

Company number: 01143819

PRIVATE COMPANY LIMITED BY SHARES

**RECORD OF WRITTEN SPECIAL RESOLUTION OF THE ELIGIBLE MEMBER OF
HSBC ASSET FINANCE HOLDINGS LIMITED**

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By written resolution dated 24 January 2018, HSBC Bank plc, the sole eligible member of HSBC Asset Finance Holdings Limited (the "**Company**"), agreed to the following resolution being passed as a special resolution.

SPECIAL RESOLUTION

The undersigned, being the sole eligible member of the Company for the time being, has noted the Solvency Statement made by the Company's directors on 24 January 2018 and hereby RESOLVES:

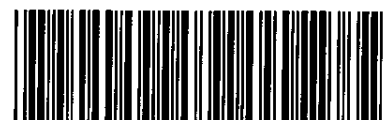
THAT the issued share capital of the Company be reduced by cancelling and extinguishing 264,999,999 of the ordinary shares of £1.00 each held in the Company by HSBC Bank plc, and the amount by which the share capital is so reduced be credited to a reserve.

Signed by for and on behalf of HSBC Asset Finance Holdings Limited.


.....
MARY ANNE MOFFATT
Director

Date: 24/01/18

WEDNESDAY



L6YRXDVC
LD1 31/01/2018 #160
COMPANIES HOUSE

Company number: 01143819

HSBC ASSET FINANCE HOLDINGS LIMITED

WRITTEN SPECIAL RESOLUTION


In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of HSBC Asset Finance Holdings Limited (the "**Company**") have proposed that the resolution set out below be passed as a special resolution.

SPECIAL RESOLUTION

The undersigned, being the sole eligible member of the Company for the time being, has noted the Solvency Statement made by the Company's directors on 24 January 2018 and hereby RESOLVES:

THAT the issued share capital of the Company be reduced by cancelling and extinguishing 264,999,999 of the ordinary shares of £1.00 each held in the Company by HSBC Bank plc, and the amount by which the share capital is so reduced be credited to a reserve.

By order of the Board:


MARY-ANNE MOFFATT
Director

Circulation date: 24 January 2018

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

I, the undersigned, being the sole eligible member of the Company for the time being:

1. HEREBY 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 RESOLVE 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.
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For and on behalf of

HSBC Bank plc



.....
ANTONIO SIMÕES

Director

Date: 31/01/18

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

1. Eligible members are the members 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) A 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).