Notes issued pursuant to these Final Terms are securities to be listed under Listing Rule 17.

FINAL TERMS

Final Terms dated 29 April 2013
Series No.: NWP 28931

HSBC Bank plc
Programme for the Issuance of Notes and Warrants

Issue of GBP 16,348,500

Notes linked to Eukairos Investments Ltd Class A Preference Shares Series EIS 138

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 and prior to or on the Issue Date 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 www.hsbc.com (please follow links to 'Investor relations', 'Fixed income securities' and 'Issuance programmes') and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ.

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.

1.	(i)	Issuer:	HSBC Bank plc
	(ii)	Arranger(s):	HSBC Bank plc
2.	(i)	Series number:	NWP 28931
	(ii)	Whether issue is of Notes or Certificates:	Notes
3.	Specified Currency or Currencies:		

	(i)	of denomination:	Great British Pounds (''**GBP**'')
	(ii)	of payment:	GBP
4.	Aggregate Principal Amount of Notes:		GBP
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)*):	GBP 1
	(ii)	Calculation Amount:	GBP 1
7.	Issue Date:		30 April 2013
8.	Maturity Date: (*Condition 6(a)*)		means (1) if the Preference Shares become subject to the auto-call provisions contained in the terms and conditions of the Preference Shares and redemption occurs (or would have become subject to such redemption but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Preference Shares on or about such date): (i) in the year 2015, the 30 April 2015 (ii) in the year 2016, the 03 May 2016 (iii) in the year 2017, the 02 May 2017 (iv) in the year 2018, the 30 April 2018 or (2) otherwise 30 April 2019, or, in each case and if later, 2 (two) Business Days following the Valuation Date.
9.	Interest basis: (*Conditions 3 to 5*)		Not applicable
10.	Redemption basis: (*Condition 6*)		Preference Share-linked redemption (please see paragraph 22)
11.	Change of interest or redemption basis:		Not applicable

12.	Put/Call options:		Not applicable
13.	(i)	Status of the Notes: (*Condition 2*)	Unsubordinated, unsecured
	(ii)	Date Board 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*)	Not applicable
18.	Zero Coupon Note provisions: (*Condition 5*)	Not applicable
19.	Dual Currency Note provisions/Multi-currency Note provisions:	Not applicable

PROVISIONS RELATING TO REDEMPTION

20.	Issuer's optional redemption (Call): (*Condition 6(c)*)	Not applicable
21.	Noteholder's optional redemption (Put): (*Condition 6(d)*)	Not applicable
22.	Final Redemption Amount of each Note: (*Condition 6(a)*)	The product of: (a) Denomination; and (b) $\frac{\text{Share Value}_{\text{final}}}{\text{Share Value}_{\text{inital}}}$ per Calculation Amount Where: "Share Value$_{\text{final}}$" means the Preference Share Value on the Valuation Date; and "Share Value$_{\text{initial}}$" means the Preference Share Value on the Initial Valuation Date.
	Calculation Agent responsible for calculating the Final Redemption Amount:	HSBC France
23.	Instalment Notes: (*Condition 6(a)*)	Not applicable
24.	Early Redemption Amount:	Yes

(i) Early Redemption Amount (upon redemption for taxation reasons, illegality, following redemption at the option of the Issuer, following an event of default, following the occurrence of a Preference Share Early Redemption Event, an Extraordinary Event or Additional Disruption Event) (*Conditions 6(b), 6(h) 10, 22(b), 22(c) or 22(d)*)	Per Calculation Amount, an amount in GBP calculated by the Calculation Agent on the same basis as the Final Redemption Amount except that the definition of Share $\text{Value}_{\text{final}}$ shall be the Preference Share Value on the day falling 2 (two) Business Days before the due date for early redemption of the Notes.
(iii) Other redemption provisions: (*Condition 6(i)*)	Not applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes: (*Condition 1(a)*)	
	(i) Form of Notes:	Uncertificated Registered Form
	(ii) Bearer Notes exchangeable for Registered Notes:	Not applicable
26.	New Global Note:	No
27.	If issued in bearer form:	Not applicable
	(i) Initially represented by a Temporary Global Note or Permanent Global Note:	Not applicable
	(ii) Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Notes and/or Registered Notes: (*Condition 1(a)*)	Not applicable
	(iii) Permanent Global Note exchangeable at the option of the bearer for Definitive Notes and/or Registered Notes:	Not applicable
	(iv) Coupons to be attached to Definitive Notes:	Not applicable
	(v) Talons for future Coupons to be attached to Definitive Notes:	Not applicable
	(vi) (a) Definitive Notes to be security printed:	Not applicable
	(b) if the answer to (a) is yes, whether steel engraved plates will be used:	Not applicable
	(vii) Definitive Notes to be in ICMA or successor's format:	Not applicable

	(viii) Issuer or Noteholder to pay costs of security printing:	Not applicable
28.	Exchange Date for exchange of Temporary Global Note:	Not applicable
29.	Payments: (*Condition 8*)	
	(i) Method of payment:	See Condition 8
	(ii) Relevant Financial Centre Day:	London
	(iii) Local banking day specified for payments in respect of the Notes in global form:	Not applicable
30.	Partly Paid Notes: (*Condition 1*)	No
31.	Redenomination: (*Condition 9*)	
	(i) Redenomination:	Not applicable
	(ii) Exchange:	Not applicable
32.	Other final terms:	See Annex 1

