**Notes issued pursuant to these Final Terms are Securities to be listed under listing Rule 19**

FINAL TERMS

Final Terms dated 24 April 2013

Series No.: NWP 28819

Tranche No.: 1

**HSBC Bank plc**

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

**Issue of EUR 2,400,000 Variable Coupon Amount Automatic Early Redemption Reverse Convertible Equity-Linked Notes due April 2015 linked to a Basket of Securities**

**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 27 April 2015, bear interest payable in arrears on scheduled interest payment dates at rate of interest specified herein and are linked to the performance of the basket of Securities defined as the Basket herein, as determined by the Calculation Agent (as defined herein). The price performance of the Securities will also determine the basis for redemption of the Notes at scheduled maturity. The Notes will be redeemed at scheduled maturity at their nominal amount if, on the Valuation Date, the Calculation Agent (as defined herein) determines that the final performance of the Worst Performing Security (as defined herein) is greater than or equal to 100 per cent. or that final performance of the Worst Performing Security is less than 100 per cent but 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 and the final performance of the Worst Performing Security is less than 100 per cent., the Notes will be redeemed, by delivery of a quantity of the Worst Performing 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: | NWP 28819 |
| | (ii) | Tranche number: | 1 |
| | (iii) | Whether issue is of Notes or Certificates: | Notes |
| **3** | Specified Currency or Currencies: | | |
| | (i) | of denomination: | Euro ("**EUR**") |
| | (ii) | of payment: | EUR |
| **4** | Aggregate Principal Amount of Notes | | |
| | (i) | Series: | EUR 2,400,000 |
| | (ii) | Tranche: | EUR 2,400,000 |
| **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)*): | EUR 1,000 |
| | (ii) | Calculation Amount: | The Denomination |
| **7** | (i) | Issue Date: | 25 April 2013 |
| | (ii) | Interest Commencement Date: | The Issue Date |
| **8** | Maturity Date: (*Condition 6(a)*) | | 27 April 2015, subject to early redemption on an Automatic Early Redemption Date. See paragraph 43(iii) |
| **9** | Interest basis: (*Conditions 3 to 5*) | | Variable Coupon Amount. See paragraph 17 |

| | | |
|---|---|---|
| **10** | Redemption basis:<br>(*Condition 6*) | Equity-Linked Redemption. See paragraphs 24 and 26 |
| **11** | Change of interest or redemption basis: | The Notes are subject to early redemption on an Automatic Early Redemption Date. See paragraph 43(iii) below. Moreover, 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:<br>(*Condition 2*) | Unsubordinated, unsecured |
| | (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:<br>(*Condition 3*) | Not applicable |
| **16** | Floating Rate Note provisions:<br>(*Condition 4*) | Not applicable |
| **17** | Variable Coupon Amount Note provisions:<br>(*Condition 5*) | Applicable |
| | (i) Interest Payment Date(s): | Each date specified as such in the Annex 2 (each a "**Variable Coupon Interest Payment Date$_j$**"), subject (except in the case of j=1 (see Annex 2) and the Maturity Date) to early redemption on the Automatic Early Redemption Date |
| | (ii) Method of calculating interest: | Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions:<br><br>(a) if the Calculation Agent determines that, on Valuation Datej (see Annex 2 below), WOj (as defined in paragraph 43(iii) below) is greater than or equal to 70.00 per cent., the Variable Coupon Amount (the "Couponj") payable on the immediately succeeding Variable Coupon Interest Payment Date shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula:<br><br>Couponj |

$$= j \times 3.50\ \% - \sum_{k=0}^{j-1} \text{Coupon}_k$$

Otherwise, no Variable Coupon Amount shall be paid.

(b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 40), WOfinal (as defined in 70.00 per cent., the Variable Coupon Amount (the "Couponj=8") payable on the Maturity Date shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula :

$$\text{Coupon}_{j=8} = 8 \times 3.50\ \% - \sum_{k=0}^{7} \text{Coupon}_k$$

Otherwise, no Variable Coupon Amount shall be paid.

Where:

"**j**" means, for 1 to 8, each Variable Coupon Interest Payment Date$_j$ (as defined in paragraph 17(i) above).

