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

FINAL TERMS

Final Terms dated 29 October 2012

Series No.: NWP26116

Tranche No.: 1

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of USD 3,000,000 Variable Coupon Amount Automatic Early Redemption Equity-Linked Notes due July 2014 linked to a Basket of Securities

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 21 July 2014, bear interest payable in arrears on scheduled interest payment dates at rate of interest specified herein and are linked to the performance of the basket of Securities defined as the Basket herein, as determined by the Calculation Agent (as defined herein). The price performance of the Securities will also determine the basis for redemption of the Notes at scheduled maturity. The Notes will be redeemed at scheduled maturity at their nominal amount if, on the Valuation Date, 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., 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 Worst Performing Security and the denominator is the Initial Price of such Worst Performing Security,. 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

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HSBC

1	(i)	Issuer	HSBC Bank plc
	(ii)	Arranger(s):	HSBC Bank plc
2	(i)	Series number:	NWP26116
	(ii)	Tranche number:	1
	(iii)	Whether issue is of Notes or Certificates:	Notes
3	Specified Currency or Currencies:		
	(i)	of denomination:	United State Dollars (USD)
	(ii)	of payment:	USD
4	Aggregate Principal Amount of Notes		
	(i)	Series:	USD 3,000,000
	(ii)	Tranche:	USD 3,000,000
5	(i)	Issue Price:	100 per cent. of the Aggregate Principal Amount
	(ii)	Commission payable:	None
	(iii)	Selling concession:	None
6	(i)	Denomination(s) *Condition 1(b)*):	USD 1,000
	(ii)	Calculation Amount:	The Denomination
7	(i)	Issue Date:	30 October 2012
	(ii)	Interest Commencement Date:	The Issue Date
8	Maturity Date: (*Condition 6(a)*)		21 July 2014, subject to early redemption on an Automatic Early Redemption Date. See paragraph 43(iii)
9	Interest basis: (*Conditions 3 to 5*)		Variable Coupon Amount. See paragraph 17
10	Redemption basis: (*Condition 6*)		Equity-Linked Redemption. See paragraphs 24 and 26
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. Moreover, in certain circumstances, the Notes will, at the option of the Issuer, be redeemed by delivery of Securities or, if the Issuer does not exercise such option, redeemed at

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			the Alternative Cash Redemption Amount. See paragraph 24(iii) below
12	Put/Call options:		Not applicable
13	(i)	Status of the Notes: (*Condition 2*)	Unsubordinated, unsecured
	(ii)	Date approval for issuance of Notes obtained:	Not applicable
14	Method of distribution:		Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note provisions: (*Condition 3*)	Not applicable
16	Floating Rate Note provisions: (*Condition 4*)	Not applicable
17	Variable Coupon Amount Note provisions: (*Condition 5*)	Applicable
	(i) Interest Payment Date(s):	Each date specified as such in the Annex 2 (each a "**Variable Coupon Interest Payment Date$_j$**"), subject (except in the case of the Maturity Date) to early redemption on the Automatic Early Redemption Date
	(ii) Method of calculating interest:	Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions: (a) if the Calculation Agent determines that, on the Automatic Early Redemption Valuation Date (as defined in paragraph 43(iii) below), WO_j (as defined in paragraph 43(iii) below) is greater than or equal to 50 per cent., the amount of interest payable on the immediately succeeding Variable Coupon Interest Payment Date shall be an amount in the Specified Currency (the "**Variable Coupon Amount**") equal to the product of the Denomination and 3.50 per cent. Otherwise, no coupon will be paid. (b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 40 below), WO_{Final} (as defined in paragraph 24(iii) below) is greater than or equal to 50 per cent., the Variable Coupon Amount payable on the Maturity Date shall be an amount in the Specified Currency equal to the product of the

		Denomination and 3.50 per cent. Otherwise, no coupon will be paid.
	(iii) Business Centre(s):	Not applicable
18	Zero Coupon Note provisions: (*Condition 5*)	Not applicable
19	Index-Linked Interest Note/other variable-linked interest Note provisions	Not applicable
20	Dual Currency Note provisions/Multi-currency Note provisions:	Not applicable

PROVISIONS RELATING TO REDEMPTION

21	Issuer's optional redemption (Call): (*Condition 6(c)*)	Not applicable
22	Noteholder's optional redemption (Put): (*Condition 6(d)*)	Not applicable
23	Final Redemption Amount of each Note: (*Condition 6(a)*)	See paragraph 24 below
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 Basket of Securities 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 : -
		a Trigger Event has not occurred with respect to any of the Securities, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par;
		a Trigger Event has occurred with respect to one or more of the Securities, the Issuer will 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

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accordance with the following formula:

Denomination x WO_{final}

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 greater than or equal to the Trigger Price.

