

UK ONLINE LIMITED

Written resolutions of the members of the Company passed on 1996 (being the date of last signature) in accordance Regulation 53 of Table A (being incorporated in the Company's articles of association)

THAT:

- (a) the authorised share capital of the Company be hereby increased from £150,000 to £210,000 by the creation of 1,200 additional Ordinary Shares of 5p each.
- (b)(i) the Directors of the Company be hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot relevant securities up to an aggregate nominal amount of £210,000 for the period expiring on the fifth anniversary of the passing of this Resolution (provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired) and so that the authority hereby conferred shall be in substitution for the authority contained in Resolution 3 passed by the Company in General Meeting on 7 October 1994 (save to the extent relied upon prior to the passing of this Resolution); and
- (ii) the Directors be hereby empowered, during the period expiring on the earlier of 31 January 1998 and the date of the Company's Annual General Meeting to be held in 1997, to allot or make offers or agreements to allot equity securities pursuant to the authority granted by paragraph (i) of this Resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment.

Dr T J King

J E King

Providence Investment Co Ltd

P B Wynn

Mees Pierson Trust B.V.

Olivetti Telemedia Investments B.V.

witness. J. S.



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