

NETDECISIONS HOLDINGS LIMITED
(Registered in England and Wales: Number 3789926)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Company's offices located at Floor 2, 26 – 28 Hammersmith Grove, London W6 7AW on 28 June at 9 a.m., to consider and if thought fit pass the following resolutions: 12004

ORDINARY RESOLUTIONS

1. That the Company's annual report and accounts together with the Directors' report thereon for the year to 31 October 2002 be and are hereby received and approved.
2. That Ewan Stradling be and is hereby re-elected as a director of the Company.
3. That Pricewaterhousecoopers LLP be and are hereby re-appointed as auditors to the Company and the directors be and are hereby authorised to determine their remuneration.
4. THAT the directors be and are hereby generally and unconditionally authorised (in substitution for all subsisting authorities, to the extent unused) for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of the current authorised but unissued share capital of the Company provided that this authority is for a period expiring five years from the date of this resolution unless renewed, varied or revoked by the Company in general meeting but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

5. THAT subject to the passing of the previous resolution the directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by the previous resolution 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 of equity securities up to an aggregate nominal amount of the current authorised but unissued share capital of the Company and shall expire five years from the date of this resolution unless renewed, varied or revoked by the Company in general meeting but the Company may, before such expiry make 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 any such offer or agreement notwithstanding that the power conferred hereby has expired.

Registered office:
Floor 2, 26 – 28 Hammersmith Grove
Hammersmith
London
W6 7AW

By Order of the Board
John Beresford
Company Secretary

Date: 2 June 2004

NOTE: A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote in their place. A proxy need not be a member of the Company. The appointment of a proxy will not prevent a member from attending and voting at the meeting in person.

