

ITNET plc

Registered in England number 3036256

Resolutions of the Company passed at the Annual General Meeting held on Wednesday, 19 May 2004

Ordinary Resolutions

The following resolutions were passed as Ordinary Resolutions:

1. That the report of the Directors, the accounts of the Company and the Auditors' report for the year ended 31 December 2003 be received.
2. That a final dividend of 2.93p per share in respect of the year ended 31 December 2003 be declared and be paid to holders of ordinary shares registered at the close of business on 26 March 2004 and to be payable on 28 May 2004.
3. That Oliver Whitehead (who retires pursuant to Article 87.1 of the Company's Articles of Association) be re-appointed as a Director of the Company, such appointment to take effect at the close of the Annual General Meeting.
4. That Lord Crickhowell (who retires pursuant to Article 96.1 of the Company's Articles of Association) be re-appointed as a Director of the Company, such appointment to take effect at the close of the Annual General Meeting.
5. That Brian Birkenhead (who retires by rotation pursuant to Article 92.1 of the Company's Articles of Association) be re-appointed as a Director of the Company, such appointment to take effect at the close of the Annual General Meeting.
6. That PricewaterhouseCoopers LLP be and they hereby are re-appointed auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the Audit Committee.
7. That the Remuneration Report for the year ended 31 December 2003 be approved.

Special Resolution

The following Resolutions were passed as Special Resolutions:

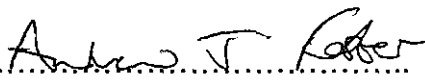
8. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the



Companies Act 1985) of ordinary shares in the capital of the Company provided that:-

- (a) the maximum number of ordinary shares authorised to be acquired is 7,329,653 (representing 10 per cent of the issued ordinary share capital);
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10p;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle market quotations of ordinary shares taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the contract of purchase is made;
- (d) this authority will (unless previously revoked, varied or renewed) expire at the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or, if earlier, 18 months after that date; and
- (e) the Company may make a contract of purchase of ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration.

9. That the share premium account of the Company be cancelled.

Signed: 
Company Secretary