

Company No: 3609752

**THE COMPANIES ACT 1985**

**PUBLIC LIMITED COMPANY**

**RESOLUTIONS**

of

**YOOMEDIA PLC**

("the Company")

PASSED the 29<sup>th</sup> day of May 2003

At an Extraordinary General Meeting of the Company duly convened and held on the 29<sup>th</sup> day of May 2003 the following resolutions were duly passed of which resolutions numbered 1 and 3 to 7 were passed as ordinary resolutions and resolutions numbered 2 and 8 were passed as special resolutions of the Company:

**ORDINARY RESOLUTION**

1. That, conditional upon the passing of Resolution 2 below, each issued and unissued ordinary shares of 10 pence in the capital of the Company shall be subdivided into one ordinary share of one penny, and the definition of "ordinary shares" in the articles of association of the Company ("the Articles") shall be amended accordingly, and nine deferred shares of 1 penny each having the rights and being subject to the restrictions set out in the Articles as amended by Resolution 2.

**SPECIAL RESOLUTION**

2. That the Articles be amended by the addition of a new article 4.2 as follows:

"4.2 The Deferred Shares shall have and enjoy the following rights and be subject to the following restrictions:

4.2.1 As regards income:

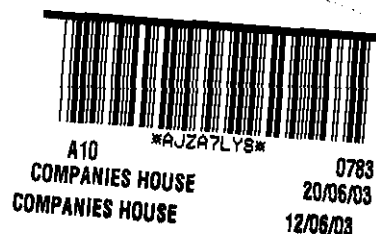
The Deferred Shares shall confer upon the holders thereof as a class the right to receive 1p for each £999.99 of such dividends and other distributions as shall be resolved to be distributed out of the profits of the Company available for distribution the same to be distributed amongst the holders of the Deferred Shares in proportion of the amounts paid up or credited as paid up thereon.

4.2.2 As regards capital:

In the event of the winding up of the Company or other return of capital the Deferred Shares shall confer upon the holders thereof as a class the right to receive 1p for each £999.99 of the assets of the Company available for distribution amongst the members the same to be distributed amongst the holders of the Deferred Shares in proportion to the amounts paid up or credited as paid up thereon.

4.2.3 As regards voting:

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The Deferred Shares shall not at any time confer on the holders thereof any right to attend or vote at any General Meetings of the Company or to receive notices thereof."

### ORDINARY RESOLUTIONS

3. That, conditional upon the passing of Resolutions 1 and 2 above, the constitution by the Company of the Loan Note (as defined in the circular of the Company of which the notice of extraordinary general meeting which contained this resolution formed part ("the Circular")), the principal terms of which are set out in Part III of the Circular, be and is hereby approved.
4. That, conditional upon the passing of Resolution 3 above, the authorised share capital of the Company be and is hereby increased from £10,000,000 to £11,200,000, by the creation of an additional 120,000,000 new ordinary shares of 1 penny each and the details of the Company's authorised share capital in article 4.1 of the Articles shall be amended accordingly
5. That, conditional upon the passing of Resolution 3 above, the New EMI Options (as defined and summarised in the Circular) be and are hereby approved and adopted and the Directors be authorised to enter into agreements for the grant of the New EMI Options and to carry out all acts and do such things necessary to effect the granting of the New EMI Options.
6. That, conditional upon the passing of Resolution 3 above, the Second Abrams Option (as defined and summarised in the Circular) be and is hereby approved and adopted and the Directors be authorised to carry out all acts and do such things necessary to effect the granting of the Second Abrams Option.
7. That, conditional upon the passing of Resolution 3 above, the Directors be generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) of the Company provided that such power shall be limited to:
  - (i) the allotment of up to 3,000,000 Ordinary Shares pursuant to the Fearon Option, the allotment of up to 1,000,000 Ordinary Shares pursuant to the Abrams Option (as defined in the Circular), the allotment of the up to 1,050,000 Ordinary Shares pursuant to the Second Abrams Option (as defined in the Circular), the allotment of up to 48,778 Ordinary Shares pursuant to the Approved Scheme and the allotment of up to 1,043,400 Ordinary Shares pursuant to the Unapproved Scheme;
  - (ii) the allotment of up to 100,000,000 Ordinary Shares on the conversion of the Loan Note into ordinary shares in the capital of the Company, credited as fully paid;
  - (iii) the allotment of up to 3,130,000 Ordinary Shares pursuant to the New EMI Options (as defined in the Circular); and
  - (iv) the allotment of relevant securities (other than pursuant to paragraphs (i) and (ii) above up to an aggregate nominal amount of £330,000 to such persons and on such terms as they think fit;

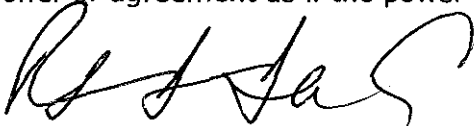
such authority to expire at the earlier of the date which is 15 months from the passing of this resolution and the conclusion of the annual general meeting of the Company in 2004 and the Company be and is hereby authorised to make, prior to the expiry of such authority any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors shall be permitted to allot such securities pursuant to such offer or agreement as if such authority has not expired.

#### **SPECIAL RESOLUTION**

8. THAT, conditional upon the passing of Resolution 3 above, the Directors be and are hereby generally empowered to allot equity securities (as defined in Section 94(2) of the Act) pursuant to Section 95 of the Act for cash pursuant to the authority conferred upon them by Resolution 7 above as if Section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:

- (i) the allotment of up to 3,000,000 Ordinary Shares pursuant to the Fearon Option, the allotment of up to 1,000,000 Ordinary Shares pursuant to the Abrams Option (as defined in the Circular), the allotment of up to 1,050,000 Ordinary Shares pursuant to the Second Abrams Option (as defined in the Circular), the allotment of up to 48,778 Ordinary Shares pursuant to the Approved Scheme and the allotment of up to 1,043,400 Ordinary Shares pursuant to the Unapproved Scheme;
- (ii) the allotment of up to 100,000,000 Ordinary Shares on the conversion of the Loan Note into ordinary shares in the capital of the Company, credited as fully paid;
- (iii) the allotment of up to 3,130,000 Ordinary Shares pursuant to the New EMI Options (as defined in the Circular); and
- (iv) the allotment of relevant securities (other than pursuant to paragraphs (i) and (ii) above up to an aggregate nominal amount of £330,000 to such persons and on such terms as they think fit;

and shall expire at the conclusion of the next Annual General Meeting of the Company or fifteen months after the date hereof if earlier save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.



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Chairman