

THE COMPANIES ACTS 1985 and 1989

Company Limited by Shares

WRITTEN RESOLUTIONS

of

TOTALLY LIMITED

Passed 10 January 2000

We, the undersigned, being all the members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE to pass the following resolutions as a written resolution pursuant to the articles of association of the Company:

RESOLUTION

THAT the Company employee share option scheme ("the Scheme") being in substantially the same form as the draft rules signed by the Chairman for the purposes of identification, be and is hereby approved and adopted and the directors be and are hereby authorised:

- (a) to do all other acts and things necessary to carry the Scheme into effect; and
- (b) to vote as directors on any matter connected with the Scheme notwithstanding that they may be interested in the same and that the prohibition on interested directors voting contained in the Articles of Association of the Company be and is hereby suspended to that extent except that no director shall vote on any resolution concerning his own participation in the Scheme or be counted in the quorum required for the consideration of any such resolution.

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Steven Burns

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Andrew Margolis

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Daniel Whiteman

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John Bartman

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Richard Brenner

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Tony Caplin

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Daniel Levitt

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Adam Crow

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James Streater

