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

**FINAL TERMS**
Final Terms dated 04 April 2013
Series No.: NWP28531
Tranche No.: 1

**HSBC Bank plc**

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

**Issue of USD 1,000,000 Equity-Linked Notes due April 2014**
**linked to the ordinary shares of Bank of America Corp**

**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 on 07 April 2014, do not bear interest and are linked to the performance of the ordinary shares of Bank of America Corp defined as the Security herein, as determined by the Calculation Agent (as defined herein). The performance of the Security will determine the basis for redemption of the Notes at scheduled maturity. The Notes will be redeemed at scheduled maturity at an amount that will not be less than the nominal amount if, on the Valuation Date (as defined herein), the Calculation Agent determines that a Trigger Event (as defined herein) has not occurred. Otherwise, if the Calculation Agent determines that a Trigger Event has occurred, the Notes will be redeemed at scheduled maturity at an amount which will be less than the nominal amount. 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**



CONFIDENTIEL/RESTRICTED

| | | | |
|---|---|---|---|
| 1. | (i) | Issuer | HSBC Bank plc |
| | (ii) | Arranger(s): | HSBC Bank plc |
| 2. | (i) | Series number: | NWP28531 |
| | (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 of Notes admitted to trading: | | |
| | (i) | Series: | USD 1,000,000 |
| | (ii) | Tranche: | USD 1,000,000 |
| 5. | (i) | Issue Price: | 100 per cent. of the Aggregate Principal Amount |
| | (ii) | Commission payable: | None |
| | (iii) | Selling concession: | None |
| 6. | (i) | Denomination(s) (*Condition 1(b)*): | USD 1,000 |
| | (ii) | Calculation Amount: | The Denomination |
| 7. | (i) | Issue Date: | 05 April 2013 |
| | (ii) | Interest Commencement Date: | Not applicable |
| 8. | Maturity Date: (*Condition 6(a)*) | | 07 April 2014 |
| 9. | Interest basis: (*Conditions 3 to 5*) | | Not applicable |
| 10. | Redemption basis: (*Condition 6*) | | Equity-Linked Redemption. See paragraphs 24 and 26 |
| 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 |

| | | | |
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| | (ii) | Date 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. | 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): (*Condition 6(c)*) | | Not applicable |
| 22. | Noteholder's optional redemption (Put): (*Condition 6(d)*) | | Not applicable |
| 23. | Final Redemption Amount of each Note: (*Condition 6(a)*) | | See paragraph 24 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 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 | 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 |

| | | | |
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| | | where calculated by reference to Equity/Index and/or Formula and/or other variable; | the Conditions, if the Calculation Agent determines on the Valuation Date (as defined in paragraph 40 below) that:<br><br>- 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:<br><br>Denomination × $Max\left[(1+0\%), Min\left[\left(1+\frac{\text{Final Price - Initial Price}}{\text{Initial Price}}\right), (1+26\%)\right]\right]$<br><br>- 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:<br><br>Denomination × $\left(1+\frac{\text{Final Price - Initial Price}}{\text{Initial Price}}\right)$<br><br>Where:<br><br>"**Trigger Event**" means that the Final Price (as defined in paragraph 36 (vii) below) of the Security as determined by the Calculation Agent is less than the Trigger Price.<br><br>"**Trigger Price**" means 80 per cent. of the Initial Price of the Security. |
| | (iv) | 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 |
| | (v) | Minimum Final Redemption Amount | Not applicable |
| | (vi) | Maximum Final Redemption Amount: | Not applicable |
| 25. | Instalment Notes:<br>(*Condition 6(a)*) | | Not applicable |
| 26. | Early redemption amount: | | Yes |

| | | |
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| (i) | Early redemption amount (upon redemption for taxation reasons, illegality or following an Event of Default: (*Conditions 6(b), 6(h) or 10*) | With respect to each Note, 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 Note 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: (*Condition 6(i)*) | Not applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

| | | |
|---|---|---|
| 27. | Form of Notes: (*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: (*Condition 1(a)*) | Yes<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: | No |
| | (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 | Yes |

| | | |
|---|---|---|
| | ICMA or successor's format: | |
| | (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. | Party Paid Notes:<br>(*Condition 1*) | No |
| 33. | Redenomination:<br>(*Condition 9*) | Not applicable |
| 34. | Other final terms: | Not applicable |

