

SPECIAL RESOLUTION

of

CIBC WORLD MARKETS PLC (Number .02733036) (**Company**)

At a GENERAL MEETING of the Company held at 150 Cheapside, London, EC2V 6ET on 28 July 2020 the following resolutions were passed:

- Resolutions 1 and 2 below are passed as special resolutions (together **Special Resolutions**); and
- Resolution 3 below is passed as an ordinary resolution (**Ordinary Resolution**).

SPECIAL RESOLUTIONS

1. That the Company be re-registered as a private limited company, under section 97(1)(a) of the Companies Act 2006, and the name of the Company be changed to CIBC World Markets Limited.
2. Conditional upon the re-registration taking place in Resolution 1 and pursuant to section 97(3)(b) of the Companies Act 2006, the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTION

3. That, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.

Chairman

