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

**FINAL TERMS**

Final Terms dated 22 March 2013

Series No.: NWP28224

Tranche No.: 1

**HSBC Bank plc**

**Programme for the Issuance of Notes and Warrants**

**Issue of USD 21,253,000 Index-Linked Notes due September 2014 linked to Standard and Poor's 500® Index**

## 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.

The Notes described herein have a scheduled maturity date at 25 September 2014, do not bear interest and are linked to the performance of the Standard and Poor's 500® Index, defined as the Index herein, as determined by the Calculation Agent (as defined herein). The performance of the Index will determine the basis for redemption of the Notes at scheduled maturity. The Notes will be redeemed at scheduled maturity at an amount which will not be less than their nominal amount if, on the Valuation Date, the Calculation Agent determines that 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 at scheduled maturity at an amount that may be less than the nominal amount of the Notes. 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: | NWP28224 |
| | (ii) | Tranche number: | 1 |
| | (iii) | Whether issue is of Notes or Certificates: | Notes |
| 3. | Specified Currency or Currencies: | | |
| | (i) | of denomination: | United States Dollars ("**USD**") |
| | (ii) | of payment: | USD |
| 4. | Aggregate Principal Amount: | | |
| | (i) | Series: | USD **21,253,000** |
| | (ii) | Tranche: | USD **21,253,000** |
| 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 1,000 |
| | (*Condition 1(b)*) | | |
| | (ii) | Calculation Amount: | Not applicable |
| 7. | (i) | Issue Date: | 25 March 2013 |
| | (ii) | Interest Commencement Date: | Not applicable |
| 8. | Maturity Date: | | 25 September 2014 |
| | (*Condition 6(a)*) | | |
| 9. | Interest basis: | | Not applicable |
| | (*Conditions 3 to 5*) | | |
| 10. | Redemption basis: | | Index-Linked Redemption |
| | (*Condition 6*) | | |
| 11. | Change of interest or redemption basis: | | Not applicable |
| 12. | Put/Call options: | | Not applicable |
| 13. | (i) | Status of the Notes: | Unsubordinated, unsecured |
| | | (*Condition 2*) | |

| | | |
|---|---|---|
| | (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:<br><br>(*Condition 3*) | Not applicable |
| 16. | Floating Rate Note provisions:<br><br>(*Condition 4*) | Not applicable |
| 17. | Variable Coupon Amount Note provisions:<br><br>(*Condition 5*) | Not applicable |
| 18. | Zero Coupon Note provisions:<br><br>(*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):<br>(*Condition 6(c)*) | Not applicable |
| 22. | Noteholder's optional redemption (Put):<br><br>(*Condition 6(d)*) | Not applicable |
| 23. | Final Redemption Amount of each Note:<br><br>(*Condition 6(a)*) | See paragraph 24(iii) 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 Index as defined in paragraph 38(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 the Calculation Agent determines on the Valuation Date (as |

defined in paragraph 40 below) that:

- a Trigger Event (as defined below) has not occurred, the Issuer shall 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 accordance with the following formula:

$$\text{Denomination} \times \text{Max}\left[1 + \frac{\text{Final Index Level} - \text{Initial Index Level}}{\text{Initial Index Level}}\right]$$

-a Trigger Event has occurred, the Issuer shall 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 accordance with the following formula:

$$\text{Denomination} \times \left(1 + \frac{\text{Final Index Level - Initial Index Level}}{\text{Initial Index Level}}\right)$$

Where:

"**Trigger Event**" means that the Final Index Level (as defined in paragraph 38 (vii) below) of the Security as determined by the Calculation Agent is less than the Trigger Level.

