

LAZARD & CO., EUROPE LIMITED (the "Company")
Company number: 3620647


DIRECTORS' CONFIRMATION OF COMPLIANCE PURSUANT TO
SECTION 644 OF THE COMPANIES ACT 2006

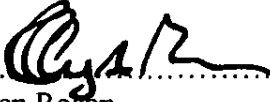
DATED: 28 November 2008

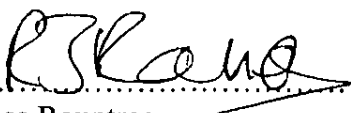
The Company, by written resolution dated 28 November 2008, resolved to reduce the share capital of the Company in accordance with section 642 of the Companies Act 2006 (the "Act").

The directors of the Company hereby confirm that a statutory declaration of solvency in accordance with section 643 of the Act was:

- (a) made by the directors not more than 15 days before the date on which the resolution was passed; and
- (b) provided to the sole member of the Company at the same time as the proposed written resolution was provided, in accordance with section 642(2) of the Act.

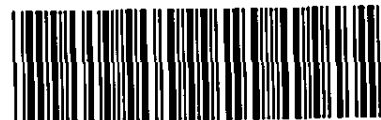
Signed: 
Marina Gonatas
Date: 28/11/08

Signed: 
Jeffrey Allen Rosen
Date: 28/11/08

Signed: 
Robert James Rountree
Date: 28/11/08

being all the directors of the Company.

WEDNESDAY



RYSVL5JL

RM

10/12/2008

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COMPANIES HOUSE