

**THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989**

A Private Company Limited by Shares

SPECIAL RESOLUTIONS

of

uc.com ltd

Passed on the *21 APRIL* 2000

At an Extraordinary General Meeting of the Company, duly convened and held at Hammersley House, 5-8 Warwick Street, London, W1R 5RA on the above date, the following resolutions were duly passed as Special Resolutions of the Company:

Special Resolutions

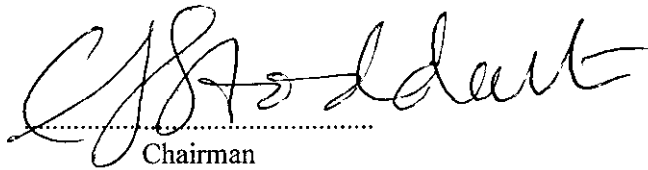
1. That the provisions of the Memorandum of Association of the Company with respect to its objects be and are hereby amended by inserting in the existing Clause 3(I) the additional wording marked in italics below:
 - “(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds, *share option and acquisition schemes* for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, *loans*, or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company’s Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.”
2. That the provisions of the Articles of Association of the Company be and are hereby amended as follows:
 - 2.1 By deleting Clause 4 (pre-emption rights on allotments over 500,000,000 shares);
 - 2.2 By renumbering the present Clauses 5 to 17 (inclusive) as new Clauses 4 to 16 (inclusive);



2.3 By inserting the following clause as new Clause 17:

“SEALING OF DOCUMENTS

Every certificate for shares, stock or debenture stock, or representing any other obligation of the Company (not being a letter of allotment), shall be issued under the seal or securities seal but need not bear any signature if there is in force a resolution of the Directors authorising (either generally or in a type of case which includes the certificate in question) the issue of an unsigned certificate, and the certificate has been approved for sealing by the auditors, transfer auditors, registrar, registration agents or bankers of the Company.”



Chairman