"**Trigger Level**" means 85.30 per cent. of the Initial Index Level (as defined in paragraph 38(vi) below).

| | | |
|---|---|---|
| (iv) | Determination Date(s): | The Valuation Date |
| (v) | Provisions for determining 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 |
| (vi) | Payment Date: | The Maturity Date |
| (vii) | Minimum Final Redemption Amount: | Not applicable |
| (viii) | Maximum Final Redemption Amount: | Not applicable |

25. Instalment Notes: Not applicable

(*Condition 6(a)*)

| | | |
|---|---|---|
| 26. | Early redemption amount: | Yes |
| | (i) Early redemption amount (upon redemption for taxation reasons, force majeure or following an Event of Default):<br><br>(*Condition 6(b), 6(h) or 10*) | With respect to the Notes, the amount in the Specified Currency determined by the Calculation Agent in its sole and absolute discretion to be the fair market value of the Notes immediately prior to the early redemption date, less any reasonable expenses and costs to the Issuer and/or any affiliate of the Issuer of unwinding any underlying and/or related hedging and/or funding arrangements |
| | (ii) Other redemption provisions:<br><br>(*Condition 6(i)*) | Not applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

| | | |
|---|---|---|
| 27. | Form of Notes:<br><br>(*Condition 1(a)*) | |
| | (i) Form of Notes: | Bearer |
| | (ii) Bearer Notes exchangeable for Registered Notes: | No |
| 28. | News Global Note: | No |
| 29. | If issued in bearer form: | Applicable |
| | (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:<br><br>(*Condition 1(a)*) | Yes<br><br>Temporary Global Note exchangeable for Permanent Global Note which is exchangeable for Definitive Notes only in the limited circumstances specified in the Permanent Global Note |
| | (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 plates will be used: | Yes |

| | | |
|---|---|---|
| | (vii) Definitive Notes to be in ICMA or successor's format: | Yes |
| | (viii) Issuer or Noteholder to pay costs of security printing: | Not applicable |
| 30. | Exchange Date for exchange of Temporary Global Note: | Not earlier than 40 days following the Issue Date |
| 31. | Payments:<br>(*Condition 8*) | |
| | (i) Method of payment: | Not applicable |
| | (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:<br>(*Condition 1*) | No |
| | If yes, specify number, amounts and dates for, and method of, payment of instalments of subscription monies and any further additional provisions (including forfeiture dates in respect of late payments of partly paid instalments) | Not applicable |
| 33. | Redenomination:<br>(*Condition 9*) | |
| | (i) Redenomination: | Not applicable |
| | (ii) Exchange: | Not applicable |
| 34. | Other final terms: | See Annex |

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

| | | |
|---|---|---|
| 35. | Security Delivery (*for Equity-Linked Notes only*): | Condition 21(b) does not apply |
| 36. | Provisions for Cash Equity Notes and Equity-Linked Notes: | Not applicable |
| 37. | Additional provisions for Equity-Linked Notes: | See Annex |
| 38. | Provisions for Index-Linked Notes: | Applicable |
| | (i) Index(ices): | The STANDARD & POOR'S 500® Index<br>(*Bloomberg Code: SPX* ) |
| | (ii) Index Sponsor: | Standard & Poors Corporation |
| | (iii) Index Rules: | Not applicable |

| | | | |
|---|---|---|---|
| | (iv) | Exchange(s): | New York Stock Exchange |
| | (v) | Related Exchange(s): | Chicago Board Options Exchange |
| | (vi) | Initial Index Level: | 1,556.22 |
| | (vii) | Final Index Level: | The definition in Condition 21(a) applies |
| | (viii) | Strike Date: | 11 March 2013 |
| | (ix) | Reference Level: | Not applicable |
| | (x) | Adjustments to Indices: | Condition 21(f) applies |
| | (xi) | Additional Disruption Event: | The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging |
| | (xii) | Index Substitution: | Not applicable |
| 39. | For Equity-Linked and Credit-Linked Notes: | | U.S. Federal Income Tax Considerations |
| 40. | Valuation Date(s): | | 11 September 2014, subject to postponement in accordance with Condition 21(e) |
| 41. | Valuation Time: | | The definition in Condition 21(a) applies |
| 42. | Averaging Dates: | | No |
| 43. | Other terms or special conditions relating to Index-Linked Notes, Cash Equity Notes or Equity-Linked Notes: | | Not applicable |

