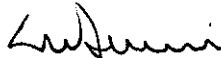


**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF LAZARD BANK LIMITED**  
**(the "Company")**  
**(Company Number 162175)**

The undersigned, being the only member of the Company entitled to attend and vote at a general meeting of the Company in respect of the resolution set out below, hereby signifies its assent to the passing of such resolution pursuant to Section 381A of the Companies Act 1985 to the effect that such resolution shall be valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held.

**IT WAS RESOLVED THAT:**

The terms of an agreement between the Company and Lazard & Co., Holdings Limited for the purchase by the Company of one million shares of one Swiss Franc each in the capital of the Company, as set out in the draft agreement attached hereto and signed by the undersigned for the purposes of identification, be and are hereby approved and the Company be and is hereby authorised to enter into such agreement.



.....  
Signed for and on behalf of Marehome

Date 27-10-2000

