

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

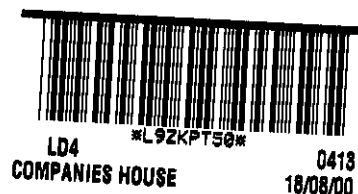
by

BRIDGEND GROUP PLC

At an extraordinary general meeting of the Company duly convened and held on 10 August 2000 at Lacon House, 84 Theobald's Road, London WC1X 8RW the following resolutions were duly passed:

ORDINARY RESOLUTIONS

1. THAT the acquisition agreement dated 12 July 2000 made between Co-operation Retirement Benefit Fund (L) Limited and others (the "hemscott.NET Shareholders") (1) and the Company (2) (the "Acquisition Agreement") pursuant to which the Company has conditionally agreed to acquire the entire issued share capital of hemscott.NET Group plc to be satisfied as to the consideration of £15,000,000.01 by the issue by the Company of 666,666,667 ordinary shares of 1p each in the capital of the Company (to be created pursuant to resolution 3 below ("Ordinary Shares")) representing 41.5 per cent. of the enlarged issued share capital of the Company immediately following Admission (as defined in the circular to shareholders of the Company dated 12 July 2000) and the waiver by the Panel on Takeovers and Mergers of any obligation under Rule 9 of the City Code on Takeovers and Mergers which might otherwise arise on the hemscott.NET Shareholders and/or the CRBF Concert Party (as defined in the circular to the shareholders of the Company dated 12 July 2000), either collectively or individually, be and are hereby approved and the Directors be and they are hereby authorised to do all acts and things which they may consider necessary or desirable to carry the same into effect save that the Directors shall only be empowered to make minor amendments to the agreement without the prior approval of the shareholders of the Company.
2. THAT the amendments proposed to The Bridgend Group PLC 1999 Executive Share Option Scheme (the "Scheme") (which was adopted by the Company on 28 July 1999), which are shown on the copy of the Scheme submitted to the Meeting and signed by the Chairman for the purpose of identification, be and they are hereby approved, and the Directors be and they are hereby authorised:
 - (i) to amend the Scheme accordingly;



- (ii) in their absolute discretion, to waive, modify or replace such of the amendments to the Scheme or introduce such new amendments as may be necessary for the approved part of the Scheme to obtain or maintain the approval of the Board of Inland Revenue under Schedule 9, Income and Corporation Taxes Act 1988;
- (iii) to do all acts and things necessary to carry the amendments to the Scheme into effect; and
- (iv) to vote as directors on any matter connected with the Scheme notwithstanding that they may be interested in the same except that no Director shall vote on any resolution concerning his own participation in the Scheme or be counted in the quorum required for the consideration of any such resolution.

SPECIAL RESOLUTIONS

3. THAT:

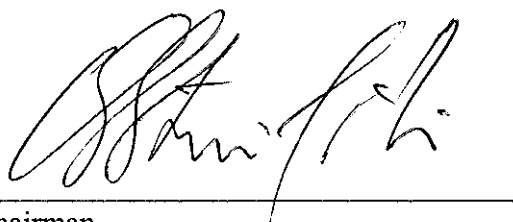
- (a) the Company's authorised share capital be increased from £5,571,500 to £28,870,205 by the creation of 2,329,870,500 new ordinary shares of 1p each in the capital of the Company;
- (b) the Directors are hereby generally and unconditionally authorised and in substitution for any existing authority for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal value of £21,502,438 in connection with, *inter alia*, the Placing, the Open Offer and the Retail Offer (each as defined in the circular to shareholders of the Company dated 12 July 2000) and otherwise to such persons and at such times as they think proper during the period expiring on 31 May 2005; and
- (c) the Directors be and are hereby authorised pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority conferred by paragraph (b) above as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:
 - (i) the allotment of 800,000,000 ordinary shares of 1p each in the capital of the Company in connection with the Placing, the Open Offer and the Retail Offer (each as defined in the circular to shareholders of the Company dated 12 July 2000);
 - (ii) the grant to Michael Grade, Winston Fletcher and Rosalyn Wilton of the Proposed Directors Options (as defined in the circular to shareholders of the Company dated 12 July 2000) and the allotment of ordinary shares pursuant to the exercise of such options;
 - (iii) the allotment of equity securities in connection with a rights issue or other pre-emptive issue to the holders of ordinary shares made in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to such exclusions or arrangements as the Directors may deem necessary or desirable to deal with fractional entitlements otherwise arising or legal or practical

problems under the laws or requirements of any recognised regulatory authority in any territory; and

- (iv) the allotment (otherwise than mentioned in sub-paragraphs (i), (ii) and (iii) of this resolution) of equity securities for cash up to an aggregate nominal value of £803,410;

and shall expire on 31 May 2005 provided that the Company may make an offer or agreement (including the options referred to in paragraph (ii) above) which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby had not expired.

- 4. THAT the name of the Company be changed, conditional upon Completion (as defined in the circular to shareholders of the Company dated 12 July 2000), to hemscott.NET Group plc.

A handwritten signature in black ink, appearing to read 'John P. Li', is written over a horizontal line.

Chairman
Bridgend Group Plc