

COMPANIES ACT 1985

IDEAL SHOPPING DIRECT PLC



(Incorporated in England and Wales with registered number 1534758)

NOTICE OF PASSING OF RESOLUTIONS

NOTICE is hereby given that at an Extraordinary General Meeting of the above named Company held at the offices of Peel Hunt plc, 62 Threadneedle Street, London EC2R 8HP on 30th August 2001 at 12:00 p.m. the following Resolutions were duly passed.

As ordinary Resolutions

- 1 That the authorised share capital of the Company be increased from £1,000,000 to £1,150,000 by the creation of an additional 5,000,000 ordinary shares of 3p.
- 2 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 £197,756 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.

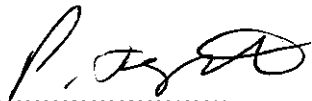
As a special Resolution

- 3 That subject to the passing of ordinary resolution 2 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 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 £29,663

and such authority shall expire on 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.



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Paul Jephcott
Company Secretary

Presenter's Name, Address and Reference:

Hammond Suddards Edge
Devonshire Square
Cutlers Gardens,
London EC2M 4YH
Ref: TMAH/WRI.089-0018