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

FINAL TERMS

Final Terms dated 21 May 2013

Series No.: NWP29264

Tranche No.: 1

HSBC Bank plc
Programme for the Issuance of Notes and Warrants
Issue of USD 925,000 Variable Coupon Amount Automatic Early Redemption Equity-Linked Notes due May 2014 linked to ordinary shares of Phillips 66

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 22 May 2014, bear interest payable in arrears on scheduled interest payment dates at a rate of interest specified herein conditional in each case on the performance of ordinary shares of Phillips 66, defined as the Security herein as determined by the Calculation Agent (as defined herein). The price performance of the Security on particular dates may result in the redemption of the Notes prior to scheduled maturity at their nominal amount. Unless the Notes have been redeemed early, the Notes will be redeemed at scheduled maturity at their nominal amount if, on the Valuation Date (as defined herein), the Calculation Agent determines that the Final Price (as defined herein) of the Security is greater than or equal to the Strike Price (as defined herein) of such Security or that the Final Price of the Security is lower than the Strike Price of such Security 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 Price of the Security is lower than the Initial Price of such Security, the Notes will be redeemed by payment of an amount in cash less than the nominal amount of the Notes and equal to the product of such nominal amount and the fraction of which the numerator is the Final Price of the Security and the denominator is the Initial Price of such Security 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 29264
	(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 925,000
	(ii)	Tranche:	USD 925,000
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:	The Denomination
7.	(i)	Issue Date:	22 May 2013
	(ii)	Interest Commencement Date:	The Issue Date
8.	Maturity Date:		22 May 2014, subject to early redemption on an Automatic Early Redemption Date. See paragraph 43(iii)
	(*Condition 6(a)*)		

9.	Interest basis: (*Conditions 3 to 5*)	Variable Coupon Amount. See paragraph 17
10.	Redemption basis: (*Condition 6*)	Equity-Linked Redemption
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.
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*)	Applicable
	(i) Interest Payment Date(s):	Each date specified as such in Annex (each a "**Variable Coupon Interest Payment Date$_j$**"), subject (except in the case of the Maturity Date) to early redemption on an 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: (a) if the Calculation Agent determines that, on an Automatic Early Redemption Valuation Date$_j$ (as defined in paragraph 43(iii) below), the Release Price (as defined in paragraph 43(iii) below) of the Security is greater than or equal to 63 per cent. of the Initial Price (as defined in paragraph 36(v) below) of such Security, the Variable Coupon Amount (the "**Coupon$_j$**") payable

on the immediately succeeding Variable Coupon Interest Payment Date$_j$ shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula :

$$\text{Coupon}_j = i \times 2.00\ \% - \sum_{k=0}^{j-1} \text{Coupon}_k$$

Otherwise, no Variable Coupon Amount shall be paid.

(b) if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 40), the Final Price (as defined in paragraph 36(vii) below) of the Security is greater than or equal to 63 per cent. of the Initial Price of such Security, the Variable Coupon Amount (the "**Coupon$_{j4}$**") payable on the Maturity Date shall be an amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula :

$$\text{Coupon}_{j=4} = 4 \times 2.00\ \% - \sum_{k=0}^{3} \text{Coupon}_k$$

Otherwise, no Variable Coupon Amount shall be paid.

Where:

"**i**" means, for 1 to 4, each Variable Coupon Interest Payment Date$_j$ (as defined in paragraph 17(i) above).

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

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(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 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 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 : - **the Final Price (as defined in the paragraph 36(vii) below) of the Security is greater than or equal to the Strike (as defined in the paragraph 36(v) below) of such Security, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par;** - **the Final Price of the Security is less than the Strike Price of such Security and** a Trigger Event has not occurred, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of par. - **the Final Price of the Security is less than the Strike Price of such Security, and** 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: Denomination × (Final Price /Initial Price)

			Where: "**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 63 % of the Initial Price **"Strike Price"** means 100 % of the Initial Price
	(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:	100 per cent. of par
25.	Instalment Notes: (*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): (*Condition 6(b), 6(h) or 10*)	Fair Market Value
	(ii)	Other redemption provisions: (*Condition 6(i)*)	Fair Market Value

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27.	Form of Notes: (*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:		
	(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 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:	Issuer
30.	Exchange Date for exchange of Temporary Global Note:		Not earlier than 40 days following the Issue Date
31.	Payments: (*Condition 8*)		
	(i)	Method of payment:	Condition 8 applies
	(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: (*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: (*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, EQUITY-LINKED NOTES

