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**4<sup>TH</sup> CONTACT LIMITED**  
**EXTRAORDINARY GENERAL MEETING**  
Company Number 3958182

MINUTES of an Extraordinary General Meeting of the Board of Directors held at Trafalgar House, 11 Waterloo Place, St James's, London, SW1Y 4AU on the 2<sup>nd</sup> day of April 2002 at 10 am

Present: Paul Watson (Chairman)  
Bruno Delacave  
Michael Sumner  
Richard Blundell

In attendance: Carys Lincoln (Secretary)  
Graham Smith



1. **Quorum**

The Chairman confirmed that a quorum was present. Each of the Directors present declared all and any interest which he had for the purpose of section 317 of the Companies Act 1985 and pursuant to the articles of association of the Company in the business to be transacted at and contemplated by the meeting.

2. **Purpose of the meeting**

The Chairman reported that the principal purpose of the meeting was to pass the ordinary and special resolutions as set out in the notice of 6<sup>th</sup> March 2002.

3. **Resolutions**

There was accordingly produced to and considered by the Meeting the Notice to convene an Extraordinary General Meeting of the Company to be held on 2nd April 2002 containing the following Resolutions:

ORDINARY RESOLUTIONS

1. That 925,168 of the ordinary shares of 0.005p each of the Company ("Ordinary Shares") comprised in the authorised but unissued share capital of the Company be redesignated as 'A' Ordinary Shares.
2. That the Directors are specifically authorised pursuant to section 80 of the Companies Act 1985 ("the Act") for a period of 5 years from the date of the adoption of this resolution to exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) in respect of all shares for the time being unallotted but the maximum aggregate nominal amount of relevant securities which may be allotted pursuant to this authority shall be the authorised share capital of the Company at the date of this resolution, being 10,000,000 Ordinary Shares and this authority may be varied or revoked by an ordinary resolution of the Company.

SPECIAL RESOLUTIONS

3. That the Directors be empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) as if article 5.2 of the articles of association of the Company and section 89 of the Act do not apply to such allotment provided that this power shall be limited to the allotment of up to 517,143 Ordinary Shares ("the Rights Shares") and up to 1,994,513 warrants ("Warrants") to subscribe for Ordinary Shares (each warrant carrying the right to subscribe for one Ordinary Share at an exercise price of 96.685p per share) upon the following basis:

- (i) The Rights Shares are offered to all existing members at an offer price of 96.685p on a pro rata basis (as nearly as may be without involving fractions or increasing the number allotted to any member beyond that applied for by him) to their existing holdings. Such offer shall stipulate a time not exceeding 7 days ("the First Offer Period") within which it must be accepted or in default will lapse.
- (ii) Those Rights Shares ("the Second Round Shares") not taken up within the First Offer Period shall then be offered at the same price and on the same terms set out in paragraph (i) above (together with four Warrants for every such Second Round Share offered) as follows:
  - (a) firstly 121,399 to NewMedia SPARK plc and the remainder to Caversham Buchanan Limited on the condition that they subscribed for their full allotment as outlined in paragraph 3(i); and
  - (b) thereafter any balance of the Second Round Shares and the accompanying Warrants not taken up shall be offered to all other existing members on a pro rata basis on the terms that, in the case of competition, the second round shares shall be allotted to the acceptors of any such offer in proportion to their existing shareholdings on the condition that they subscribed for their full allotment as outlined in 3(i)

Each offer referred to in this paragraph (ii) shall stipulate a time not exceeding 7 days within which it must be accepted or in default will lapse. Any member who desires to subscribe for a number of Rights Shares in excess of the proportion to which each is entitled shall in their acceptance state how many excess Rights Shares they wish to subscribe for and any Rights Shares not accepted by other members shall be used for satisfying the request for excess shares pro rata to the existing Ordinary Shares respectively held by such member making such requests;

- (iii) Those Rights Shares ("the Third Round Shares") not taken up in accordance with paragraph (ii) above shall then be offered at the same price and at the same terms set out in paragraph (i) above (together with three Warrants for every four Third Round Shares subscribed for) to existing members who fully subscribed in the First Offer Period and subscribed in the Second Round Shares. This offer referred to in this paragraph (iii) shall lapse on 30<sup>th</sup> June 2002 and shares will be allocated within 7 days of receipt by the company of acceptance and in the order that such acceptance is received.

