

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

FINAL TERMS

As Amended and restated on June 7th 2012

Series No: NWP23587

Tranche No.: 1

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of EUR 1,000,000 Variable Coupon Amount Automatic Early Redemption Index-Linked Notes due June 2017 linked to the IBEX[®] Index

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 27 July 2011 in relation to the above Programme and the supplemental Prospectuses dated 15 August 2011, 9 September 2011, 14 December 2011 and 12 March 2012 which together constitute a base prospectus (the "**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 such 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 copies may be obtained from *HSBC Bank plc, 8 Canada Square, London E14 5HQ*.

The Notes described herein have a scheduled maturity date at 05 June 2017, bear interest payable in arrears on scheduled interest payment dates conditional in each case on the level performance of the IBEX[®] Index defined as the Index herein, as determined by the Calculation Agent (as defined herein). The performance of the Index on particular dates may result in the redemption of the Notes prior to scheduled maturity at their nominal amount. The performance of the Index 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 (as defined herein), the Calculation Agent determines that (i) the Final Index Level (as defined herein) is greater than or equal to the Initial Index Level (as defined herein) or that (ii) the Final Index Level is less than the Initial Index Level but a Trigger Event (as defined herein) has not occurred. Otherwise if, on the Valuation Date, the Calculation Agent determines that the Final Index Level is less than the Initial Index Level and that a Trigger Event has occurred, the Notes will be redeemed at scheduled maturity at an amount which will be less than the nominal amount of the Notes, as 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.

Investing in the Notes involves substantial risks. As a consequence, prospective investors should be aware that the Notes are only intended for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks of an investment in the Notes. In purchasing any Notes, an investor will be deemed to represent that it is such an investor and has such knowledge and experience. Prospective investors should consider the risk factors set forth under "Risk Factors" in the Prospectus and the risks described herein.

HSBC

1.	(i)	Issuer	HSBC Bank plc
	(ii)	Arranger(s):	HSBC Bank plc
2.	(i)	Series number:	NWP23587
	(ii)	Tranche number:	1
	(iii)	Whether issue is of Notes or Certificates:	Notes
3.		Specified Currency or Currencies:	
	(i)	of denomination:	Euro (" EUR ")
	(ii)	of payment:	EUR
4.		Aggregate Principal Amount of Notes admitted to trading:	
	(i)	Series:	EUR 1,000,000
	(ii)	Tranche:	EUR 1,000,000
5.	(i)	Issue Price:	100 per cent. of the Aggregate Principal Amount
	(ii)	Commission payable:	None
	(iii)	Selling concession:	None
6.	(i)	Denomination(s)	EUR 1,000
		<i>(Condition 1(b)):</i>	
	(ii)	Calculation Amount:	The Denomination
7.	(i)	Issue Date:	05 June 2012
	(ii)	Interest Commencement Date:	The Issue Date
8.		Maturity Date: <i>(Condition 6(a))</i>	05 June 2017, subject to early redemption on an Automatic Early Redemption Date. See paragraph 43(iii)
9.		Interest basis: <i>(Conditions 3 to 5)</i>	Variable Coupon Amount. See paragraph 17
10.		Redemption basis: <i>(Condition 6)</i>	Index-Linked Redemption
11.		Change of interest or redemption basis:	The Notes are subject to early redemption on an Automatic Early Redemption Date. See paragraph 43(iii)
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>) | Applicable |
- (i) Interest Payment Dates: Each date specified as such in Annex 1 (each an "**Interest Payment Date_i**"), subject (except in the case of the Maturity Date) to early redemption on an Automatic Early Redemption Date
- (ii) Method of calculating interest:
- (a) Unless previously redeemed or purchased and cancelled, if the Calculation Agent determines that, on an Automatic Early Redemption Valuation Date_i (as defined in paragraph 43(iii) below), the Release Index Level is greater than or equal to 60 per cent. of the Initial Index Level (as defined in paragraph 38(v) below), the Variable Coupon Amount payable on the immediately succeeding Interest Payment Date shall be an amount in the Specified Currency equal to the product of the Denomination and 11.10 per cent.
- Otherwise, no Variable Coupon Amount shall be paid.
- (b) Unless previously redeemed or purchased and cancelled, if the Calculation Agent determines that, on the Valuation Date (as defined in paragraph 40), the Final Index Level (as defined in paragraph 38(vii) below) is greater than or equal to 60 per cent of the Initial Index Level, 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 11.10 per cent.
- Otherwise, no Variable Coupon Amount shall be paid.
- Where:
- "Release Index Level"** means, with respect to an Automatic Early Redemption Valuation Date_i and subject to the Conditions, the level of the Index at Valuation Time on such Automatic Early Redemption Valuation Date_i, as determined by the

