

Company Number: 4799195

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THE COMPANIES ACT 1985

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WRITTEN RESOLUTIONS  
OF  
READYMARKET LIMITED



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Pursuant to Section 381A  
of the Companies Act 1985

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Made on 23 July..... 2003

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We, the undersigned members of the above-named Company being the members who at the time and date of signature hereof would be entitled to attend and vote at a general meeting of the Company, hereby agree and resolve as follows:-

RESOLUTIONS

1. THAT:

- (a) the Company be re-registered as a public company under the Companies Act 1985;
- (b) effective from the date of re-registration of the Company as a public company, the name of the Company should be changed to "Readymarket PLC";
- (c) effective from the date of re-registration of the Company as a public company the memorandum of association of the Company be altered as follows:-
  - (i) by deleting the existing clause 1 and substituting therefor a new clause 1 as follows:

"1. The name of the Company is "Readymarket PLC";
  - (ii) by adding, as a new clause numbered 3, the following:

"3. The Company is to be a public company"; and
  - (iii) by renumbering the existing clauses numbered 3, 4 and 5 as 4, 5 and 6 respectively;

2. THAT the Articles of Association of the Company be altered by:-

- (a) deleting the word "Limited" from the definition of the "Company" in Article 1.2 and substituting therefor the word "PLC";
- (b) deleting the heading "No restrictions on voting" immediately below Article 19.5;
- (c) deleting the existing Article 19.6 and substituting therefor a new heading and clause 19.6 as follows:

*"Restrictions on voting*

19.6 A director shall not vote (save as provided in the following two articles) in respect of any contract or arrangement or any other proposal whatsoever in which he has an interest which (together with any interest of any person connected with him within the meaning given by section 346 of the Act) is a material interest otherwise than by virtue of his interests in shares or debentures or other securities of, or otherwise in or through, the Company. A director shall not be counted in the quorum at a meeting in relation to any resolution on which he is not entitled to vote."

- (d) By adding as new clauses numbered 19.7, 19.8, 19.9, 19.10 and 19.11 the following:

"19.7 Subject to the provisions of the Statutes, a director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution:

- (a) relating to the giving of any security, guarantee or indemnity in respect of:
  - (i) money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings; or
  - (ii) a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or part under a guarantee or indemnity or by the giving of security;
- (b) where the Company or any of its subsidiary undertakings is offering securities in which offer the director is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which the director is to participate;
- (c) relating to another company in which he does not hold an interest in shares (as that term is used in part VI of the Act) representing one per

cent. or more of either any class of the equity share capital, or the voting rights in such company;

- (d) relating to a pension, superannuation or similar scheme or retirement, death or disability benefits scheme or employees' share scheme which has been approved by the Inland Revenue or is conditional upon such approval or does not award him any privilege or benefit not awarded to the employees to whom such scheme relates; or
- (e) concerning insurance which the Company proposes to maintain or purchase for the benefit of directors or for the benefit of persons including directors.

19.8 Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each director separately and in such case each of the directors concerned (if not debarred from voting under the preceding article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

19.9 If a question arises at any time as to the materiality of a director's interest or as to his entitlement to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive except in a case where the nature or extent of the interest of such director has not been fairly disclosed. If any question arises at any meeting as to the materiality of the chairman's interest or as to the entitlement of the chairman to vote or be counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be decided by resolution of the directors or committee members present at the meeting (excluding the chairman) whose majority vote shall be final and conclusive.

19.10 The Company may by ordinary resolution ratify any transaction not duly authorised by reason of a contravention of any restrictions in these articles of a director's entitlement to vote.

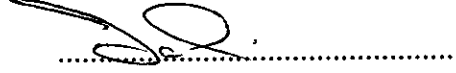
19.11 For the purposes of articles 19.6 to 19.9 (which shall apply equally to alternate directors) an interest of a person who is for the purposes of the Act connected (which word shall have the meaning given to it by section 346 of the Act) with a director shall be treated as an interest of the director."; and

- (c) by renumbering the existing clauses numbered 19.7, 19.8, 19.9 and 19.10 as 19.12, 19.13, 19.14 and 19.15 respectively.

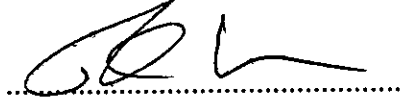
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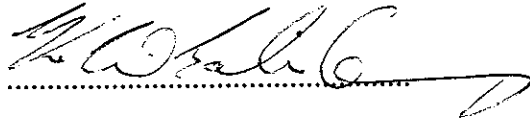
Ian William Currie



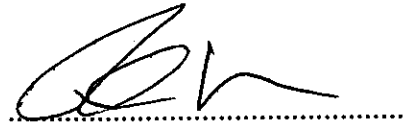
Richard Ian Hughes



Keith William Salisbury



Ian William Currie, Richard Ian  
Hughes and Keith William Salisbury  
trading as Zeus Partners



Authorised Signatory