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

Final Terms dated 5 December 2012

Series No.: NWP 26647

Tranche No.: 1

## **HSBC** Bank plc

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

## Issue of

## 1,656,875 European Call Warrants linked to FTSE™ 100 Index and S&P 500® Index expiring May 2015

## **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, 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 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 France

4. Warrant Agent: HSBC Bank plc 5. NWP 26647 Series number: (i) Tranche number: (ii) 6. Currency or currencies: Great British Pounds ("GBP") 7. Aggregate Number of Warrants in the: (i) Series: 1,656,875 Warrants Tranche: (ii) 1,656,875 Warrants 8. Issue Date: 10 December 2012 9. Issue Price: 100 per cent. of the Face Value per Warrant (GBP 1.00 per Warrant) 10. Not applicable Strike Price: 11. Final Price: Not applicable 12. Reference Price: Not applicable 13. Date Board approval for the Not applicable issuance of Warrants obtained: **Index Basket Warrant** 14. Type of Warrants: 15. Series represented by: Not applicable 16. Form of Warrant: **Uncertificated Registered Warrants** The Warrants are European Style Call Warrants. 17. Style of Warrants: Condition 3(b) is applicable. 18. 18 May 2015, or, if such day is not a Scheduled (i) Expiry Date: 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). Exercise Procedure: Condition 4 is applicable (ii) Applicable (iii) Automatic Exercise: Exercise Period: Not applicable (iv) (v) Potential Exercise Not applicable Date(s): Knock-In Event Not applicable (vi) **Knock-Out Event** Not applicable (vii) 19. Minimum Exercise 1 Warrant (i) Number: (ii) Permitted Multiple: 1 Warrant

## 20. Cash Settlement:

Applicable. The Warrants are Cash Settlement Warrants. Condition 3(d) (Cash Settlement) applies

(i) Settlement Currency:

**GBP** 

(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 in respect of each Warrant in GBP determined by the Calculation Agent in accordance with the following formula:

• If the Worst Performing Index Performance is greater than or equal to 60%:

Face Value per Warrant x 113.29%

OR

 If the Worst Performing Index Performance is less than 60%:

Face Value per Warrant x Worst Performing Index Performance

"Face Value per Warrant" means GBP 1.00 per Warrant

"Worst Performing Index Performance" means

$$Min_{i=1-N} \left( \frac{FinalIndexLevel}{InitialIndexLevel} \right) \times 100\%$$

"N" means number of Indices (being 2)

(iii) Cash Settlement Payment Date:

1 June 2015, or if later, five Business Days following the Expiry Date

21. Physical Settlement:

Not applicable

22. Index Warrants or Index Basket Warrants:

Applicable. The Warrants are Index Basket Warrants

(i) Index/Indices

S&P 500® Index (Bloomberg Ticker: SPX <Index>) and FTSE™ 100 Index (Bloomberg Ticker: UKX <Index>)

(ii) Basket

Applicable. The basket comprising the Indices.

(iii) Index Sponsor(s):

In respect of S&P 500® Index, Standard & Poor's Corporation and in respect of FTSE™ 100 Index,

## FTSE International Limited

(iv)	Index Rules	Not applicable
(v)	Exchange(s):	In respect of S&P 500® Index, New York Stock Exchange and in respect of FTSE™ 100 Index, London Stock Exchange
(vi)	Related Exchange(s):	In respect of S&P 500® Index, Chicago Board Options Exchange and in respect of FTSE™ 100 Index, Euronext Liffe, London
(vii)	Valuation Time:	Scheduled Closing Time
(viii)	Valuation Date	The 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	In respect of each of the Indices and the Strike Date, the level of the Index at the Scheduled Closing Time on the Strike Date (being, in respect of S&P 500® Index, 1406.29 and in respect of FTSE™ 100 Index, 5786.72.
		"Strike Date" means 26 November 2012.
(xiiii)	Final Index Level	In respect of each of the Indices and the Expiry Date, the level of the Index at the Scheduled Closing Time on the Expiry Date
(xiv)	Other Information	Adjustments to Indices: Condition 18(c) applies
23.	Security Warrant or Security Basket Warrant:	Index Substitution shall not apply Not applicable
24.	Averaging Date Market Disruption:	Not applicable
25.	Business Day:	London
26.	Expiry Business Day:	London and New York
27.	Selling restrictions:	In addition to the selling restrictions listed in "Purchase and Sale of the Warrants" contained in the Prospectus:
		Regulation 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:

The offer is addressed to qualified investors (as such term is defined in the Prospectus Directive).

No Non-Exempt Offers of Warrants may be made.

## LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to have listed and 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 Indices 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 information inaccurate or misleading.

CONFIRMED HSBC BANK PLC

By: - L Barrett

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 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, 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 Indices based upon such investigations and not in reliance upon the information given herein.

The Warrants have a scheduled expiry date of 18 May 2015 and are linked to the performance of a basket of Indices.

The cash amount payable upon expiry will be determined by reference to the performance of the Indices on the expiry date. If the performance of the worst performing of the Indices determined on the expiry date is equal to or greater than 60%, an amount calculated as GBP1.00 (the "Face Value per Warrant") multiplied by 113.29% (such 113.29% comprising 100% of the Face Value per Warrant and a digital amount of 13.29%) will be paid. If the performance of the worst performing of the Indices determined on the expiry date is less than 60%, an amount will be payable which is determined by reference to the performance of the worst performing of the Indices. In this case, investors in the Warrants will lose some or all of the invested amount.

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 Indices can be obtained from Bloomberg.

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

(i) Reasons for the offer: Information not provided

(ii) Estimated net proceeds: Information not provided

(iii) Estimated total expenses: Information not provided

## **OPERATIONAL INFORMATION**

6. ISIN Code: GB00B90ZXP32

7. Common Code: 086182530

8. CUSIP: Not applicable

9. Valoren Number: Not applicable

10.	SEDOL:	B90ZXP3
11.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	CREST (Account number 307)
12.	Delivery:	Delivery against payment
13.	Additional Paying Agent(s) (if any):	Computershare Investor Services PLC
14.	Common Depositary:	Not applicable
15.	Notices: (Condition 10)	Condition 10 applies
16.	City in which specified office of Registrar to be maintained:	Not Applicable
17.	Other Final Terms:	See Annex 1
18.	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 not 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 in the 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 Issuer or 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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