

HSBC FINANCE TRANSFORMATION (UK) LIMITED

The sole member of the Company entitled to attend and vote at a general meeting of the Company, passed the following resolution in writing on 11 November 2005 pursuant to section 381A, Companies Act 1985 (as amended):

As an ordinary resolution:

THAT the authorised share capital be increased by GBP99,999,900 to GBP100,000,000 by the creation of an additional 99,999,900 ordinary shares of GBP1.00 each, such shares to rank pari passu with the ordinary shares already in issue.

P. McQuillan.....

P L McQuillan
Secretary

