

FINAL TERMS

Final Terms dated 20 October 2011

Series No.: 3284

Tranche No.: 1

HSBC Bank plc
Debt Issuance Programme

Issue of

EUR1,250,000,000

3.875 per cent. Fixed Rate Notes due 2018

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 Conditions set forth in the Base Prospectus dated 27 May 2011 in relation to the above Programme (incorporating the Registration Document dated 27 May 2011) and the supplements thereto dated 13 June 2011 and 15 August 2011 which together constitute a base prospectus (the "**Base 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 such Base Prospectus as so supplemented. 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 Base Prospectus.

The Base Prospectus and the supplements thereto are available for viewing at HSBC Bank plc, 8 Canada Square, London E14 5HQ and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ.

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| 1. | (i) | Issuer | HSBC Bank plc |
| | (ii) | Arranger: | HSBC Bank plc |
| 2. | (i) | Series number: | 3284 |
| | (ii) | Tranche number: | 1 |
| 3. | Specified currency or currencies: | | |
| | (i) | of denomination: | EUR |
| | (ii) | of payment: | EUR |
| 4. | Aggregate Principal Amount of Notes admitted to trading: | | |

	(i)	Series:	EUR1,250,000,000
	(ii)	Tranche:	EUR1,250,000,000
5.	(i)	Issue Price:	99.298 per cent. of the Aggregate Principal Amount
	(ii)	Commission payable:	0.30 per cent. of the Aggregate Principal Amount
	(iii)	Selling concession:	None
6.	(i)	Specified Denomination(s) (<i>Condition 1(f)</i>):	EUR100,000 and integral multiples of EUR1,000 in excess thereof up to and including EUR199,000. No Notes in definitive form will be issued with a denomination above EUR199,000
	(ii)	Calculation Amount	EUR1,000
7.	(i)	Issue Date:	24 October 2011
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date: (<i>Condition 6(a)</i>)	24 October 2018
9.		Interest basis: (<i>Conditions 3 to 5</i>)	3.875 per cent. Fixed Rate (further particulars specified below)
10.		Redemption basis: (<i>Condition 6</i>)	Redemption at par
11.		Change of interest or redemption basis:	Not applicable
12.		Put/Call options:	Not applicable
13.	(i)	Status of the Notes: (<i>Condition 2</i>)	Not Subordinated Notes
	(ii)	Subordinated Notes:	Not applicable
	(iii)	Date approval for issuance of Notes obtained:	Not applicable
14.		Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note provisions:	Applicable
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(Condition 3)

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| (i) | Rate of Interest: | 3.875 per cent. per annum payable annually in arrear. |
| (ii) | Fixed Interest Payment Dates: | 24 October in each year commencing on 24 October 2012 and ending on 24 October 2018. |
| (iii) | Day Count Fraction: | Actual/Actual (ICMA) |
| 16. | Floating Rate Note provisions:
<i>(Condition 4)</i> | Not applicable |
| 17. | Variable Coupon Amount Note provisions:
<i>(Condition 5)</i> | Not applicable |
| 18. | Zero Coupon Note provisions:
<i>(Condition 5)</i> | Not applicable |
| 19. | Index-Linked Interest Note/other variable-linked interest Note Provisions: | Not applicable |
| 20. | Dual Currency Note provisions: | Not applicable |

PROVISIONS RELATING TO REDEMPTION

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| 21. | Issuer's optional redemption (Call):
<i>(Condition 6(d))</i> | No |
| 22. | Noteholder's optional redemption (Put):
<i>(Condition 6(e))</i> | No |
| 23. | Final redemption amount of each Note:
<i>(Condition 6(a))</i> | EUR1,000 per Calculation Amount |
| 24. | Redemption for Capital Disqualification Event
<i>(Condition 6(c))</i> : | No |
| 25. | Final redemption amount of each Note in cases where the final redemption amount is Index-Linked or other variable-linked: | Not applicable |
| 26. | Instalment Notes:
<i>(Condition 6(a))</i> | Not applicable |
| 27. | Early redemption amount: | Yes |
| (i) | Early redemption amount (upon redemption for taxation | EUR1,000 per Calculation Amount |

reasons):

(Condition 6(b))

- (ii) Early redemption amount upon enforcement: EUR1,000 per Calculation Amount
(Condition 10)
- (iii) Other redemption provisions: Not applicable
(Condition 6(i))

GENERAL PROVISIONS APPLICABLE TO THE NOTES

28. Form of Notes:

(Condition 1(a))

- (i) Form of Notes: Bearer
- (ii) Bearer Notes exchangeable for Registered Notes: No

29. New Global Note: Yes

30. 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 a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
(Condition 1(a))
- (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: 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: Yes

plates will be used:

