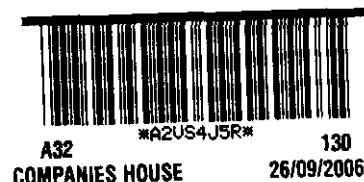


Company number: 4023140

## **Companies Act 1985 and 1989**

### **Resolutions of**

### **Computer Software Group plc**



At the Annual General Meeting of the members of the above-named company, duly convened and held at Integra House, 138-140 Alexandra Road, London SW19 7JY on 4 September 2006, the following resolutions were duly passed, as Ordinary and Special resolutions of the Company:-

#### **Ordinary Resolutions**

1. To receive and adopt the Directors' Report and audited Financial Statements for the financial year ended 28 February 2006.
2. To re-elect D A Lowe as a director of the Company.
3. To re-elect D M England, who was appointed during the year, as a director of the Company.
4. To re-elect D J Woodcock, who was appointed during the year, as a director of the Company.
5. To re-appoint Messrs PKF (UK) LLP as auditors of the Company.


#### **Special Resolutions**

6. THAT the Directors be and are hereby generally and unconditionally authorised (in substitution for all existing authorities to the extent unexercised) pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) to such persons at such times and generally on such terms and conditions as the Directors may determine up to an aggregate nominal value of £2,800,000, provided that the authority conferred by this resolution shall expire, (unless previously renewed, revoked or varied by the Company in general meeting), five years after the date of the passing of this resolution, save that the Company may at any time before such expiry make offers or agreements 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.

7. THAT, subject to the passing of resolution 6 above, and in addition and without prejudice to any other authority conferred upon the Directors, the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred upon them by resolution 6 above as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with an issue or offer by way of rights or other pre-emptive issue or offer, open for acceptance for a period fixed by the Directors to holders of ordinary shares in the capital of the Company on any record date fixed by the Directors and made in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:
    - (i) to deal with equity securities representing fractional entitlements; and
    - (ii) to deal with legal or practical problems arising under the laws or requirements of any overseas territory or the requirements of a regulatory body or stock exchange in any territory or otherwise howsoever; and
  - (b) for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of £1,100,000;

and shall expire on the date of the next annual general meeting of the Company or, if earlier, the date being 15 months after the passing of this resolution, provided 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 and provided further that this authority shall be in substitution for and supersede and revoke any earlier power given to the Directors.

Dated: 4 September 2006

  
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Barbara Firth  
Company Secretary