"**Trigger Price**" means, with respect to a Security, the price specified as such in Annex 1 with respect to such Security.

"$\mathbf{WO_{final}}$" means, in respect of the Valuation Date, the lowest performance (expressed as a percentage) among the Securities as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{i=1 \text{ to } 3}\left(\frac{S^{i}_{Final}}{S^{i}_{0}}\right)$$

Where:

"**i**" means each Security in the Basket, 1 to 3.

"$\mathbf{S^{i}_{Final}}$" means, in respect of a Security ($Security_i$) and the Valuation Date, the Final Price (as defined in paragraph 36(vii) below) of such $Security_i$.

"$\mathbf{S^{i}_{0}}$" means, in respect of a Security ($Security_i$), the Initial Price (as defined in paragraph 36(v) below) of such $Security_i$.

For information purposes, if more than one Security has the same percentage, the Calculation Agent shall determine which Security is the Worst Performing Security in its sole and absolute discretion.

"**Worst Performing Security**" means the Security for which the performance is the lowest in accordance with the definition of WO_{final}.

(iv) Provisions for determining Final Redemption Amount where calculation by reference

See Condition 21

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		to Equity/ Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:	
	(v)	Minimum Final Redemption Amount:	Not applicable
	(vi)	Maximum Final Redemption Amount:	100 per cent. of the nominal amount
25	Instalment Notes: (*Condition 6(a)*)		Not applicable
26	Early redemption amount:		Applicable
	(i)	Early redemption amount (upon redemption for taxation reasons, illegality or following an Event of Default): (*Conditions 6(b), 6(h) or 10*)	Fair Market Value
	(ii)	Other redemption provisions: (*Condition 6(i)*)	Fair Market Value

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27	Form of Notes: (*Condition 1(a)*)		
	(i)	Form of Notes:	Registered
	(ii)	Bearer Notes exchangeable for Registered Notes:	Not Applicable
28	Issued under the new safekeeping structure		No
29	If issued in bearer form:		Not Applicable

30	Exchange Date for exchange of Temporary Global Note:		Not Applicable
31	Payments: (*Condition 8*)		
	(i)	Method of payment:	Condition 8 applies
	(ii)	Relevant Financial Centre Day:	New York
	(iii)	Local banking day specified for payments in respect of the Notes in global form:	No
32	Partly Paid Notes: (*Condition 1*)		No
33	Redenomination: (*Condition 9*)		Not applicable
34	Other final terms:		See Annexes

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

35	Security Delivery (for Equity-Linked Notes only):		Condition 21(b) applies
36	Provisions for Cash Equity Notes and Equity-Linked Notes:		Applicable
	(i)	Securities:	The Securities comprised in the Basket specified in Annex
	(ii)	Underlying Company(ies):	The entities specified as such in Annex
	(iii)	Exchange(s):	With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex
	(iv)	Related Exchange(s):	With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex
	(v)	Initial Price:	See Annex 1
	(vi)	Strike Date:	23 October 2012
	(vii)	Final Price:	As defined in Condition 21(a)
	(viii)	Reference Price:	Not applicable
	(ix)	Securities Transfer Amount: (*for Equity-Linked Notes only*)	Not applicable

	(x) Settlement Date: (*for Equity-Linked Notes only*)	Not applicable
	(xi) Settlement Disruption Event: (*for Equity-Linked Notes only*)	Condition 21(b)(iii) does not apply
	- Disruption Period (if other than as specified in Condition 21(b)(iii)):	Not applicable
	(xii) Delivery Disruption Event: (*for Equity-Linked Notes only*)	Condition 21(b)(iv) does not apply
	i) Potential Adjustment Event:	Condition 21(g)(i) applies
	- Extraordinary Dividend (if other than as specified in the definition in Condition 21(a))	Condition 21(a) applies
	- additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof)	Not applicable
	(xii) Extraordinary Event:	Condition 21(g)(ii) applies
	(xiii) Conversion: (for Notes relating to Government Bonds and debt securities only)	Condition 21(g)(iii) does not apply
	(xiv) Correction of prices:	Condition 21(g)(iv) applies
	(xv) Additional Disruption Events:	The following Additional Disruption Events apply: Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging
37	Additional provisions for Equity-Linked Notes:	See Annexes
38	Provisions for Index-Linked Notes:	Not applicable
39	For Equity-Linked and Credit-Linked Notes:	U.S Federal Income Tax Considerations
40	Valuation Date(s):	14 July 2014, subject to postponement in accordance with Condition 21(e)
41	Valuation Time:	The definition in Condition 21(a) applies
42	Averaging Dates:	Not applicable
43	Other terms or special conditions relating to Index-Linked Notes, Cash Equity	Applicable