For avoidance of doubt, "**Coupon$_{j=0}$**" means zero.

| | | |
|---|---|---|
| | (iii) Business Centre(s): | 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 Basket of Securities 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 previously redeemed or purchased and cancelled, if, on the Valuation Date, the Calculation Agent determines that :<br><br>- $WO_{final}$ is greater than or equal to 100 per cent, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par; or<br><br>- $WO_{final}$ is less than 100 per cent. and a Trigger Event has not occurred with respect to any of the Securities, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par;<br><br>- $WO_{final}$ is less than 100 per cent. and a Trigger Event has occurred with respect to one or more of the Securities, the Issuer will redeem the Notes by delivering or procuring the delivery of the Securities Transfer Amount (as defined in paragraph 36(viii) below) of the Worst Performing Security 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),<br><br>"**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:<br><br>(Denomination – Security Transfer Amount × Strike Price)<br><br>"**Residual Cash Amount**" means, in respect of a Residual Amount, the product of such Residual Amount and $WO_{final}$.<br><br>"**Strike Price**" means 100% of the Initial Price<br><br>**"Strike"** means 100%<br><br>"**Trigger Event**" means, with respect to a Security, that the Final Price per Security (at least one), as determined by the Calculation Agent, is |

lower than the Trigger Price.

"**Trigger Price**" means, with respect to a Security, the price specified as such in Annex 1 with respect to such Security.

"**$WO_{final}$**" means, in respect of the Valuation Date, the lowest performance (expressed as a percentage) among the Securities as determined by the Calculation Agent in accordance with the following formula:

$$\text{Min}_{\ i=1\text{ to }2}\left(\frac{S^{i}_{Final}}{S^{i}_{0}}\right)$$

Where:

"**i**" means each Security in the Basket, 1 to 2.

"$\mathbf{S^{i}_{Final}}$" means, in respect of a Security ($Security_i$) and the Valuation Date, the Final Price (as defined in paragraph 36(vii) below) of such $Security_i$ .

"$\mathbf{S^{i}_{0}}$" means, in respect of a Security ($Security_i$), the Initial Price (as defined in paragraph 36(v) below) of such $Security_i$.

For information purposes, if more than one Security has the same percentage, the Calculation Agent shall determine which Security is the Worst Performing Security in its sole and absolute discretion.

"**Worst Performing Security**" means the Security for which the performance is the lowest in accordance with the definition of $WO_{final}$.

| | | |
|---|---|---|
| (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 | 100 per cent. of the nominal amount |

| | | | |
|---|---|---|---|
| | | Amount: | |
| **25** | Instalment Notes:<br>(*Condition 6(a)*) | | Not applicable |
| **26** | Early redemption amount: | | Applicable |
| | (i) | Early redemption amount (upon redemption for taxation reasons, illegality or following an Event of Default):<br><br>(*Conditions 6(b), 6(h) or 10*) | Fair Market Value |
| | (ii) | Other redemption provisions:<br>(*Condition 6(i)*) | Fair Market Value |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

| | | | |
|---|---|---|---|
| **27** | Form of Notes:<br>(*Condition 1(a)*) | | |
| | (i) | Form of Notes: | Bearer Notes |
| | (ii) | Bearer Notes exchangeable for Registered Notes: | No |
| **28** | New 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)*) | | 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 | Yes |

| | | |
|---|---|---|
| | 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 |
| **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: | Condition 8 applies |
| | (ii) Relevant Financial Centre Day: | TARGET |
| | (iii) Local banking day specified for payments in respect of the Notes in global form: | No |
| **32** | Partly Paid Notes:<br>(*Condition 1*) | No |
| **33** | Redenomination:<br>(*Condition 9*) | Not applicable |
| **34** | Other final terms: | See Annexes |

