

Notes issued pursuant to these Final Terms are securities to be listed under Listing Rule 17.

## FINAL TERMS

Final Terms dated 10 June 2013

Series No.: NWP 29712

### HSBC Bank plc Programme for the Issuance of Notes and Warrants

Issue of GBP 2,500,000.00

Notes linked to Eukairos Investments Ltd Class A Preference Shares Series 161

#### 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](http://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.

**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.**

- |    |      |  |               |
|----|------|--|---------------|
| 1. | (i)  | Issuer:                                    | HSBC Bank plc |
|    | (ii) | Arranger(s):                               | HSBC Bank plc |
| 2. | (i)  | Series number:                             | NWP 29712     |
|    | (ii) | Whether issue is of Notes or Certificates: | Notes         |
| 3. |      | Specified Currency or Currencies:          |               |

	(i) of denomination:	Great Britain Pounds (“ <b>GBP</b> ”)
	(ii) of payment:	GBP
4.	Aggregate Principal Amount of Notes:	GBP 2,500,000.00
5.	(i) Issue Price:	100 per cent. of the Aggregate Principal Amount
	(ii) Commission payable:	None
	(iii) Selling concession:	None
6.	(i) Denomination(s) ( <i>Condition 1(b)</i> ):	GBP 1,000
	(ii) Calculation Amount:	GBP 1,000
7.	Issue Date:	13 June 2013
8.	Maturity Date: ( <i>Condition 6(a)</i> )	13 June 2017 or if later, 2 (two) Business Days following the Valuation Date
9.	Interest basis: ( <i>Conditions 3 to 5</i> )	Not applicable
10.	Redemption basis: ( <i>Condition 6</i> )	Preference Share-linked redemption (please see paragraph 22)
11.	Change of interest or redemption basis:	Not applicable
12.	Put/Call options:	Not applicable
13.	(i) Status of the Notes: ( <i>Condition 2</i> )	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: ( <i>Condition 3</i> )	Not applicable
16.	Floating Rate Note provisions: ( <i>Condition 4</i> )	Not applicable
17.	Variable Coupon Amount Note provisions: ( <i>Condition 5</i> )	Not applicable
18.	Zero Coupon Note provisions: ( <i>Condition 5</i> )	Not applicable

19. Dual Currency Note provisions/Multi-currency Note provisions: Not applicable

**PROVISIONS RELATING TO REDEMPTION**

20. Issuer's optional redemption (Call): (Condition 6(c)) Not applicable

21. Noteholder's optional redemption (Put): (Condition 6(d)) Not applicable

22. Final Redemption Amount of each Note: (Condition 6(a)) The product of:  
 (a) Denomination; and  
 (b)  $\frac{\text{Share Value}_{\text{final}}}{\text{Share Value}_{\text{initial}}}$

per Calculation Amount

Where:

"Share Value<sub>final</sub>" means the Preference Share Value on the Valuation Date; and "Share Value<sub>initial</sub>" means the Preference Share Value on the Initial Valuation Date.

Calculation Agent responsible for calculating the Final Redemption Amount:

HSBC France

23. Instalment Notes: (Condition 6(a)) Not applicable

24. Early Redemption Amount: Yes

(i) Early Redemption Amount (upon redemption for taxation reasons, illegality, following redemption at the option of the Issuer, following an event of default, following the occurrence of a Preference Share Early Redemption Event, an Extraordinary Event or Additional Disruption Event)  
 (Conditions 6(b), 6(h) 10, 22(b), 22(c) or 22(d))

Per Calculation Amount, an amount in GBP calculated by the Calculation Agent on the same basis as the Final Redemption Amount except that the definition of Share Value<sub>final</sub> shall be the Preference Share Value on the day falling 2 (two) Business Days before the due date for early redemption of the Notes.

