

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE MEMBERS
OF FASTNET GROUP LIMITED
PASSED PURSUANT TO SECTION 381A
OF THE COMPANIES ACTS 1985 TO 1989
Passed on the 27th day of January 1999

SPECIAL RESOLUTION

Waiver of Pre-emption on re-purchase of shares

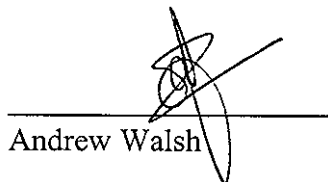
1. THAT the pre-emption provisions in respect of the transfer of shares of the Company granted to the shareholders of the Company whether under the articles of association of the Company or otherwise are hereby waived in respect of the transfer of the 2,191 'A' ordinary shares held by 3i Group plc to the Company.



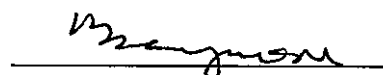
Ian C Brown



Malcolm J A McGougan



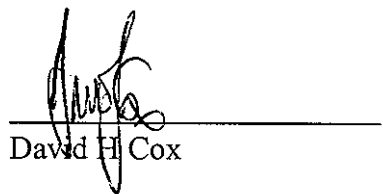
Andrew Walsh



Michael Langmore



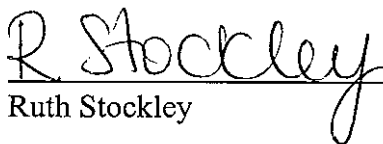
Christopher Robert Gray



David H Cox



Robert Bruce



Ruth Stockley

3i Group Plc

DATED 27th January 1999



No. 03015466

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3i Group Plc

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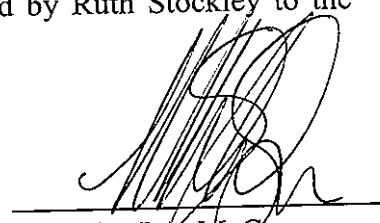
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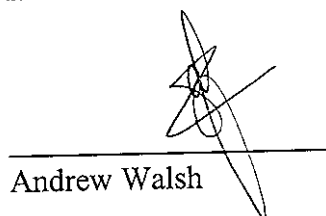
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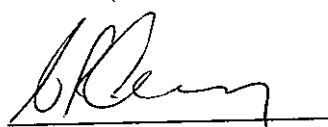
1. THAT the pre-emption provisions in respect of the transfer of shares of the Company granted to the shareholders of the Company whether under the articles of association of the Company or otherwise are hereby waived in respect of the transfer of the 100,000 'B' Preference Shares held by Ruth Stockley to the Company.



Ian C Brown



Malcolm J A McGougan


Andrew Walsh

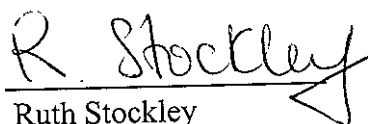

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for an on behalf of 3i Group PLC


Ruth Stockley

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Malcolm J A McGougan

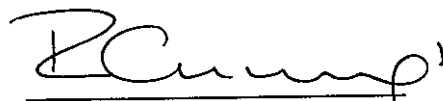
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for an on behalf of 3i Group PLC

Ruth Stockley

DATED *27th January* 1999