## FINAL TERMS

Final Terms dated 14 May 2013

Series No.: 3288

Tranche No.: 1

## **HSBC** Bank plc

# **Debt Issuance Programme**

## Issue of

## GBP 600,000,000 Floating Rate Notes due 2016

## 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 25 May 2012 in relation to the above Programme (incorporating the Registration Document dated 16 April 2013) and the supplements thereto dated 28 June 2012, 7 August 2012, 27 November 2012, 20 December 2012, 15 March 2013 and 30 April 2013 which together constitute a base prospectus (the "Base Prospectus") for the purposes of the Prospectus Directive as amended (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 Base 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 Base Prospectus.

The Base Prospectus is available for viewing during normal business hours at HSBC Bank plc, 8 Canada Square, London E14 5HQ and <a href="www.hsbc.com">www.hsbc.com</a> (please follow links to 'Investor relations', 'Fixed income securities', 'Issuance programmes') and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ.

1.	(i)	Issuer:	HSBC Bank plc
	(ii)	Arranger:	HSBC Bank plc
2.	(i)	Series number:	3288
	(ii)	Tranche number:	1
3.	Specified currency or currencies:		
	(i)	of denomination:	Sterling ("GBP")
	(ii)	of payment:	GBP

Aggregate Principal Amount of Notes admitted to trading: (i) Series: GBP 600,000,000 Tranche: (ii) GBP 600,000,000 5. Issue Price: 100 per cent. of the Aggregate Principal Amount 6. (i) Specified Denomination(s) GBP100,000 and integral multiples of (Condition 1(f)): GBP1,000 in excess thereof up to and including GBP199,000. No Notes in definitive form will be issued with a denomination above GBP199,000 (ii) Calculation Amount: GBP1,000 7. (i) Issue Date: 16 May 2013 Interest Commencement Date: (ii) Issue Date Maturity Date: 8. Interest Payment Date falling in or (Condition 6(a)) nearest to May 2016 9. Interest basis: 3 month GBP LIBOR + 0.40 per cent. (Conditions 3 to 5) Floating Rate Notes (further particulars specified below) Redemption basis: 10. Redemption at par (Condition 6) Change of interest or redemption basis: 11. Not applicable 12. Put/Call options: Not applicable Status of the Notes: (i) Not Subordinated Notes 13. (Condition 2) (ii) Subordinated Notes: Not applicable (iii) Date approval for issuance of Not applicable Notes obtained: Method of distribution: Syndicated 14.

4.

# PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note provisions: Not Applicable (Condition 3) Floating Rate Note provisions: Applicable 16. (Condition 4) (i) Interest Period(s): Condition 4(b) applies (ii) Interest Payment Dates: 16 February, 16 May, 16 August and 16 November in each year, commencing on 16 August 2013. Business Day Convention embedded in Condition 4(b) applies. Interest will be paid quarterly in arrear. (iii) Benchmark: 3 month GBP LIBOR Relevant Rate of Benchmark: (iv) Offered rate Relevant screen page: (v) Bloomberg page BBAM1 (vi) Interest Determination Date: First day of each Interest Period (vii) Margin: + 0.40 per cent. per annum Fallback Rate: (viii) As specified in the Conditions Day count fraction: (ix) Actual/365 (Fixed) (x) Relevant time: Not applicable Minimum Interest Rate: (xi) Not applicable Maximum Interest Rate: (xii) Not applicable Business Day: (xiii) London (Condition 4(b)) (xiv) Rounding provisions, denominator As specified in the Conditions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: Variable Amount Note Not applicable 17. Coupon provisions: (Condition 5)

Not applicable

Zero Coupon Note provisions:

(Condition 5)

18.

Index-Linked 19. Interest Note/other Not applicable variable-linked interest Note Provisions: 20. **Dual Currency Note provisions:** Not applicable PROVISIONS RELATING TO REDEMPTION 21. Issuer's optional redemption (Call): No (Condition 6(d)) 22. Noteholder's optional redemption (Put): No (Condition 6(e)) 23. Final redemption amount of each Note: GBP1,000 per Calculation Amount (Condition 6(a)) Redemption for Capital Disqualification No 24. Event: (Condition 6(c)) 25. Final redemption amount of each Note Not applicable in cases where the final redemption amount is Index-Linked or other variable-linked: Instalment Notes: 26. Not applicable (Condition 6(a)) 27. Early redemption amount: Yes (i) Early redemption amount (upon GBP1,000 per Calculation Amount redemption for taxation reasons): (Condition 6(b)) (ii) Early redemption amount upon GBP1,000 per Calculation Amount enforcement: (Condition 10) (iii) Other redemption provisions: Not applicable