		Calculation Agent.
	(iii) Business Centre(s):	Not applicable
18.	Zero Coupon Note provisions: (<i>Condition 5</i>)	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): (<i>Condition 6(c)</i>)	Not applicable
22.	Noteholder's optional redemption (Put): (<i>Condition 6(d)</i>)	Not applicable
23.	Final Redemption Amount of each Note: (<i>Condition 6(a)</i>)	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 Index as defined in paragraph 38(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;	<p>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:</p> <p>(a) if the Calculation Agent determines on the Valuation Date that the Final Index Level (as defined in paragraph 38(vii) below) is greater than or equal to the Initial Index Level (as defined in paragraph 38(v) below), the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of their nominal amount; or</p> <p>(b) if the Calculation Agent determines on the Valuation Date that (i) the Final Index Level is lower than the Initial Index Level but (ii) a Trigger Event has not occurred, the Issuer shall redeem the Notes on the Maturity Date at 100 per cent. of their nominal amount; or</p> <p>(c) if the Calculation Agent determines on the</p>

Valuation Date that (i) the Final Index Level is lower than the Initial Index Level and (ii) a Trigger Event has occurred, the Issuer shall redeem the Notes on the Maturity Date by paying an amount in the Specified Currency in respect of each Note determined by the Calculation Agent in accordance with the following formula:

$$\text{Denomination} \times \left(\frac{\text{Final Index Level}}{\text{Initial Index Level}} \right)$$

Where :

"**Trigger Event**" means that the Final Index Level is strictly lower than the Trigger Level, as determined by the Calculation Agent.

"**Trigger Level**" means 60 per cent of Initial Index Level.

(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:	Yes
(i)	Early redemption amount (upon redemption for taxation reasons, illegality or following an Event of Default: (Conditions 6(b), 6(h) or 10)	With respect to each Note, 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 Note 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:	Not applicable
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: <i>(Condition 1(a))</i>	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:	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: <i>(Condition 8)</i>	
	(i) Method of payment:	Not applicable
	(ii) Relevant Financial Centre Day:	Not applicable
	(iii) Local banking day specified for payments in respect of the Notes in global form:	No
32.	Party Paid Notes: <i>(Condition 1)</i>	No

33.	Redenomination: (Condition 9)	Not applicable
34.	Other final terms:	See Annexes

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

35.	Security Delivery (for Equity-Linked Notes only):	Not applicable
36.	Provisions for Cash Equity Notes and Equity-Linked Notes:	Not applicable
37.	Additional provisions for Equity-Linked Notes:	Not applicable
38.	Provisions for Index-Linked Notes:	Applicable
	(i) Index(ices):	IBEX [®] Index (Bloomberg Code: IBEX)
	(ii) Index Sponsor:	Spanish Equities Markets
	(iii) Index Rules:	Not applicable
	(iv) Exchange(s):	SIBE Madrid
	(v) Related Exchange(s):	MEFF
	(vi) Initial Index Level:	As defined in Condition 21(a)
	(vii) Final Index Level:	The definition in Condition 21(a) applies
	(viii) Strike Date:	22 May 2012
	(ix) Reference Level:	Not applicable
	(x) Adjustments to Indices:	Condition 21(f) applies
	(xi) Additional Disruption Event:	The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging
	(xii) Index Substitution:	Not applicable
39.	For Equity-Linked and Credit-Linked Notes:	Not applicable
40.	Valuation Date(s):	22 May 2017, subject to postponement in accordance with Condition 21(e)
41.	Valuation 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:	See Annexes
	(i) Knock-in Event:	Not applicable

(ii)	Knock-out Event:	Not applicable
(iii)	Automatic Early Redemption:	Condition 21(c) applies
	- Automatic Early Redemption Event:	On an Automatic Early Redemption Valuation Date _i , the Release Index Level (as defined in paragraph 17(ii) above) is greater than or equal to the Automatic Early Redemption Level
	- Automatic Early Redemption Valuation Date(s):	Each date specified as such in the Annex 1 ("i" ranking from 1 to 4), each an " Automatic Early Redemption Valuation Date_i ". The Automatic Early Redemption Valuation Dates 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 Level:	100 per cent. of the Initial Index Level (as defined in paragraph 38(v) above)
	- Automatic Early Redemption Date(s):	Each date specified as such in the Annex 1 (each an " Automatic Early Redemption Date_i "), subject to adjustment in accordance with the Modified Following Business Day Convention
	- Automatic Early Redemption Amount:	100 per cent. of the nominal amount