**PROVISIONS APPLICABLE TO INDEX-LINKED NOTES, CASH EQUITY NOTES, 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: | Applicable |
| | (i) Securities: | Ordinary shares of Bank of America Corp<br>*(Bloomberg Code: BAC UN)* |
| | (ii) Underlying Company(ies): | Bank of America Corp |
| | (iii) Exchange(s): | The Nasdaq Stock Market, Inc |
| | (iv) Related Exchange(s): | The Chicago Board Option Exchange |
| | (v) Initial Price: | USD 12.56 |
| | (vi) Strike Date: | 22 March 2013 |
| | (vii) Final Price: | The definition in Condition 21(a) applies |
| | (viii) Reference Price: | Not applicable |
| | (ix) Securities Transfer Amount:<br>(*for Equity-Linked Notes only*) | Not applicable |

| | | |
|---|---|---|
| | (x) Settlement Date: (*for Equity-Linked Notes only*) | Not applicable |
| | (xi) Settlement Disruption Event: (*for Equity-Linked Notes only*) | Condition 21(b)(iii) does not apply |
| | - Disruption Period (if other than as specified in Condition 21(b)(iii)): | Not applicable |
| | (xii) Delivery Disruption Event: (*for Equity-Linked Notes only*) | Condition 21(b) (iv) does not apply |
| | (xiii) Potential Adjustment Event: | Condition 21(g)(i) applies |
| | - Extraordinary Dividend (if other than as specified in the definition in Condition 21(a)) | The definition in Condition 21(a) applies |
| | - additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof) | Not applicable |
| | (xiv) Extraordinary Event: | Condition 21(g)(ii) applies |
| | (xv) Conversion: (*for Notes relating to Government Bonds and debt securities only*) | Condition 21(g)(iii) does not apply |
| | (xvi) Correction of prices: | Condition 21(g)(iv) applies |
| | (xvii) Additional Disruption Event | The following Additional Disruption Events apply: Change in Law, Insolvency Filing, Hedging Disruption, Increased Cost of Hedging |
| 37. | Additional provisions for Equity-Linked Notes: | Not applicable |
| 38. | Provisions for Index-Linked Notes: | Not applicable |
| 39. | For Equity-Linked and Credit-Linked Notes: | US Federal Income Tax Considerations |
| 40. | Valuation Date(s): | 24 March 2014, 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 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**

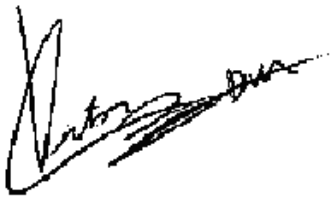
These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Programme for the Issuance of Notes and Warrants of HSBC Bank plc.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms. Information relating to the Security 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**



Victor Delgado Melgares

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 05 April 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 on 07 April 2014, do not bear interest and are linked to the performance of the ordinary shares of Bank of America Corp defined as the Security herein, as determined by the Calculation Agent (as defined herein). The performance of the Security will determine the basis for redemption of the Notes at scheduled maturity. The Notes will be redeemed at scheduled maturity at an amount that will not be less

than the nominal amount if, on the Valuation Date (as defined herein), the Calculation Agent determines that a Trigger Event (as defined herein) has not occurred. Otherwise, if the Calculation Agent determines that a Trigger Event has occurred, the Notes will be redeemed at scheduled maturity at an amount which will be less than the nominal amount. 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.

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

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

Not applicable

**OPERATIONAL INFORMATION**

| | | |
|---|---|---|
| 10. | ISIN Code: | XS0910879286 |
| 11. | Common Code: | 091087928 |
| 12. | CUSIP: | Not applicable |
| 13. | SEDOL: | Not applicable |
| 14. | 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) Additional Paying Agent(s) (if any): | 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:<br>(*Condition 13*) | Applicable |
| 22. | City in which specified office of Registrar to be maintained:<br>(*Condition 14*) | 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 150,000 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 150,000, such holding will be redeemed at its principal amount |
| 24. | ERISA Considerations: | No |