

THE COMPANIES ACT 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS

Of

SPORTINGBET PLC (the "Company")

353 4226

PASSED the 23rd day of October 2003



At the Annual General Meeting of the Company duly convened and held on the 23rd day of October 2003 the following resolutions were duly passed of which resolutions numbered 1 to 5 were passed as ordinary resolutions and resolutions 6 and 7 were passed as special resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the Accounts for the year ended 31 March 2003 and the Reports of the Directors and auditors in relation to the same.
2. To re-appoint BDO Stoy Hayward as auditors of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company and to authorise the Directors to determine their remuneration.
3. To re-elect Brian Benjamin Harris as a Director.
4. To re-elect John William Blower as a Director.
5. To re-elect Mark Robert Blandford as a Director.

As Special Business to consider, and if thought fit, pass the following resolutions. Resolution 6 will be proposed as an ordinary resolution and resolution 7 will be proposed as a special resolution:

6. That:
 - (i) in substitution for all previous authorities, which are hereby revoked, pursuant to and in accordance with Section 80 of the Companies Act 1985 the Directors be and hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities within the terms of the restrictions and provisions following, namely:
 - (ii) This authority shall (unless previously revoked, varied or renewed) expire on whichever is the earlier of the conclusion of the Annual General Meeting of the Company next following the passing of this resolution, and 31 December 2004; and
 - (iii) this authority shall be limited to the allotment of relevant securities up to an aggregate nominal amount of £261,347;

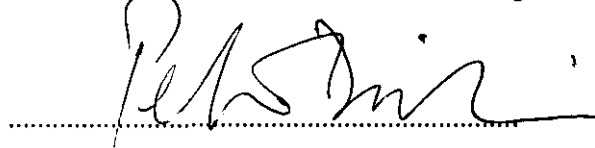
For the purposes of Resolution 6 above the said authority shall allow and enable the Directors to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry; and words or expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall bear the same meaning herein.

SPECIAL RESOLUTION

7. That:

- (i) pursuant to and in accordance with Section 95 of the Companies Act 1985 the Directors be and are hereby given power to allot equity securities for cash pursuant to the general authority conferred upon the Directors in Resolution 6 above as if sub-section (1) of Section 89 of the Companies Act 1985 did not apply to any such allotment, provided that this power here granted shall be limited to:
- (ii) the allotment of equity securities in connection with or pursuant to an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders on the register on a record date fixed by the Directors of ordinary shares in the capital of the Company in proportion to their respective holdings (for which purpose holdings in certificated and uncertificated form may be treated as separate holdings) and (b) other persons so entitled by virtue of the rights attaching to any other securities held by them but subject in both cases to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory; and
- (iii) the allotment (otherwise than pursuant to sub-paragraph (a) (i) of this provision) of equity securities up to an aggregate nominal amount of £10,389; and shall (unless previously revoked, varied or renewed) expire on whichever is the earlier of the conclusion of the Annual General Meeting of the Company next following the passing of this Resolution, and 31 December 2004.

For the purposes of Resolution 7 above the said power shall allow and enable the Directors to make an offer or agreement before the expiry of that power which would or might require equity securities to be allotted after such expiry; the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of any such shares which may be allotted pursuant to such rights; and words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall bear the same meaning herein.



For and on behalf of Sportingbet Plc