

FINAL TERMS

Final Terms dated 15 October 2009

Series No.: NWP 8971

Tranche No.: 1

HSBC Bank plc

Programme for the Issuance of Notes and Warrants

Issue of

Up to EUR 25,000,000

5 Year Early Release Notes Linked to the Dow Jones Eurostoxx 50 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 Conditions set forth in the Base Prospectus dated 30 July 2009 in relation to the above Programme and the supplemental Prospectus dated 4 August 2009 which together constitutes a base 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 such Prospectus as so supplemented. 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 and the supplemental Prospectus are 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.

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.

- | | | | |
|----|-------|--|-----------------------|
| 1. | (i) | Issuer | HSBC Bank plc |
| | (ii) | Arranger(s): | HSBC Bank plc |
| 2. | (i) | Series number: | NWP 8971 |
| | (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: | |
| | (i) Series: | Up to EUR 25,000,000 |
| | (ii) Tranche: | Up to EUR 25,000,000 |
| 5. | (i) Issue Price: | 100 per cent. of the Aggregate Principal Amount |
| | (ii) Commission payable: | None |
| | (iii) Selling concession: | See paragraph 36 below |
| 6. | (i) Denomination(s) (Condition 1(b)): | EUR 2,500 |
| | (ii) Calculation Amount: | EUR 2,500 |
| 7. | (i) Issue Date: | 30 December 2009 |
| | (ii) Interest Commencement Date: | Not Applicable |
| 8. | Maturity Date: (Condition 6(a)) | 23 December 2014 |
| 9. | Interest basis: (Conditions 3 to 5) | Not Applicable |
| 10. | Redemption basis: (Condition 6) | Index-Linked Redemption |
| 11. | Change of interest or redemption basis: | Not Applicable |
| 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) | 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) | 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>) | Applicable |
| | (i) Redemption amount (Call): | Not Applicable |
| | (ii) Series redeemable in part: | No |
| | (iii) Call option date(s)/Call option period: | Early Redemption Date |
| 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 Index-Linked or other variable-linked: | Applicable (subject to Early Redemption provisions in paragraph 26 below) |
| | (i) Index/Formula/other variable: | Dow Jones Eurostoxx 50 Index- Linked Note |
| | (ii) Calculation Agent responsible for calculating the final redemption amount: | HSBC Bank plc |
| | (iii) Provisions for determining final redemption amount where calculated by reference to Index and/or Formula and/or other variable; | See Annex 1 hereto |
| | (iv) Determination Date(s): | Not Applicable |
| | (v) Provisions for determining final redemption amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted: | As per Condition 21 (<i>Provisions relating to Equity-Linked Notes, Cash Equity Notes and Index-Linked Notes</i>) |
| | (vi) Payment Date | The Maturity Date |
| | (vii) Minimum final redemption amount | 100 per cent. of the Specified Denomination |
| | (viii) Maximum final redemption Amount: | Not Applicable |
| 25. | Instalment Notes: (<i>Condition 6(a)</i>) | Not Applicable |
| 26. | Early redemption amount: | Yes |
| | (i) Early redemption amount (upon redemption for taxation reasons or following a force majeure event or | With respect to each Note, the amount in the Specified Currency determined by the Calculation Agent in its sole and absolute |

an Event of Default):
(Condition 6(b), Condition 6(h)
and Condition 10)

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))

Unless the Notes have been previously redeemed, or purchased and cancelled in accordance with the Conditions, the Issuer shall redeem all (but not some only) of the Notes on the Early Redemption Date at 115 per cent. of their principal amount, if on the Early Valuation Date:

$S^i / S_{initial}$ is equal to or greater than 115% of $S_{initial}$.

where:

"**Early Redemption Date**" means 28 December 2012, or if such date is not a Scheduled Trading Day the next following Scheduled Trading Day;

"**Early Valuation Date**" means 20 December 2012. The Early Valuation Date shall be subject to Condition 21 as if each reference to "Valuation Date" in such Condition was deemed to be a reference to "Early Valuation Date";

"**Index**" means Dow Jones Eurostoxx 50 Index;

" $S_{initial}^i$ " means, with respect to the Index, its closing level on the Strike Date;

"**Sⁱ**" means the closing level of the Index on *Early Valuation Date i* set out in Annex 1 below.