- (vii) Definitive Notes to be in ICMA or successor's format: Yes
- (viii) Issuer or Noteholder to pay costs of security printing: Issuer
31. If issued in registered form: Not applicable
32. Exchange date for exchange of Temporary Global Note: Not earlier than 40 days following the Issue Date
33. Payments:
(Condition 8)
- (i) Method of payment: Condition 8 shall apply subject as provided in the Temporary Global Note or, as the case may be, the Permanent Global Note
- (ii) Relevant Financial Centre Day: Not applicable
34. Partly Paid Notes:
(Condition 1) No
35. Redenomination:
(Condition 9)
- (i) Redenomination: Not applicable
- (ii) Exchange: Not applicable
36. Other final terms: Not applicable

DISTRIBUTION

37. (i) If syndicated, names of Relevant Lead Manager: HSBC Bank plc
- (ii) If syndicated, names of other Managers (if any): ABN AMRO Bank N.V.
Banca IMI S.p.A.
Banco Bilbao Vizcaya Argentaria, S.A.
Banco Santander, S. A.
Bank of Montreal, London Branch
Bayerische Landesbank
Canadian Imperial Bank of Commerce,

London Branch
 Commerzbank Aktiengesellschaft
 Commonwealth Bank of Australia
 Credit Suisse Securities (Europe) Limited
 Erste Group Bank AG
 ING Belgium SA/NV
 Landesbank Baden-Württemberg
 National Australia Bank Limited ABN 12
 004044937
 Nordea Bank Danmark A/S
 Raiffeisen Bank International AG
 RBC Europe Limited
 Scotiabank Europe plc

- (iii) Date of Subscription Agreement: 20 October 2011
- (iv) Stabilising Manager (if any): HSBC Bank plc
38. If non-syndicated, name of Relevant Dealer: Not applicable
39. Total commission and concession: 0.30 per cent. of the Aggregate Principal Amount
40. Selling restrictions:
 U.S. Selling Restrictions: Reg S. Category 2; TEFRA D; Not Rule 144A Eligible
41. Other: Not applicable

42. Stabilisation:

In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as the Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager(s)) in the relevant Final Terms may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) (or persons acting on behalf of a Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilising Manager(s) (or person(s) acting on behalf of any Stabilising Manager(s)) in accordance with all applicable laws and rules.

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 Debt Issuance Programme of HSBC Bank plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

**CONFIRMED
HSBC BANK PLC**

By: -----

Authorised Signatory

Date: *20th October 2011*-----

PART B - OTHER INFORMATION

1. LISTING

- (i) Listing: London. Application will be made for the Notes to be listed on the Official List of the Financial Services Authority 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 has been made for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from the Issue Date. No assurance can be given as to whether or not, or when, such application will be granted
- (iii) Estimate of total expenses related to admission to trading: GBP32,000

2. RATINGS

- Ratings: The long-term senior debt of HSBC Bank plc has been rated:
- Standard & Poor's Credit Market Services Europe Limited ("**S&P**"): AA
- Moody's Investors Service Limited ("**Moody's**"): Aa2
- Fitch Ratings Limited ("**Fitch**"): AA
- Each of S&P, Moody's and Fitch, is established in the European Union and has applied for registration under Regulation (EU) No 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

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

4. ***Fixed rate Notes only* - YIELD**

Indication of yield: Calculated as 3.992 per cent. per annum assuming redemption of Notes on 24 October 2018.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. ***Floating Rate Notes only* - HISTORIC INTEREST RATES**

Not applicable

6. ***Index-Linked or other variable-linked Interest Notes only* - PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS**

Not applicable

7. ***Dual Currency Notes only* - PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS**

Not applicable

OPERATIONAL INFORMATION

8. ISIN Code: XS0695461458

9. Common Code: 069546145

10. New Global Note or Classic Global Note: New Global Note

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| 11. | New Global Note intended to be held in a manner which would allow Eurosystem eligibility: | Yes
Note that the designation "Yes" simply means that the Notes are intended upon issue to be delivered to the common safe-keeper acting as agent for Euroclear or Clearstream, Luxembourg and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria. |
| 12. | Registered Global Notes intended to be held in a manner which would allow Eurosystem eligibility: | Not applicable |
| 13. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 14. | Delivery: | Delivery against payment |
| 15. | Settlement procedures: | Eurobond |
| 16. | Name and address of Initial Paying Agents: | HSBC Bank plc
8 Canada Square
London E14 5HQ |
| 17. | Name and address of Additional Paying Agent(s) (if any): | None |
| 18. | Common Depository: | Not applicable |
| 19. | Common Safekeeper: | Euroclear Bank S.A./N.V. |
| 20. | Common Service Provider: | HSBC Bank plc |
| 21. | Agent Bank/Calculation Agent: | Not applicable |
| | — is Agent Bank to make calculations? | Not applicable |
| | — if not, identify calculation agent: | Not applicable |
| 22. | Transfer Agent: | Not applicable |

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| 23. | Notices:
(<i>Condition 14</i>) | Condition 14 applies |
| 24. | City in which specified office of Registrar to be maintained:
(<i>Condition 12</i>) | Not applicable |
| 25. | Tradeable Amount: | Not applicable |
| 26. | Other relevant Terms and Conditions: | None |
| 27. | Other Final Terms: | None |
| 28. | Post issuance information: | The Issuer does not intend to publish post-issuance information |