

PRICING SUPPLEMENT

Pricing Supplement dated 20 August 2003

Series No.: 389

Tranche No.: 1

HSBC Bank plc**Debt Issuance Programme****Issue of****GBP500,000,000 5.375 per cent. Subordinated Notes due 2033**

This document constitutes the Pricing Supplement 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 Information Memorandum in relation to the above Programme dated 29 May 2003. This Pricing Supplement must be read in conjunction with such Information Memorandum.

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

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| 1. | Issuer: | HSBC Bank plc |
| 2. | (i) Series number: | 389 |
| | (ii) Tranche number: | 1 |
| 3. | Arranger: | HSBC Bank plc |
| 4. | Currency or currencies: | |
| | (i) of denomination: | Pound sterling (" GBP ") |
| | (ii) of payment: | GBP |
| 5. | Aggregate Principal Amount: | |
| | (i) Series: | GBP500,000,000 |
| | (ii) Tranche: | GBP500,000,000 |
| 6. | (i) Issue Price: | 98.825 per cent. of the Aggregate Principal Amount |
| | (ii) Commission payable: | Total selling, management and underwriting commission of 0.625 per cent. |
| | (iii) Selling concession: | None |
| | (iv) Expenses - specify any expenses payable by Issuer: | Not applicable |
| | (v) Net proceeds: | GBP491,000,000 |

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| 7. | Denomination(s):
(Condition 1(f)) | GBP1,000, GBP10,000 and GBP100,000 |
| 8. | (i) Issue Date: | 22 August 2003 |
| | (ii) Interest Commencement Date: | Issue Date |
| 9. | Maturity Date:
(Condition 6(a)) | 22 August 2033 |
| 10. | Interest basis:
(Conditions 3 to 5) | Fixed Rate Notes
(further particulars specified below) |
| 11. | Redemption basis:
(Condition 6) | Redemption at par |
| 12. | Change of interest or redemption basis: | Not applicable |
| 13. | Put/Call options: | Not applicable |
| 14. | (i) Status of the Notes:
(Condition 2) | Subordinated Notes |
| | (ii) Subordinated Notes: | Deferral of Payments, Condition 2(d) is not applicable |
| 15. | Listing: | Application will be made to admit the Notes to listing on the Official List of the Financial Services Authority (in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000, the " UK Listing Authority ") and to trading on the London Stock Exchange plc (the " London Stock Exchange "). |
| 16. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 17. | Fixed Rate Note provisions:
(Condition 3) | Applicable |
| | (i) Rate of Interest: | 5.375 per cent. per annum, payable annually in arrear |
| | (ii) Fixed Interest Payment Date(s): | 22 August in each year, commencing 22 August 2004 |
| | (iii) Day count fraction: | Actual/Actual (ISMA), as defined below |
| | | " Actual/Actual (ISMA) " means: |
| | (i) | where the number of days in the relevant period from (and including) the most recent Fixed Interest Payment Date (or, if none, the Interest Commencement Date) to (but |

excluding) the relevant payment date (the "**Accrual Period**") is equal to or shorter than the Determination Period (as defined below) during which the Accrual Period ends, the number of days in such Accrual Period divided by the number of days in such Determination Period; or

- (ii) where the Accrual Period is longer than the Determination Period during which the Accrual Period ends, the sum of the number of days in such Accrual Period falling in the Determination Period in which the Accrual Period begins divided by the number of days in such Determination Period and the number of days in such Accrual Period falling in the next Determination Period divided by the number of days in such Determination Period

"Determination Period" means each period from (and including) a Determination Date to (but excluding) the next Determination Date (including, where either the Interest Commencement Date or the final Fixed Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date).

"Determination Date" means 22 August.