- (iii) Other redemption provisions: (Condition 6(i)) Not applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25. Form of Notes: (Condition 1(a))

- (i) Form of Notes: Bearer

- (ii) Bearer Notes exchangeable for Registered Notes: Not applicable

26.	New Global Note:	No
27.	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: ( <i>Condition 1(a)</i> )	Yes Temporary Global Note exchangeable for a 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:	Not applicable
	(v) Talons for future Coupons to be attached to Definitive Notes:	Not applicable
	(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
28.	Exchange Date for exchange of Temporary Global Note:	Not earlier than 40 days following the Issue Date
29.	Payments: ( <i>Condition 8</i> )	
	(i) Method of payment:	See Condition 8
	(ii) Relevant Financial Centre Day:	London
	(iii) Local banking day specified for payments in respect of the Notes in global form:	Not applicable
30.	Partly Paid Notes: ( <i>Condition 1</i> )	No
31.	Redenomination: ( <i>Condition 9</i> )	
	(i) Redenomination:	Not applicable

- |      |                    |                |
|------|--------------------|----------------|
| (ii) | Exchange:          | Not applicable |
| 32.  | Other final terms: | See Annex 1    |

**PROVISIONS APPLICABLE TO PREFERENCE SHARE-LINKED NOTES**

- |        |  |  |
|--------|--|--|
| 33.    | Provisions for Preference Share-Linked Notes:            |  |
| (i)    | Preference Shares:                                       | Eukairos Investments Ltd Class A Preference Shares Series 161  |
| (ii)   | Preference Share Issuer:                                 | Eukairos Investments Ltd   |
| (iii)  | Initial Valuation Date:                                  | the Issue Date   |
| (iv)   | Valuation Date:  | means the 8 <sup>th</sup> (eighth) Business Day following the Preference Share Valuation Date  |
| (v)    | Preference Share Valuation Date:                         | 30 May 2017, or if such date for valuation of or any determination of the underlying asset or reference basis (or any part thereof) for the Preference Shares falling on or about such day is to be delayed in accordance with the terms and conditions of the Preference Shares by reason of a disruption or adjustment event, the Preference Share Valuation Date shall be such delayed valuation or determination date, all as determined by the Calculation Agent. |
| (vi)   | Valuation Time:  | As per Condition 21(a)   |
| (vii)  | Extraordinary Event:                                     | Condition 22(c) applies  |
| (viii) | Additional Disruption Event:                             | Condition 22(d) applies. The following Additional Disruption Events apply: Change in Law and Insolvency Filing   |
| 34.    | Additional provisions for Preference Share-Linked Notes: | Not applicable   |

**DISTRIBUTION**

- |     |   |                |
|-----|---|----------------|
| 35. | (i) If syndicated, names, addresses and underwriting commitments of Relevant Dealer(s)/Lead Manager(s):   | Not applicable |
|     | (ii) If syndicated, names, addresses and underwriting commitments of other Dealer(s)/Manager(s) (if any): | Not applicable |
|     | (iii) Date of Subscription Agreement:   | Not applicable |
|     | (iv) Stabilising Manager (if any):  | Not applicable |

36.	If non-syndicated, name and address of Relevant Dealer:	HSBC Bank plc 8 Canada Square London E14 5HQ United Kingdom
37.	Total commission and concession:	Not applicable
38.	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 account or the benefit of, a US person (as defined in Regulation S)
	Non-exempt Offer:	The offer is addressed to investors who will acquire Notes for a consideration of at least EUR 100,000 (or equivalent amount in another currency) per investor for each separate offer.
	Other:	Not applicable
39.	Stabilisation:	Not applicable

## LISTING AND ADMISSION TO TRADING APPLICATION

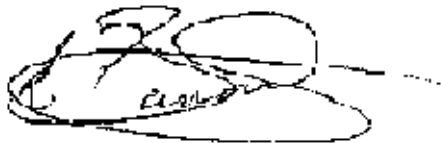
These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Programme for the Issuance of Notes and Warrants of HSBC Bank plc.

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. The information on the Preference Shares has been extracted from the constitutional documents of the Preference Share Issuer. Information on the Preference Share Underlying is extracted from the MSCI Emerging Markets Index. 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 the **MSCI Emerging Markets Index** no facts have been omitted which would render the reproduced inaccurate or misleading.

## CONFIRMED

## HSBC BANK PLC



By: \_\_\_\_\_  
*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 17 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 will be made for the Notes to be admitted to trading on the London Stock Exchange on 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" in the Prospectus, 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 required to be disclosed
- (ii) Estimated net proceeds: Not required to be disclosed
- (iii) Estimated total expenses: Not required to be disclosed

### 6. PERFORMANCE OF THE PREFERENCE SHARES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE PREFERENCE SHARES AND THE PREFERENCE SHARE UNDERLYING

The Preference Share-Linked Notes relate to the Class A Preference Shares Series 161 of the Preference Share Issuer.