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

| | | |
|---|---|---|
| **35** | Security Delivery (for Equity-Linked Notes only): | Condition 21(b) applies. For the purposes of these provisions the definition of "Transfer Expenses" shall be amended and read as follows.<br><br>"Transfer Expenses" means with respect to any Notes, all stamp, transfer, registration and similar duties, including financial transaction taxes, and all expenses, scrip fees, levies and registration charges, including recharge of financial transaction taxes, payable on or in respect of or arising on, or in connection with, the purchase or transfer, delivery or other disposition by the transferor to the order of the relevant Noteholders of any Securities. |
| **36** | Provisions for Cash Equity Notes and Equity-Linked Notes: | Applicable |
| | (i) Securities: | The Securities comprised in the Basket specified in Annex 1 |
| | (ii) Underlying Company(ies): | The entities specified as such in Annex 1 |

| | | |
|---|---|---|
| (iii) | Exchange(s): | With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex 1 |
| (iv) | Related Exchange(s): | With respect to each Security, each exchange or quotation system specified as such in respect of such Security in the Annex 1 |
| (v) | Initial Price: | See Annex 1 |
| (vi) | Strike Date: | 11 April 2013 |
| (vii) | Final Price: | As defined in Condition 21(a) |
| (viii) | Reference Price: | Not applicable |
| (ix) | Securities Transfer Amount: (*for Equity-Linked Notes only*) | With respect to the Worst Performing Security, a number of Securities per Note calculated by the Calculation Agent in accordance with the following formula:<br><br>Denomination / Strike Price<br>and rounded down to the lowest integer |
| (x) | Settlement Date: (*for Equity-Linked Notes only*) | As defined in Condition 21(a) |
| (xi) | Settlement Disruption Event: (*for Equity-Linked Notes only*) | Condition 21(b)(iii) applies |
| | - 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) applies |
| (xiii) | Potential Adjustment Event: | Condition 21(g)(i) applies |
| | - Extraordinary Dividend (if other than as specified in the definition in Condition 21(a)) | Condition 21(a) applies |
| | - additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof) | Not applicable |
| (xii) | Extraordinary Event: | Condition 21(g)(ii) applies |
| (xiii) | Conversion:<br>(for Notes relating to Government Bonds and debt securities only) | Condition 21(g)(iii) does not apply |

| | | |
|---|---|---|
| | (xiv) Correction of prices: | Condition 21(g)(iv) applies |
| | (xv) Additional Disruption Events: | The following Additional Disruption Events apply: Change in Law, Insolvency Filing, Failure to Deliver, Hedging Disruption, Increased Cost of Hedging |
| **37** | Additional provisions for Equity-Linked Notes: | See Annexes |
| **38** | Provisions for Index-Linked Notes: | Not applicable |
| **39** | For Equity-Linked and Credit-Linked Notes: | U.S Federal Income Tax Considerations |
| **40** | Valuation Date(s): | 20 April 2015, 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: | Applicable |
| | (i) Knock-in Event: | Not applicable |
| | (ii) Knock-out Event: | Not applicable |
| | (iii) Automatic Early Redemption: | Condition 21(c) applies |
| | - Automatic Early Redemption Event: | $WO_j$ is greater than or equal to the Automatic Early Redemption Level as of any Automatic Early Redemption Valuation $Date_j$<br><br>Where:<br><br>"$WO_j$" means the lowest performance (expressed as a percentage) among the Securities as determined by the Calculation Agent in accordance with the following formula:<br><br>$\text{Min}_{i=1\text{ to }2}\left(\frac{S^i_j}{S^i_0}\right)$<br><br>Where:<br><br>"$\mathbf{S^i_j}$" means, in respect of a Security ($Security_i$) and an Automatic Early Redemption Valuation $Date_j$, the price of such $Security_i$ on the relevant Exchange at the Valuation Time on such Automatic Early Redemption Valuation $Date_j$, as |

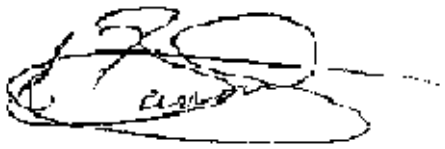
| | |
|---|---|
| | determined by the Calculation Agent. |
| | "$S^i_0$" means, in respect of a Security ($Security_i$), the Initial Price (as defined in paragraph 36(v) above) of such $Security_i$. |
| - Automatic Early Redemption Valuation Date(s): | Each Valuation $Date_j$ specified as such in Annex 2 ("**j**" ranking from 2 to 7) (each an "**Automatic Early Redemption Valuation $Date_j$**")<br>Each Automatic Early Redemption Valuation Date shall be subject to postponement in accordance with Condition 21(e) as if each reference to "Valuation Date" in such Condition was deemed to be a reference to "Automatic Early Redemption Valuation Date". |
| - Automatic Early Redemption Level: | See Annex 2 |
| - Automatic Early Redemption Date(s): | Each date specified as such in Annex 2 ("**j**" ranking from 2 to 7) (each an "**Automatic Early Redemption $Date_j$**"), subject to adjustment in accordance with the Following Business Day Convention |
| - Automatic Early Redemption Amount: | See Annex 2 |