"**Strike Date**" means 21 December 2009. The Strike Date shall be subject to Condition 21 as if each reference to "Valuation Date" in such Condition was deemed to be a reference to "Strike Date"

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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

| | | |
|-----|--|--|
| | (i) Form of Notes: | Bearer |
| | (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: (<i>Condition 1(a)</i>) | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definition Notes only in 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: | No |
| | (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: | 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: | Not Applicable |
| 32. | Party Paid Notes: (<i>Condition 1</i>) | No |
| 33. | Redenomination: (<i>Condition 9</i>) | Not Applicable |

34. Other final terms: See Annex 1 hereto

DISTRIBUTION

35. (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
36. If non-syndicated, name and address of Relevant Dealer: HSBC Bank plc, 8 Canada Square, London, E14 5HQ (the "**Dealer**").
- HSBC Bank Malta plc (the "**Distributor**") of 4th Floor, 233 Republic Street, Valletta VLT 1116, Malta, has agreed to place up to EUR 25,000,000 principal amount of the Notes. Such Notes will be placed with investors at a price of 100.00 per cent. of the aggregate principal amount of such Notes depending on market conditions.
- The Dealer has agreed to make available such Notes to the Distributor at a price of 97.09 per cent. of their principal amount. The Distributor will therefore effectively receive a fee of 2.91 per cent. of the aggregate principal amount of the Notes.
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 U.S. person (as defined in Regulation S).
- Non-exempt Offer: An offer of the Notes may be made by the Dealer other than pursuant to Article 3(2) of the Prospectus Directive in Malta ("**Public Offer Jurisdiction**") during the period from 9.00 a.m. (C.E.T) 19 October 2009 until 5.00 p.m. (C.E.T) 5 December 2009 ("**Offer Period**") unless closed earlier. See further paragraphs 25 to 36 of Part B below.
- 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. Information in relation to the Indices 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



Paul Friend.

By: _____

Authorised Signatory

Date: 15 October 2009

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 Services Authority pursuant to Listing Rule 17. No assurance can be given as to whether or not, or when, such application will be granted.
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from the Issue Date pursuant to Listing Rule 17. 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
The Notes have not specifically been rated.

3. NOTIFICATION

The UK Listing Authority has provided the competent authority in Malta with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

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: No information required to be provided.
- (ii) Estimated net proceeds: No information required to be provided.
- (iii) Estimated total expenses: No information required to be provided.

6. *Fixed rate Notes only* - YIELD

Not Applicable

7. *Floating Rate Notes only* - HISTORIC INTEREST RATES

Not Applicable

8. ***Index-Linked, Equity-Linked or other variable-linked Interest Notes only - 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 do not bear interest, have a scheduled maturity date of 23 December 2014 and are linked to the performance of the Index as determined by the Calculation Agent. Further information in relation to the Index is available from the sources specified in Annex 2 hereto. The performance of each of the Indices on the Fixing Dates (as defined in Annex 1 hereto) relative to the initial level of such Index will determine the basis for redemption of the Notes at scheduled maturity.

The Notes are capital protected.

The Issuer shall redeem the Notes prior to the Maturity Date on the Early Redemption Date at 115 per cent. of their par value in the circumstances described in paragraph 21 in Part A above.

Details of the past and future performance and volatility of the Indices can be obtained from Bloomberg.

9. **Dual currency/Multi-currency Notes only - PERFORMANCE OF EXCHANGE RATE(S) AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS**

Not Applicable

OPERATIONAL INFORMATION

| | | |
|-----|--|--------------------------|
| 10. | ISIN Code: | XS0457795564 |
| 11. | Common Code: | 045779556 |
| 12. | CUSIP: | Not Applicable |
| 13. | New Global Note intended to be held in a manner which would allow Eurosystem eligibility: | No |
| 14. | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | None |
| 15. | Delivery: | Delivery against payment |
| 16. | Settlement procedures: | Medium Term Note |
| 17. | Additional Paying Agent(s) (if any): | None |
| 18. | Common Depositary: | HSBC Bank plc |
| 19. | Agent Bank/Calculation Agent: | HSBC Bank plc |
| | — is Calculation Agent to make calculations? | Yes |

