

COMPANY NUMBER 3141245

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT  
2006 ("CA 2006") MADE ON 17<sup>th</sup> AUGUST 2015  
OF  
HSBC INVESTMENT BANK HOLDINGS 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 special resolution circulated to members on 14<sup>th</sup> August 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 10<sup>th</sup> August 2015 and the resolution approving the reduction of capital (the "Resolution") was passed as a written special resolution on 17<sup>th</sup> August 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



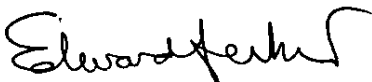
Peter Reid

Date 17 8 2015



David Burnett

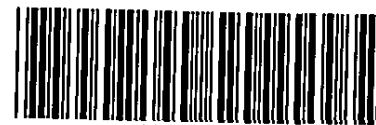
Date 17 8 2015



Edward Jenkins

Date 17 8 2015

WEDNESDAY



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\*A4E5GVIY\*

19/08/2015

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COMPANIES HOUSE

*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*