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	J. P. Egan	•••••	C. J. Manson
Habton Investments l	 Ltd	Tulsa In	vestments Ltd
Walsby Investments l		Peel Hur	nt plc
Friends Ivory & Sime	• • • • • • • • • • • • • • • • • • • •	Leumas	Ltd

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Passed

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	A. C. Faull	J. P. Egan		C. J./Mánson

	Habton Investments	Ltd	Tulsa I	nvestments Ltd
	Walshy Investments			
	Walsby Investments	Lla	Peel Hu	ու թւշ
	Friends Ivory & Sim		Leuma	

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	A. C. Faull	J. P. Egan		C. J. Manson	• • •
		DIRECTOR		O. O. Mandon	
X	Consider Morting	DIRECTOR	********	***************************************	
	Habton Investments	Ltd	Tulsa In	vestments Ltd	
	Walsby Investments	Ltd	Peel Hui	ıt ple	
	Friends Ivory & Sin	ne nlc	Leumas		

WRITTEN RESOLUTION OF SIT-UP.COM LIMITED Passed September 2000

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A. C. Fauil	J. P. Egan	C. J. Manson
		DIRECTOR
****************************	1 1	& Crapidetus Dieporor
Habton Investments Ltd	Tt	ılsa Investments Ltd
Walsby Investments Ltd	 Pe	el Hunt plc
•		•
Friends Ivory & Sime pl	c Le	eumas Ltd

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	A. C. Faull	J. P. Egan	C. J. Manson
<u>\</u> 1	Habton Investmen	nts Ltd	Tulsa Investments Ltd
1 1/	Walsby Investmen	DIRECTOR In DIRECTOR	Peel Hunt plc
	Friends Ivory & S	 Sime plc	Leumas Ltd

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Walsby Investments Ltd

Friends Ivory & Sime plc

	•	• •	e Act) for cash pursuant to 89(1) to the Act did not ap
A. C. Faull	J. P. Egan	•••••	C. J. Manson
Habton Investments	 Ltd	Tulsa In	vestments Ltd
***************************************	••••	Hola	Matthe.

Peel Hunt plc

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	A. C. Faull	J. P. Egan		C. J. Manson	
	Habton Investments I		Tulsa In	vestments Ltd	••••
	Walsby Investments I	td	Peel Hu	nt plc	
N	AMalmo.	Int			

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Habton Investments I	Ltd	Tulsa Investments Ltd
Walsby Investments 1		Peel Hunt plc
Friends Ivory & Sime	plc	Leumas Ltd TULIACHAPMAN

DIRECTOR

Southwind Limited	The eVestment Company plc
Newton Investment Management Ltd Chase Nominees Ltd – Newton UT	David Newton
Everett Financial Management Ltd	S Harari
T Bennett	JO Hambro
CLS Holdings	Hussar
Matrix Drivata Family	

Southwind Limited	The eVestment Company plc
Newton Investment Management Ltd Chase Nominees Ltd – Newton UT	David Newton
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Matrix Privata Equity	

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	I Mont
Newton Investment Management Ltd	David Newton
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•	
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T Bennett	Rupert Hambro and Partners

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Matrix E-Ventures Fund VCT plc	