PROVISIONS APPLICABLE TO PREFERENCE SHARE-LINKED NOTES

33.	Provisions for Preference Share-Linked Notes:	
	(i) Preference Shares:	Eukairos Investments Ltd Class A Preference Shares Series EIS 138
	(ii) Preference Share Issuer:	Eukairos Investments Ltd
	(iii) Initial Valuation Date:	the Issue Date
	(iv) Valuation Date:	means the 8th (eighth) Business Day following the Preference Share Valuation Date

	(v)	Preference Share Valuation Date:	means (1) if the Preference Shares become subject to the auto-call provisions contained in the terms and conditions of the Preference Shares (or would have become subject to such auto-call provisions but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Preference Shares on or about such date): (i) in the year 2015, 16 April 2015 (ii) in the year 2016, 18 April 2016 (iii) in the year 2017, 13 April 2017 (iv) in the year 2018, 18 April 2018 or (2) otherwise 12 April 2019, or, in each case, if such date for valuation of or any determination of the underlying asset or reference basis (or any part thereof) for the Preference Shares falling on or about such day is to be delayed in accordance with the terms and conditions of the Preference Shares by reason of a disruption or adjustment event, the Preference Share Valuation Date shall be such delayed valuation or determination date, all as determined by the Calculation Agent.
	(vi)	Valuation Time:	As per Condition 21(a)
	(vii)	Extraordinary Event:	Condition 22(c) applies
	(viii)	Additional Disruption Event:	Condition 22(d) applies. The following Additional Disruption Events apply: Change in Law and Insolvency Filing
34.	Additional provisions for Preference Share-Linked Notes:		Not applicable

DISTRIBUTION

35.	(i)	If syndicated, names, addresses and underwriting commitments of Relevant Dealer(s)/Lead Manager(s):	Not applicable
	(ii)	If syndicated, names, addresses and underwriting commitments of other Dealer(s)/Manager(s) (if any):	Not applicable
	(iii)	Date of Subscription Agreement:	Not applicable

	(iv) Stabilising Manager (if any):	Not applicable
36.	If non-syndicated, name and address of Relevant Dealer:	HSBC Bank plc 8 Canada Square London E14 5HQ United Kingdom
37.	Total commission and concession:	Not applicable
38.	Selling restrictions:	
	United States of America:	Notes may not be offered or sold within the United States of America or to, or for the account or the benefit of, a US person (as defined in Regulation S)
	Non-exempt Offer:	*The Notes will be offered to qualified investors (as such term is defined in the Prospectus Directive*) *only*.
	Other:	Not applicable
39.	Stabilisation:	Not applicable

LISTING AND ADMISSION TO TRADING APPLICATION

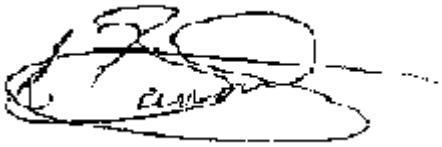
These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Programme for the Issuance of Notes and Warrants of HSBC Bank plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. The information on the Preference Shares has been extracted from the constitutional documents of the Preference Share Issuer. Information on the Preference Share Underlying is extracted from the *FTSE™ 100 Index*. 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 *FTSE™ 100 Index*, no facts have been omitted which would render the reproduced 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 Notes to listing on the Official List of the Financial Services Authority pursuant to Listing Rule 17 on or around the Issue Date. 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 London Stock Exchange on or around the Issue Date. 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**

Save as discussed in "Subscription and Sale of Notes" in the Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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

(i)	Reasons for the offer:	Not required to be disclosed
(ii)	Estimated net proceeds:	Not required to be disclosed
(iii)	Estimated total expenses:	Not required to be disclosed

6. **PERFORMANCE OF THE PREFERENCE SHARES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE PREFERENCE SHARES AND THE PREFERENCE SHARE UNDERLYING**

The Preference Share-Linked Notes relate to the Class A Preference Shares Series *EIS 138* of the Preference Share Issuer.

The Preference Share Value will be published on the following publicly available website (http://www.hsbcnet.com/investor-solutions).

The performance of the Preference Shares depends on the performance of the relevant underlying asset(s) or basis of reference to which the Preference Shares

are linked (the "**Preference Share Underlying**"). The Preference Share Underlying is the *FTSE™ 100 Index*. Information on the Preference Share Underlying (including past and future performance and volatility) is published on the website of Financial Times Limited.

OPERATIONAL INFORMATION

7.	ISIN Code:	GB00B93QWH80
8.	Common Code:	092251016
9.	CUSIP:	Not applicable
10.	SEDOL:	B93QWH8
11.	Intended to be held in a manner which would allow Eurosystem eligibility:	No
12.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	CREST: Account 307
13.	Delivery:	Delivery against payment
14.	Settlement procedures:	Medium Term Note
15.	(i) Principal Paying Agent/Registrar:	HSBC Bank plc
	(ii) Additional Paying Agent(s) (if any):	Computershare Investor Services PLC
16.	Common Depositary:	Not Applicable
17.	Agent Bank/Calculation Agent:	HSBC France (as Calculation Agent)
	— is Calculation Agent to make calculations?	Yes
	— if not, identify calculation agent:	Not applicable
18.	Notices: (*Condition 13*)	As per Condition 13
19.	City in which specified office of CREST Registrar to be maintained: (*Condition 14*)	London
20.	ERISA Considerations:	Not applicable

ANNEX 1

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

Index Disclaimer

STATEMENTS REGARDING THE FTSE™ 100 INDEX

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