FINAL TERMS

Final Terms dated 06 February 2013

Series No.: NWP27528

Tranche No.: 1

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of USD 15,618,000 Fixed Rate Reverse Convertible Equity-Linked Notes due May 2013 linked to ordinary shares of AMAZON.COM INC

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 the supplemental prospectus dated 28 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 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 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 date at 09 May 2013, bear interest payable in arrears on scheduled interest payment dates at rate of interest specified in the Annex and are linked to the performance of ordinary shares of AMAZON.COM INC 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. The price performance of the Security will also determine the basis for redemption of the Notes at scheduled maturity. 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. Otherwise, if on the Valuation Date, the Calculation Agent determines the Final Price of the Security is lower than the Strike Price of such Security, the Notes will be redeemed by delivery of a quantity of the Security with a value at that time less than the nominal amount of the Notes and payment of a residual amount in cash, 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:	NWP27528		
	(ii)	Tranche number:	1		
	` /	Whether issue is of Notes or Certificates:	Notes		
3.	Specific	ed Currency or Currencies:			
	(i)	of denomination:	United States Dollars ("USD")		
	(ii)	of payment:	USD		
4.		ate Principal Amount of Notes d to trading:			
	(i)	Series:	USD 15,618,000		
	(ii)	Tranche:	USD 15,618,000		
5.	(i)	Issue Price:	100 per cent. of the Aggregate Principal Amount		
	(ii)	Commission payable:	None		
	(iii)	Selling concession:	None		
6.	(i)	Denomination(s)	USD 2,000		
	$(Condition \ I(b))$:				
	(ii)	Calculation Amount:	The Denomination		
7.	(i)	Issue Date:	07 February 2013		
	(ii)	Interest Commencement Date:	The Issue Date		
8.	Maturit (Condit	y Date: $tion 6(a)$)	9 May 2013		
9.	Interest basis: (Conditions 3 to 5)		Fixed Rate. See paragraph 15		
10.	Redemj (Condit	ption basis: tion 6)	Equity-Linked Redemption		

11. Change of interest or redemption basis: In certain circumstances, the Notes will be

redeemed by delivery of Securities. See paragraph

24(iii) below

12. Put/Call options: Not applicable

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

(Condition 2)

(ii) Date Board approval for Not applicable

issuance of 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 and payable on each Fixed Interest Payment

Date

(ii) Interest Payment Date(s): Each date specified as such in Annex (each a "Fixed

Interest Payment Date_i")

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

(iv) Day Count Fraction: Not applicable

(v) Other terms relating to the method Not applicable

of calculation interest for Fixed Rates

Notes:

16. Floating Rate Note provisions: Not applicable

(Condition 4)

17. Variable Coupon Amount Note Not applicable

provisions: (*Condition 5*)

18. Zero Coupon Note provisions: Not applicable

(Condition 5)

19. Index-Linked Interest Note/other Not applicable

variable-linked interest Note

Provisions:

20. Dual Currency Note provisions/Multi- Not applicable

currency Note provisions:

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 See paragraph 24 below.

Note:

(Condition 6(a))

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 the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions and subject to the other provisions of these Final Terms and the Conditions, if, on the Valuation Date (as defined in paragraph 40 below), the Calculation Agent determines that:

- the Final Price (as defined in paragraph 36(vii) below) of the Security is greater than or equal to the Strike Price (as defined below) of such Security, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent of par; or
- the Final Price of the Security is lower than the Strike Price of such Security the Issuer shall, redeem the Notes by delivering or procuring the delivery of the Securities Transfer Amount and paying or procuring the payment of any Residual Cash Amounts to (or for the account of) the Noteholders in accordance with the following provisions of this paragraph ("Physical Settlement"), and Condition 21(b)

"Residual Amount" means, in relation to a Noteholder and a Note and with respect to a Security, the amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:

Denomination – (Security Transfer Amount × Strike Price)

"Residual Cash Amount" means, in respect of a Residual Amount, the product of such Residual Amount and the fraction of which the numerator is the Final Price of the Security and the denominator is the Strike Price of such Security.

"Strike Price" means 90% per cent of the Initial Price

Provisions for determining (iv) 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 Not applicable

Amount

(vi) Maximum Final Redemption 100 per cent. of the nominal amount

Amount:

25. **Instalment Notes:**

26.

