

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

SHAREHOLDER RESOLUTIONS

of

INFAST GROUP plc



Passed 28th April 2005

The following resolutions, of which numbers 1 and 3 are Ordinary Resolutions, were duly passed at the Annual General Meeting of the Company held on 28th April 2005.

RESOLUTIONS

1. That the directors be and they are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot securities (as defined in Section 80(2) of the Act) of the Company provided that this authority shall:
 - (a) be in substitution for any authority in accordance with Section 80 which may have been given to the directors before the date hereof;
 - (b) be limited to the allotment of such relevant securities up to an aggregate nominal value of £7,615,376 (representing 33.3 per cent. of the issued share capital); and
 - (c) unless previously revoked or varied, expire on the date of the next Annual General Meeting of the Company following the passing of this Resolution, or at the end of fifteen months, whichever is the earlier, but so that the Company may at any time before the authority shall expire make an 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 that offer or agreement.
2. That, subject to the passing of the Resolution 1 above, in substitution for all existing authorities the directors be and they are hereby empowered pursuant to Section 95 of the Act and pursuant to the authority conferred by Resolution 1 above to allot equity securities (as defined in Section 94(2) of the Act) of the Company as if Section 89(1) of the Act did not apply to such allotment, provided that this authority shall be limited:

- (a) to the allotment (otherwise than pursuant to sub-paragraph (b) below) of equity securities which are, or are to be, wholly paid in cash up to an aggregate nominal value of £1,143,449 (representing 5.0 per cent. of the issued share capital); and
- (b) to the allotment of equity securities in connection with a rights issue, open offer or otherwise to holders of shares in the capital of the Company in proportion (as nearly as may be) to their existing holding of shares but subject to such exclusions or other arrangements as the directors deem necessary or expedient to deal with equity securities representing fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;

and unless previously revoked, or varied, shall expire on the date of the next Annual General Meeting of the Company following the passing of this Resolution, or at the end of fifteen months, whichever is the earlier, but so that the Company may at any time before the authority shall expire make an 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.

3. That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163(3) of the Act) of ordinary shares of 20p each in the capital of the Company ("Ordinary Shares") provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 17,151,747 (representing 15 per cent. of the issued share capital);
 - (b) the minimum price which may be paid for each Ordinary Share is 20p (exclusive of expenses);
 - (c) the maximum price which may be paid for each Ordinary Share is an amount (exclusive of expenses) equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the Ordinary Share in question is purchased;
 - (d) unless previously revoked or varied, this authority shall expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Resolution or within twelve months from the date of the passing of this Resolution, whichever is the earlier, unless such authority is renewed prior to that time; and
 - (e) the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of such authority which will or may be executed wholly or partly after the expiry of this authority, and may make a purchase of Ordinary Shares pursuant to any such contract.



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CHAIRMAN
28th April 2005