

Minutes of the Annual General Meeting of Pharmacy2U Limited held at Deacon House on 22 February 2002 at 3 p.m.

Present

Dr Keith McCullagh [also representing OnMedica plc] (in the chair)
Nick Jones [representing Credit Agricole Indosuez]
Daniel Lee
Dr Julian Harrison

In Attendance

David Downham

The Chairman declared that a quorum was present.

Ordinary resolutions

It was resolved:

1. **THAT** the company's accounts and reports of the directors and auditors for the period 1 April 2000 to 31 March 2001 submitted to the meeting are approved.
2. **THAT** PricewaterhouseCoopers, Leeds be re-appointed as auditors of the company until the next general meeting at which accounts are laid before the company, at a fee to be agreed with the board of directors.
3. **THAT** the appointments to the board of directors of:
 - a) Ian Jeffrey Pearce;
 - b) Jonathon Cohen; and
 - c) Mary Clippingdale

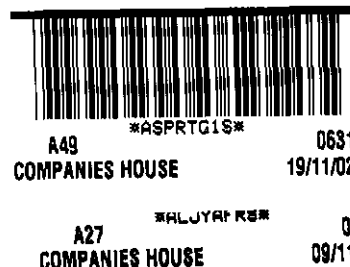
are confirmed.

Special resolutions

It was resolved:


THAT the 103,876 Ordinary Shares of 10 pence each held in the name of Credit Agricole Indosuez be reclassified as 103,876 Preferred Ordinary Shares of 10 pence each, such Preferred Ordinary Shares having the rights set out in the Articles of Association of the Company;

THAT the special resolution passed by the Company on 17 October 2000 (a copy of which is annexed to this Notice) be amended to the effect that the typographical error on line 3 of paragraph (A) stating that the shares should be reclassified as "250,000 Preferred Ordinary Shares" be corrected to state that those same shares should be reclassified as "2,500,000 Preferred Ordinary Shares".



THAT the secretary of the company be given all power necessary to rectify the mistake with Companies House.

The meeting then ended.



Chairman
SECRETARY

Appendix

Copy of special resolution passed by the Company on 17 October 2000

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 1 Park Row, Leeds LS1 5AB on 17 October 2000 at 11.00 am for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as special resolutions:-

SPECIAL RESOLUTIONS

It was proposed that:-

- (A) 1,875,292 Ordinary Shares of 10 pence each in the unissued share capital of the Company and 624,708 Ordinary Shares of 10 pence each held in the name of Dr. Keith McCullagh be reclassified, in aggregate, as 250,000 Preferred Ordinary Shares of 10 pence each, such Preferred Ordinary Shares having the rights set out in the regulations contained in the document attached to this resolution to be adopted pursuant to paragraph (D) below as the Articles of Association of the Company;
- (B) the board of directors be and is hereby authorised to capitalise the sum of £220,500, being part of the amount standing to the credit of the Company's share premium account and to appropriate such sums to holders of Ordinary Shares of 10 pence each in the capital of the Company whose names appear below on the basis that each sum be applied in paying in full for 122,500 new Ordinary Shares of 10 pence each at a premium of £1.70 per Ordinary Share in the capital of the Company in order to put such shareholders in the same economic position as other shareholders and subject to receipt of an executed Deed of Adherence to the terms of a Shareholder Agreement entered into by the Company on the date hereof by each shareholder named below, the Directors be and are hereby authorised to allot and issue the same credited as fully paid to and amongst such holders named below at the rate of 166 new Ordinary Shares of £0.10 each for every 100 Ordinary Shares held so that such new Ordinary Shares shall rank *pari passu* in all respects with the existing Ordinary Shares in the capital of the Company to that Shareholder:

Names

Shaun Mealey
Frank Stanley Keeble
James Fearnside
John Frederick Coward
Nigel Lovett-Turner
Louis Sherwood
Richard John Morris
Lesley Campbell Hill
Donald Barnfield
Nellie Madeline Croot
Richard Harman Hewitt
William Lyle Simmons

Waseem Tariq Gill
Peter Brotherstone
Nigel Blackwell
Alan Miller
Stanley Pridmore
Edith Marjorie Jackson
Andrew Ian Turness
Dr Hans Gustav and Valerie Kurer
Matthew Harris
Christine Gladys Davis
Thomas Steeples Dolphin
Peter Oliver Gershon
Patrick Spencer
Michael Simon Jones
Raymond Kipps
Gurmeet Singh Kalra
Ian Taylor

- (C) If such issue pursuant to the resolution in paragraph B above would otherwise require the Company to issue a fractional number of Ordinary Shares the Directors shall be authorised to round down such number to the nearest whole number.
- (D) The regulations contained in the document attached to this resolution be adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association.

By Order of the Board



Registered office:

Unit 7
Hepton Court
Leeds

Dated 16 October 2000

* This has since been changed to Deacon House
1 Seagrave Ave
Leeds
LS14 6JD