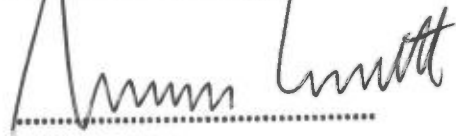


Company No. 14259

Certified a true copy


.....
DIRECTOR

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HSBC BANK PLC

(As adopted by Special Resolution passed on 23 November 2018)

INTRODUCTION

History

The Birmingham and Midland Bank was formed by Deed of Settlement dated 15th August 1836. In 1873 it was registered as "The Birmingham and Midland Bank" under the Companies Act 1862 but without limited liability, and in 1880 re-registered under the Companies Acts 1862 to 1879 as a Company limited by shares with the name of "The Birmingham and Midland Bank Limited". In 1891, pursuant to the provisions of the Companies (Memorandum of Association) Act 1890, it adopted a Memorandum and Articles of Association in substitution for the Deed of Settlement.

The name of the Company has since been altered as follows:-

Date	Name
28th September 1891	The London and Midland Bank Limited
3rd November 1898	The London City and Midland Bank Limited
1st October 1918	London Joint City and Midland Bank Limited
27th November 1923	Midland Bank Limited
1st February 1982	Midland Bank Public Limited Company
27th September 1999	HSBC Bank plc

On 1 October 2009, the Company amended its Articles of Association for the final implementation of the Companies Act 2006 by special resolutions passed in general meeting to delete the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, were from 1 October 2009 treated as provisions of the Company's Articles of Association. The Articles of Association were further substituted on 20 October 2010. The current set of Articles of Association were adopted on 23 November 2018 for, and to the exclusion of, the Articles of Association adopted on 20 October 2010.

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PRELIMINARY

1. INTERPRETATION

(A) In these Articles, unless the context otherwise requires:

"Act" means, subject to Article 1(H), the Companies Act 2006;

"Articles" means these Articles of Association as altered or varied from time to time (and "Article" means one of these Articles);

"Auditors" means the auditors for the time being of the Company or, in the case of joint auditors, any one of them;

"Board" means the board of Directors for the time being of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present;

"Business Day" means a day (not being a Saturday or Sunday) on which clearing banks are open for business in London;

"Chairman" means the chairman (if any) of the Board or where the context requires, the chairman of a general meeting of the Company;

"clear days" means, in relation to a period of notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the Company" means HSBC Bank plc;

"company" includes any body corporate (not being a corporation sole) or association of persons, whether or not a company within the meaning of the Act;

"Director" means a director for the time being of the Company; "dividend" means a distribution or a bonus;

"electronic form" has the meaning given in section 1168 of the Act, and shall include provision of any information or document on a website, and references to "electronic copy", "electronic communication" and "electronic means" shall be construed accordingly;

"entitled by transmission" means, in relation to a share, entitled as a consequence of the death or bankruptcy of a member, or as a result of another event giving rise to a transmission of entitlement by operation of law;

"executed" includes, in relation to a document, execution under hand or under seal or by any other method permitted by law;

"hard copy" means any document sent or supplied in a paper copy or similar form capable of being read by the recipient;

"holder" means, in relation to a share, the member whose name is entered in the Register as the holder or, where the context permits, the members whose names are entered in the Register as joint holders, of that share;

"in writing" includes printing, typewriting, lithography, photography and any other mode or modes of representing or reproducing words in a legible and non transitory form and, if the Board shall in its absolute discretion determine for any purpose or purposes under these Articles, subject to such terms and conditions as the Board may determine, electronic communications;

"member" means a member of the Company;

"Office" means the registered office for the time being of the Company; "paid", "paid up" and "paid-up" mean paid or credited as paid;

"qualifying person" means an individual who is a member of the Company, a person authorised under section 323 of the Act to act as the representative of a corporation in relation to a meeting or a person appointed as proxy of a member in relation to the meeting;

"Register" means the register of members of the Company kept pursuant to section 113 of the Act and, where the context requires, any register maintained by the Company of persons holding any renounceable right of allotment of a share;

"seal" means any common seal of the Company or any official seal kept by the Company by virtue of the Act;

"Secretary" means the secretary for the time being of the Company or any other person appointed to perform any of the duties of the secretary of the Company including (subject to the provisions of the Act) a joint, temporary, assistant or deputy secretary; and

"Transfer Office" means the place where the Register is kept.

