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

FINAL TERMS

Final Terms dated 27 May 2013

Series No.: NWP29361

Tranche No.: 1

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of USD 3,750,000 Fixed Rate Reverse Convertible Equity-Linked Notes due November 2013 linked to Units of the iSHARES MSCI BRAZIL Index Fund

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 at 29 November 2013, bear interest at maturity date and are linked to the performance of the Units (as defined herein) of iSHARES MSCI BRAZIL Index Fund defined as the Security herein, as determined by the Calculation Agent (as defined herein). The price 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 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. Otherwise, if the Final Price of the Security is less than the Strike Price of such Security, the Notes will be redeemed by delivery of a quantity of the 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:	NWP29361
	(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 **3,750,000**
	(ii)	Tranche:	USD **3,750,000**
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:	28 May 2013
	(ii)	Interest Commencement Date:	The Issue Date
8.	Maturity Date:		29 November 2013
	(*Condition 6(a)*)		
9.	Interest basis:		Fixed Rate. See paragraph 15 below.
	(*Conditions 3 to 5*)		
10.	Redemption basis:		Equity-Linked Redemption. See paragraphs 24 and 26
	(*Condition 6*)		
11.	Change of interest or redemption basis:		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: (*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*)		Applicable
	(i)	Rate of Interest:	4 per cent. payable in arrears
	(ii)	Interest Payment Date(s):	The Maturity Date
	(iii)	Fixed Coupon Amount(s):	Not applicable
	(iv)	Day Count Fraction:	Not applicable
	(v)	Business Day Convention:	Modified Following Business Day Convention
	(vi)	Business Center	Not applicable
	(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes	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 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: (a) if the Calculation Agent determines on the Valuation Date (as defined in paragraph 40 below) that the Final Price (as defined in the paragraph 36(vii) below) of the Security is greater than or equal to the Strike Price (as defined below) of such Security, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent of par; or (b) if the Calculation Agent determines on the Valuation Date that the Final Price of the Security is less than the Strike Price of such Security, the Issuer shall redeem the Notes by delivering or procuring the delivery of the Securities Transfer Amount 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). Where: "**Residual Amount**" means, in relation to a Noteholder and a Note, the amount in the Specified Currency determined by the Calculation Agent in accordance with the following formula: Denomination – (Securities Transfer Amount × Strike Price) "**Residual Cash Amount**" means, in respect of a Residual Amount, the product of such Residual Amount and the fraction of which

			the numerator is the Final Price of the Security and the denominator is the Strike Price of such Security. "**Strike Price**" means USD 51.7199
	(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:		Yes
	(i)	Early redemption amount (upon redemption for taxation reasons, illegality or following an Event of Default): (*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: (*Condition 6(i)*)	Not applicable

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:	Not applicable
	(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:	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: (*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:		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) applies
36.	Provisions for Cash Equity Notes and Equity-Linked Notes:		Applicable
	(i)	Securities:	The Units of the iSHARES MSCI BRAZIL Index Fund (the "**Fund**") (*Bloomberg Code:EWZ UP*) Further information on the Fund is set out in the Fund Document enclosed in Annex. Where : "**Unit**" means a unit of the Fund, the price of which is denominated in USD. The Units represent undivided ownership interests in the portfolio of properties (as defined in the Fund Documents) held by the Fund. The Units of the Fund shall be subject to Condition 21 as if each reference to "**Security**" in such Condition was deemed to be a reference to "**Unit**".
	(ii)	Underlying Company(ies):	The Fund
	(iii)	Exchange(s):	The New York Stock Exchange, Arca, Inc
	(iv)	Related Exchange(s):	The Chicago Board Option Exchange
	(v)	Initial Price:	USD 54.7300
	(vi)	Strike Date:	13 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*)	18 Securities per Note
	(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
	(xiv) Extraordinary Event:	Condition 21(g)(ii) applies
	(xv) Conversion: (for Notes relating to Government Bonds and debt securities only)	Condition 21(g)(iii) applies
	(xvi) Correction of prices:	Condition 21(g)(iv) applies
	(xvii) Additional Disruption Event	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:	Not applicable
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):	21 November 2013, 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 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

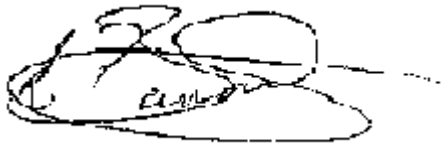
These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Programme for the Issuance of Notes and Warrants of HSBC Bank plc.

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



By: _ L Barrett

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 28 May 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 at 29 November 2013, bear interest at maturity date and are linked to the performance of the Units (as defined herein) of iSHARES MSCI BRAZIL Index Fund defined as the Security herein, as determined by the Calculation Agent (as defined herein). The price performance of the Security will determine the basis for redemption of the Notes at scheduled maturity. The Notes will be redeemed at

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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 AND ASSOCIATED RISKS**

Not applicable

OPERATIONAL INFORMATION

10.	ISIN Code:	XS0933685173
11.	Common Code:	093368517
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: (*Condition 13*)	Applicable
22.	City in which specified office of Registrar to be maintained: (*Condition 14*)	Not applicable
23.	Other Final Terms:	Not applicable
24.	ERISA Considerations:	Not applicable

ANNEX

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

Fund Document