HSBC

Final Terms dated 27 December 2012

HSBC France

Issue of EUR 666,800,000 Floating Rate Notes due December 2014
under the € 20,000,000,000
Euro Medium Term Note Programme

Issue Price: 99.899 per cent.

HSBC Bank plc
(the **Lead Manager**)

ABN AMRO Bank N.V.
Bayerische Landesbank
Banco Bilbao Vizcaya Argentaria, S.A.
Erste Group Bank AG
ING Bank N.V., Belgian Branch
Banca IMI S.p.A.
KBC Bank NV
Banco Santander, S. A.
Swedbank AB (publ)
UniCredit Bank AG
(the **Co-Managers**)

PART A– CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **Conditions**) set forth in the Base Prospectus dated 14 December 2012 which constitutes a base prospectus for the purposes of the Prospectus Directive, as amended from time to time (the **Base Prospectus**). The expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive, as amended from time to time and must be read in conjunction with such Base 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 Base Prospectus. These Final Terms, the Base Prospectus are available for viewing on the websites of the Luxembourg Stock Exchange (www.bourse.lu) and the Issuer (www.hsbc.fr/1/2/hsbc-france/entreprises-institutionnels/placements/nos-solutions-de-placement-individuelles/emissions-obligataires) at least during a period of twelve months from the date of the Base Prospectus, and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

1.	(i)	Series Number:	1322
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2.	Specified Currency		Euro (**EUR**)
3.	Aggregate Nominal Amount of Notes:		
	(i)	Series:	EUR 666,800,000
	(ii)	Tranche:	EUR 666,800,000
4.	Issue Price:		99.899 per cent. of the Aggregate Nominal Amount
5.	Specified Denomination(s):		EUR 100,000
6.	(i)	Issue Date:	31 December 2012
	(ii)	Interest Commencement Date:	Issue Date
7.	Maturity Date:		Interest Payment Date falling in or nearest to December 2014
8.	Interest Basis:		3 month EURIBOR + 0.20 per cent. Floating Rate (further particulars specified below)

9.	Redemption/Payment Basis (Condition 8) :	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
10.	Change of Interest Basis:	Not Applicable
11.	Put/Call Options:	Not Applicable
12.	(i) Status of the Notes:	Senior
	(ii) Date of Board approval for issuance of Notes obtained:	Authorisation of the Board of Directors (*Conseil d'Administration*) of the Issuer dated 25 July 2012

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.	Fixed Rate Note Provisions:	Not Applicable
14.	Floating Rate Note Provisions:	Applicable
	(i) Interest Period(s):	As specified in the Conditions
	(ii) Specified Interest Payment Dates:	31 March, 30 June, 30 September and 31 December in each year commencing on 31 March 2013 subject in each case to adjustment in accordance with the applicable Business Day Convention specified in (iv) below
	(iii) First Interest Payment Date:	31 March 2013
	(iv) Business Day Convention:	Modified Following Business Day Convention
	(v) Business Centre(s) (Condition 4):	TARGET
	(vi) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vii) Interest Period Dates:	Interest Payment Dates
	(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
	(ix) Screen Rate Determination:	Applicable
	– Reference Rate:	EURIBOR 3 months
	– Relevant Time:	11:00 a.m. (Brussels time)
	– Interest Determination Date(s):	Two TARGET Business Days prior to the first day of each Interest Accrual Period

		– Reference Banks (if applicable):	Not Applicable
		– Relevant Screen Page:	Reuters "EURIBOR01"
	(x)	ISDA Determination	Not Applicable
	(xi)	FBF Determination:	Not Applicable
	(xii)	Margin(s):	+0.20 per cent. *per annum*
	(xiii)	Minimum Rate of Interest:	Not Applicable
	(xiv)	Maximum Rate of Interest:	Not Applicable
	(xv)	Day Count Fraction:	Actual/360 adjusted
15.	Zero Coupon Note Provisions		Not Applicable

