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

FINAL TERMS

Final Terms dated 29 May 2013

Series No.: NWP29448

Tranche No.: 1

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of EUR 360,000 Variable Coupon Amount Automatic Early Redemption Equity-Linked Notes due May 2014 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 30 May 2014, 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 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 Worst Performing Security and the denominator is the Initial Price of such Worst Performing Security,. 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:	NWP29448
	(ii)	Tranche number:	1
	(iii)	Whether issue is of Notes or Certificates:	Notes
3	Specified	d Currency or Currencies:	
	(i)	of denomination:	Euro ("EUR")
	(ii)	of payment:	EUR
4	Aggrega	te Principal Amount of Notes	
	(i)	Series:	EUR 360 ,000
	(ii)	Tranche:	EUR 360 ,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:	30 May 2013
	(ii)	Interest Commencement Date:	The Issue Date
8	Maturity Date: $(Condition \ 6(a))$		30 May 2014, 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: Equity-Linked Redemption. See paragraphs 24

(Condition 6) 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 at the Alternative Cash Redemption Amount. See paragraph 24(iii)

below

12 Put/Call options: Not applicable

13 (i) Status of the Notes: Unsubordinated, unsecured

(Condition 2)

(ii) Date approval for issuance of Not applicable

Notes obtained:

14 Method of distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15 Fixed Rate Note provisions: Not applicable

(Condition 3)

16 Floating Rate Note provisions: Not applicable

(Condition 4)

17 Variable Coupon Amount Note Applicable

provisions: (Condition 5)

(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 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:

(a) if the Calculation Agent determines that, on the Automatic Early Redemption Valuation Date (as defined in paragraph 43(iii) below), WO_j (as defined in paragraph 43(iii) below) is greater than or equal to 75 per cent., the amount of interest payable on the immediately succeeding Variable Coupon Interest Payment Date shall be an amount in the Specified Currency (the "Variable Coupon Amount") equal to the product of the

Denomination and 0.80 per cent.

Otherwise, no coupon will be paid.

(b) if the Calculation Agent determines that, on

the Valuation Date (as defined in paragraph 40 below), WO_{Final} (as defined in paragraph 24(iii) below) is greater than or equal to 75 per cent., the Variable Coupon Amount payable on the Maturity Date shall be an amount in the Specified Currency equal to the product of the Denomination and 0.80 per cent.

Otherwise, no coupon will be paid.

(iii) Business Centre(s):

Not applicable

18 Zero Coupon Note provisions: Not applicable

(Condition 5)

20

19 Index-Linked Note/other Interest variable-linked interest Note provisions

Not applicable

Dual Currency Note provisions/Multicurrency Note provisions:

Not applicable

PROVISIONS RELATING TO REDEMPTION

21 Issuer's optional redemption (Call): Not applicable

(Condition 6(c))

22 Noteholder's optional redemption (Put): Not applicable

(Condition 6(d))

23 Final Redemption Amount of each Note: See paragraph 24 below

(Condition 6(a))

24 Final Redemption Amount of each Note in cases where the Final Redemption Amount is Equity-Linked/ Index-Linked

or other variable-linked:

Applicable

Index/Formula/other variable: (i)

The Basket of Securities as defined in paragraph

36(i) below

(ii) Calculation Agent responsible calculating the Final

Redemption Amount:

HSBC France

(iii) Provisions for determining Final Redemption Amount where calculated by reference 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:

- 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
- 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

- 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 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 x WO_{final}

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, 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:

$$Min_{i=1 \text{ to } 2} \left(\frac{S_{Final}^{i}}{S_{0}^{i}} \right)$$

Where:

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

" S_{Final}^{i} " 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.

" S_0^i " 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

Amount:

100 per cent. of the nominal amount

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): Fair Market Value

(Conditions 6(b), 6(h) or 10)

(ii) Other redemption provisions:

Fair Market Value

No

(Condition 6(i))

GENERAL PROVISIONS APPLICABLE TO THE NOTES

Form of Notes:

 $(Condition \ 1(a))$

(i) Form of Notes: Bearer Notes

(ii) Bearer Notes exchangeable for

Registered Notes:

28 New Global Note: No

29 If issued in bearer form: Applicable

(i) Initially represented by a Temporary Tempora 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:

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

<u>.</u>

(Condition I(a)) (iii) Permanent Global Note exchangeable at the option of the bearer for Definitive Notes and/or Registered Notes: (iv) Coupons to be attached to Definitive Yes Notes: Talons for future Coupons to be attached No (v) to Definitive Notes: Definitive Notes to be security (vi) (a) Yes printed: (b) if the answer to (a) is yes, Yes whether steel engraved plates will be used: Definitive Notes to be in ICMA or (vii) Yes successor's format: (viii) Issuer or Noteholder to pay costs of Issuer security printing: **30** Exchange Date Not earlier than 40 days following the Issue Date for exchange Temporary Global Note: 31 Payments: (Condition 8) Method of payment: Condition 8 applies (i) (ii) Relevant Financial Centre **TARGET** Day: (iii) Local banking day specified No for payments in respect of the Notes in global form:

