

No. 3716736

THE COMPANIES ACT 1985

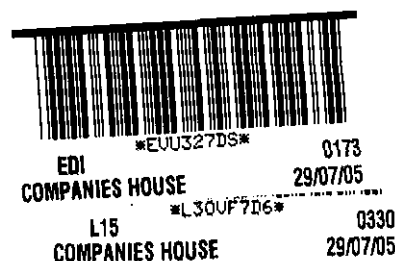
PUBLIC COMPANY LIMITED BY SHARES

iSOFT GROUP PLC

At the annual general meeting of iSOFT Group plc (the "**Company**") duly convened and held on 25 July 2005, the following resolutions were passed of which resolutions 1, 2, 3(a), 3(b), 4(a), 4(b), 4(c), 5, 6, 7, 10 and 11 were passed as ordinary resolutions and resolutions 8 and 9 were passed as special resolutions.

ORDINARY RESOLUTIONS

1. That the accounts for the financial year ended 30 April 2005, together with the reports of the directors and auditors thereon be and are hereby received and approved.
2. That a final dividend of 1.82 pence per ordinary share payable on 29 July 2005 to those shareholders on the register of members at the close of business on 1 July 2005 be and is hereby declared.
3. That in accordance with article 86.1 of the Company's articles of association, the following directors be and are hereby reappointed:
 - (a) Steve Graham; and
 - (b) Geoff White.
4. That in accordance with article 91 of the Company's articles of association, the following directors be and are hereby reappointed:
 - (a) Ravi Kumar;
 - (b) Gavin James; and
 - (c) Ken Lever.
5. That Deloitte & Touche LLP be and are hereby appointed, and the Directors be and they are hereby authorised to set their remuneration.
6. That the directors' remuneration report for the financial year ended on 30 April 2005 be and is hereby approved.
7. That the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the said Act) up to an aggregate nominal amount of £7,646,857, this authority to expire at the conclusion of the annual general meeting of the Company in 2006 or on 31 July 2006, whichever is the earlier (save that the Company may before such expiry make any 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 any such offer or agreement as if the authority conferred hereby had not expired) and this authority to be



in substitution for all previous authorities given under section 80 of the Companies Act 1985.

SPECIAL RESOLUTIONS

8. That subject to the passing of resolution 7 above, the directors be and are hereby empowered to allot equity securities (as defined in section 94(2) of the Companies Act 1985) for cash pursuant to the authority conferred by resolution 7 above as if section 89(1) of the said Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:-

- (a) in connection with a rights issue, open offer or other pre-emptive issue in favour of ordinary shareholders where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders but subject to such exclusions or other arrangements as the directors may deem necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory; and
- (b) otherwise than pursuant to (a) above, up to an aggregate nominal amount of £1,147,143.

and this power shall expire at the conclusion of the annual general meeting of the Company to be held in 2006 or on 31 July 2006, whichever is the earlier save that the Company may before such expiry make any 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 any such offer or agreement as if the power conferred hereby had not expired and this power to be in substitution for all previous like powers given under the Companies Act 1985.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "That subject to the passing of resolution 7 above" were omitted.

9. That the Company is hereby generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 to make market purchases (within the meaning of section 163(3) of that Act) of any of its ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the directors may from time to time determine provided that:

- (a) the maximum number of ordinary shares which may be purchased is 22,942,865;
- (b) the minimum price which may be paid for each ordinary share is 10 pence which amount shall be exclusive of expenses, if any;
- (c) the maximum price which may be paid for each ordinary share is an amount equal to 105 per cent. of the average of the middle market quotations of the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased;
- (d) this authority shall expire at the conclusion of the annual general meeting in 2006 or on 31 July 2006, whichever is the earlier; and
- (e) under this authority the Company may make a contract to purchase ordinary shares which would or might be completed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

ORDINARY RESOLUTIONS

10. That:

- (a) the Directors be and are hereby authorised to establish The iSOFT Performance Share Plan 2005 (the "**Performance Share Plan**"), a copy of the draft rules of which has been produced to the Meeting and initialled by the Chairman for the purposes of identification only and a summary of the main provisions of which is set out in Part II of the document dated 30 June 2005 to the Company's Shareholders;
- (b) the Directors be and are hereby authorised to do all such acts and things necessary or expedient to give effect to the Performance Share Plan, including amending the Performance Share Plan in such manner as the Directors may consider necessary or appropriate to:-
 - (i) take account of any relevant statutory or regulatory requirements; or
 - (ii) obtain or maintain any favourable tax treatment for the Company, any subsidiary or the participants in the Performance Share Plan.

PROVIDED THAT no such amendment may be made if, in the opinion of the Directors, it would conflict in any material respect with the summary of the Performance Share Plan set out in Part II or would materially prejudice the interests of shareholders; and

- (c) the Directors be and are hereby authorised to establish further share incentive arrangements in overseas territories, based on the Performance Share Plan, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under any such further arrangements are treated as counting against the limits on the issue of new shares under the Performance Share Plan.

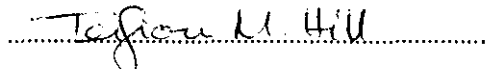
11. That:

- (a) the Directors be and are hereby authorised to establish The iSOFT Bonus Co-Investment Plan 2005 (the "**Bonus Co-Investment Plan**"), a copy of the draft rules of which has been produced to the Meeting and initialled by the Chairman for the purposes of identification only and a summary of the main provisions of which is set out in Part III of the document dated 30 June 2005 to the Company's Shareholders ("**Part III**");
- (b) the Directors be and are hereby authorised to do all such acts and things necessary or expedient to give effect to the Bonus Co-Investment Plan, including amending the Bonus Co-Investment Plan in such manner as the Directors may consider necessary or appropriate to:-
 - (i) take account of any relevant statutory or regulatory requirements; or
 - (ii) obtain or maintain any favourable tax treatment for the Company, any subsidiary or the participants in the Bonus Co-Investment Plan

PROVIDED THAT no such amendment may be made if, in the opinion of the Directors, it would conflict in any material respect with the summary of the Bonus Co-Investment Plan set out in Part III or would materially prejudice the interests of shareholders; and

- (c) the Directors be and are hereby authorised to establish further share incentive arrangements in overseas territories, based on the Bonus Co-Investment Plan, but

modified to take account of local tax, exchange control or securities laws, provided that any shares made available under any such further arrangements are treated as counting against the limits on the issue of new shares under the Bonus Co-Investment Plan.



Chairman/Secretary

Presented by: Ashurst
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