

Company No: 3279013

The Companies Act 1985
WRITTEN RESOLUTION
of
PLUSNET PLC



(Passed pursuant to Article 75A of the Company's Articles of Association)

We, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

SPECIAL RESOLUTION

THAT conditional upon, but having effect immediately prior to, Admission (as defined in the prospectus of the Company to be dated and issued on or about 8 July 2004 (the "Prospectus")):

- (a) the authorised share capital of the Company be increased from £50,000 to £100,000 by the creation of a further 25,000,000 new Ordinary Shares of 0.2p each, such shares being identical to and ranking pari passu with the existing Ordinary Shares of 0.2p each in the capital of the Company;
- (b) the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £23,500 (in substitution for and to the exclusion of previous allotment authorities granted prior to this meeting), such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 31 December 2005, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired;
- (c) the Directors be and they are hereby generally empowered pursuant to section 95(1) of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority conferred by paragraph (b) of this Resolution as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be in substitution for all existing powers conferred on the Directors pursuant to section 95 of the Act and shall be limited to:
 - (i) the allotment and issue of equity securities pursuant to the placing of 2,450,102 Ordinary Shares pursuant to the Placing (as defined in the Prospectus);
 - (ii) the allotment and issue of equity securities pursuant to the 2000 LTIP;

- (iii) the allotment of equity securities in connection with or pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems arising in, or under the laws of, any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (iv) the allotment (otherwise then pursuant to paragraphs (i), (ii) or (iii) above) of equity securities for cash up to an aggregate nominal amount of £5,580 (being equal to ten per cent of the issued share capital of the Company immediately following completion of the Placing

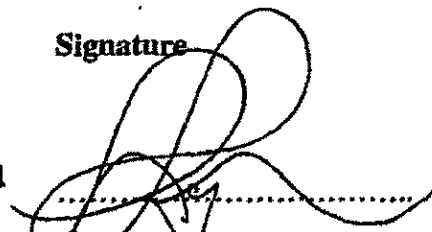
and shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 31 December 2005, but so that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power conferred by this resolution has expired.

Name of shareholder

Signature

Date of Signature

Insight Direct (GB) Limited


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(Duly authorised corporate representative)

Lee Andrew Strafford


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