

**N. M. ROTHSCHILD & SONS LIMITED (the *Company*)**

**WRITTEN RESOLUTION**

29 May 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (*Resolution*).

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be amended as follows:

(a) by the addition of a new Article 2A, namely:

"If at any time and for so long as the Company has a single member, all the provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member."

(b) by the deleting the present Article 50 and by adopting new Article 50, namely:

"No business shall be transacted at any meeting unless a quorum is present. Save in the case of a single member company, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum."; and

(c) by deleting the present Article 10.1 and by adopting new Article 10.1 namely:

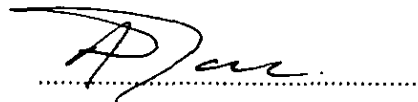
"Subject to the Act, the Company shall have the right at any time to redeem any Preference Share (provided that it is credited as fully paid) immediately by giving to the registered holder written notice of its intention to do so (the *Redemption Notice*) which notice shall be deemed to be received by the registered holder on the date of the Redemption Notice."

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on 29 May 2009, hereby irrevocably agrees to the Resolution:

Signed by



Director  
N M Rothschild Holdings Limited

29.5.09



\*ACCJAAGH\*

A55

05/06/2009

272

COMPANIES HOUSE

**N. M. ROTHSCHILD & SONS LIMITED (the *Company*)**

**WRITTEN RESOLUTION**

29 May 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (*Resolution*).

**SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be amended as follows:

(a) by the addition of a new Article 2A, namely:

"If at any time and for so long as the Company has a single member, all the provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member."

(b) by the deleting the present Article 50 and by adopting new Article 50, namely:

"No business shall be transacted at any meeting unless a quorum is present. Save in the case of a single member company, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum."; and

(c) by deleting the present Article 10.1 and by adopting new Article 10.1 namely:

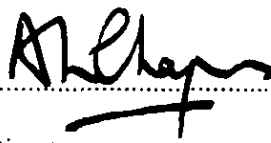
"Subject to the Act, the Company shall have the right at any time to redeem any Preference Share (provided that it is credited as fully paid) immediately by giving to the registered holder written notice of its intention to do so (the *Redemption Notice*) which notice shall be deemed to be received by the registered holder on the date of the Redemption Notice."

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on 29 May 2009, hereby irrevocably agrees to the Resolution:

Signed by

  
.....

Director  
The Rothschild Archive Limited

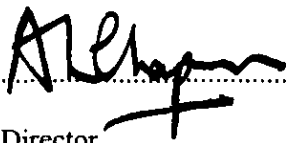
Date

29.5.09  
.....

**N. M. ROTHSCHILD & SONS LIMITED (the *Company*)**

**WRITTEN CLASS CONSENT RELATING TO THE VARIATION OF CLASS RIGHTS**

In accordance with section 125 of the Companies Act 1985, **WE**, being the holders of not less than three quarters in nominal value of the issued cumulative redeemable preference shares the *Preference Shares*) of £1 each in the capital of the Company **CONSENT** to and sanction every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Preference Shares as a class of shares which will be effected by the written resolution of the members of the Company in the form annexed to this consent.

A handwritten signature in black ink, appearing to be 'A. Chapman', is written over a horizontal dotted line.

Director  
The Rothschild Archive Limited

Date: 29 May 2009