

COMPANY NUMBER 2155878

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT
2006 ("CA 2006") MADE ON 8 DECEMBER 2015**

OF

HSBC DEVELOPMENT PROPERTIES (UK) LIMITED

(the "Company")

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006

As set out in the written resolution circulated to members on 8 December 2015, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006

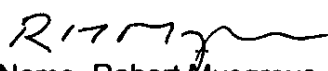
The directors signed the solvency statement under section 643 of the CA 2006 (the "Solvency Statement") on 8 December 2015 and the resolution approving the reduction of capital (the "Resolution") was passed as a written resolution on 8 December 2015

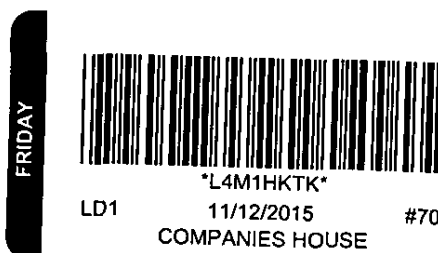
We confirm

- (i) THAT the Solvency Statement was made not more than 15 days before the date on which the Resolution was passed
- (ii) THAT a copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006

Signed by

Name Louisa Jenkinson
Date 8 December 2015


Name Robert Musgrove
Date 8 December 2015



This Statement of Compliance may be signed by the Directors of the Company in any number of counterparts, all of which when taken together will constitute one Statement of Compliance

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The directors signed the solvency statement under section 643 of the CA 2006 (the "Solvency Statement") on 8 December 2015 and the resolution approving the reduction of capital (the "Resolution") was passed as a written resolution on 8 December 2015

We confirm

- (i) THAT the Solvency Statement was made not more than 15 days before the date on which the Resolution was passed
- (ii) THAT a copy of the Solvency Statement was provided to members in accordance with section 642(2) of the CA 2006

Signed by



Name Louisa Jenkinson
Date 8 December 2015

Name Robert Musgrove
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