# GENERAL PROVISIONS APPLICABLE TO THE NOTES

(Condition 6(i))

28. Form of Notes:

(Condition 1(a))

(i) Form of Notes: Bearer

- (ii) Bearer Notes exchangeable for No Registered Notes:
- 29. New Global Note:

Yes

- 30. If issued in bearer form:
  - (i) Initially represented by a Temporary Global Note Temporary Global Note or Permanent 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 a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

- (iii) Permanent Global Note No exchangeable at the option of the bearer for Definitive Notes and/or Registered Notes:
- (iv) Coupons to be attached to Yes
  Definitive Notes:
- (v) Talons for future Coupons to be No attached to Definitive Notes:
- (vi) (a) Definitive Notes to be Yes security printed:
  - (b) if the answer to (a) is Yes yes, whether steel engraved plates will be used:
- (vii) Definitive Notes to be in ICMA Yes or successor's format:
- (viii) Issuer or Noteholder to pay Issuer costs of security printing:
- 31. If issued in registered form: Not applicable
- 32. Exchange date for exchange of Not earlier than 40 days following the Temporary Global Note: Issue Date
- 33. Payments:

(Condition 8)

(i) Method of payment: Condition 8 shall apply

(ii) Relevant Financial Centre Day: London

34. Partly Paid Notes: No

(Condition 1)

35. Redenomination: Not applicable

(Condition 9)

36. Other final terms: Not applicable

## DISTRIBUTION

37. (i) If syndicated, names of HSBC Bank plc Relevant Lead Manager:

(ii) If syndicated, names of other ABN AMRO Bank N.V.

Managers (if any):

Banca IMI S.p.A.

BANCO BILBAO VIZCAYA

ARGENTARIA, S.A.

Banco Santander, S. A.

Bayerische Landesbank

CIBC World Markets plc

Commerzbank Aktiengesellschaft

Commonwealth Bank of Australia

Danske Bank A/S

Erste Group Bank AG

The Royal Bank of Scotland plc

Swedbank AB (publ)

(iii) Date of Subscription 14 May 2013

Agreement:

(iv) Stabilising Manager (if any): HSBC Bank plc

38. If non-syndicated, name of Relevant Not applicable

Dealer:

39. Selling restrictions:

U.S. Selling Restrictions:

Reg S Compliance Category 2; TEFRA D; Not Rule 144A Eligible

40. Other:

Not applicable

41. 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 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.

CONFIR	MED
HSBC BA	NK PLC
By:	$N' \setminus I$
Authorised	l Signatory
Date:	14 MAY 2013

## 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 Conduct 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 C related to admission to trading:

GBP 3650

## 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"): Aa3

Fitch Ratings Limited ("Fitch"): AA-

Each of S&P, Moody's and Fitch, is established in the European Union and registered under Regulation (EU) No 1060/2009 as amended.

# 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. YIELD

Not applicable.

# 5. HISTORIC INTEREST RATES

Details of historic 3 month GBP LIBOR rates can be obtained from Bloomberg page BBAM4

6. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS

Not applicable

7. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS

Not applicable

# OPERATIONAL INFORMATION

8. ISIN Code: XS0932714594

9. Common Code: 093271459

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

New Global Note intended to be held in 11. 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 intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will 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

Any clearing system(s) other than 13. Euroclear and Clearstream. Luxembourg and the relevant identification number(s):

None

14. Delivery: Delivery against payment

15. Settlement procedures: Eurobond

Name and address of Initial Paying 16.

Agents:

HSBC Bank plc 8 Canada Square London E14 5HQ

Name and address of Additional Paying None 17.

Agent(s) (if any):

Agent Bank/Calculation Agent: 18.

HSBC Bank plc

- is Agent Bank to make calculations? Yes

- if not, identify calculation agent: Not applicable

19. Common Depositary: Not applicable

20. Euroclear Bank S.A./N.V. Common Safekeeper:

Common Service Provider: HSBC Bank plc 21.

Transfer Agent: Not applicable 22.

23. City in which specified office of Not applicable Registrar to be maintained: (Condition 12)