| | | |
|-----|--|--|
| | — if not, identify calculation agent: | Not Applicable |
| 20. | Notices: (<i>Condition 13</i>) | As per Condition 13 |
| 21. | City in which specified office of Registrar to be maintained: (<i>Condition 14</i>) | Not Applicable |
| 22. | Other relevant Terms and Conditions: | Condition 21 (<i>Provisions relating to Equity-Linked Notes, Cash Equity Notes and Index-Linked Notes</i>) |
| 23. | Other Final Terms: | See Annexes hereto |
| 24. | ERISA Considerations: | Not Applicable |

TERMS AND CONDITIONS OF THE OFFER

| | | |
|-----|---|---|
| 25. | Offer Price: (to the Distributor) | 97.09 %. |
| 26. | Conditions to which the offer is subject: | Not Applicable |
| 27. | Description of the application process: | <p>A prospective investor should contact the Distributor during the Offer Period. A prospective investor will subscribe for the Notes in accordance with the arrangements existing between the Distributor and its customers relating to the subscription of securities generally and not directly with the Issuer or the Dealer.</p> <p>Persons interested in purchasing Notes should contact their financial adviser. If an investor in any jurisdiction other than Malta wishes to purchase Notes, such investor should (a) be aware that sales in the relevant jurisdiction may not be permitted; and (b) contact its financial adviser, bank or financial intermediary for more information.</p> |
| 28. | Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | Not Applicable |
| 29. | Details of the minimum and/or maximum amount of application: | Not Applicable |
| 30. | Details of the method and time limits for paying up and delivering the Notes: | Prospective Noteholders will be notified by the Distributor of their allocations of Notes and the settlement arrangements in respect thereof. The Notes will be issued on the Issue Date on a delivery against payment basis. |

- | | | |
|-----|--|--|
| 31. | Manner in and date on which results of the offer are to be made public: | <p>The final size will be known at the end of the Offer Period.</p> <p>A copy of these Final Terms will be filed with the Financial Services Authority in the UK (the "FSA"). A notice pursuant to UK Prospectus Rule 2.3.2(2) of the final Aggregate Principal Amount of the Notes will be (i) sent to the document viewing facility to be filed with the FSA and (ii) published on or about the Issue Date in accordance with the method of publication set out in Prospectus Rule 3.2.4(2).</p> |
| 32. | Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable |
| 33. | Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries: | The Notes are to be offered to retail investors in Malta. |
| 34. | Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: | <p>At the end of the Offer Period, the Distributor will proceed to notify the prospective Noteholders as to the amount of their allotment of the Notes.</p> <p>Off-market dealings may commence prior to such notification of allotment being made.</p> |
| 35. | Amount of any expenses and taxes specifically charged to the subscriber or purchaser: | Not Applicable |
| 36. | Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. | <p>HSBC Bank Malta plc</p> <p>233, Republic Street, Valletta, Malta</p> |

ANNEX 1

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

37. Final Redemption

Unless previously redeemed, or purchased and cancelled in accordance with the Conditions, the Final Redemption Amount payable by the Issuer in respect of each Note shall be the amount in the Specified Currency determined by the Calculation Agent on the Valuation Date in accordance with the following formula:

EUR 2,500 x

$$\left[100\% + P \times \max \left[0\%; \frac{S_{\text{average}} - S_{\text{initial}}}{S_{\text{initial}}} \right] \right]$$

where:

"Fixing Dates" means each of the dates listed in the table below (each subject to adjustment in accordance with the Modified Following Business Day Convention).

