

Company No. 14259

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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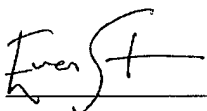
**WRITTEN CLASS CONSENT  
OF THE THIRD DOLLAR PREFERENCE SHARES AND THE SERIES 2 THIRD  
DOLLAR PREFERENCE SHARES OF HSBC BANK PLC (THE "COMPANY")**

HSBC Holdings plc, being the holder of:

- (a) all of the third dollar preference shares; and
- (b) all of the series 2 third dollar preference shares,

in each case in the capital of the Company, hereby **CONSENTS**, in accordance with the rights attaching to such shares and for the purpose of section 630 of the Companies Act 2006, to any variation or abrogation of the rights of, and/or any consequent re-designation of, the third dollar preference shares and the series 2 third dollar preference shares (as the case may be) arising from the approval of the special resolution set out in the annexed notice of a general meeting of the Company.

Signed for and on behalf of **HSBC HOLDINGS PLC**

By:  \_\_\_\_\_

Name: Ewen Stevenson

Date: 28 October 2021



**Company No. 00014259**

**PRIVATE COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
HSBC BANK PLC**

At a general meeting of HSBC Bank plc (the "**Company**") held at 8 Canada Square, London, E14 5HQ on 28 October 2021 at 17:25, the following resolution was passed as a special resolution:

**SPECIAL RESOLUTION**

THAT:

- (a) the new articles of association of the Company in the form annexed hereto be adopted in substitution for the Company's existing articles of association; and
- (b) the terms and conditions of the Third Dollar Preference Shares and the Series 2 Third Dollar Preference Shares of the Company be amended as annexed hereto.



Signed by: \_\_\_\_\_

Secretary