

**Company No: 3609752**

**THE COMPANIES ACT 1985**

**PUBLIC LIMITED COMPANY**

**RESOLUTIONS**

of

**YOOMEDIA PLC**  
("the Company")



PASSED the 9<sup>th</sup> day of August 2002

At the Annual General Meeting of the Company duly convened and held on the 9<sup>th</sup> day of August 2002 the following resolutions were duly passed of which resolutions numbered 1 to 7 were passed as ordinary resolutions and resolution 8 was passed as a special resolution of the Company:

**ORDINARY RESOLUTIONS**

1. To receive and adopt the report of the directors of the Company and the audited accounts for the Company for the year ended 31st December, 2001.
2. To reappoint Dr Michael Jeffrey Sinclair as a Director of the Company, who retires in accordance with Article 82 of the Company's Articles of Association.
3. To reappoint Andrew Jason Fearon as a Director of the Company, who retires in accordance with Article 82 of the Company's Articles of Association.
4. To reappoint Edmund Alan Abrams as a Director of the Company, who retires in accordance with Article 87 of the Company's Articles of Association.
5. To reappoint Bernard William Fairman as a Director of the Company, who retires in accordance with Article 87 of the Company's Articles of Association.
6. To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration.
7. That for the purposes of section 80 of the Companies Act 1985 ("the Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
  - 7.1 the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £2,324,193 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, fifteen months from the date of the passing of this resolution; and
  - 7.2 the Company be and is hereby authorised to make prior to the expiry of such period referred to in sub-paragraph 7.1 above any offer or agreement which would or might require relevant securities to be allotted after the expiry of the

said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution;

so that all previous authorities of the Directors pursuant to the said section 80 be and they are hereby revoked provided that this resolution shall not affect the right of the Directors to allot relevant securities in pursuance of any offer or agreement entered into prior to the date hereof.

### **SPECIAL RESOLUTION**

8. That subject to the passing of Resolution 7 set out above the Directors be and are empowered in accordance with Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that resolution, as if Section 89 (1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
- 8.1 the allotment of equity securities in connection with an issue or offering by way of rights in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment subject only 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 or requirements of any recognised regulatory body or any territory;
- 8.2 the allotment to A.J. Fearon and E.A. Abrams of ordinary shares up to a maximum aggregate nominal amount of £400,000 in the capital of the Company pursuant to the option agreements dated 7 March 2002 made between the Company and each such person;
- 8.3 the allotment to certain employees of ordinary shares up to a maximum aggregate nominal amount of £100,000 pursuant to various enterprise management incentive options dated 7 March 2002 made between the Company and each such person in accordance with the provisions of Schedule 14 to the Finance Act 2000;
- 8.4 the allotment (otherwise than pursuant to sub-paragraphs 8.1 to 8.3 above) of equity securities for cash up to an aggregate nominal amount not exceeding £383,790;

and this power, unless renewed, shall expire at the end of the next AGM of the Company to be held after the date of the passing of this resolution or, if earlier, fifteen months from the date of the passing of this resolution but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

.....  
Chairman