

COMPANY NUMBER 5639234

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

**HSBC GLOBAL RESOURCING (UK) LIMITED**


Circulation Date: 10 April 2013

Proposed as a special resolution by the Board of Directors of the Company in accordance with section 291 of the Companies Act 2006

Special Resolution

THAT in accordance with section 78 of the Companies Act 2006 the name of the Company be changed to HSBC Global Operations Company Limited

By order of the Board:

  
H E Shepherd  
Secretary

Date: 10 April 2013

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

- 1 An eligible member is a member 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) The 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)

Certified a true copy

RESTRICTED

MONDAY



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LD5

15/04/2013

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COMPANIES HOUSE

  
Secretary

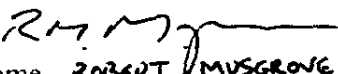
## **AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company for the time being

- 1 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 resolved and agree 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

For and on behalf of

**HSBC OVERSEAS HOLDINGS (UK) LIMITED**

  
Name **ROBERT MUSGROVE**  
Position **DIRECTOR**

Date **11 / 4 / 2013**

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**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5639234

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**HSBC GLOBAL RESOURCING (UK) LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**HSBC GLOBAL OPERATIONS COMPANY LIMITED**

Given at Companies House on **17th April 2013**

