

Company No: 5556404

THE COMPANIES ACTS 1985 and 2006  
COMPANY LIMITED BY SHARES

RESOLUTIONS OF  
NEXTGEN GROUP PLC

PASSED 29 JANUARY 2009

At an Extraordinary General Meeting of the above Company, duly convened and held on 29 January 2009, the following Resolutions were duly passed, in the case of Resolutions 1 and 2 as Ordinary Resolutions and in the case of Resolution 3 as a Special Resolution:

RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £4,500,000 from £3,000,000 by the creation of 1,500,000 additional ordinary shares of £0.001 each in the capital of the Company.
2. THAT the Directors be authorised generally and unconditionally pursuant to Section 80 of the Companies Act 1985, as amended, (the "Act") (in addition to (and not in substitution for) all other authorities pursuant to Section 80 of the Act, to the extent not utilised at the date this Resolution is passed), to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) but limited to the allotment of relevant securities up to a maximum nominal amount of £1,000,000, such authority (unless previously revoked, varied or renewed) shall expire on the earlier to occur of 15 months after the passing of this Resolution or on the conclusion of the annual general meeting of the Company to be held in the calendar year 2009, provided that the Company may before such expiry make an offer, agreement or other arrangement, which would or might require any such relevant securities to be allotted after such expiry and the Directors may allot such relevant securities pursuant to any such offer, agreement or other arrangement as if the authority thereby had not expired.
3. Subject to Resolution 2 above being duly passed, that the Directors be generally empowered to allot equity securities (within the meaning of Section 94(2) of the Act) of the Company (in addition to (and not in substitution for) all other authorities pursuant to Section 95 of the Act, to the extent not utilised at the date this Resolution is passed) for cash pursuant to the authority referred to in Resolution 2 above as if Section 89(1) of the Act or any pre-emption provisions contained in the articles of association of the Company or otherwise did not apply to any such allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal amount of £1,000,000 such authorities and powers (unless previously revoked, varied or renewed) shall expire on the earlier to occur of 15 months after the passing of this Resolution or on the conclusion of the annual general meeting of the Company to be held in the calendar year 2009, provided that the Company may prior to such expiry make any offer, agreement or other arrangement, which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer, agreement or other arrangement as if the power thereby conferred had not expired.

  
CHAIRMAN

