Warrants (corresponding to an aggregate principal amount of USD 2,100,000) |
| | (ii) | Tranche: | 2,100 Warrants (corresponding to an aggregate principal amount of USD 2,100,000) |
| 8. | Issue Date: | | 20 July 2012 |
| 9. | Issue Price: | | 100 per cent. (USD 1,000 per Warrant) |
| 10. | Strike Price: | | Not applicable |
| 11. | Final Price: | | Not applicable |
| 12. | Reference Price: | | Not applicable |
| 13. | Date of Board approval for the issuance of Warrants obtained: | | Not applicable |
| 14. | Type of Warrants: | | Index Warrant |
| 15. | Series represented by: | | Global Warrant. Warrants in definitive form will not be issued. |
| 16. | Form of Warrant: | | Book-Entry Form Warrants |
| 17. | Style of Warrants: | | The Warrants are European Style Call Warrants. Condition 3(b) is applicable. |
| 18. | (i) | Expiry Date: | 6 January 2014, or, if such day is not a Scheduled Trading Day, the immediate following day that is a Scheduled Trading Day and subject to the Disrupted Day provisions set out in Condition 18(b). |
| | (ii) | Exercise Procedure: | Condition 4 is applicable |
| | (iiii) | Automatic Exercise: | Applicable |

| | | | |
|---|---|---|---|
| | (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: | 100 Warrants |
| | (ii) | Permitted Multiple: | 1 Warrant |
| 20. | Cash Settlement: | | Applicable. The Warrants are Cash Settlement Warrants. Condition 3(d) (*Cash Settlement*) applies |
| | (i) | Settlement Currency: | USD |
| | (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 as USD 1,000 multiplied by an amount expressed in percentages and calculated in accordance with the following formula.<br><br>• If the Final Index Level is greater than or equal to the Strike Level<br><br>$\left\{100\% + \min\left[Cap\,;P \times \max\left(0;\frac{S_{final} - S_{initial}}{S_{initial}}\right)\right]\right\}$<br><br>• If the Final Index Level is less that the Strike Level:<br><br>$\frac{FinalIndexLevel}{StrikeLevel}$ x 100%<br><br>Where:<br><br>''**Strike Level**'' means 85% of the Initial Index Level<br>"**P**" means 300.00%<br>"**Cap**" means 15%<br>''$\mathbf{S_{final}}$'' means Final Index Level<br>''$\mathbf{S_{initial}}$'' means Initial Index Level |
| | (iii) | Cash Settlement Payment Date: | 21 January 2014, or, if later, ten (10) Business Days following the Expiry Date |
| 21. | Physical Settlement: | | Not applicable |

| | | |
|---|---|---|
| 22. | Index Warrants or Index Basket Warrants: | Applicable. The Warrants are Index Warrants |
| (i) | Index/Indices | S&P 500® Index (Bloomberg: SPX<Index>) |
| (ii) | Basket | Not applicable |
| (iii) | Index Sponsor(s): | Standard & Poor's Corporation |
| (iv) | Index Rules | Not applicable |
| (v) | Exchange(s): | New York Stock Exchange |
| (vi) | Related Exchange(s): | Chicago Board Options Exchange |
| (vii) | Valuation Time: | Scheduled Closing Time of the Exchange (expected to be at 5 p.m. New York time) |
| (viii) | Valuation Date | Expiry Date |
| (ix) | Averaging Dates: | Not applicable |
| (x) | Reference Level | Not applicable |
| (xi) | Additional Disruption Event: | The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging |
| (xii) | Initial Index Level | The level of the Index determined by the Calculation Agent on the Trade Date (being 1349.60)<br>''Trade Date'' means 6 July 2012 |
| (xiiii) | Final Index Level | The level of the Index at the Scheduled Closing Time on the Valuation Date |
| (xiv) | Other Information | Adjustments to Indices: Condition 18(c) applies<br>Index Substitution shall not apply |
| 23. | Security Warrant or Security Basket Warrant: | Not applicable |
| 24. | Average Date Market Disruption: | Not applicable |
| 25. | Business Day: | New York |
| 26. | Expiry Business Day: | New York |
| 27. | Determination Date: | Not applicable |
| 28. | Selling restrictions: | In addition to selling restrictions listed in "Purchase and Sale of Warrants" contained in the Base Prospectus:<br><br>The offer is addressed solely to qualified investors (as such term is defined in the Prospectus Directive)<br><br>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).

