

Company No: 3461748

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ITIS HOLDINGS PLC

("the Company")

(passed on 14 September 2005)

At the 2005 Annual General Meeting of the Company duly convened and held on 14 September 2005, the following resolutions were duly passed as to resolutions numbered 6 and 9 to 12 (inclusive) as Ordinary Resolutions of the Company and as to resolutions numbered 7 and 8 as Special Resolutions of the Company:

ORDINARY RESOLUTION

- 6 That, pursuant to Article 6 of the Company's Articles of Association, the Directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the said Act) up to an aggregate nominal value of £641,624 provided that such authority shall expire on the earlier of 13 December 2006 and the conclusion of the Annual General Meeting to be held in 2006 unless previously renewed, varied or revoked by the Company in General Meeting save that the Company may before such expiry 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 such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

- 7 That, pursuant to Article 6 of the Company's Articles of Association but subject to the passing of Resolution 6 above, the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within



the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by Resolution 6 above as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall be limited:

- a) to the allotment of equity securities in connection with a rights issue to or in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares of 2 pence each held by them provided always that the Directors be and are hereby authorised to make such exclusions or arrangements as they may consider expedient to deal with fractional entitlements or any legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange in connection with any such offer;
- b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £98,420;

and this authority shall expire on the earlier of 13 December 2006 and the conclusion of the Annual General Meeting to be held in 2006 save that the Company may before such expiry 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 such an offer or agreement as if the power conferred hereby had not expired.

This power shall apply in relation to a sale of shares which is an allotment of equity securities by virtue of Section 94 (3A) of the Companies Act 1985 as if in the first paragraph of this Resolution 7 the words "but subject to the passing of Resolution 6 above" and "pursuant to the authority conferred by Resolution 6 above" had been omitted.

- 8 That Clause 4 of the Memorandum of Association of the Company be and is hereby altered by the renumbering of existing sub-clause (Z) as sub-clause (AA) and the insertion of the following new sub-clause (Z):

(Z) To make donations to EU political organisations and to incur EU political expenditure (within the meaning of Part XA of the Companies Act 1985 (as amended)).'

ORDINARY RESOLUTIONS

- 9 That, subject to the passing of Resolution 8 above, the Company be and is hereby generally and unconditionally authorised to make donations to EU political organisations and to incur EU political expenditure (within the meaning of Part XA of the Companies Act 1985 (as amended)) in an aggregate amount not exceeding £10,000 during the period commencing on the date of the passing of this Resolution and ending on the date of the Annual General Meeting of the Company to be held in 2006.
- 10 That ITIS UK Limited be and is hereby generally and unconditionally authorised to make donations to EU political organisations and to incur EU political expenditure (within the meaning of Part XA of the Companies Act 1985 (as amended)) in an aggregate amount not exceeding £15,000 during the period commencing on the date of the passing of this Resolution and ending on the date of the Annual General Meeting of the Company to be held in 2006.
- 11 That Integrated Transport Information Services Limited be and is hereby generally and unconditionally authorised to make donations to EU political organisations and to incur EU political expenditure (within the meaning of Part XA of the Companies Act 1985 (as amended)) in an aggregate amount not exceeding £15,000 during the period commencing on the date of the passing of this Resolution and ending on the date of the Annual General Meeting of the Company to be held in 2006.
- 12 That NavTrak Limited be and is hereby generally and unconditionally authorised to make donations to EU political organisations and to incur EU political expenditure (within the meaning of Part XA of the Companies Act 1985 (as amended)) in an aggregate amount not exceeding £15,000 during the period commencing on the date of the passing of this Resolution and ending on the date of the Annual General Meeting of the Company to be held in 2006.



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DIRECTOR