

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

INTERACTIVITY GROUP PLC

Passed 17 April 2002

At the Annual General Meeting of the Company duly convened for and held on 17 April 2002 the following Resolution was duly passed as a Special Resolution:

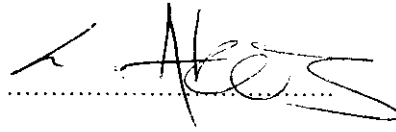
SPECIAL RESOLUTION

4. THAT

- (a) the authorised share capital of the Company be increased from £1,000,000 to £2,500,000 by the creation of 300,000,000 additional ordinary shares of 0.5 pence each;
- (b) in substitution for any existing power under Section 80 of the Companies Act 1985 (as amended and in force from time to time) (the "Act") but without prejudice to the exercise of any such power prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £1,567,247 such authority to expire at the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2003 and 15 months from the date of the passing of this Resolution, but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred herein had not expired; and
- (c) in substitution for any existing power under Section 95 of the Companies Act 1985 (as amended and in force from time to time) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be and are hereby empowered pursuant to Section 95(1) of the Act, to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority given in accordance with Section 80 of the Act by Resolution 4(b) set out above as if Section 89(1) did not apply to any such allotment provided that this power shall be limited to the allotment for cash of equity securities up to an aggregate nominal amount of £1,567,247 and shall expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2003 and 15 months from the date of the passing of this Resolution, except that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require securities to be allotted after such expiry and the



Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

A handwritten signature in black ink, appearing to be "A. C. S.", is written over a horizontal dotted line.

Chairman