

N. M. ROTHSCHILD & SONS LIMITED

(the *Company*)

SOLE MEMBER'S WRITTEN RESOLUTIONS

Date 31.3.08

The directors of the Company propose that the following resolutions are passed as ordinary and special resolutions (the *Resolutions*)

ORDINARY RESOLUTIONS

1. **That** the authorised share capital of the Company be increased to £200,000,000 by the creation of 149,900,000 ordinary shares of £1 each having the rights set out in the articles of association of the Company as amended
2. **That** subject to the passing of resolution numbered 3 below, the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the *Act*) to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £149,900,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired

SPECIAL RESOLUTIONS

3. **That** the Company's articles of association be altered by deleting the existing article 3 and replacing it with the following new article 3

"The share capital of the Company is £200,000,000 divided into 199,900,000 Ordinary Shares of £1 each and 100,000 Cumulative Redeemable Preference Shares of £1 each (*Preference Shares*) "

4. **That** subject to the passing of resolution numbered 3 above, the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of s94(2) of the Act) for cash, pursuant to the authority conferred by the resolution numbered 2 above (the *section 80 authority*) as if section 89(1) of the Act did not apply to the allotment. This power shall cease to have effect when the section 80 authority is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired

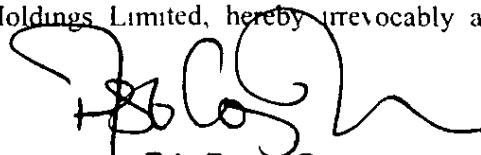


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned persons entitled to vote on the Resolutions on 31.3.08 for and on behalf of N M Rothschild Holdings Limited, hereby irrevocably agree to the Resolutions

Signed by Anthony Coghlan
Date



31.3.08

Signed by Andrew Didham
Date

31.3.08

Signed by Anne-Marie Sizer
Date



31.3.08

Signed by Jonathan Westcott
Date



31.3.08