

THE COMPANIES ACTS 1985 to 2006

Company Limited by Shares

RESOLUTIONS

of

2E2 HOLDINGS LIMITED (the "Company")

Passed 11 August 2008

W SATURDAY



	ANXIA4G6	44
A41	01/11/2008	
	COMPANIES HOUSE	
	AVVJ5946D	57
A63	22/10/2008	
	COMPANIES HOUSE	

Written resolutions of the Company were duly passed on 11 August 2008 in accordance with a) of the Companies Act 2006 as special and ordinary resolutions of which resolutions 2 were passed as ordinary resolutions and resolutions 3 and 4 were passed as special

ary resolutions:

conditional on the scheme of arrangement (the "Scheme") to effect the acquisition of the issued and to be issued share capital of Netstore plc (the "Acquisition") becoming effective in accordance with its terms or if the Acquisition is made by way of an offer, that offer being declared unconditional in all respects in accordance with its terms, the authorised share of the Company be increased by £20,247 20 from £25,076,000 to £25,096,247 20 by the issue of 1,974,720 new B Shares of £0 01 and 50,000 new C shares of £0 01 each having the same restrictions as set out in the new articles of association of the Company to be adopted pursuant to Resolution 4

conditional on Scheme becoming effective in all respects in accordance with its terms or if Acquisition is made by way of an offer, that offer being declared unconditional in all respects in accordance with its terms, the Directors be and hereby are conditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot shares up to a maximum aggregate amount of relevant securities as set out in Resolution 1, for the period expiring on the fifth anniversary of the passing of this resolution

resolutions:

conditional on the Scheme becoming effective in all respects in accordance with its terms or if Acquisition is made by way of an offer, that offer being declared unconditional in all respects in accordance with its terms, the rights of pre-emption contained in Section 89 (1) of the Companies Act 1985, shall not apply to the allotment of the shares set out in Resolution 1, always that such allotment shall be subject to the provisions of the Articles of Association adopted in accordance with Resolution 4

conditional on the Scheme becoming effective in all respects in accordance with its terms or if Acquisition is made by way of an offer, that offer being declared unconditional in all respects in accordance with its terms, the existing Articles of Association be and are hereby replaced in their entirety and that the new Articles of Association initialled by the Chairman for the purposes of the Scheme be and are hereby adopted in place thereof.