

WRITTEN RESOLUTION OF
SIT-UP.COM LIMITED

Passed ~~September~~ 2000

17 OCTOBER

We the undersigned being all members of SIT-UP.COM LIMITED entitled to receive notice of attend and vote at general meetings of the company **HEREBY RESOLVE** that the following resolutions be passed and agree that the same shall have effect as if passed (as ordinary resolutions in the case of Resolutions 1 and 2 and as special resolutions in the case of Resolution 3) at an extraordinary general meeting of the Company duly convened and held.

Ordinary Resolution

1. That the authorised share capital of the Company be increased from £11,000 to £60,000 by the creation of 4,900,000 ordinary shares of one penny each to rank pari passu with the existing ordinary shares of the Company.
2. That the Directors be and are generally and unconditionally authorised in accordance with s.80 of the Companies Act 1985 (the Act) to exercise all the powers of the company to allot relevant securities (as defined in s.80(2) of the Act) up to and aggregate nominal amount of £50,000 provided that the authority given hereby shall expire 12 months after the passing of this Resolution.

Special Resolution

3. That the Directors be and they are hereby empowered pursuant to s.95 of the Act to allot securities (as defined in s.94(2) of the Act) for cash pursuant to the authority conferred by Resolution 2 above as if s.89(1) to the Act did not apply to such allotment.

A. C. Faull
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J. P. Egan

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C. J. Manson

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Habton Investments Ltd

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Tulsa Investments Ltd

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Walsby Investments Ltd

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Peel Hunt plc

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Friends Ivory & Sime plc

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Leumas Ltd



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C. J. Manson

DIRECTOR

DIRECTOR

X *Conrad Atwood*
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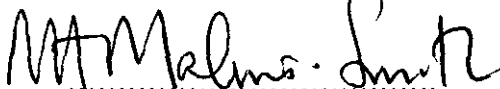
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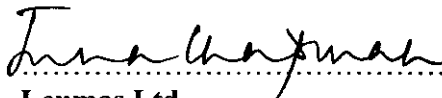
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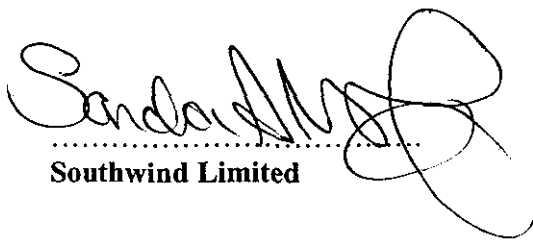
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Tulsa Investments Ltd

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Leumas Ltd
JULIA CHAPMAN
DIRECTOR



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Southwind Limited

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The eVestment Company plc

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Newton Investment Management Ltd
Chase Nominees Ltd – Newton UT

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David Newton

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Everett Financial Management Ltd

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S Harari

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T Bennett

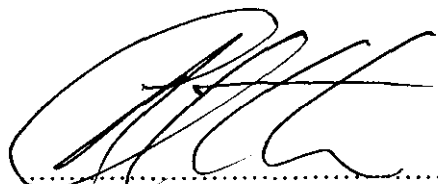
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JO Hambro

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CLS Holdings

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Hussar

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Matrix Private Equity

September 2000



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M. Buitt

David Newton

Chase Nominees Ltd - Newton UT

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JO Hambro

CLS Holdings

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Matrix Private Equity

September 2000

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Southwind Limited

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The eVestment Company plc



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David Newton

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Chase Nominees Ltd – Newton UT



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Matrix E-Ventures Fund VCT plc

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