

THE COMPANIES ACT 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

HSBC BANK PLC

("the Company")



At an Extraordinary General Meeting (the "Meeting") of the Company held at 8 Canada Square, London, E14 5HQ on 31 October 2003 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT Article 3A(5)(b)(i) (Share Capital - Sterling Preference Shares - Redemption) of the Company's Articles of Association be amended by:

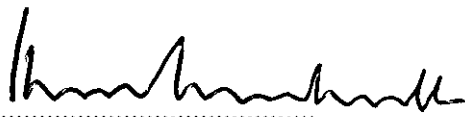
- (1) the addition of the words "(or, if the Directors so determine in respect of a Sterling Preference Share of a particular series prior to the Relevant Date, not less than 30 Business Days' nor more than 60 Business Days)" immediately before the words "prior notice" in the first paragraph; and
- (2) deleting the second paragraph (being the definition of "Redemption Date") and replacing it with:

"Redemption Date" means, in relation to a sterling preference share of a particular series, any date which falls no earlier than such one of the following dates as shall be determined by the Directors prior to the Relevant Date (as hereinafter defined):

- (A) 5 November 2031;
- (B) the date which is 5 years and one day after the Relevant Date;
- (C) the date which is 10 years and one day after the Relevant Date;
- (D) the date which is 15 years and one day after the Relevant Date;
- (E) the date which is 20 years and one day after the Relevant Date;

Provided that, in relation to any series of sterling preference shares allotted after the coming into force of Section 133 of the Companies Act 1989, the Directors may, prior to the allotment of such series, fix the date on or by which, or dates between which, the shares of such series are to be or may be redeemed and such date or dates fixed by the Directors may be different from or in addition to any date derived from or set out in the foregoing provisions of sub-paragraph (b) (i);

"Relevant Date" means, in relation to a sterling preference share of a particular series, the first date of allotment of sterling preference shares of that series.

A handwritten signature in black ink, appearing to read 'I B Marshall', written over a dotted line.

I B Marshall

Secretary

31 October 2003