| k | Fixing Date_k |
|----------|--------------------------------|
| 1. | 17/ 12/2013 |
| 2. | 24/12/ 2013 |
| 3. | 31/ 12/ 2013 |
| 4. | 7/ 01/ 2014 |
| 5. | 14/ 01/ 2014 |
| 6. | 21/01/ 2014 |
| 7. | 28/ 01/ 2014 |
| 8. | 4 / 02/ 2014 |
| 9. | 11/02/ 2014 |
| 10. | 18/ 02/ 2014 |
| 11. | 25/ 02/ 2014 |
| 12. | 04/03/2014 |
| 13. | 11/03/ 2014 |
| 14. | 18/03/2014 |
| 15. | 25/03/ 2014 |
| 16. | 01/04/2014 |
| 17. | 08/04/2014 |
| 18. | 15/04/2014 |
| 19. | 22/04/2014 |
| 20. | 29/04/2014 |
| 21. | 6/ 05/ 2014 |
| 22. | 13/ 05/ 2014 |
| 23. | 20/05/ 2014 |
| 24. | 27/050/2014 |
| 25. | 3/ 06/ 2014 |
| 26. | 10/ 06/ 2014 |
| 27. | 17/ 06/ 2014 |

| k | Fixing Date_k |
|----------|--------------------------------|
| 28. | 24/ 06/ 2014 |
| 29. | 01/07/ 2014 |
| 30. | 08/ 07/ 2014 |
| 31. | 15/ 07/2014 |
| 32. | 22/07/ 2014 |
| 33. | 29 /07/ 2014 |
| 34. | 05/ 08/ 2014 |
| 35. | 12/ 08/ 2014 |
| 36. | 19/ 08/ 2014 |
| 37. | 26/ 08 /2014 |
| 38. | 02/ 09 /2014 |
| 39. | 09/09/2014 |
| 40. | 16/ 09 /2014 |
| 41. | 23/09/ 2014 |
| 42. | 30/ 09/ 2014 |
| 43. | 07/10/ 2014 |
| 44. | 14/10/ 2014 |
| 45. | 21/10/2014 |
| 46. | 28/ 10/ 2014 |
| 47. | 04/ 11/ 2014 |
| 48. | 11/ 11/ 2014 |
| 49. | 18/ 11/ 2014 |
| 50. | 25/ 11/ 2014 |
| 51. | 2/ 12/ 2014 |
| 52. | 09/ 12/ 2014 |
| 53. | 16/ 12/ 2014 |

" *S average* " means an amount calculated by the Calculation Agent in accordance with the following formula:

$$\frac{1}{N} \sum_{j=1}^N S_j$$

;

" $S_{initial}^i$ " means, with respect to the Index, its closing level on the Strike Date;

"S j" means the closing level of the Index on Fixing Date j

"N" means the number of Fixing Dates, which is 53;

"**P**" means "**Participation**" which means 65 per cent.;

"**Strike Date**" means 21 December 2009. The Strike Date shall be subject to Condition 21 as if each reference to "Valuation Date" in such Condition was deemed to be a reference to "Strike Date";

"**Valuation Date**" means 16 December 2014.

ANNEX 2

STATEMENTS REGARDING THE DOW JONES EURO STOXX 50SM INDEX

The following statement is required by the licensor of the Dow Jones Euro STOXX® 50 Index:

STOXX Limited ("STOXX") and Dow Jones & Company, Inc. ("Dow Jones") have no relationship to the Issuer other than the licensing of the Dow Jones Euro STOXX® 50 Index and the related trademarks for use in connection with the Notes.

STOXX and Dow Jones do not:

- Sponsor, endorse, sell or promote the Notes.
- Recommend that any person invest in the Notes or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Notes.
- Have any responsibility or liability for the administration, management or marketing of the Notes.
- Consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the Dow Jones Euro STOXX® 50 Index or have any obligation to do so.

STOXX and Dow Jones will not have any liability in connection with the Notes. Specifically,

- **STOXX and Dow Jones do not make any warranty, express or implied and disclaim any and all warranty about:**
 - **The results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the Dow Jones Euro STOXX® 50 Index, and the data included in the Dow Jones Euro STOXX® 50 Index;**
 - **The accuracy or completeness of the Dow Jones Euro STOXX® 50 Index and its data;**
 - **The merchantability and the fitness for a particular purpose or use of the Dow Jones Euro STOXX® 50 Index and its data;**
- **STOXX and Dow Jones will have no liability for any errors, omissions or interruptions in the Dow Jones Euro STOXX® 50 Index or its data;**
- **Under no circumstances will STOXX or Dow Jones be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or Dow Jones knows that they might occur.**

The licensing agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.

(Source: STOXX Limited)