

THE COMPANIES ACT 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES

LANDROUND PLC

RESOLUTIONS

OF

LANDROUND PLC

Passed on 17 January 2001



At the Annual General Meeting of the above-named Company held at The Quadrant, Sealand Road, Chester CH1 4QR on 17 January 2001 at 11am the following resolutions, as special business, were duly passed:

ORDINARY RESOLUTION

- 6 That the Directors of the Company be and they are hereby generally and unconditionally authorised pursuant to the provisions of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities as defined by such Section provided that:
- 6.1 the maximum amount of such securities that may be allotted under this authority (within the meaning of that Section) is £90,551; and
- 6.2 this authority shall, unless it is (prior to its expiry) duly revoked or is renewed, expire at the conclusion of the Annual General Meeting of the Company held in 2002 or fifteen months from the date of passing this Resolution (whichever shall occur first) save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not yet expired;

and provided also that the authority granted by this Resolution is, with the exception of any such authority granted pursuant to resolutions passed at the Company's Extraordinary General Meeting held on 4 January 2000 in relation to the acquisition of Travel Offers Limited ("the Acquisition") by Ever 1195 Limited (the Company's subsidiary) now called Travel Offers Limited pursuant to an agreement dated 7 December 1999, in substitution for any authority to allot relevant securities previously granted to the Directors which (to the extent that it remains in force and unexercised) is hereby revoked.

SPECIAL RESOLUTION

7. That, subject and conditional upon the passing of Resolution 6 above, the Directors of the Company be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to Section 80 of the Act as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment:-

7.1 of equity securities in connection with a rights issue in favour of or general offer to Ordinary shareholders where the equity securities respectively attributable to the interests of all the Ordinary shareholders are proportionate (as near as may be) to the number of Ordinary shares held by them (but subject to such exclusion and other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements and any legal or practical difficulties or the requirements of any regulatory body or stock exchange); and

7.2 otherwise than pursuant to paragraph 8.1 above, of equity securities up to an aggregate nominal value of £13,582;

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2002 or 15 months from the date of passing this Resolution (whichever shall occur first) save that the Company may before such expiry make an offer or agreement which would or may require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired and provided also that the authority and power hereby conferred shall be, with the exception of any such authority granted pursuant to the resolutions passed at the Company's Extraordinary General Meeting held on 4 January 2000 in relation to the Acquisition, in substitution for any previous authority conferred upon the Directors of the Company pursuant to Section 95 of the Act prior to the date of passing this Resolution.

8. That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 166 of the Act to make one or more market purchases (within the meaning of Section 163(3) of the Act) on the Alternative Investment Market of the London Stock Exchange of ordinary shares of 5p each in the capital of the Company provided that:

8.1 the maximum aggregate number of such shares hereby authorised to be purchased is 543,306 (representing 10 per cent of the Company's issued ordinary share capital);

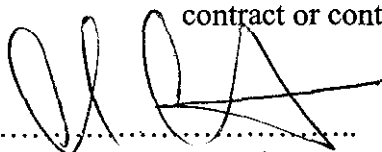
8.2 the minimum price which may be paid for such shares is 5p per share (exclusive of tax and expenses);

8.3 the maximum price (exclusive of tax and expenses) which may be paid for such a share shall not be more than 5 per cent above the average of the

market values for such a share as derived from the Alternative Investment Market Appendix to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the date on which such share is purchased;

8.4 unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company held in 2002 or 12 months from the date of passing this resolution, if earlier; and

8.5 the Company may make a contract or contracts to purchase such shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of such shares in pursuance of any such contract or contracts.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a dotted line.

Chairman of the Meeting