

Elizabeth



ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen Head of the Commonwealth Defender of the Faith To Our right trusty and well beloved Counsellor Alexander Andrew Mackay Baron Irvine of Lairg Our Chancellor of Great Britain Greeting: Whereas by an Order in Council dated the eighth day of May Two thousand and three We were pleased by and with the advice of Our Privy Council to order that you Our right trusty and well beloved Counsellor Alexander Andrew Mackay Baron Irvine of Lairg should cause a Warrant to be prepared for Our Royal Signature for passing under the Great Seal of Our Realm Our Letters Patent granting a Supplemental Charter to **HSBC Bank Middle East** in conformity with a draft annexed to the said Order in Council as from the said Order in Council hereto attached more fully appears We Will and Command that under the Great Seal of Our Realm remaining in your custody you cause Our Letters to be made forth Patent in the form of the said draft annexed to the said Order in Council of the eighth day of May Two thousand and three

Given at Our Court at *Saint James's* the *seventeenth* day of *June*
Two thousand and *three* in the *fifty-second* year of Our Reign

BY HER MAJESTY'S COMMAND

Falkenberg Thornton C

MAY IT PLEASE YOUR MOST EXCELLENT MAJESTY

This contains a Warrant to the Lord High Chancellor to pass Letters Patent under the Great Seal whereby Your Majesty is pleased to grant a Supplemental Charter to HSBC Bank Middle East And this Warrant is prepared according to Your Majesty's Royal Command

Received the *17th*
day of *June* *2003*

PHILLIPS
Clerk of the Crown in Chancery

Falkenberg Thornton C



At the Court at Buckingham Palace

THE 8th DAY OF MAY 2003

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council dated the 1st day of May 2003 in the words following, viz: -

"YOUR MAJESTY having been pleased, by Your Order of the 17th day of December 2002, to refer to this Committee the humble Petition of HSBC Bank Middle East, praying for the grant of a Supplemental Charter":

"THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's Order of Reference, have taken the Petition into consideration and do this day agree humbly to report, as their opinion to Your Majesty, that a Supplemental Charter may be granted by Your Majesty in terms of the annexed Draft."

HER MAJESTY, having taken into consideration the Report and the Draft Supplemental Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Lord High Chancellor of Great Britain do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the annexed Draft.

ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen,
Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS by a Royal Charter (hereinafter called "the Original Charter") dated the second day of September in the fifty-third year of the Reign of Her Majesty Queen Victoria, a corporation (hereinafter called "the Bank") was incorporated under the name of "The Imperial Bank of Persia" with a Common Seal, for the term of years therein appearing, for the purpose of carrying on the business of a banker in Persia (now Iran) subject to such conditions, restrictions and provisions as were in the Original Charter contained:

AND WHEREAS by a Royal Charter (hereinafter called "the 1952 Charter"), dated the thirtieth day of June in the first year of Our Reign, all the provisions of the Original Charter (other than those incorporating the Bank with perpetual succession and a Common Seal) and of certain Supplemental Charters were revoked and determined and the provisions of the 1952 Charter were substituted therefor and the name of the Bank was altered to "The British Bank of the Middle East":

AND WHEREAS by Supplemental Charters dated the fourth day of May in the twenty-fifth year of Our Reign, the twelfth day of March in the twenty-ninth year of Our Reign and the tenth day of August in the forty-fourth year of Our Reign certain amendments were made to the provisions of the 1952 Charter:

AND WHEREAS the head office of the Bank has not been situate in Our United Kingdom since 1980 and since 1994 has been situate in Our Island of Jersey:

AND WHEREAS since 1994 the primary regulator of the Bank has been the Jersey Financial Services Commission and its predecessor the Financial Services Department of the States of Jersey:

AND WHEREAS the shareholders of the Bank resolved by special resolution on 1st June 1999 to alter the name of the Bank to "HSBC Bank Middle East":

AND WHEREAS in recent years it has become international banking industry practice for the place of incorporation of a credit institution, its head office and the location of its primary regulator to be in the same jurisdiction:

AND WHEREAS under the Companies (Jersey) Law 1991 (as amended by the Companies (Amendment No. 6) (Jersey) Law 2002) a body corporate incorporated outside Our Island of Jersey may, if so authorised by the laws under which it is incorporated, apply to the Registrar of Companies in Jersey for the issue to it of a certificate that it continues in being as a company incorporated under the Companies (Jersey) Law 1991 (as amended):

AND WHEREAS for the aforesaid reasons it is considered desirable that the Bank should be continued as a body corporate incorporated under and subject to the laws of Our Island of Jersey and that subsequently the provisions of the 1952 Charter, as amended as aforesaid, and the residual provisions of the Original Charter, should cease to apply to the Bank:

AND WHEREAS the Bank has presented unto Us an humble Petition praying that We would be graciously pleased to grant to it a Supplemental Charter providing for the matters aforesaid:

AND WHEREAS We are minded to accede to the prayer of the said Petition:

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration have of Our especial grace, certain knowledge and mere motion granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:-

1. The name of the Bank is "HSBC Bank Middle East".
2. Subject to the laws in force in Our Island of Jersey and with such governmental or regulatory authority licence or consent as is necessary, the Bank may become incorporated under the laws of Our Island of Jersey.
3. As soon as reasonably practicable after the date on which the Bank becomes a company incorporated under the laws of Our Island of Jersey the Bank shall notify the Clerk of Our Privy Council in writing and shall also transmit to him a copy of the certificate of continuance issued by the Registrar of Companies in Jersey certified by an officer of the Royal Court of Jersey, and upon receipt thereof by the Clerk of Our Privy Council the 1952 Charter, as amended as aforesaid, and the residual provisions of the Original Charter, shall cease to apply to the Bank, with effect as from the date of issue of the certificate of continuance, but the Bank shall (save for its incorporation in Jersey) be the same

company for all purposes as it was before the date of becoming a company incorporated under the laws of Our Island of Jersey.

4. Nothing herein shall operate:

- (a) to prejudice or affect the validity or legality of the original incorporation of the Bank with perpetual succession and a Common Seal as aforesaid or otherwise prejudice or affect the continuity of the Bank; or
- (b) to affect any act, deed or thing done or executed by or on behalf of the Bank in accordance with or pursuant to the provisions of the Original Charter, as amended as aforesaid, or (as the case may be) the 1952 Charter, as amended as aforesaid, on or before the said date of issue of the certificate of continuance; or
- (c) to affect the property of the Bank; or
- (d) to render defective any legal or other proceedings instituted or to be instituted by or against the Bank or any other person; or
- (e) to affect any rights, powers, authorities, duties, functions, liabilities or obligations of the Bank or any other person.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the

14th day of
in the *14th* year of Our Reign
LARK

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL