

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES



iSOFT Group plc

At an extraordinary general meeting of iSOFT Group plc duly convened and held on 9 December 2003, the following resolutions were passed of which resolution 1 was passed as an ordinary resolution and resolution 2 was passed as a special resolution.

ORDINARY RESOLUTION

1. THAT:

- (a) the offer by the Company (including any amendments, variations, revisions or extensions thereof) to acquire the whole of the issued and to be issued share capital of Torex PLC (the "Merger Offer") on the terms and conditions contained in the offer document dated 13 November 2003 from Hoare Govett Limited on behalf of the Company addressed to the shareholders of Torex PLC be and it is hereby approved (or upon the terms and conditions of any additional or other offer(s) approved by the directors of the Company (the "Directors") or any duly authorised committee thereof and with authority to the Directors or any such committee to waive, amend, revise, vary or extend any of the terms or conditions of the Merger Offer as originally made or as subsequently amended or waived, revised or extended other than to any material extent) and all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Merger Offer or such additional or other offer(s) be and they are hereby approved;
- (b) the purchase by the Company and/or any of its subsidiaries of any shares in the capital of Torex PLC on and subject to such terms and conditions as may be approved by the Directors or any duly authorised committee thereof be and it is hereby approved; and
- (c) subject to the Merger Offer (as defined in paragraph (a) above) or such additional or other offer(s) as are referred to in paragraph (a) above becoming or being declared unconditional in all respects (save for any condition of the Merger Offer or such additional or other offer(s) relating to this resolution being passed or relating to the admission of the new ordinary shares of 10p each in the capital of the Company to be issued pursuant to the Merger Offer to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's market for listed securities becoming effective):
 - (i) the authorised share capital of the Company be increased from £20,000,000 to £35,000,000 by the creation of an additional 150,000,000 ordinary shares of 10p each; and
 - (ii) the directors of the Company (the "Directors") be and are generally unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £10,272,132.80 in connection with the

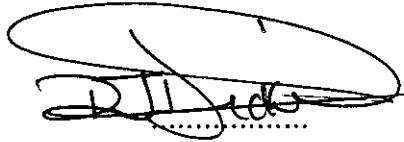
Merger Offer. This authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2004, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreements as if the authority conferred hereby had not expired. Such authority shall be in addition to any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.

SPECIAL RESOLUTION

2. THAT: subject to the Merger Offer (as defined in resolution 1) or such additional or other offer(s) as are referred to in resolution 1 becoming or being declared unconditional in all respects:

- (a) the directors of the Company (the "Directors") be and are generally unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £4,189,618.80. This authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2004, 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. This authority shall be in addition to any authority granted pursuant to resolution 1 above and to any other existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed; and
- (b) the Directors be and are hereby empowered to allot equity securities (as defined in section 94(2) of the Act) of the Company pursuant to the authority conferred by part (a) of this resolution 2 for cash 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 such equity securities:
 - (i) in connection with issues in favour of shareholders where the equity securities respectively attributable to the interests of such shareholders are proportionate (as nearly as may be) to the respective numbers of shares held by such shareholders subject only to such exclusions or other arrangements as the Directors may consider necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of, or the requirements of any recognised body in, any territory; and
 - (ii) otherwise than pursuant to sub-paragraph (b)(i) up to an aggregate nominal value of £522,111.80.

This power shall expire at the conclusion of the annual general meeting of the Company to be held in 2004 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 equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. Such power shall be in addition to any existing like power to the extent not utilised at the date this resolution is passed.



Chairman

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