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RECOMMENDED OFFER TO ACQUIRE ITNET PLC ("ITNET")

MADE BY LAZARD & CO., LIMITED

ON BEHALF OF SERCO GROUP PLC ("SERCO")

LEVEL OF ACCEPTANCES AND EXTENSION OF OFFER CLOSING DATE

On 16 December 2004, Serco announced a cash offer with a partial share alternative to acquire the entire issued and to be issued ordinary share capital of ITNET which is unanimously recommended by the ITNET Board of Directors.

LEVEL OF ACCEPTANCES

Serco today announces that as at 3.00 p.m. (London time) on 21 January 2005, the second closing date of the Offer, valid acceptances of the Offer had been received in respect of 47,942,986 ITNET Shares, representing approximately 65.2 per cent. of the existing issued ordinary share capital of ITNET.

As previously advised, Serco received irrevocable undertakings to accept the Offer from the Directors of ITNET in respect of 3,447,708 ITNET Shares, representing approximately 4.5 per cent. of ITNET's existing issued and to be issued ordinary share capital. Valid acceptances in respect of 2,140,460 of these shares were received by Serco prior to the second closing date and are included in the acceptances referred to above. The remaining 1,307,248 ITNET Shares that are subject to the irrevocable undertakings are to be allocated or issued pursuant to the exercise of options granted, or the vesting of awards, under the ITNET Share Option Schemes or ITNET Share Schemes.

Prior to the commencement of the Offer Period (as defined in the Code), neither Serco nor any person acting in concert with Serco owned any ITNET Shares.

Since 16 December 2004, Serco has acquired 4,382,472 ITNET Shares (representing approximately 6.0 per cent. of ITNET's existing issued ordinary share capital) on-market. Apart from these acquisitions, neither Serco, nor any of the Serco Directors, nor, so far as Serco is aware, any person acting in concert with Serco has acquired or agreed to acquire any ITNET Shares since the commencement of the Offer Period (as defined in the Code).

As a result, Serco has acquired or received valid acceptances for 52,325,458 ITNET Shares, representing approximately 71.2 per cent. of ITNET's existing issued ordinary share capital.

EXTENSION OF CLOSING DATE

The Offer, including the Share Alternative and the Mix and Match Facility, has been extended and will remain open until 3.00 p.m. (London time) on 28 January 2005 (unless further extended).

CLOSING DATE FOR THE MIX AND MATCH FACILITY

Serco announces today that the Mix and Match Facility will not be further extended beyond 3.00 p.m. (London time) on 28 January 2005.

ACCEPTANCE PROCEDURE

To accept the Offer, ITNET Shareholders should complete, sign and return the Form of Acceptance, whether or not their ITNET Shares are held in CREST, in accordance with the instructions set out in the Offer Document and in the Form of Acceptance so as to be received as soon as possible, and, in any event, by no later than 3.00 p.m. (London time) on 28 January 2005.

ITNET Shareholders who have any queries in relation to the procedure for acceptance, or who would like a replacement Form of Acceptance, can contact Computershare Investor Services PLC on 0870 702 0100 (or +44 (0)870 702 0100 for callers outside the UK).

ENQUIRIES

Serco Group plc +44 (0)1256 745 900
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Dominic Cheetham, Director of Corporate Communications
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OTHER INFORMATION

Terms used in this announcement shall have the same meaning as those in the Offer Document, unless the context otherwise requires.

The Offer will not be made, directly or indirectly, in or into, or by use of the mails or any means of instrumentality (including without limitation facsimile transmission, telex and telephone) of interstate or foreign commerce of, or any facilities of a national securities exchange of the United States, nor will it be made in or into

Canada, Australia or Japan. Accordingly, copies of this announcement are not being, and must not be, mailed or otherwise distributed or sent in or into or from the United States, Canada, Australia or Japan and persons receiving this announcement (including custodians, nominees and trustees) must not distribute or send it in, into or from the United States, Canada, Australia or Japan.

This announcement does not constitute, or form any part of, any offer for, or solicitation of any offer for securities. Any acceptance or other response to the Offer should be made only on the basis of the information contained in the Offer Document and the Form of Acceptance.

Lazard & Co., Limited, which is regulated in the United Kingdom by the Financial Services Authority, is acting for Serco and no-one else in connection with the Offer and will not be responsible to anyone other than Serco for providing the protections afforded to customers of Lazard & Co., Limited.

Merrill Lynch International, which is regulated in the United Kingdom by the Financial Services Authority, is acting as sole corporate broker to Serco and no-one else in connection with the Offer and will not be responsible to anyone other than Serco for providing the protections afforded to customers of Merrill Lynch International.