

Company No. 663645

The Companies Acts 1985 to 1989

Special Resolutions

of

Aspen Group plc

At the Annual General Meeting of the Company duly convened and held on Thursday 11 June 1998 at 10.30am the following resolutions were passed as special resolutions:

THAT:

1. Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 (3) of the Companies Act 1985) of its own ordinary shares on a recognised investment exchange of up to an aggregate of 1,548,072 ordinary shares of 5p each at a price per ordinary share which is (i) not more than 105% of the average of the middle market quotations in respect of the Company's ordinary shares for the five business days immediately preceding the day of purchase and (ii) not less than 5p (exclusive in each case of expenses and advance corporation tax (if any) payable by the Company) and otherwise on such terms and in such manner as the Directors may from time to time determine provided that this resolution shall unless previously varied, revoked or renewed expire on 29th August 1999 except in relation to a purchase of shares the contract for which shall have been made before that time and this authority shall replace the authority conferred by the special resolution to the like effect passed on 5th June 1997 the latter being hereby revoked.
2. the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £226,000 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the Annual General Meeting of the Company in 1999, 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 offer or agreement as if the authority conferred hereby had not expired.

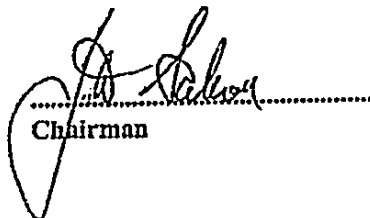


3. the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 (including any modification or re-enactment thereof for the time being in force) during the period expiring at the conclusion of the Annual General Meeting of the Company in 1999 to allot equity securities (as defined in Section 94 of the said Act) pursuant to the authority conferred on them from time to time as if sub-section (1) of Section 89 of the said Act did not apply thereto, and to make any offer or agreement during such period which would or might require such securities to be allotted after the expiry of such period and to implement the same provided that this power shall be limited to:-

(a) the allotment of equity securities in connection with an offer or offers of equity securities (whether by way of a rights issue, open offer or otherwise) open for acceptance for a period fixed by the Directors to holders of equity securities of the Company on the register of members of the Company on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached thereto (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or as regards shares held by an approved depository or otherwise);

(b) the allotment (other than pursuant to the powers referred to in paragraph (a) of this resolution of equity securities up to an aggregate nominal amount of £38,700.

Signed:


Chairman

