

Company number: 09928412

TUESDAY



**PRIVATE COMPANY LIMITED BY SHARES**

**RECORD OF WRITTEN SPECIAL RESOLUTIONS OF THE SOLE MEMBER OF  
HSBC UK RFB LIMITED**

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By written resolutions dated 7 August 2017, HSBC UK Holdings Limited, the sole member of HSBC UK RFB Limited (the "Company"), agreed to the following resolutions being passed as special resolutions.

A copy of the articles of association is attached to this Record (Appendix A).

**SPECIAL RESOLUTIONS**

1. THAT the Company be re-registered as a public limited company in accordance with the provisions of section 90 of the Companies Act 2006 and accordingly the name of the Company be changed to HSBC UK RFB plc.
2. THAT the articles of association set out in the document sent or submitted to the sole eligible member with this resolution be and hereby are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with effect from the re-registration of the Company as a public limited company.

A handwritten signature in black ink, consisting of a stylized 'S' followed by a long horizontal stroke.

Director

Signed by for and on behalf of HSBC UK RFB Limited

DATE 7 AUGUST 2017.