**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 Rule |
| | 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 |

**LISTING AND ADMISSION TO TRADING APPLICATION**

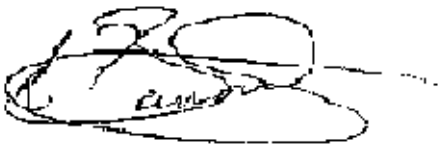
These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Programme for the Issuance of Notes and Warrants of HSBC Bank plc.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms. Information relating to the Index has been extracted from Bloomberg. 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 Bloomberg, no facts have been omitted which would render the reproduced inaccurate or misleading.

**CONFIRMED**

**HSBC BANK PLC**



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 25 March 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 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", 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 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**

The Notes described herein have a scheduled maturity date at 25 September 2014, do not bear interest and are linked to the performance of the Standard and Poor's 500® Index, defined as the Index herein, as determined by the Calculation Agent (as defined herein). The performance of the Index will determine the basis for redemption of the Notes at scheduled maturity. The Notes will be redeemed at scheduled maturity at an amount which will not be

less than their nominal amount if, on the Valuation Date, the Calculation Agent determines that 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 at scheduled maturity at an amount that may be less than the nominal amount of the Notes. 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.**

Details of the past and future performance and volatility of the Index can be obtained from Bloomberg

9. **PERFORMANCE OF EXCHANGE RATE(S) AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS**

Not applicable

**OPERATIONAL INFORMATION**

| | | |
|---|---|---|
| 10. | ISIN Code: | XS0906353791 |
| 11. | Common Code: | 090635379 |
| 12. | CUSIP: | Not applicable |
| 13. | New Global Note intended to be held in a manner which would allow Eurosystem eligibility: | No |
| 14. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 15. | Delivery: | Delivery against payment |
| 16. | Settlement procedures: | Medium Term Note |
| 17. | Additional Paying Agent(s) (if any): | None |
| 18. | Common Depositary: | HSBC Bank plc |
| 19. | Agent Bank/Calculation Agent: | HSBC Bank plc/HSBC France |
| | — is Calculation Agent to make calculations? | Yes |

| | | |
|---|---|---|
| | — if not, identify calculation agent: | Not applicable |
| 20. | Notices:<br>(*Condition 13*) | Applicable |
| 21. | City in which specified office of Registrar to be maintained:<br>(*Condition 14*) | Not applicable |
| 22. | Other relevant Terms and Conditions: | Not applicable |
| 23. | Other Final Terms: | So long as the Notes are represented by a Temporary Global Note or a Permanent Global Note and the relevant Clearing System so permit, the Notes shall be tradeable only in minimum principal amounts of USD 10,000 and increasing multiples of USD 1,000 (the "**Tradeable Amount**") in excess thereof. For the avoidance of doubt, in the case of a holding of Notes in an integral multiple of USD 1,000 in excess of USD 10,000, such holding will be redeemed at its principal amount |
| 24. | ERISA Considerations: | Not applicable |

**ANNEX**

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

**Index Disclaimers**

**STATEMENTS REGARDING THE STANDARD & POOR'S 500® INDEX (THE "S&P 500 INDEX")**

The Notes are not sponsored, endorsed, sold or promoted by Standard & Poor's Corporation ("S&P"). S&P makes no representation or warranty, express or implied, to any Noteholders in respect of the Notes or any member of the public regarding the advisability of investing in securities generally or in the 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 or the Notes.

S&P has no obligation to take the needs of the Issuer or any holders of the Notes into consideration in determining, composing or calculating the S&P 500 Index. S&P is not responsible for and has not participated in the determination of the timing of, prices at, or quantities of the Notes to be offered or taken or in the determination or calculation of the equation by which the Notes are to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing or trading of the Notes.

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