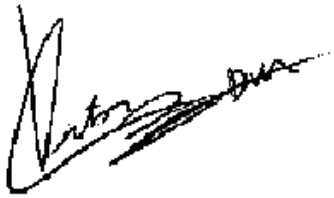
**LISTING AND ADMISSION TO TRADING APPLICATION**

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 Index 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**



Victor Delgado Melgares

By: ----------
*Authorised Signatory*

Date: ----------

## PART B - OTHER INFORMATION

1. **LISTING**

| | | |
|---|---|---|
| (i) | Listing | Application will be 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 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 Index based upon such investigations and not in reliance upon the information given herein.

The Warrants are linked to the performance of the underlying Index and the pay off at expiry is determined by reference to the Strike Level which is 85% of the initial level of the Index determined prior to the issuance of the Warrants on 6 July 2012.

If at expiry the level of the Index is greater than or equal to the Strike Level, Warrantholders will receive their initial investment amount and an enhanced return calculated as 300% of the performance of the Index on the expiry date, subject to a cap of 15%.

If, however, at expiry the level of the Index is less than the Strike Level, Warrantholders will receive an amount calculated by reference to the performance of the Index on the expiry date. In such situation investors in the Warrants will lose some of their initial invested amount and may, in a worst case scenario, lose their entire investment.

Investing in the Warrants involves substantial risks. As a consequence, prospective investors should be aware that the Warrants are only intended for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks of an investment in the Warrants. In purchasing any Warrants, an investor will be deemed to represent that it is such an investor and has such knowledge and experience. Prospective investors should consider the risk factors set forth under “Risk Factors” in the Prospectus and the risks described herein.

Details of the past and future performance and volatility of the Index can be obtained from Bloomberg.

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**

| | | |
|---|---|---|
| 6. | ISIN Code: | GB00B84Z3073 |
| 7. | Common Code: | 080556845 |
| 8. | CUSIP: | Not applicable |
| 9. | Valoren Number: | Not applicable |
| 10. | SEDOL: | B84Z307 |

| | | |
|---|---|---|
| 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:<br>(*Condition 10*) | Condition 10 applies |
| 16. | City in which specified office of CREST Registrar to be maintained: | Not applicable |
| 17. | ERISA Considerations: | Not applicable |

**ANNEX 1**

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

Index Disclaimer

**STATEMENTS REGARDING THE STANDARD & POOR'S 500® INDEX (THE "S&P 500 INDEX")**

The Warrants are sponsored, endorsed, sold or promoted by Standard & Poor's Corporation ("**S&P**"). S&P makes no representation or warranty, express or implied, to any Warrantholders in respect of the Warrants or any member of the public regarding the advisability of investing in securities generally or Warrants in particular or the ability of the S&P 500 Index to track general stock market performance. S&P's only relationship with the Issuer is the licensing of certain trademarks and trade names of S&P and of the S&P 500 Index which is determined, composed and calculated by S&P without regard to the Warrants.
S&P has no obligation to take the needs of the Issuer or any holders of the Warrants into consideration in determining, composing or calculating the S&P 500 Index. S&P is not responsible for and has not participated in the determination of the timing of, prices at, or quantities of the Warrants to be offered or taken or in the determination or calculation of the equation by which the Warrants are to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing or trading of the Warrants.
S&P DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE S&P 500 INDEX OR ANY DATA INCLUDED THEREIN AND S&P SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. S&P MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE ISSUER IN RESPECT OF THE WARRANTS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500 INDEX OR ANY DATA INCLUDED THEREIN. S&P MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTIBILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE S&P 500 INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL S&P HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.
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