- (B) Unless the context otherwise requires words and expressions to which a particular meaning is given by the Act as in force when these Articles are adopted shall have the same meaning in these Articles, except where the word or expression is otherwise defined in these Articles.
- (C) Where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective.
- (D) References to a "meeting" shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.
- (E) A member is "present" at a meeting if the member (being an individual) attends in person or if the member (being a corporation) attends by its duly authorised representative, who attends in person, or if the member attends by his or its duly appointed proxy, who attends in person.
- (F) References to a "debenture" include debenture stock.

- (G) References to a "spouse" include, without limitation, a reference to a civil partner.
- (H) A reference to any statute or provision of a statute shall include any orders, regulations or other subordinate legislation made under it and shall, unless the context otherwise requires, include any statutory modification or re-enactment of any statute or provision of a statute for the time being in force. This Article does not affect the interpretation of Article 1(B).
- (I) The headings and footnotes are inserted for convenience only and shall not affect the construction of these Articles.
- (J) The *ejusdem generis* principle of construction shall not apply. Accordingly, general words shall not be given a restrictive meaning by reason of their being preceded or followed by words indicating a particular class of acts, matters or things or by examples falling within the general words.

2. **OTHER REGULATIONS NOT TO APPLY**

No regulations for management of a company set out in any schedule to any statute concerning companies or contained in any regulations or instrument made pursuant to a statute shall apply to the Company, but the following shall be the Articles of Association of the Company.

3. **LIMITED LIABILITY**

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

4. **REGISTERED OFFICE**

The Office shall be at such place in England and Wales as the Board from time to time appoints.

SHARE CAPITAL

5. **STERLING PREFERENCE SHARES**

- (A) The sterling preference shares shall rank *pari passu* inter se and with the dollar preference shares and with all other shares expressed to rank *pari passu* therewith. They shall confer the rights and be subject to the limitations set out in this Article 5. They shall also confer such further rights (not being inconsistent with the rights set out in this Article 5) as may be attached by the Directors to such shares prior to allotment. Whenever the Directors have power under this Article 5 to determine any of the rights attached to any of the sterling preference shares, the rights so determined need not be the same as those attached to the sterling preference shares which have then been allotted or issued. The sterling preference shares may be issued in one or more separate series and each series shall be identified in such manner as the Directors may determine without any such determination or identification requiring any alteration to these Articles.

(B) Income and Capital - Sterling Preference Shares

Each sterling preference share shall confer the following rights as to dividend and capital:

Income

- (i) the right (subject to the provisions of paragraph (D) of this Article 5, to the extent applicable) to a non cumulative preferential dividend payable at such rate (whether fixed or variable) on such dates and on such other terms and conditions as may be determined by the Directors prior to allotment thereof;

Capital

- (ii) the right upon return of capital on a winding up or otherwise (but not, unless otherwise provided by the terms of issue of such share, upon a redemption or purchase by the Company of any of its share capital) to receive out of the assets of the Company available for distribution to its members *pari passu* with the holders of any other shares of the Company ranking *pari passu* with such share as regards repayment of capital and in priority to the holders of the ordinary shares of the Company:

- (a) a sum equal to:

- (A) the amount of any dividend which is due for payment after the date of commencement of the winding up but which is payable in respect of a period ending on or before such date; and

- (B) if the date of commencement of the winding up falls before the last day of a period in respect of which a dividend would have been payable and which began before such date, any further amount of dividend which would have been payable had such date been the last day of that period but only to the extent that any such amount or further amount was, or would have been, payable as a cash dividend in accordance with or pursuant to this Article 5; and

- (b) subject thereto, a sum equal to the amount paid up or credited as paid up on such share together with such premium (if any) as may be determined by the Directors prior to allotment thereof (and so that the Directors may determine that such premium is payable only in specified circumstances).

(C) Limitations - Sterling Preference Shares

No sterling preference share shall:

- (i) confer any right to participate in the profits or assets of the Company other than that set out in sub-paragraphs (B) (i) and (ii) of this Article 5;
- (ii) subject to the Act, confer any right to participate in any offer or invitation by way of rights or otherwise to subscribe for additional shares in the Company;