No

Not applicable

See Annexes

Partly Paid Notes:

Redenomination:

Other final terms:

(Condition 1)

(Condition 9)

32

33

34

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

35 Security Delivery (for Equity-Linked Not applicable Notes only):

36 Provisions for Cash Equity Notes and **Applicable**

Equity-Linked Notes:

(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

Strike Date: 16 May 2013 (vi)

(vii) Final Price: As defined in Condition 21(a)

(viii) Reference Price: Not applicable

Securities Transfer Amount: (ix)

(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 Not applicable other than as specified

> Condition in

21(b)(iii)):

Delivery Disruption Event: (for (xii)

Equity-Linked Notes only)

Condition 21(b)(iv) does not apply

i) 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 Not applicable

Adjustment Event (for purposes of paragraph (viii) of the

definition thereof)

	` /	•			
	(xiii)	Conversion: (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, Hedging Disruption, Increased Cost of Hedging		
37	Addition Notes:	onal provisions for Equity-Linked	See Annexes		
38	Provision	ons for Index-Linked Notes:	Not applicable		
39	For Ed	quity-Linked and Credit-Linked	U.S Federal Income Tax Considerations		
40	Valuation Date(s):		16 May 2014, subject to postponement in accordance with Condition 21(e)		
41	Valuati	on 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		
	Event:	- Automatic Early Redemption	WO_j is greater than or equal to the Automatic Early Redemption Level as of any Automatic Early Redemption Valuation $Date_j$		
			Where:		
			" 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:		

Condition 21(g)(ii) applies

Where:

(xii)

Extraordinary Event:

" $\mathbf{S_j^i}$ " 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.

" $\mathbf{S_0^i}$ " 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 1 to 11) (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

See Annex 2

Level:

- Automatic Early Redemption Date(s):

Each date specified as such in Annex 2 ("j" ranking from 1 to 11) (each an "Automatic Early Redemption Date_j"), subject to adjustment in accordance with the Following Business Day Convention

- Automatic Early Redemption See Annex 2 Amount:

DISTRIBUTION

- 44 (i) If syndicated, names of Not applicable Relevant Dealer(s)/Lead Manager(s):
 - (ii) If syndicated, names of other Not applicable Dealers/Managers (if any):
 - (iii) Date of Subscription Not applicable Agreement:
 - (iv) Stabilising Manager (if any): Not applicable
- 45 If non-syndicated, name and address of HSBC Bank plc Relevant Dealer:

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		
These Final		CATION o list and have admitted to trading the issue of the Issuance of Notes and Warrants of HSBC Bank		
By: Authorised S	ignatory			

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 will be made for the Notes to be

admitted to trading on the Regulated Market with effect from at or around 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 30 May 2014, 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 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 Worst Performing Security and the denominator is the Initial Price of such Worst Performing Security. 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:	XS0935863109
11	Common Code:	093586310
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:	See the Annexes
24	ERISA Considerations:	No

ANNEX 1

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

<u>Information in relation to underlying Securities</u>

i	Securities	Underlying company	Bloomberg Code	Exchange	Related Exchange	Initial Price (EUR)	Trigger Price (EUR)
1	Ordinary shares of BANCO SANTANDER SA	CREDIT AGRICOLE	SAN SM	Madrid Stock Exchange "Mercado Continuo"	MEFF	5.44	70% of Initial Price
2	Ordinary shares of IBERDOLA SA	IBERDOLA SA	IBE SM	Madrid Stock Exchange "Mercado Continuo"	MEFF	4.238	70% of Initial Price

ANNEX 2

"j"	Automatic Early Redemption Valuation Datej	Automatic Early Redemption Datej	Variable Coupon Interest Payment Datej	Automatic Early Redemption Levelj	Automatic Early Redemption Amountj
1	17 Jun 2013	1 July 2013	1 July 2013	100%	100%
2	16 Jul 2013	30 Jul 2013	30 Jul 2013	100%	100%
3	16 Aug 2013	30 Aug 2013	30 Aug 2013	100%	100%
4	16 Sep 2013	30 Sep 2013	30 Sep 2013	100%	100%
5	16 Oct 2013	30 Oct 2013	30 Oct 2013	100%	100%
6	18 Nov 2013	2 Dec 2013	2 Dec 2013	100%	100%
7	12 Dec 2013	30 Dec 2013	30 Dec 2013	100%	100%
8	16 Jan 2014	30 Jan 2014	30 Jan 2014	100%	100%
9	14 Feb 2014	28 Feb 2014	28 Feb 2014	100%	100%
10	17 Mar 2014	31 Mar 2014	31 Mar 2014	100%	100%
11	14 Apr 2014	30 Apr 2014	30 Apr 2014	100%	100%
12	None	None	The Maturity Date	None	None

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