

**RESOLUTIONS**

of

**IDEAL SHOPPING DIRECT PLC**

At an **ANNUAL GENERAL MEETING** of the Company held at Ideal Home House, Newark Road, Peterborough, Cambridgeshire PE1 5WG on 30 May, 2003 at 10.00 a.m the following Resolutions were passed as Ordinary Resolutions or Special Resolutions as appropriate.

**ORDINARY RESOLUTIONS**

- 1 **THAT** the report of the Directors and Auditors and the Accounts for the financial year ended 31 December 2002 be and are hereby received and approved.
- 2 **THAT** Paul C Wright who is retiring by rotation in accordance with the Articles of Association of the Company, and being eligible, is offering himself for re-election, be and is hereby re-appointed as a Director of the Company.
- 3 **THAT** Grant Thornton be and are hereby re-appointed as auditors to the Company and that the Directors be and are hereby authorised to determine the auditors' remuneration.
- 4 **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 £269,233 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 equity securities in pursuance of such an 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.

**SPECIAL RESOLUTIONS**

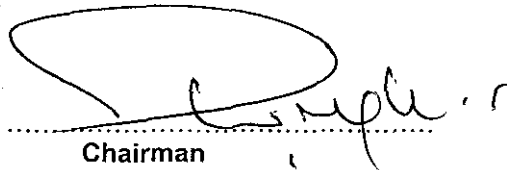
- 5 **THAT** the Directors be and are hereby authorised pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of the Companies Act 1985) as if Section 89(1) of the Companies Act 1985 did not apply to such allotment, provided that this power shall be limited 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 an 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 practical problems under the law of, or the requirement of any recognised regulatory body or 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 £43,538

and such authority shall expire at the conclusion of the next Annual General Meeting of the Company following the date of the 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 equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

- 6 **THAT** the amount standing to the credit of the share premium account of the Company at the date of the AGM be and is hereby cancelled.

  
Chairman