

Company number: 00499482

PRIVATE COMPANY LIMITED BY SHARES

**RECORD OF WRITTEN SPECIAL RESOLUTION OF THE ELIGIBLE MEMBER OF
HSBC Private Bank (UK) Limited**

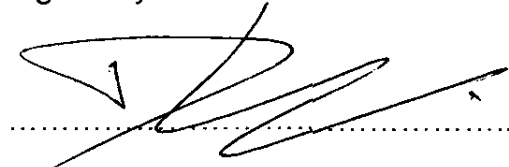
UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By written resolution dated 10 December 2019, HSBC UK Bank plc, the sole eligible member of HSBC Private Bank (UK) Limited (the "**Company**"), agreed to the following resolution being passed as a special resolution.

SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced by cancelling and extinguishing 17,691,016 issued ordinary shares of GBP10.00 each, each of which is fully paid up, held in the Company by HSBC UK Bank plc, and by cancelling the entire amount standing to the credit of the Company's share premium account, with the amount by which both the share capital and share premium is so reduced to be credited to a reserve.

Signed by:

A handwritten signature in black ink, consisting of a large loop followed by a series of horizontal strokes, written over a dotted line.

Director

for and on behalf of HSBC Private Bank (UK) Limited

DATE 10 DECEMBER 2019

FRIDAY



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20/12/2019

#345

COMPANIES HOUSE

WRITTEN RESOLUTION
OF
HSBC PRIVATE BANK (UK) LIMITED
(the “Company”)

REDUCTION OF SHARE CAPITAL

Circulation Date: 10 December 2019

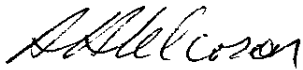
Proposed by the Board of Directors of the Company in accordance with section 291 of the Companies Act 2006:

SPECIAL RESOLUTION

The undersigned, being the sole member of the Company as at today's date, has received and noted the solvency statement made by the Company's directors on 10 December 2019 and hereby RESOLVES:

THAT the issued share capital of the Company be reduced by cancelling and extinguishing 17,691,016, being all but one, of the issued ordinary shares of GBP10.00 each in the Company each of which is fully paid up, and by cancelling the entire amount standing to the credit of the Company's share premium account, with the amount by which both the share capital and share premium is so reduced to be credited to a reserve.

By order of the Board:



Alex Alderson
Secretary

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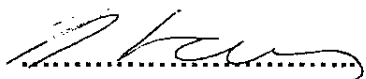
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COMPANIES HOUSE

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, the undersigned, being the sole eligible member of the Company:

1. Hereby confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. HEREBY RESOLVE THAT the above resolution is passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution.

Signed by:

A handwritten signature in black ink, appearing to read 'Kabe Lewis', written over a dotted line.

Name: Kabe Lewis

Date: 10 DECEMBER 2019

For and on behalf of: **HSBC UK Bank plc**

Information required to comply with section 291(4) of the Companies Act 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date.
2. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the Company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
3. The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 of the Companies Act 2006).