## Notes issued pursuant to these Final Terms are securities to be listed under Listing Rule 19

#### **FINAL TERMS**

Final Terms dated 2 October 2012

Series No.: NWP25525

Tranche No.: 1

## **HSBC** Bank plc

Programme for the Issuance of Notes and Warrants
Issue of EUR 1,550,000 Fixed Rate Amount Automatic Early Redemption Equity-Linked Notes due
October 2013 linked to ordinary shares of BBVA SA

#### 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"). 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

The Notes described herein have a scheduled maturity on 3 October 2013, bear interest payable in arrears on scheduled interest payment dates at a rate of interest specified herein conditional in each case on the performance of ordinary shares of BBVA SA, defined as the Security herein as determined by the Calculation Agent (as defined herein). The price performance of the Security on particular dates may result in the redemption of the Notes prior to scheduled maturity at their nominal amount. Unless the Notes have been redeemed early, The Notes will be redeemed at scheduled maturity at their nominal amount if, on the Valuation Date (as defined herein), the Calculation Agent determines that the Final Price (as defined herein) of the Security is greater than or equal to the Strike Price (as defined herein) of such Security or that the Final Price of the Security is lower than the Strike Price of such Security but a Trigger Event (as defined herein) has not occurred. Otherwise, if on the Valuation Date, the Calculation Agent determines that a Trigger Event has occurred and the Final Price of the Security is lower than the Initial Price of such Security, the Notes will be redeemed by payment of an amount in cash less than the nominal amount of the Notes and equal to the product of such nominal amount and the fraction of which the numerator is the Final Price of the Security and the denominator is the Initial Price of such Security determined by the Calculation Agent. The Notes are redeemable prior to scheduled maturity in certain circumstances at an amount determined by the Calculation Agent which may be less than their nominal amount.

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.

## **HSBC**

1.	(i)	Issuer	HSBC Bank plc		
	(ii)	Arranger(s):	HSBC Bank plc		
2.	(i)	Series number:	NWP25525		
	(ii)	Tranche number:	1		
	(iii)	Whether issue is of Notes or Certificates:	Notes		
3.	Specifi	ied Currency or Currencies:			
	(i)	of denomination:	Euro ("EUR")		
	(ii)	of payment:	EUR		
4.		gate Principal Amount of Notes ed to trading:			
	(i)	Series:	EUR 1,550,000		
	(ii)	Tranche:	EUR 1,550,000		
5.	(i)	Issue Price:	100%		
	(ii)	Commission payable:	None		
	(iii)	Selling concession:	None		
6.	(i)	Denomination(s):	EUR 1,000		
	$(Condition \ 1(b))$				
	(ii)	Calculation Amount:	The Denomination		
7.	(i)	Issue Date:	3 October 2012		
	(ii)	Interest Commencement Date:	The Issue Date		
8.	Maturi	ty Date:	3 October 2013, subject to early redemption		
	(Condition $6(a)$ )		on an Automatic Early Redemption Date See paragraph 43(iii)		
9.	Interest basis:		Fixed Rate. See paragraph 15		
	(Condi	(Conditions 3 to 5)			
10.	Redemption basis:		Equity-Linked Redemption		
	(Condi	ition 6)			

11. Change of interest or redemption basis: The Notes are subject to early redemption

on an Automatic Early Redemption Date.

See paragraph 43(iii) below.

12. Put/Call options: Not applicable

13. Status of the Notes: Unsubordinated, unsecured (i)

(Condition 2)

(ii) Date Board approval for issuance of Not applicable

Notes obtained:

14. Method of distribution: Non-syndicated

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note provisions: Applicable

(Condition 3)

(i) Rate of Interest: Means the Rate of Interest specified as such

in Annex 2 and payable on each Fixed

Interest Payment Date

(ii) Interest Payment Date(s): Each date specified as such in Annex 2

> (each a "Fixed Interest Payment Date;"), subject (except in the case of the Maturity Date) to early redemption on an Automatic

Early Redemption Date

(iii) Fixed Coupon Amount(s): Not applicable

(iv) Day Count Fraction: Not applicable

(v) Other terms relating to the method of

calculation interest for Fixed Rates Notes:

Not applicable

16. Floating Rate Note provisions: Not applicable

(Condition 4)

17. Variable Coupon Amount Note provisions: Not applicable

(Condition 5)

18. Zero Coupon Note provisions: Not applicable

(Condition 5)

19. Index-Linked Interest Note/other variable-Not applicable

linked interest Note provisions:

Dual Currency Note provisions/Multi-

currency Note provisions:

20.