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 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 dos 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

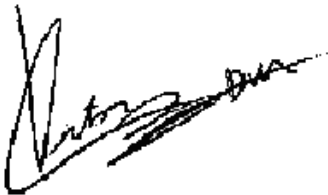
These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Programme for the Issuance of Notes and Warrants of HSBC Bank plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. Information relating to the Index 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



Victor Delgado Melgares

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 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 05 June 2012. No assurance can be given as to whether or not, or when, such application will be granted

2. RATINGS

Ratings: The long term senior debt of HSBC Bank plc has been rated:

S&P: AA-
Moody's: Aa2
Fitch: AA

The Notes have not been specifically rated. Each of S&P, Moody's and Fitch are established in the European Union and registered under Regulation (EC) No. 1060/2009 (as amended).

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 date at 05 June 2017, bear interest payable in arrears on scheduled interest payment dates conditional in each case on the level performance of the IBEX[®] Index defined as the Index herein, as determined by the Calculation Agent (as defined herein). The performance of the Index on particular dates may result in the redemption of the Notes prior to scheduled maturity at their nominal amount. The performance of the Index 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 (as defined herein), the Calculation Agent determines that (i) the Final Index Level (as defined herein) is greater than or equal to the Initial Index Level (as defined herein) or that (ii) the Final Index Level is less than the Initial Index Level but a Trigger Event (as defined herein) has not occurred. Otherwise if, on the Valuation Date, the Calculation Agent determines that the Final Index Level is less than the Initial Index Level and that a Trigger Event has occurred, the Notes will be redeemed at scheduled maturity at an amount which will be less than the nominal amount of the Notes, as 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.

Investing in the Notes involves substantial risks. Investors should understand that a loss of their entire investment is possible. As a consequence, prospective investors should be aware that the Notes are only suitable for highly sophisticated investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks of an investment in the Notes. In purchasing Notes, each investor will be deemed to represent that it is such an investor and has such knowledge and experience. Prospective investors should consider the risk factors set forth under "Risk Factors" in the Prospectus and herein.

Details of the past and future performance and volatility of the Index 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:	XS0786603505
11.	Common Code:	078660350
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	None

and Clearstream, Luxembourg and the relevant identification number(s):

- | | | |
|-----|--|-----------------------------|
| 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 Depository: | 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:
(<i>Condition 13</i>) | Applicable |
| 22. | City in which specified office of Registrar to be maintained:
(<i>Condition 14</i>) | Not applicable |
| 23. | Other Final Terms: | See Annexes |
| 24. | ERISA Considerations: | No |

ANNEX 1

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

"i"	Automatic Early Redemption Valuation Date_i	Automatic Early Redemption Date_i	Interest Payment Date_i
1	22 May. 2013*	05 June 2013	05 June 2013
2	22 May. 2014*	05 June 2014	05 June 2014
3	22 May. 2015*	05 June 2015	05 June 2015
4	23 May 2016*	06 June 2016	06 June 2016
5	None	None	The Maturity Date

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

ANNEX 2

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

Index Disclaimer

STATEMENT REGARDING THE IBEX 35® INDEX
The following statement is required by the licensor of the IBEX 35® INDEX: Sociedad de Bolsas, owner of the IBEX 35® Index and registered holder of the corresponding trademarks associated with it, does not sponsor, promote, or in any way evaluate the advisability of investing in the financial product "EUR 2,500,000 Auto Callable Index-Linked Notes due October 2009 linked to the IBEX 35® Index", and the authorisation granted to HSBC BANK PLC for the use of IBEX 35® trademark does not imply any approval in relation with the information offered by HSBC BANK PLC or with the usefulness or interest in the investment in the above mentioned financial product. Sociedad de Bolsas does not warrant in any case nor for any reason whatsoever:

- a) The continuity of the composition of the IBEX 35® Index exactly as it is today or at any other time in the past.
- b) The continuity of the method for calculating the IBEX 35® Index exactly as it is calculated today or at any other time in the past.
- c) The continuity of the calculation, formula and publication of the IBEX 35® Index.
- d) The precision, integrity or freedom from errors or mistakes in the composition and calculation of the IBEX 35® Index.
- e) The suitability of the IBEX 35® Index for the anticipated purposes for the product included in Schedule 1.

The parties thereto acknowledge the rules for establishing the prices of the securities included in the IBEX 35® Index and of said index in accordance with the free movement of sales and purchase orders within a neutral and transparent market and that the parties thereto undertake to respect the same and to refrain from any action not in accordance therewith.