

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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RESOLUTIONS

of

FIELD CAPITAL LIMITED



At an Extraordinary General Meeting of the Company held at 4th Floor, 54 Baker Street, London W1U 1FB on 29 November 2004 the following resolutions were passed, in the case of resolution numbered 1, as an ordinary resolution, and in the case of resolutions 2 to 17 inclusive, as a special resolutions of the Company:-

ORDINARY RESOLUTION

1. **THAT** the contract proposed to be made between **Ben Walsh** and the Company for the purchase of 282,566 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £12,000.00 in respect of the purchase of the Shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 320 of the Companies Act 1985.

SPECIAL RESOLUTIONS

2. **THAT** the provisions of article 30 (pre-emption rights) shall not apply to the proposed purchases by the Company of the shares referred to in the ordinary resolution above or the special resolutions numbered 3 to 17 inclusive below.
3. **THAT** the contract proposed to be made between **First Technological Investments Ltd** and the Company for the purchase of 29,690,591 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration

produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £1,026,818.89 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.

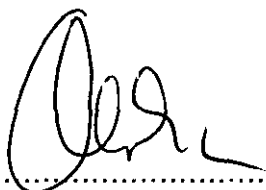
4. **THAT**, the contract proposed to be made between **Claranet Ltd** and the Company for the purchase of 5,042,385 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £174,385.76 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
5. **THAT**, the contract proposed to be made between **Prime Internet Ltd** and the Company for the purchase of 29,690,591 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £1,026,818.89 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
6. **THAT**, the contract proposed to be made between **BiPolar Holdings Ltd** and the Company for the purchase of 4,759,819 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £164,613.50 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
7. **THAT**, the contract proposed to be made between **Simon Gilbert** and the Company for the purchase of 461,924 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £15,975.17 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.

8. **THAT**, the contract proposed to be made between **Laya Medawar** and the Company for the purchase of 461,924 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £15,975.17 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
9. **THAT**, the contract proposed to be made between **Bachman Trust Company Limited** and the Company for the purchase of 6,412,828 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £221,781.13 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
10. **THAT**, the contract proposed to be made between **Talib Investments Ltd** and the Company for the purchase of 1,923,849 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £66,534.36 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
11. **THAT**, the contract proposed to be made between **Roger Myers** and the Company for the purchase of 3,206,414 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £110,890.57 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
12. **THAT**, the contract proposed to be made between **Edward Spencer-Churchill** and the Company for the purchase of 641,283 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £22,178.12 in respect of the purchase of the Company's own shares under that contract otherwise than

out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.

13. **THAT**, the contract proposed to be made between **Matthew Allen** and the Company for the purchase of 2,565,131 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £88,712.45 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
14. **THAT**, the contract proposed to be made between **Liam Walsh** and the Company for the purchase of 282,566 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £12,000.00 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
15. **THAT**, the contract proposed to be made between **Antonia Miles** and the Company for the purchase of 56,513 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £2,400.00 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
16. **THAT**, the contract proposed to be made between **Mid Ocean Holdings Ltd** and the Company for the purchase of 141,283 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £6,000.00 in respect of the purchase of the Company's own shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.
17. **THAT**, the contract proposed to be made between **Ben Walsh** and the Company for the purchase of 282,566 ordinary shares of one pence each in the capital of the Company, the terms of which are set out in the draft produced to the meeting and signed by the Chairman for identification purposes, be and are hereby approved and its terms

authorised and that (having regard to the statutory declaration of the directors of the Company and the auditors' report attached to that declaration produced to the Meeting and, for the purpose of identification signed by the Chairman) a payment of £12,000.00 in respect of the purchase of the Shares under that contract otherwise than out of distributable profits or the proceeds of a fresh issue of shares be hereby approved and that the Company be and is hereby authorised to enter into such a contract for the purposes of section 164(2) of the Companies Act 1985.

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a series of loops and a horizontal stroke at the end. The signature is positioned above a dotted line.

CHAIRMAN