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31/10/2014

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COMPANIES HOUSE

## CITIBANK INTERNATIONAL PLC

NOTICE IS HEREBY GIVEN that a GENERAL MEETING of the Company will be held at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB on 30 October at 4 30p m for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution of the Company

### SPECIAL RESOLUTIONS

THAT

- 1 pursuant to section 97(1)(a) of the Companies Act 2006 (the "Act") the Company be re-registered as a private company with effect from 31 October 2014,

Subject to the approval of resolution 1 and with effect from the Company's re-registration as a private limited company, **THAT**

- 2 the name of the Company be changed to Citibank International Limited,
- 3 in substitution for all the previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act, the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Act,
- 4 the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Act,
- 5 the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

Dated

BY ORDER OF THE BOARD

SECRETARY

Registered office  
Citigroup Centre  
Canada Square  
Canary Wharf  
London  
E14 5LB

- 1 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
- 2 To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB or at [simon.cumming@citi.com](mailto:simon.cumming@citi.com), in each case before the time for holding the meeting.
- 3 The return of a completed proxy form will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.