4. (i) To amend the Articles by deleting the words "as the New Shares" in Article 5.2.2; and
- (ii) To amend the Articles by adding a new Article 5.3 as follows:

"A share which is allotted or transferred to the holder of 'A' Ordinary Shares shall be designated or redesignated, as the case may be, as an 'A' Ordinary Share and a share which is allotted or transferred to the holder of Ordinary Shares, shall be designated or redesignated, as the case may be, as an Ordinary Share."

The remainder of Article 5 is to be renumbered accordingly.

#### 4. Approval of Resolutions

RESOLVED that:

- 4.1 That 925,168 of the ordinary shares of 0.005p each of the Company ("Ordinary Shares") comprised in the authorised but unissued share capital of the Company be redesignated as 'A' Ordinary Shares.
- 4.2 That the Directors are specifically authorised pursuant to section 80 of the Companies Act 1985 ("the Act") for a period of 5 years from the date of the adoption of this resolution to exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) in respect of all shares for the time being unallotted but the maximum aggregate nominal amount of relevant securities which may be allotted pursuant to this authority shall be the authorised share capital of the Company at the date of this resolution, being 10,000,000 Ordinary Shares and this authority may be varied or revoked by an ordinary resolution of the Company.
- 4.3 That the Directors be empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) as if article 5.2 of the articles of association of the Company and section 89 of the Act do not apply to such allotment provided that this power shall be limited to the allotment of up to 517,143 Ordinary Shares ("the Rights Shares") and up to 1,994,513 warrants ("Warrants") to subscribe for Ordinary Shares (each warrant carrying the right to subscribe for one Ordinary Share at an exercise price of 96.685p per share) upon the following basis:
- (i) The Rights Shares are offered to all existing members at an offer price of 96.685p on a pro rata basis (as nearly as may be without involving fractions or increasing the number allotted to any member beyond that applied for by him) to their existing holdings. Such offer shall stipulate a time not exceeding 7 days ("the First Offer Period") within which it must be accepted or in default will lapse.
  - (ii) Those Rights Shares ("the Second Round Shares") not taken up within the First Offer Period shall then be offered at the same price and on the same terms set out in paragraph (i) above (together with four Warrants for every such Second Round Share offered) as follows:
    - (a) firstly 121,399 to NewMedia SPARK plc and the remainder to Caversham Buchanan Limited on the condition that they subscribed for their full allotment as outlined in paragraph 3(i); and
    - (b) thereafter any balance of the Second Round Shares and the accompanying Warrants not taken up shall be offered to all other existing members on a pro rata basis on the terms that, in the case of competition, the second round shares shall be allotted to the acceptors of any such offer in proportion to their existing shareholdings on the condition that they subscribed for their full allotment as outlined in 3(i)
- Each offer referred to in this paragraph (ii) shall stipulate a time not exceeding 7 days within which it must be accepted or in default will lapse. Any member who desires to subscribe for a number of Rights Shares in excess of the proportion to which each is entitled shall in their acceptance state how many excess Rights Shares they wish to subscribe for and any Rights Shares not accepted by other members shall be used for satisfying the request for excess shares pro rata to the existing Ordinary Shares respectively held by such member making such requests;
- (iii) Those Rights Shares ("the Third Round Shares") not taken up in accordance with paragraph (ii) above shall then be offered at the same price and at the same terms set out in paragraph (i) above (together with three Warrants for every four Third Round Shares

subscribed for) to existing members who fully subscribed in the First Offer Period and subscribed in the Second Round Shares. This offer referred to in this paragraph (iii) shall lapse on 30<sup>th</sup> June 2002 and shares will be allocated within 7 days of receipt by the company of acceptance and in the order that such acceptance is received.

- 4.4 (i) To amend the Articles by deleting the words "as the New Shares" in Article 5.2.2; and  
(ii) To amend the Articles by adding a new Article 5.3 as follows:

"A share which is allotted or transferred to the holder of 'A' Ordinary Shares shall be designated or redesignated, as the case may be, as an 'A' Ordinary Share and a share which is allotted or transferred to the holder of Ordinary Shares, shall be designated or redesignated, as the case may be, as an Ordinary Share."

The remainder of Article 5 is to be renumbered accordingly.

**5. Other Business**

It was proposed that Graham Smith, Chief Technology Officer, become a Director of the Company. This was unanimously agreed on a show of hands.

6. The Company Secretary was directed to file all necessary forms at Companies House and to update the register of directors and directors interests.  
7. THERE being no further business the meeting closed.

  
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Chairman