

IDEAL SHOPPING DIRECT Plc

Company number 01534758

At the Annual General Meeting of the Company held on 4 May 2006, the following resolutions were passed as Special Business:

Resolution 6:

Ordinary Resolution

That:

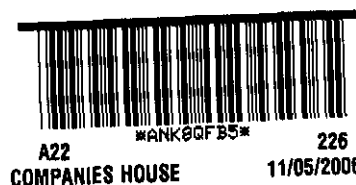
- (a) the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80 (2) of the Companies Act 1985 (the "Act")) of the Company up to an aggregate nominal amount of £225,116 to such persons at such times and generally on such terms and conditions as the Directors may determine:
- (b) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company following the passing of this resolution unless previously renewed, varied or revoked save that the Company may prior to such expiry make an offer or agreement which would or might require securities to be allotted after such expiry and the Directors may allot securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; and
- (c) the authority hereby conferred shall be in substitution for all previous authorities pursuant to Section 80 of the Act , which are hereby revoked without prejudice to any allotment of securities pursuant thereto.

Resolution 7:

Special Resolution

That subject to the passing of ordinary resolution 6 above, the Directors be and are hereby authorised pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of the Companies Act 1985) as if Section 89 (1) of the Companies Act 1985 did not apply to such allotment , provided that this power shall be limited to the allotment of equity securities:

- (a) where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of Ordinary Shares in the capital of the Company and, if in accordance with their rights the Directors so determine, holders of other equity securities of any class, in proportion (as nearly as may



be) to their existing holdings of Ordinary Shares or (as the case may be) other equity securities of the class concerned so that any offer to holders of other equity securities of any class shall be on the basis of their rights to receive such a offer and, failing which , shall be on the basis that their holdings have been converted into or that they had subscribed for Ordinary Shares on the basis then applicable , but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:

- i to deal with equity securities representing fractional entitlements; and
- ii to deal with legal or other practical problems under the law of, or the requirement of any recognized regulatory body o stock exchange in, any territory;

(b) pursuant to acceptance of any scrip dividend offer; and

(c) otherwise than pursuant to paragraphs (a) and (b) above for cash up to an aggregate nominal amount of £44,118

and such authority shall expire at the conclusion of the next Annual General Meeting of the Company following the date of passing of this resolution save that the Company may prior to such expiry make an offer or agreement which would or might require securities to be allotted after such expiry and the Directors may allot securities in pursuance of such an offer or agreement as if the power hereby conferred had not expired.

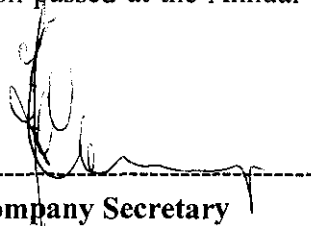
Resolution 8

That, in accordance with Article 56 of the Company's Articles of Association , the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163 (3) of the Companies Act 1985) of ordinary shares of 3 pence each in the capital of the Company ("ordinary shares") provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 10 per cent of issued ordinary share capital;
- (b) the maximum price (not including expenses) which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List , for the five business days immediately before the day on which the purchase is made; and
- (c) the authority hereby conferred shall, unless previously varied, revoked or renewed, expire at the conclusion of the next Annual General Meeting of the Company or on 31 May 2007, whichever is earlier, except in relation to a

purchase of ordinary shares the contract for which was conclude before such time and which will or may be executed wholly or partly after such time.”

Certified a true copy of the resolution passed at the Annual General Meeting on 4 May 2006:

A handwritten signature in dark ink, consisting of several loops and a long horizontal stroke, positioned above a dashed line.

Company Secretary