## PROVISIONS RELATING TO REDEMPTION

21. Issuer's optional redemption (Call): Not applicable

(Condition 6(c))

22. Noteholder's optional redemption (Put): Not applicable

(Condition 6(d))

23. Final Redemption Amount of each Note: See paragraph 24(iii) below

(Condition 6(a))

24. Final Redemption Amount of each Note in cases where the Final Redemption Amount is Equity-Linked/Index-Linked or other variable-linked:

Applicable

(i) Index/Formula/other variable:

The Security as defined in paragraph 36(i) below

(ii) Calculation Agent responsible for calculating the Final Redemption Amount:

**HSBC** France

(iii) Provisions for determining Final Redemption Amount where calculated by reference to Equity/Index and/or Formula and/or other variable:

Unless previously redeemed or purchased and cancelled, if, on the Valuation Date, the Calculation Agent determines that:

- the Final Price (as defined in the paragraph 36(vii) below) of the Security is greater than or equal to the Initial Price (as defined in the paragraph 36(v) below) of such Security, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par;
- the Final Price of the Security is less than the Initial Price of such Security and a Trigger Event has not occurred, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par.
- the Final Price of the Security is less than the Initial Price of such Security, and a Trigger Event has occurred, the Issuer shall redeem the Notes by paying on the Maturity Date an amount in the Specified Currency in respect of each Note determined by the Calculation Agent in accordance with the following formula:

Denomination × (Final Price /Initial Price)

Where:

"**Trigger Event**" means, with respect to a Security, that the Final Price per Security (at least one), as determined by the Calculation Agent, is lower than the Trigger Price.

"Trigger Price" means EUR 3.102

(iv) Provisions for determining Final
Redemption Amount where
calculation by reference to
Equity/Index and/or Formula and/or
other variable is impossible or
impracticable or otherwise
disrupted:

See Condition 21

(v) Minimum Final Redemption

Amount:

Not applicable

100 per cent. of par

(vi) Maximum Final Redemption
Amount:

25. Instalment Notes:

Not applicable

(Condition 6(a))

26. Early redemption amount:

Applicable

(i) Early redemption amount (upon redemption for taxation reasons, illegality or following an Event of Default):

Fair Market Value

(Condition 6(b), 6(h) or 10)

(ii) Other redemption provisions:

Fair Market Value

(Condition 6(i))

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes:

 $(Condition \ 1(a))$ 

(i) Form of Notes: Bearer Notes

(ii) Bearer Notes exchangeable for

No

Registered Notes:

No

## 29. If issued in bearer form:

(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

Temporary Global Note exchangeable for Permanent Global Note which is exchangeable for Definitive Notes only in the limited circumstances specified in the

Permanent Global Note

(iii) Permanent Global Note exchangeable at the option of the bearer for Definitive Notes and/or Registered Notes: No

(iv) Coupons to be attached to Definitive Notes:

( $Condition\ 1(a)$ )

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:

Issuer

30. Exchange Date for exchange of Temporary Global Note:

Not earlier than 40 days following the Issue Date

31. Payments: (Condition 8)

(i) Method of payment:

Condition 8 applies

(ii) Relevant Financial Centre Day: TARGET

(iii) Local banking day specified for payments in respect of the Notes in global form:

No

32. Partly Paid Notes: (Condition 1)

No

If yes, specify number, amounts and dates for, and method of, payment of instalments of subscription monies and any further additional provisions (including forfeiture dates in respect of late payments of partly paid instalments) Not applicable

33. Redenomination:

(Condition 9)

(i) Redenomination: Not applicable

(ii) Exchange: Not applicable

34. Other final terms: See Annex

# PROVISIONS APPLICABLE TO INDEX-LINKED NOTES, CASH EQUITY NOTES, EQUITY-LINKED NOTES

35. Security Delivery (for Equity-Linked Notes Condition 21(b) applies

only):

36. Provisions for Cash Equity Notes and Applicable

**Equity-Linked Notes:** 

(i) Securities: Ordinary shares of BBVA SA (Bloomberg:

BBVA SM)

(ii) Underlying Company(ies): BBVA SA

(iii) Exchange(s): Madrid Stock Exchange "Mercado

Continuo"

(iv) Related Exchange(s): MEFF

(v) Initial Price: EUR 6.204

(vi) Strike Date: 26 September 2012

(vii) Final Price: The definition in Condition 21(a) applies

(viii) Reference Price: Not applicable

(ix) Securities Transfer Amount: Not applicable

(for Equity-Linked Notes only)

(x) Settlement Date: Not applicable

(for Equity-Linked Notes only)

(xi) Settlement Disruption Event: Condition 21(b)(iii) does not apply

(for Equity-Linked Notes only)

- Disruption Period (if other Not applicable

than as specified in Condition

21(b)(iii)):