35.	Security Delivery (*for Equity-Linked Notes only*):		Not applicable
36.	Provisions for Cash Equity Notes and Equity-Linked Notes:		Applicable
	(i)	Securities:	Ordinary shares of Phillips 66 (*Bloomberg: PSX UN)*
	(ii)	Underlying Company(ies):	Phillips 66
	(iii)	Exchange(s):	New York Stock Exchange
	(iv)	Related Exchange(s):	CBOE (The Chicago Board Option Exchange), CME
	(v)	Initial Price:	USD 63.41
	(vi)	Strike Date:	08 May 2013
	(vii)	Final Price:	The definition in Condition 21(a) applies
	(viii)	Reference Price:	Not applicable
	(ix)	Securities Transfer Amount: (*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
		- Additional Disruption Event	Not applicable
	(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:		See Annex
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):		08 May 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:		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:	The Release Price of the Security is greater than or equal to the Automatic Early Redemption Price as of the relevant Automatic Early Redemption Valuation Date. Where: "**Release Price**" means, subject to the Conditions, the price of the Security on the Exchange at the Valuation Time on the relevant Automatic Early Redemption Valuation Date, as determined by the Calculation Agent.
- Automatic Early Redemption Valuation Date(s):	Each date specified as such in Annex (each an "**Automatic Early Redemption Valuation Date**$_j$").
	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:	100 per cent. of the Initial Price of the Security
- Automatic Early Redemption Date(s):	Each date specified as such in Annex (each an "**Automatic Early Redemption Date**$_j$"), subject to adjustment in accordance with the Following Business Day Convention
- Automatic Early Redemption Amount:	100 per cent. of the nominal amount

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

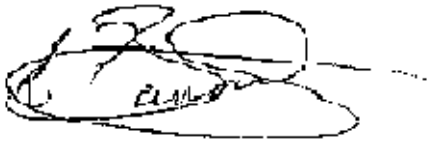
45.	If non-syndicated, name and address of Relevant Dealer:	HSBC Bank plc
46.	Total commission and concession:	Not applicable
47.	Selling restrictions:	TEFRA D Rules
	United States of America:	Notes may not be offered or sold within the United States of America or to or for the benefit of a U.S. person (as defined in Regulation S)
	Non-exempt Offer:	Not applicable
	Other:	Not applicable
48.	Stabilisation:	Not applicable

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.

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:	Information not provided
(iii)	Estimated total expenses:	Information not provided

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 22 May 2014, bear interest payable in arrears on scheduled interest payment dates at a rate of interest specified herein conditional in each case on the performance of ordinary shares of Phillips 66, defined as the Security herein as determined by the Calculation Agent (as defined herein). The price performance of the Security on particular dates may result in the redemption of the Notes prior to scheduled maturity at their nominal amount. Unless the Notes have been redeemed early, the Notes will be redeemed at scheduled maturity at their nominal amount if, on the Valuation Date (as defined herein), the Calculation Agent determines that the Final Price (as defined herein) of the Security is greater than or equal to the Strike Price (as defined herein) of such Security or that the Final Price of the Security is lower than the Strike Price of such Security 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 Price of the Security is lower than the Initial Price of such Security, the Notes will be redeemed by payment of an amount in cash less than the nominal amount of the Notes and equal to the product of such nominal amount and the fraction of which the numerator is the Final Price of the Security and the denominator is the Initial Price of such Security 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 AND ASSOCIATED RISKS**

Not applicable

OPERATIONAL INFORMATION

10.	ISIN Code:	XS0932307795
11.	Common Code:	093230779
12.	CUSIP:	Not applicable
13.	SEDOL:	Not applicable

14.	New Global Note 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: (*Condition 13*)	Applicable
22.	City in which specified office of Registrar to be maintained: (*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 a 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)

j	Automatic Early Redemption Valuation Date$_j$	Automatic Early Redemption Date$_j$	Variable Coupon Interest Payment Date$_j$	Automatic Early Redemption Levelj	Automatic Early Redemption Amountj
1	08 August 2013*	22 August 2013	22 August 2013	100 %	100 %
2	08 November 2013*	25 November 2013	25 November 2013	100 %	100 %
3	10 February 2014*	25 February 2014	25 February 2014	100 %	100 %
4	None	None	The Maturity Date	None	None

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