

Company No. 872309

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES


DRESDNER KLEINWORT WASSERSTEIN METALS LIMITED
(the "Company")


WRITTEN RESOLUTIONS OF MEMBERS

We the undersigned being the sole member of the Company at the date of these resolutions entitled to attend and vote at a general meeting of the Company in relation to such resolutions having received a copy of (i) a proposed contract setting out the terms of a proposed purchase by the Company of its shares from Dresdner Kleinwort Wasserstein Limited; and (ii) the directors' statutory declaration in the prescribed form (having annexed to it a report by the Company's auditors) as required by Section 173 of the Companies Act 1985 RESOLVE in accordance with Section 382B of the Companies Act 1985 to pass the following resolutions in writing (such resolutions to have effect as Special Resolutions):-

1. THAT the terms of the proposed contract, whereby the Company purchases from Dresdner Kleinwort Wasserstein Limited 9,999,999 of its own ordinary shares of nominal value £1.00 each and 95,489,355 redeemable ordinary shares of £1 each, be approved, and any two directors or any one director and the company secretary be authorised to execute on behalf of the Company the aforementioned contract in the form of the copy attached, with any amendments they may approve; and
2. THAT the payment of £119,999,999 out of capital of the Company as defined in Sections 171 and 172 of the Companies Act 1985 in respect of the repurchase of 9,999,999 ordinary shares of nominal value £1.00 each and 95,489,355 redeemable ordinary shares of £1 each from Dresdner Kleinwort Wasserstein Limited be authorised and approved.

For and on behalf of Dresdner Kleinwort Wasserstein Group Limited


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Director


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Director/Secretary

Dated: 8 December 2003

Date sent to auditors: 8 December 2003