(xii)	Delivery Disruption Event: (for Equity-Linked Notes only)	Condition 21(b)(iv) does not apply		
(xiii)	Potential Adjustment Event:	Condition 21(g)(i) applies		
	- Extraordinary Dividend (if other than as specified in the definition in Condition 21(a))	The definition in Condition 21(a) applies		
	- additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof)	Not applicable		
(xiv)	Extraordinary Event:	Condition 21(g)(ii) applies		
	- Additional Disruption Event	Not applicable		
(xv)	Conversion:	Condition 21(g)(iii) does not apply		
	(for Notes relating to Government Bonds and debt securities only)			
(xvi)	Correction of prices:	Condition 21(g)(iv) applies		
(xvii)	Additional Disruption Event:	The following Additional Disruption Events apply: Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging		
Addition Notes:	onal provisions for Equity-Linked	See Annex		
Provisi	ions for Index-Linked Notes:	Not applicable		
For Eq	uity-Linked and Credit-Linked Notes:	U.S. Federal Income Tax Considerations		
Valuat	ion Date(s):	26 September 2013, subject to postponement in accordance with Condition 21(e)		
Valuat	ion Time:	The definition in Condition 21(a) applies		
Averag	ging Dates:	No		
Index-	terms or special conditions relating to Linked Notes, Cash Equity Notes or -Linked Notes:	Applicable		
(i)	Knock-in Event:	Not applicable		
(ii)	Knock-out Event:	Not applicable		
(iii)	Automatic Early Redemption:	Condition 21(c) applies		

37.

38.

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43.

- Automatic Early Redemption Event:

The Release Price of the Security is greater than or equal to the Automatic Early Redemption Price as of the relevant Automatic Early Redemption Valuation Date.

## Where:

"Release Price" means, subject to the Conditions, the price of the Security on the Exchange at the Valuation Time on the relevant Automatic Early Redemption Valuation Date, as determined by the Calculation Agent.

- Automatic Early Redemption Valuation Date(s):

Each date specified as such in Annex (each an "Automatic Early Redemption Valuation Date;").

Each Automatic Early Redemption Valuation Date shall be subject to postponement in accordance with Condition 21(e) as if each reference to "Valuation Date" in such Condition was deemed to be a reference to "Automatic Early Redemption Valuation Date".

- Automatic Early Redemption Level:

100 per cent. of the Initial Price of the Security

- Automatic Early Redemption Date(s):

Each date specified as such in Annex (each an "Automatic Early Redemption Date<sub>j</sub>"), subject to adjustment in accordance with the Following Business Day Convention

- Automatic Early Redemption Amount:

100 per cent. of the nominal amount

## DISTRIBUTION

44. (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:

Stabilising Manager (if any):

Not applicable

Not applicable

45. If non-syndicated, name and address of Relevant Dealer:

HSBC Bank plc

(iv)

46.	Total commission and concession:	Not applicable		
47.	Selling restrictions:	TEFRA D Rules		
	United States of America:	Notes may not be offered or sold within the United States of America or to or for the benefit of a U.S. person (as defined in Regulation S)		
	Non-exempt Offer:	Not applicable		
	Other:	Not applicable		
48.	Stabilisation:	Not applicable		
	ANK PLC			
Victor D	elgado Melgares			
By:	Authorised Signatory			
Data:				

## **PART B - OTHER INFORMATION**

## 1. **LISTING**

(i) Listing Application will be made to admit the Notes

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 Notes to be

admitted to trading on the Regulated Market with effect from 3 October 2012. No assurance can be given as to whether or not, or when, such application will be granted

2. RATINGS

Ratings:

The Notes have not specifically been rated.

## 3. **NOTIFICATION**

Not applicable

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Not applicable

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

(i) Reasons for the offer Not applicable

(ii) Estimated net proceeds: Not applicable

(iii) Estimated total expenses: Not applicable

6. YIELD

Indication of yield: Not applicable

7. **HISTORIC INTEREST RATES** 

Not applicable

8. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not applicable

# 9. PERFORMANCE OF EXCHANGE RATE(S) AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS

Not applicable

## OPERATIONAL INFORMATION

10.	ISIN Code:	XS0838477940	
11.	Common Code:	083847794	
12.	CUSIP:	Not applicable	
13.	SEDOL:	Not applicable	
14.	New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	No	
15.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	None	
16.	Delivery:	Delivery against payment	
17.	Settlement procedures:	Medium Term Note	
18.	(i) Principal Paying Agent:	HSBC Bank plc	
	(ii) Additional Paying Agent(s) (if any):	None	
19.	Common Depositary:	HSBC Bank plc	
20.	Agent Bank/Calculation Agent:	HSBC Bank plc/HSBC France	
	— is Calculation Agent to make calculations?	Yes	
	— if not, identify calculation agent:	Not applicable	
21.	Notices: (Condition 13)	Applicable	
22.	City in which specified office of Registrar to be maintained: (Condition 14)	Not applicable	
23.	Other Final Terms:	See the Annex	
24.	ERISA Considerations:	Not applicable	

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

"j"	Valuation Date <sub>j</sub>	Automatic Early Redemption Date <sub>j</sub>	Fixed Interest Payment Date <sub>j</sub>	Rate of Interest <sub>j</sub>	Automatic Early Redemtion Levelj	Automatic Early Redemption Amountj
1	20 Dec 2012	3 Jan 2013	3 Jan 2013	2.10%	100%	100%
2	25 Mar 2013	3 Apr 2013	3 Apr 2013	2.10%	100%	100%
3	26 Jun 2013	3 Jul 2013	3 Jul 2013	2.10%	100%	100%
4	None	None	The Maturity Date	2.10%	None	None

<sup>\*</sup> Subject to postponement in accordance with Condition 21(e)