Not applicable

(Condition 6(a))

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) Other redemption provisions:

Fair Market Value

Fair Market Value

(Condition 6(i))

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes:

(ii)

(Condition I(a))

(i) Form of Notes: Bearer Notes

Bearer Notes exchangeable for (ii)

Registered Notes:

28. New Global Note Not applicable

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:

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

specified in the Permanent Global Note

(Condition I(a))

(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 Yes **Definitive Notes:** (v) Talons for future Coupons to No be attached to Definitive Notes: Definitive Notes to be (vi) (a) Yes security printed: if the answer to (a) is Yes (b) yes, whether steel engraved plates will be used: Definitive Notes to be in (vii) Yes ICMA or successor's format: (viii) Issuer or Noteholder to pay Issuer costs of security printing: 30. Exchange Date for exchange of Not earlier than 40 days following the Issue Date Temporary Global Note: 31. Payments: (Condition 8) (i) Method of payment: Condition 8 applies (ii) Relevant Financial Centre New York Day: (iii) Local banking day specified for No payments in respect of the Notes in global form: Party Paid Notes: 32. No (Condition 1) 33. Redenomination: Not applicable (Condition 9)

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

See Annex

35. Security Delivery (for Equity-Linked Condition 21(b) applies *Notes only*): 36. Provisions for Cash Equity Notes and Applicable **Equity-Linked Notes:** AMAZON.COM **INC** (i) Securities: Ordinary shares of (Bloomberg: AMZN UQ) AMAZON.COM INC Underlying Company(ies): (ii) (iii) Exchange(s): The Nasdaq Stock Market, Inc Related Exchange(s): CBOE (The Chicago Board Option Exchange), (iv)

34.

Other final terms:

CME

Initial Price: USD 265.5 (v)

Strike Date: (vi) 31 January 2013

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

Reference Price: Not applicable (viii)

Securities Transfer Amount: The number of Securities per Note calculated by the (ix)

Calculation Agent in accordance with the following (for Equity-Linked Notes

formula:

Denomination / Strike Price

and rounded down to the lowest integer

(x) Settlement Date: The definition in Condition 21(a) applies

(for Equity-Linked Notes

only)

only)

(xi) Settlement Disruption Event: Condition 21(b)(iii) applies

> (for Equity-Linked Notes only)

> > - Disruption Period (if Not applicable other than as specified in

Condition 21(b)(iii)):

(xii) **Delivery Disruption Event:** Condition 21(b)(iv) applies

(for Equity-Linked Notes

only)

(xiii) Potential Adjustment Event: Condition 21(g)(i) applies

definition

- Extraordinary Dividend The definition in Condition 21(a) applies (if other than as specified

the Condition 21(a))

- Additional Potential Not applicable

Adjustment Event (for purposes of paragraph (viii) of the definition

thereof)

(xiv) **Extraordinary Event:** Conditions 21(g)(ii) and 21(k) apply

> - Additional Disruption Not applicable

Event

(xv) Conversion: Condition 21(g)(iii) does not apply

> (for Notes relating Government Bonds and debt

securities only)

(xvii) Additional Disruption Event: The following Additional Disruption Events apply: Change in Law, Failure to Deliver, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging 37. Additional provisions for Equity-Not applicable Linked Notes: 38. Provisions for Index-Linked Notes: Not applicable 39. For Equity-Linked and Credit-Linked U.S. Federal Income Tax Considerations Notes: 40. Valuation Date(s): 02 May 2013, 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 Not applicable relating to Index-Linked Notes, Cash Equity Notes or Equity-Linked Notes: **DISTRIBUTION** 44. If syndicated, names of Not applicable (i) Relevant Dealer(s)/Lead Manager(s): (ii) If syndicated, names of other Not applicable Dealers/Managers (if any): Date of Subscription Not applicable (iii) Agreement: Stabilising Manager (if any): Not applicable (iv) 45. If non-syndicated, name of Relevant **HSBC** Bank Plc Dealer: 46. Total commission and concession: Not applicable 47. Selling restrictions: TEFRA D Rules United States of America: Notes may not be offered dos sold within the Unites 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

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.

HSBC	BANK PLC			
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Victor Delgado Melgares				
By:				
	Authorised Signatory			

CONFIRMED

Date:

PART B - OTHER INFORMATION

1. LISTING

(i) Listing: Application has been 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 has been made for the Notes to be

Admission to trading Application will be made for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from the Issue Date 07 February 2013. No assurance can be given as to whether or not, or

when, such application will be granted.

2. **RATINGS**

Ratings: The Notes have not been specifically 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

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

9. **PERFORMANCE OF EXCHANGE RATE(S) AND EXPLANATION OF EFFECT ON**

VALUE OF INVESTMENT AND ASSOCIATED RISKS

Not applicable

OPERATIONAL INFORMATION

10.	ISIN Code:	XS0887292182
11.	Common Code:	088729218
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 Annex below
24.	ERISA Considerations:	Not applicable

ANNEX

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

"j"	Fixed Interest Payment Date _j	Rate of Interest _j
1	The Maturity Date	2.27%

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