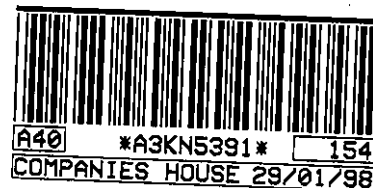


F.A.O. MR. A.J WOOD. REF. X19101/AJW.
0171-438-7095

Company Number: 3202152



NETSTORE (UK) LIMITED

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING of the above named Company will be held at *Netstore (UK) Ltd, St James House, Oldbury, Bracknell* On *3rd December* 1997 at *4.30* ~~am~~/p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

To be proposed as
SPECIAL RESOLUTIONS

1. THAT the regulations contained in the printed document submitted to this Meeting and, for the purpose of identification, signed by the Chairman hereof, be approved and adopted as Articles of Association of the Company in addition to the existing Articles thereof.
2. THAT for so long as the directors of the Company are so authorised as per the Ordinary Resolution passed on the date hereof, in accordance with Section 95 of the Companies Act 1985, the directors be and are hereby given power to allot, up to 20595 Ordinary shares of £1 each pursuant to the exercise of the options granted in accordance with the Executive Share Option Scheme adopted by the Company on the date of this Resolution, as if sub-section (1) of Section 89 of the Companies Act 1985 did not apply to any such allotments.
3. THAT the authorised share capital of the Company be and is hereby increased from £391288 to £411883 by the creation of an additional 20595 Ordinary Shares of £1 each, the new shares to rank pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
4. THAT the rules of the NetStore UK Ltd Executive Share Option Scheme, a copy of which is annexed to this notice, be and are hereby adopted by the Company subject to any further amendments required by the Inland Revenue, and the Company Secretary be authorised to implement the above amendments required by the Inland Revenue, and that the directors be and are hereby authorised to carry the Scheme into effect, subject only to such Scheme being approved by the Inland Revenue under Schedule 9 of the Income and Corporation Taxes Act 1988.
5. THAT the directors of the Company be and are hereby unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot and dispose of or grant options over any shares in the capital of the Company having a nominal value not exceeding £20595 in total at such time or times as they think fit falling within the period of 5 years commencing with the date of this Resolution.

St James' House, Oldbury, Bracknell, RG12 8TH: phone: 07000 NETSTORE (638 786); fax: 0171 681 1238
email: info@netstore.net; URL: <http://www.netstore.net>

NetStore UK Ltd, Registered in England and Wales no 3202152; Registered Office: Rowan House, Field Lane, Teddington, Middlesex TW11 9AW

6. THAT the articles of association are amended

to replace the existing Article 8.4.2 with the following revised Article 8.4.2

'all shares, other than shares acquired pursuant to the Netstore UK Limited Executive Share Option Scheme, then held by the Employee Member's Privileged Relations (other than shares which the directors are satisfied were not acquired by such holders either (i) directly or indirectly from the Employee Member or (ii) by reason of their connection with the Employee Member, and the decision of the board of directors in this respect will be final).'

to include the following as Article 8.4.3


'where following the relevant Termination Date shares are acquired in pursuance of rights or interests obtained by such directors or employees, by persons who are not (or have ceased to be) such directors or employees Transfer Notices shall be deemed to have been served at the time of acquisition of those shares.'

to replace the existing Article 9.6 with the following revised Article 9.6

'Preliminary offer to a 'Warehouse'

So long as the holders of 75% of the 'A' ordinary shares have given their prior written consent any ordinary shares being sold shall first be offered to the Company. Such consent shall not be unreasonably withheld or delayed but the holders of 75% of the 'A' ordinary shares may refuse their consent if in their opinion any transfer of such shares to the Company under this sub-article would result in the Company becoming a subsidiary company of any member of the 3i Group. Whether a company is a subsidiary shall be determined by 3i and shall include subsidiaries under tax legislation and company law. If 3i refuses consent under this sub-article the shares in question shall be instead offered for sale to an Employee Trust. Any shares not sold under this sub-article within 21 days of such offer will be offered for sale to the members of the Company as set out below.'

BY ORDER OF THE BOARD



Secretary

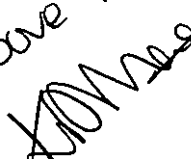
Dated: 3/12/97 .

1997

Registered Office: ROWAN HOUSE, FIELD LANE, TEDDINGTON.

A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf.

A proxy need not be a member of the Company.

I certify that the above
resolutions were passed at
the above meeting.

4/12/97.

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