

COMPANY NUMBER: SC019600

Written resolution of
CHARTERHOUSE FINANCE CORPORATION LIMITED
(the "Company")

REDUCTION OF SHARE CAPITAL

Circulation Date: 5 April 2016


Proposed by the Board of Directors of the Company in accordance with section 291 of the Companies Act 2006:

SPECIAL RESOLUTION:

The undersigned, being the sole member of the Company for the time being, has noted the Solvency Statement made by the Company's directors on 4 April 2016 and hereby RESOLVES:

THAT the issued share capital of the Company be reduced by cancelling and extinguishing 7,499,998 of the Ordinary shares of £1.00 each in the Company and the amount by which the share capital is so reduced be credited to a reserve.

By order of the Board:

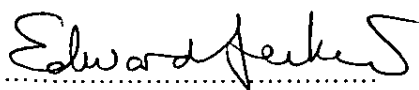

Larissa Wilson
Secretary

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

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

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. 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.

For and on behalf of
HSBC Investment Bank Holdings Limited


Name: EDWARD JENKINS
Date: 5 April 2016 .



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).