

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES  
ACT 2006 (the "ACT") MADE ON 24 JANUARY 2018**

**OF**

**HSBC ASSET FINANCE 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 Act.

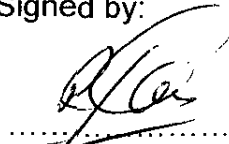
As set out in the written resolution circulated to eligible members on 24 January 2018, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the Act.

The directors signed the solvency statement under section 643 of the Act (the "Solvency Statement") on 24 January 2018 and the resolution approving the reduction of capital (the "Resolution") was passed as a written resolution on 24 January 2018.

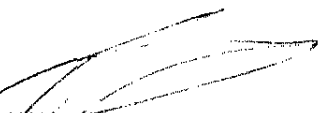
We confirm:

- (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 Act, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted to him.

Signed by:

  
.....  
Robert Francis Carver  
Date: 24 January 2018

.....  
Gayle Helen Lacey  
Date: 24 January 2018

  
.....  
Simon Einar Long  
Date: 24 January 2018

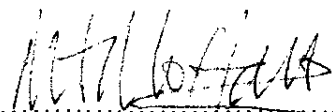
.....  
Robert Ian McElroy  
Date: 24 January 2018

RESTRICTED

WEDNESDAY



LD1 31/01/2018 #147  
COMPANIES HOUSE



Mary-Anne Jane Moffatt  
Date: 24 January 2018



Gareth Owen-Conway  
Date: 24 January 2018

.....  
Ian John Tandy  
Date: 24 January 2018

*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.*

RESTRICTED

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES  
ACT 2006 (the "ACT") MADE ON 24 JANUARY 2018**

**OF**

**HSBC ASSET FINANCE 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 Act.

As set out in the written resolution circulated to eligible members on 24 January 2018, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the Act.

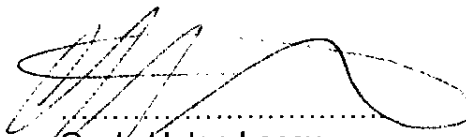
The directors signed the solvency statement under section 643 of the Act (the "Solvency Statement") on 24 January 2018 and the resolution approving the reduction of capital (the "Resolution") was passed as a written resolution on 24 January 2018.

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 Act, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted to him.

Signed by:

.....  
Robert Francis Carver  
Date: 24 January 2018

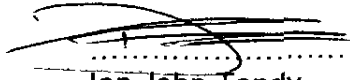
  
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