18.	Floating Rate Note provisions (Condition 4)	Not applicable
19.	Variable Coupon Amount Note provisions (Condition 5)	Not applicable
20.	Zero Coupon Note provisions (Condition 5)	Not applicable
21.	Dual Currency Note provisions	Not applicable

PROVISIONS RELATING TO REDEMPTION

22.	Issuer's optional redemption (Call): (Condition 6(c))	No
23.	Noteholder's optional redemption (Put): (Condition 6(d))	No

24. Final redemption amount: Par
(Condition 6(a))
25. Instalment Notes: Not applicable
(Condition 6(a))
26. Early redemption amounts:
- (i) Early redemption amount Par
(upon redemption for taxation reasons)
(Condition 6(b)):
 - (ii) Early redemption amount Par
upon enforcement:
(Condition 10)
 - (iii) Other redemption provisions None
(Condition 6(h))

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes:
(Condition 1(a))
- (i) Form of Notes: Bearer
 - (ii) Bearer Notes exchangeable No
for Registered Notes:
28. If issued in bearer form:
- (i) Initially represented by a Temporary Global Note
Temporary Global Note or
Permanent Global Note:
 - (ii) Temporary Global Note Yes, exchangeable for Permanent Global Note
exchangeable for Permanent
Global Note and/or Definitive
Notes and/or Registered
Notes:
 - (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 Yes
be attached to Definitive
Notes:
 - (vi) (a) Definitive Notes to Yes

be security printed:

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| (b) | If the answer to (a) is yes, whether steel engraved plates will be used: | Yes |
| (vii) | Definitive Notes to be in ISMA or successor's format: | Yes |
| (viii) | Issuer or Noteholder to pay costs of security printing: | Issuer |
| 29. | Exchange Date for exchange of Temporary Global Note: | 1 October 2003 |
| 30. | Payments
<i>(Condition 8)</i> | |
| (i) | Method of payment: | Condition 8(c) shall apply, subject as provided in the Temporary Global Note or, as the case may be, the Permanent Global Note |
| (ii) | Relevant Financial Centre Day: | London |
| 31. | Partly Paid Notes:
<i>(Condition 1)</i> | No |
| 32. | Redenomination:
<i>(Condition 9)</i> | |
| (i) | Redenomination: | Not applicable |
| (ii) | Exchange: | Not applicable |

DISTRIBUTION

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| 33. | (i) If syndicated, names of Relevant Dealer/Lead Manager: | HSBC Bank plc |
| | (ii) If syndicated, names of other Dealers/Managers (if any): | ABN AMRO Bank N.V.
Goldman Sachs International
KBC Bank NV
Royal Bank of Canada Europe Limited
Société Générale |
| | (iii) Stabilising Manager (if any): | HSBC Bank plc |
| 34. | If non-syndicated, name of Relevant Dealer: | Not applicable |
| 35. | Selling restrictions:
United States of America: | TEFRA D Rule
Not Rule 144A eligible |

	Other:	None
36.	Stabilisation:	In connection with this issue, the Stabilising Manager (or any person acting for the Stabilising Manager), may over-allot or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail for a limited period. However, there may be no obligation on the Stabilising Manager (or any agent of the Stabilising Manager) to do this. Such stabilising, if commenced, may be discontinued at any time and must be brought to an end after a limited period. Such stabilising shall be in compliance with all applicable laws, regulations and rules.

OPERATIONAL INFORMATION

37.	ISIN Code:	XS0174470764
38.	Common Code:	017447076
39.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	None
40.	Settlement procedures:	Eurobond
41.	Additional Paying Agent(s) (if any):	None
42.	Common Depositary:	HSBC Bank plc
43.	Agent Bank:	HSBC Bank plc
	• is Agent Bank to make calculations?	Yes
	• if not, identify calculation agent:	Not applicable
44.	Notices: (Condition 14)	As provided in Condition 14
45.	City in which specified office of Registrar to be maintained: (Condition 12)	Not applicable
46.	Other relevant Terms and Conditions:	Not applicable

LISTING APPLICATION

This Pricing Supplement comprises the details required for the Notes described herein to be admitted to the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange pursuant to the listing of the Debt Issuance Programme of HSBC Bank plc.

CONFIRMED HSBC BANK PLC

By: R P HENNESSY
Authorised Signatory

Date: **20 AUGUST 2003**