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Notes or Equity-Linked Notes:

(i)	Knock-in Event:	Not applicable
(ii)	Knock-out Event:	Not applicable
(iii)	Automatic Early Redemption:	Condition 21(c) applies
	- Automatic Early Redemption Event:	WO_j is greater than or equal to the Automatic Early Redemption Level as of any Automatic Early Redemption Valuation $Date_j$ Where: "WO_j" means the lowest performance (expressed as a percentage) among the Securities as determined by the Calculation Agent in accordance with the following formula: $$\text{Min}_{i=1\text{ to}3}\left(\frac{S^i_j}{S^i_0}\right)$$ Where: "$\mathbf{S^i_j}$" means, in respect of a Security ($Security_i$) and an Automatic Early Redemption Valuation $Date_j$, the price of such $Security_i$ on the relevant Exchange at the Valuation Time on such Automatic Early Redemption Valuation $Date_j$, as determined by the Calculation Agent. "$\mathbf{S^i_0}$" means, in respect of a Security ($Security_i$), the Initial Price (as defined in paragraph 36(v) above) of such $Security_i$.
	- Automatic Early Redemption Valuation Date(s):	Each Valuation $Date_j$ specified as such in Annex 2 ("**j**" ranking from 1 to 6) (each an "**Automatic Early Redemption Valuation $Date_j$**") 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:	See Annex 2
	- Automatic Early Redemption Date(s):	Each date specified as such in Annex 2 ("**j**" ranking from 1 to 6) (each an "**Automatic Early Redemption $Date_j$**"), subject to adjustment in

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		accordance with the Following Business Day Convention
	- Automatic Early Redemption Amount:	See Annex 2

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:	Not applicable
	(iv)	Stabilising Manager (if any):	Not applicable
45	If non-syndicated, name and address of Relevant Dealer:		HSBC Bank plc
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

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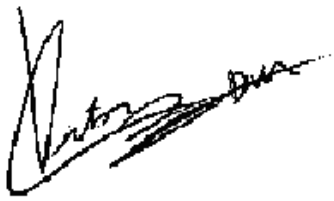

Victor Delgado Melgares

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

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

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 30 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

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9	**PERFORMANCE OF EXCHANGE RATE(S) AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**	
	Not applicable	

OPERATIONAL INFORMATION

10	ISIN Code:	XS0850070094
11	Common Code:	085007009
12	CUSIP:	Not applicable
13	SEDOL:	Not applicable
14	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*)	London
23	Other Final Terms:	See the Annexes
24	ERISA Considerations:	No

ANNEX 1

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

Information in relation to underlying Securities

i	Securities	Underlying company	Bloomberg Code	Exchange	Related Exchange	Initial Price (USD)	Trigger Price (USD)
1	Depositary Receipts of VALE SA	JP Morgan and Chase (The "Depositary") and, with respect to the Underlying VALE SA	VALE UN	The New York Stock Exchange	The Chicago Board Option Exchange	35.684768	50% of Initial Price
2	Depositary Receipts of GERDAU SA	The Bank of New York Mellon (The "Depositary") and, with respect to the Underlying GERDAU SA	GCB UN	The New York Stock Exchange	The Chicago Board Option Exchange	14.96	50% of Initial Price
3	Depositary Receipts of BANCO BRADESCO SA	The Bank of New York Mellon (The "Depositary") and, with respect to the	BBD UN	The New York Stock Exchange	The Chicago Board Option Exchange	20.3167	50% of Initial Price

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		Underlying BANCO BRADESCO SA					

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ANNEX 2

"j"	Automatic Early Redemption Valuation Datej	Automatic Early Redemption Datej	Variable Coupon Interest Payment Datej	Automatic Early Redemption Levelj	Automatic Early Redemption Amountj
1	14 Jan 2013	22 Jan 2013	22 Jan 2013	100%	100%
2	15 Apr 2013	22 Apr 2013	22 Apr 2013	100%	100%
3	15 Jul 2013	22 Jul 2013	22 Jul 2013	100%	100%
4	15 Oct 2013	22 Oct 2013	22 Oct 2013	100%	100%
5	14 Jan 2014	21 Jan 2014	21 Jan 2014	100%	100%
6	14 Apr 2014	21 Apr 2014	21 Apr 2014	100%	100%
7	None	None	The Maturity Date	None	None

* Subject to postponement in accordance with Condition 21(e)

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