

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

DEALWISE LIMITED

We, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby resolve as follows and agree that the said resolution shall for all purposes be as valid and effective as if passed as a special resolution at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

1 THAT:

- (a) the authorised share capital of the Company be increased from £2,731,000 to £4,731,000 by the creation of 2,000,000 "C" Preference Shares of £1 each such shares having the rights set out in the articles of association of the Company adopted pursuant to paragraph (c) below;
- (b)
 - (i) in accordance with section 80 of the Companies Act 1985, the directors of the Company are hereby generally and unconditionally authorised to exercise all powers of the Company to allot and grant options over relevant securities of the Company (as defined in that section) up to a maximum nominal amount equal to the nominal amount of the Company's unissued share capital to such persons at such times and upon such terms and conditions as they may determine (subject to the provisions of the Company's Articles of Association); and
 - (ii) this authority shall expire on the fifth anniversary of the passing of this resolution, although the Company may make an offer or agreement before that date which would or might require relevant securities to be allotted after that date, in which case the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired; and
- (c) the articles of association in the form of the draft annexed be adopted in substitution for, and to the exclusion of, the Company's existing articles of association.

Dated 10 January 2000

J. G. Goodfellow
Duly authorised on behalf of
Skipton Building Society

Jeffrey Alan Plowman
Jeffrey Alan Plowman

Peter Farrant Barlow
Peter Farrant Barlow



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COMPANIES HOUSE

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