

Company number: 4023140

Companies Act 1985 and 1989

Resolutions of


Computer Software Group plc

At an Extraordinary 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 resolutions of the Company:-

ORDINARY RESOLUTIONS

1. THAT the Rules of the Computer Software Group plc Long Term Incentive Plan (the "Plan") produced to the Extraordinary General Meeting (and initialled for the purposes of identification by the Chairman and summarised in Appendix One to the circular to shareholders in the Company dated 8 August 2006 ("the Circular")) be and are hereby approved, and the Directors of the Company be and are hereby authorised to take all such necessary steps to implement the Plan, including making changes to the Rules of the Plan that they may consider necessary or expedient to assist its implementation.
2. THAT, (subject to the passing of Resolution 3 in the case of the Award to Vin Murria), the proposed award to (i) Vin Murria over 4,000,000 Ordinary Shares; (ii) Barbara Firth over 425,000 Ordinary Shares; (iii) David England over 250,000 Ordinary Shares; and (iv) David Woodcock over 250,000 Ordinary Shares under the Plan in accordance with the terms as set out in Appendix One to the Circular be and are hereby approved.
3. THAT the waiver by the Panel on Takeovers and Mergers of any requirement for any member of the Concert Party (as defined in the Circular) to make a general offer under Rule 9 of the City Code on Takeovers and Mergers which would otherwise arise by reason of the subscription by Vin Murria for the New Ordinary Shares, the receipt of Ordinary Shares by her pursuant to an award made to her under the Plan established pursuant to resolution 1 above and the exercise of any of the Relevant Options (as such term is defined in the Circular) be and is hereby approved.

Dated: 4 September 2006


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Barbara Firth
Company Secretary