The Preference Share Value will be published on the following publicly available website (<http://www.hsbcnet.com/investor-solutions>).

The performance of the Preference Shares depends on the performance of the relevant underlying asset(s) or basis of reference to which the Preference Shares



are linked (the "**Preference Share Underlying**"). The Preference Share Underlying is the MSCI Emerging Markets Index. Information on the Preference Share Underlying (including past and future performance and volatility) is published on the website of Morgan Stanley Capital International Inc.

#### OPERATIONAL INFORMATION

7.	ISIN Code:	XS0941341611
8.	Common Code:	094134161
9.	CUSIP:	Not applicable
10.	SEDOL:	Not applicable
11.	Intended to be held in a manner which would allow Eurosystem eligibility:	No
12.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	No
13.	Delivery:	Delivery against payment
14.	Settlement procedures:	Medium Term Note
15.	(i) Principal Paying Agent/Registrar:	HSBC Bank plc
	(ii) Additional Paying Agent(s) (if any):	None
16.	Common Depository:	HSBC Bank plc
17.	Agent Bank/Calculation Agent:	HSBC France (as Calculation Agent)
	— is Calculation Agent to make calculations?	Yes
	— if not, identify calculation agent:	Not applicable
18.	Notices: ( <i>Condition 13</i> )	As per Condition 13
19.	City in which specified office of Registrar to be maintained: ( <i>Condition 14</i> )	Not applicable
20.	ERISA Considerations:	Not applicable

## ANNEX 1

(This Annex forms part of the Final Terms to which it is attached.)

### **Index Disclaimer**

#### **STATEMENTS REGARDING THE MSCI EMERGING MARKETS INDEX**

The financial products described herein are indexed to a MSCI index.

The MSCI indexes are the exclusive property of Morgan Stanley Capital International Inc. ("MSCI"). MSCI and the MSCI index names are service mark(s) of MSCI or its affiliates and have been licensed for use for certain purposes by HSBC Bank plc. The financial securities referred to herein are not sponsored, endorsed, or promoted by MSCI, and MSCI bears no liability with respect to any such financial securities. The Base Prospectus contains a more detailed description of the limited relationship MSCI has with HSBC Bank plc and any related financial securities. No purchaser, seller or holder of this product, or any other person or entity, should use or refer to any MSCI trade name, trademark or service mark to sponsor, endorse, market or promote this product without first contacting MSCI to determine whether MSCI's permission is required. Under no circumstances may any person or entity claim any affiliation with MSCI without the prior written permission of MSCI.

THIS FINANCIAL PRODUCT IS NOT SPONSORED, ENDORSED, SOLD OR PROMOTED BY MORGAN STANLEY CAPITAL INTERNATIONAL INC. ("MSCI"), ANY OF ITS AFFILIATES, ANY OF ITS INFORMATION PROVIDERS OR ANY OTHER THIRD PARTY INVOLVED IN, OR RELATED TO, COMPILING, COMPUTING OR CREATING ANY MSCI INDEX (COLLECTIVELY, THE "MSCI PARTIES"). THE MSCI INDEXES ARE THE EXCLUSIVE PROPERTY OF MSCI. MSCI AND THE MSCI INDEX NAMES ARE SERVICE MARK(S) OF MSCI OR ITS AFFILIATES AND HAVE BEEN LICENSED FOR USE FOR CERTAIN PURPOSES BY HSBC BANK PLC. THIS FINANCIAL PRODUCT HAS NOT BEEN PASSED ON BY ANY OF THE MSCI PARTIES AS TO ITS LEGALITY OR SUITABILITY WITH RESPECT TO ANY PERSON OR ENTITY AND NONE OF THE MSCI PARTIES MAKES ANY WARRANTIES OR BEARS ANY LIABILITY WITH RESPECT TO THIS FINANCIAL PRODUCT. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, NONE OF THE MSCI PARTIES MAKES ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, TO THE ISSUER OR OWNERS OF THIS FINANCIAL PRODUCT OR ANY OTHER PERSON OR ENTITY REGARDING THE ADVISABILITY OF INVESTING IN FINANCIAL PRODUCTS GENERALLY OR IN THIS FINANCIAL PRODUCT PARTICULARLY OR THE ABILITY OF ANY MSCI INDEX TO TRACK CORRESPONDING STOCK MARKET PERFORMANCE. MSCI OR ITS AFFILIATES ARE THE LICENSORS OF CERTAIN TRADEMARKS, SERVICE MARKS AND TRADE NAMES AND OF THE MSCI INDEXES WHICH ARE DETERMINED, COMPOSED AND CALCULATED BY MSCI WITHOUT REGARD TO THIS FINANCIAL PRODUCT OR THE ISSUER OR OWNER OF THIS FINANCIAL PRODUCT OR ANY OTHER PERSON OR ENTITY. NONE OF THE MSCI PARTIES HAS ANY OBLIGATION TO TAKE THE NEEDS OF THE ISSUERS OR OWNERS OF THIS FINANCIAL PRODUCT OR ANY OTHER PERSON OR ENTITY INTO CONSIDERATION IN DETERMINING, COMPOSING OR CALCULATING THE MSCI INDEXES. NONE OF THE MSCI PARTIES IS RESPONSIBLE FOR OR HAS PARTICIPATED IN THE DETERMINATION OF THE TIMING OF, PRICES AT, OR QUANTITIES OF THIS FINANCIAL PRODUCT TO BE ISSUED OR IN THE