**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 Rules |
| | 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 |

**CONFIRMED**
**HSBC BANK PLC**



By: ----------
*Authorised Signatory*

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 Conduct 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. 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, 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 27 April 2015, bear interest

payable in arrears on scheduled interest payment dates at rate of interest specified herein and are linked to the performance of the basket of Securities defined as the Basket herein, as determined by the Calculation Agent (as defined herein). The price performance of the Securities will also determine the basis for redemption of the Notes at scheduled maturity. The Notes will be redeemed at scheduled maturity at their nominal amount if, on the Valuation Date, the Calculation Agent (as defined herein) determines that the final performance of the Worst Performing Security (as defined herein) is greater than or equal to 100 per cent. or that final performance of the Worst Performing Security is less than 100 per cent but 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 and the final performance of the Worst Performing Security is less than 100 per cent., the Notes will be redeemed, by delivery of a quantity of the Worst Performing 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.**

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

Not applicable

**OPERATIONAL INFORMATION**

| | | |
|---|---|---|
| **10** | ISIN Code: | XS0918749382 |
| **11** | Common Code: | 091874938 |
| **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) 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:<br>(*Condition 13*) | Applicable |
| **22** | City in which specified office of Registrar to be maintained:<br>(*Condition 14*) | Not applicable |
| **23** | Other Final Terms: | See the Annexes |
| **24** | ERISA Considerations: | No |

**ANNEX 1**

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

**Information in relation to underlying Securities**

| i | **Securities** | **Underlying company** | **Bloomberg Code** | **Exchange** | **Related Exchange** | **Initial Price (EUR)** | **Trigger Price (EUR)** |
|---|---|---|---|---|---|---|---|
| **1** | Ordinary shares of SOCIETE GÉNÉRALE | SOCIETE GÉNÉRALE | GLE FP | Euronext Paris | Euronext.LIFFE | 27.19 | 70 % of the Initial Price |
| **2** | Ordinary shares of CREDIT AGRICOLE | CREDIT AGRICOLE | ACA FP | Euronext Paris | Euronext.LIFFE | 6.693 | 70 % of the Initial Price |

**ANNEX 2**

| "j" | **Automatic Early Redemption Valuation Date$_j$** | **Automatic Early Redemption Date$_j$** | **Valuation Datej** | **Variable Coupon Interest Payment Date$_j$** | **Automatic Early Redemption Levelj** | **Automatic Early Redemption Amountj** |
|---|---|---|---|---|---|---|
| 1 | None | None | 22 Jul. 2013* | 29 Jul. 2013 | None | None |
| 2 | 21 Oct. 2013* | 21 Oct. 2013 | 21 Oct. 2013* | 28 Oct. 2013 | 100.00% | 100.00% |
| 3 | 20 Jan. 2014* | 20 Jan. 2014 | 20 Jan. 2014* | 27 Jan. 2014 | 100.00% | 100.00% |
| 4 | 17 Apr. 2014* | 17 Apr. 2014 | 17 Apr. 2014* | 28 Apr. 2014 | 100.00% | 100.00% |
| 5 | 21 Jul. 2014* | 21 Jul. 2014 | 21 Jul. 2014* | 28 Jul. 2014 | 100.00% | 100.00% |
| 6 | 20 Oct. 2014* | 20 Oct. 2014 | 20 Oct. 2014* | 27 Oct. 2014 | 100.00% | 100.00% |
| 7 | 20 Jan. 2015* | 20 Jan. 2015 | 20 Jan. 2015* | 27 Jan. 2015 | 100.00% | 100.00% |
| 8 | None | None | 20 Apr. 2015* (**The Final Valuation Date)** | The Maturity Date | None | None |

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