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

#### **FINAL TERMS**

Final Terms dated 29 October 2012

Series No.: NWP 26156

# HSBC Bank plc Programme for the Issuance of Notes and Warrants

## Issue of GBP 15,000,000

#### Notes linked to Eukairos Investments Ltd Class A Preference Shares Series 092

#### 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") for the purposes of the Prospectus Directive as amended (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.

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 26156

(ii) Whether issue is of Notes or Notes

Specified Currency or Currencies:

3.

Certificates:

(i) of denomination: Great Britain Pounds ("GBP")

(ii) of payment: GBP

4.	Aggregate Principal Amount of Notes:		GBP 15,000,000			
5.	(i)	Issue Price:	100 per cent. of the Aggregate Principal Amount			
	(ii)	Commission payable:	None			
	(iii)	Selling concession:	None			
6.	(i)	Denomination(s)	GBP 1.00			
	(Cond	ition 1(b)):				
	(ii)	Calculation Amount:	GBP 1.00			
7.	Issue Date:		7 November 2012			
8.	Maturity Date: (Condition 6(a))		7 November 2018 or 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.		's optional redemption (Call):  ition 6(c))	Not applicable			
		2				

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

Share Value final Share Value inital

per Calculation Amount

Where:

"Share Value<sub>final</sub>" means the Preference Share Value on the Valuation Date; and "Share Value<sub>initial</sub>" means the Preference Share Value on the Initial Valuation Date.

Calculation Agent responsible for calculating the Final Redemption Amount:

**HSBC** France

Instalment Notes:

23.

Not applicable

(Condition 6(a))

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),

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 Valuefinal shall be the Preference Share Value on the day falling 2 (two) Business Days before the due date for early redemption of the Notes.

22(c) or 22(d))

(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** 

Bearer Notes exchangeable for (ii)

Registered Notes:

Not applicable

New Global Note: 26.

No

27. If issued in bearer form: Not applicable

Initially represented by a Temporary Global Note or Permanent Not applicable

Global	Note:				
(ii)	Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Notes and/or Registered Notes: (Condition 1(a))	Not applicable			
	Permanent Global Note ageable at the option of the bearer initive Notes and/or Registered	Not applicable			
. ,	Coupons to be attached to ve Notes:	Not applicable			
` '	Talons for future Coupons to be ed to Definitive Notes:	Not applicable			
(vi) security	(a) Definitive Notes to be y printed:	Not applicable			
yes, wh	(b) if the answer to (a) is nether steel engraved plates will d:	Not applicable			
` '	Definitive Notes to be in ICMA essor's format:	Not applicable			
	Issuer or Noteholder to pay f security printing:	Not applicable			
	nge Date for exchange of rary Global Note:	Not applicable			
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			
Partly !	Paid Notes:	No			

30. Partly Paid Notes: No (Condition 1)

(Condition 1)

28.

29.

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 092

(ii) Preference Share Issuer: Eukairos Investments Ltd

(iii) Initial Valuation Date: the Issue Date

(iv) Valuation Date: means the 8<sup>th</sup> (eighth) Business Day

following the Preference Share

Valuation Date

(v) Preference Share Valuation

Date:

24 October 2018, or 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 Not applicable

Share-Linked Notes:

#### **DISTRIBUTION**

35. (i) If syndicated, names, addresses Not applicable and underwriting commitments

of Relevant Dealer(s)/Lead

Manager(s):

(ii) If syndicated, names, addresses Not applicable and underwriting commitments

of other Dealer(s)/Manager(s) (if

any):

(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 S&P 500® 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 S&P 500® Index, no facts have been omitted which would render the reproduced inaccurate or misleading.

#### **CONFIRMED**

#### **HSBC BANK PLC**

É	and
Ву:	
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 092 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 S&P 500® Index. Information on the Preference Share Underlying (including past and future performance and volatility) is published on the website of Standard & Poor's Corporation.

## **OPERATIONAL INFORMATION**

7.	ISIN Code:	GB00B8K1F251
8.	Common Code:	085154575
9.	CUSIP:	Not applicable
10.	SEDOL:	B8K1F25
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 STANDARD & POOR'S 500® INDEX (THE "S&P 500 INDEX")

Neither the Notes nor the Preference Shares are sponsored, endorsed, sold or promoted by Standard & Poor's Corporation ("S&P"). S&P makes no representation or warranty, express or implied, to any holder of Preference Shares in respect of the Preference Shares, any Noteholders in respect of the Notes or any member of the public regarding the advisability of investing in securities generally or in the Preference Shares or Notes 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 the Preference Shares or Notes.

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