

Company Number: 05556404

The Companies Act 1985
COMPANY LIMITED BY SHARES
Ordinary and Special Resolutions
of
NEXTGEN GROUP PLC
(the "Company")

Passed on 31 March 2008

THURSDAY
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RM	*RZT36ZQH*	15/05/2008	67
	COMPANIES HOUSE		
A55	*AKUKBZDV*	02/05/2008	75
	COMPANIES HOUSE		

At a General Meeting of the above-named Company duly convened and held at 20 Old Bailey, London EC4M 7EN on 31 March 2008 at 10 35 am, the following ordinary and special resolutions were passed

ORDINARY RESOLUTIONS

Resolution 1

That the authorised share capital of the Company is increased to £2,500,000 from £2,000,000 by the creation of 500,000,000 Ordinary Shares of £0.001 each in the capital of the Company

Resolution 2

That the Directors are 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 £666,666 67, 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 2008, 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

Resolution 3

That the Directors are authorised generally and unconditionally pursuant to Section 80 of 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 £33,333 34, 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 2008, 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

SPECIAL RESOLUTIONS

Resolution 4

That the Directors are 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 £666,666 67, 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 2008, 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

Resolution 5

That the Directors are 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 3 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 £33,333 34, 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 2008, 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



Secretary