

Company Number: 5175576

**WIN PLC**  
**(the "Company")**

**MINUTES OF THE ANNUAL GENERAL  
MEETING OF THE COMPANY HELD  
AT 1 CLIVEDEN OFFICE VILLAGE, LANCASTER ROAD, CRESSEX BUSINESS PARK, HIGH  
WYCOMBE, BUCKINGHAMSHIRE HP12 3YZ  
ON 26 MAY 2005 AT 11.00 A.M.**

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**PRESENT:**

**Richard Joyce (Chairman)**

**Peter Button**

**Mark Paver**

**John Rands**

**Peter Martin**

**Michael de-Kare Silver**

**IN ATTENDANCE:**

**Michael Cornish – Beaumont Cornish**

**Mike Coughtrey - KPMG**



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**1. CHAIRMAN**

Richard Joyce was appointed Chairman of the meeting.

**2. QUORUM**

The Chairman declared that a quorum was present. It was unanimously agreed that the notice convening the meeting be taken as read.

**3. The Chairman highlighted 2 typographical errors in the originally published Company Accounts.**

**4. ORDINARY RESOLUTION 1**

The Chairman proposed ordinary resolution 1 set out in the notice:

"That the annual accounts of the Company for the period ended 31 December 2004, together with the directors' report and the auditors' report on those accounts, be received by the meeting."

The resolution was put to the meeting and carried unanimously on a show of hands.

The total number of proxy votes cast in favour was 4,615,323

The total number of proxy votes cast against was 0

The total number of votes withheld was 0.

**5. ORDINARY RESOLUTION 2**

The Chairman proposed ordinary resolution 2 set out in the notice:

"That KPMG LLP be reappointed as auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid and that the directors be authorised to fix the remuneration of the auditors."

The resolution was put to the meeting and carried unanimously on a show of hands.

The total number of proxy votes cast in favour was 4,615,323

The total number of proxy votes cast against was 0

The total number of votes withheld was 0.

**6. VACATION OF OFFICE**

The Chairman reported that, in accordance with the provision of the Company's articles of association, all the directors having been appointed as directors by the directors since the Company's incorporation would vacate office at the conclusion of the meeting unless reappointed. Each director was eligible and willing to be reappointed.

**7. ORDINARY RESOLUTION 3**

The Chairman proposed ordinary resolution 3 set out in the notice:

"That R W Joyce be reappointed as a director of the Company in accordance with the Company's articles of association."

The resolution was put to the meeting and carried unanimously on a show of hands.

The total number of proxy votes cast in favour was 4,615,323

The total number of proxy votes cast against was 0

The total number of votes withheld was 0.

**8. ORDINARY RESOLUTION 4**

The Chairman proposed ordinary resolution 4 set out in the notice:

"That P L Button be reappointed as a director of the Company in accordance with the Company's articles of association."

The resolution was put to the meeting and carried unanimously on a show of hands.

The total number of proxy votes cast in favour was 4,615,323

The total number of proxy votes cast against was 0

The total number of votes withheld was 0.

**9. ORDINARY RESOLUTION 5**

The Chairman proposed ordinary resolution 5 set out in the notice:

"That M A Paver be reappointed as a director of the Company in accordance with the Company's articles of association."

The resolution was put to the meeting and carried unanimously on a show of hands.

The total number of proxy votes cast in favour was 4,615,323

The total number of proxy votes cast against was 0

The total number of votes withheld was 0.

**10. ORDINARY RESOLUTION 6**

The Chairman proposed ordinary resolution 6 set out in the notice:

"That J Rands be reappointed as a director of the Company in accordance with the Company's articles of association."

The resolution was put to the meeting and carried unanimously on a show of hands.

The total number of proxy votes cast in favour was 4,615,323

The total number of proxy votes cast against was 0

The total number of votes withheld was 0.

**11. ORDINARY RESOLUTION 7**

The Chairman proposed ordinary resolution 7 set out in the notice:

"That P Martin be reappointed as a director of the Company in accordance with the Company's articles of association."

The resolution was put to the meeting and carried unanimously on a show of hands.

The total number of proxy votes cast in favour was 4,615,323

The total number of proxy votes cast against was 0

The total number of votes withheld was 0.

**12. ORDINARY RESOLUTION 8**

The Chairman proposed ordinary resolution 8 set out in the notice:

"That M de Kare-Silver be reappointed as a director of the Company in accordance with the Company's articles of association."

The resolution was put to the meeting and carried unanimously on a show of hands.

The total number of proxy votes cast in favour was 4,615,323

The total number of proxy votes cast against was 0

The total number of votes withheld was 0.

13. **SPECIAL RESOLUTION 9**

The Chairman proposed special resolution 9 set out in the notice:

"THAT the directors of the Company be given power pursuant to section 95 of the Companies Act 1985 (as amended) ("**Act**") to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority granted to the directors of the Company on 29 September 2004 as if section 89(1) of the Act did not apply to the allotment, such power to be limited to:

- 9.1 the allotment of ordinary shares of £0.10 each in the capital of the Company ("**Ordinary Shares**") under the terms of the Wireless Information Network Executive Share Option Scheme and the WIN plc Executive Share Option Scheme 2004;
- 9.2 the allotment of equity securities (as so defined) in connection with an offer or issue of those securities in favour of the holders of Ordinary Shares on the register on a date fixed by the directors in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date save in relation to fractional entitlements and subject to those exclusions and other arrangements as the directors may deem necessary or expedient to deal with either legal problems under the laws of any territory, or the requirements of any regulatory body; and
- 9.3 the allotment (other than pursuant to (9.1) to (9.2) above) of Ordinary Shares up to a maximum of 1,101,646 Ordinary Shares (being equal to 10 per cent of the issued ordinary share capital of the Company as at 20 April 2005, assuming exercise of all the options and warrants in existence as at 20 April 2005);

and this power shall expire at the conclusion of the next annual general meeting of the Company (unless and to the extent previously revoked, varied or renewed by the Company in general meeting), provided that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities (as so defined) to be allotted after this power expires and the directors of the Company may allot equity securities (as so defined) in pursuance of such an offer or agreement as if this power had not expired."

The resolution was put to the meeting and carried unanimously on a show of hands.

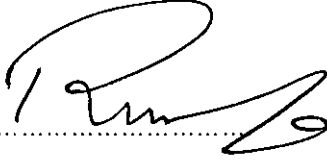
The total number of proxy votes cast in favour was 3,320,248

The total number of proxy votes cast against was 1,295,075

The total number of votes withheld was 0.

14. CLOSE OF MEETING

There being no other business, the meeting closed.



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Chairman