

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

NETDECISIONS HOLDINGS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 7 March 2001 the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

THAT the terms of the draft agreement laid before this meeting and initialled by the chairman for the purpose of identification (which draft has been available for inspection both at this meeting and throughout the period of 15 days ending with the date of this meeting at the registered office of the Company) for the purchase by the Company from eToys Inc. of 208,000 Ordinary shares of £0.0025 each in the capital of the Company at an aggregate price of £176,415.42 be and are hereby approved and the Company be authorised to enter into such agreement.

Dated: 7 March 2001

  
Chairman