DETERMINATION OR CALCULATION OF THE EQUATION BY OR THE CONSIDERATION INTO WHICH THIS FINANCIAL PRODUCT IS REDEEMABLE. NONE OF THE MSCI PARTIES HAS ANY OBLIGATION OR LIABILITY TO THE ISSUER OR OWNERS OF THIS FINANCIAL PRODUCT OR ANY OTHER PERSON OR ENTITY IN CONNECTION WITH THE ADMINISTRATION, MARKETING OR OFFERING OF THIS FINANCIAL PRODUCT.

ALTHOUGH MSCI SHALL OBTAIN INFORMATION FOR INCLUSION IN OR FOR USE IN THE CALCULATION OF THE MSCI INDEXES FROM SOURCES THAT MSCI CONSIDERS RELIABLE, NONE OF THE MSCI PARTIES WARRANTS OR GUARANTEES THE ORIGINALITY, ACCURACY AND/OR COMPLETENESS OF ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN OR THE RESULTS TO BE OBTAINED BY THE ISSUER OF THIS FINANCIAL PRODUCT, OWNERS OF THIS FINANCIAL PRODUCT, OR ANY OTHER PERSON OR ENTITY, FROM THE USE OF ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN AND NONE OF THE MSCI PARTIES SHALL HAVE ANY LIABILITY TO ANY PERSON OR ENTITY FOR ANY ERRORS, OMISSIONS OR INTERRUPTIONS OF OR IN CONNECTION WITH ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. FURTHER, NONE OF THE MSCI PARTIES MAKES ANY EXPRESS OR IMPLIED WARRANTIES OF ANY KIND AND THE MSCI PARTIES HEREBY EXPRESSLY DISCLAIM ALL WARRANTIES (INCLUDING, WITHOUT LIMITATION AND FOR PURPOSES OF EXAMPLE ONLY, ALL WARRANTIES OF TITLE, SEQUENCE, AVAILABILITY, ORIGINALITY, ACCURACY, COMPLETENESS, TIMELINESS, NON-INFRINGEMENT, MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE AND ALL IMPLIED WARRANTIES ARISING FROM TRADE USAGE, COURSE OF DEALING AND COURSE OF PERFORMANCE) WITH RESPECT TO EACH MSCI INDEX AND ALL DATA INCLUDED THEREIN. WITHOUT LIMITING THE GENERALITY OF ANY OF THE FOREGOING, IN NO EVENT SHALL ANY OF THE MSCI PARTIES HAVE ANY LIABILITY TO ANY PERSON OR ENTITY FOR ANY DAMAGES, WHETHER DIRECT, INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, CONSEQUENTIAL (INCLUDING, WITHOUT LIMITATION, LOSS OF USE, LOSS OF PROFITS OR REVENUES OR OTHER ECONOMIC LOSS), AND WHETHER IN TORT (INCLUDING, WITHOUT LIMITATION, STRICT LIABILITY AND NEGLIGENCE) CONTRACT OR OTHERWISE, EVEN IF IT MIGHT HAVE ANTICIPATED, OR WAS ADVISED OF, THE POSSIBILITY OF SUCH DAMAGES.