PROVISIONS RELATING TO REDEMPTION

16.	Issuer's optional redemption (Call): (Condition 7(b))		Not Applicable
17.	Noteholder's optional redemption (Put): (Condition 7(c))		Not Applicable
18.	Final Redemption Amount of each Note:		EUR 100,000 per Note of EUR 100,000 Specified Denomination
19.	Early Redemption Amount:		
	(i)	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default:	As set out in the Conditions
	(ii)	Early Redemption for taxation reasons on days other than Interest Payment Dates:	Yes

GENERAL PROVISIONS APPLICABLE TO THE NOTES

20.	Form of Notes:		Dematerialised Notes
	(i)	Form of Dematerialised Notes:	Bearer form (*au porteur*)
	(ii)	Registration Agent:	Not Applicable
	(iii)	Temporary Global Certificate:	Not Applicable
21.	Financial Centre(s) for the purposes of		

	Condition 8(g):	Not Applicable
22.	Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature):	Not Applicable
23.	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
24.	Purchase in accordance with Article L. 213-1 A and D. 213-1 A of the French *Code monétaire et financier*:	Applicable
25.	Consolidation provisions:	Not Applicable
26.	Masse (Condition 12):	Contractual Masse shall apply Name and address of the Representative: Sandrine D'HAUSSY 69, avenue Gambetta 94100 Saint Maur des Fossés France Name and address of the alternate Representative: Sylvain THOMAZO 20, rue Victor Bart 78000 Versailles France

RESPONSIBILITY

Signed on behalf of the Issuer:

By: Nathalie RAVOIRE
Duly authorised

Yannick PROSCHE

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i)	Listing(s):		Official List of the Luxembourg Stock Exchange
(ii)	(a)	Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Luxembourg Stock Exchange Regulated Market (*Bourse de Luxembourg*) with effect from 31 December 2012
	(b)	Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be offered or admitted to trading are already admitted to trading:	Not Applicable
(iii)	Estimate of total expenses related to admission to trading:		EUR 1,890

2. **RATINGS**

Ratings: The Notes to be issued have been rated:

Moody's : A1
Standard & Poor's : AA-
Fitch Ratings : AA-

Each such credit rating agency is established in the European Union and is registered under Regulation (EU) N° 1060/2009 (as amended) (the **CRA Regulation**). Each of S&P, Moody's and Fitch are included in the list of credit rating agencies published by the European Security and Markets Authority on its website (www.esma.europea.eu/page/List-registered-and-certified-CRAs) in accordance with the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers in connection with the Issue of the Notes, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Not applicable

5. Fixed Rate Notes only – YIELD

Not Applicable

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

Details of historic EURIBOR rates can be obtained from Reuters.

7. **OPERATIONAL INFORMATION**

ISIN Code:	FR0011380625
Common Code:	087120317
Depositaries:	
(i) Euroclear France to act as Central Depositary:	Yes
(ii) Common Depositary for Euroclear Bank S.A/N.V. and Clearstream Banking, société anonyme:	No
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

8. **DISTRIBUTION**

(i) Method of distribution:	Syndicated
(ii) If syndicated, names of Managers:	HSBC Bank plc (the **Lead Manager**) ABN AMRO Bank N.V. Bayerische Landesbank Banco Bilbao Vizcaya Argentaria, S.A. Erste Group Bank AG ING Bank N.V., Belgian Branch Banca IMI S.p.A. KBC Bank NV Banco Santander, S. A. Swedbank AB (publ) UniCredit Bank AG (the Co-Managers)
(iii) Stabilising Manager(s) (including	

	addresses) (if any):	Not Applicable
(iv)	If non-syndicated, name of Dealer:	Not Applicable
(v)	U.S. Selling Restrictions:	The Issuer is Category 2 for the purposes of Regulation S under the United States Securities Act of 1933, as amended. TEFRA not applicable

9. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

10. PLAN OF DISTRIBUTION AND ALLOTMENT

Not Applicable

11. PRICING

Not Applicable

12. PLACING AND UNDERWRITING

Not Applicable