

Company No 5556404

THE COMPANIES ACTS 1985 and 2006
COMPANY LIMITED BY SHARES

RESOLUTIONS OF
NEXTGEN GROUP PLC

PASSED 30 APRIL 2012

THURSDAY



A34 *A185SQEY* #232
03/05/2012
COMPANIES HOUSE

At the Annual General Meeting of the above Company, duly convened and held on 30 April 2012, the following Resolutions were duly passed, in the case of Resolutions 1 to 7 as Ordinary Resolutions and in the case of Resolution 8 as a Special Resolution

RESOLUTIONS

- 1 THAT the directors' report, the auditor's report and the Company's accounts for the year ended 31 December 2011 be received and adopted
- 2 THAT Grant Thornton UK LLP be re-appointed as auditor in accordance with section 489 of the Companies Act 2006 to hold office until the conclusion of the Annual General Meeting of the Company in 2013
- 3 THAT the Directors be authorised to determine the remuneration of the auditor
- 4 THAT Klaus Rosenau be re-appointed as a director of the Company
- 5 THAT Barry McAleer be re-appointed as a director of the Company
- 6 THAT every 500 ordinary shares of 0 1p each in the Company be consolidated into one ordinary share of 50p
- 7 THAT the directors be authorised generally and unconditionally pursuant to Section 551 of the Companies Act 2006 as amended ("**2006 Act**") (in substitution for all other existing authorities to allot securities generally to the extent not utilised at the date this resolution is passed) to exercise all the powers of the Company to allot shares and/or rights to subscribe for or to convert any security into shares, provided that the authority conferred by this resolution shall be limited to the allotment of shares and/or rights to subscribe or convert any security into shares of the Company up to an aggregate nominal amount of £35,000,000 such authority (unless previously revoked, varied or renewed) to expire on the conclusion of the Annual General Meeting of the Company to be held in 2013 or, if earlier, 15 months after the date on which this resolution has been passed, provided that the Company may, before such expiry, make an offer, agreement or other arrangement which would or might require shares and/or rights to subscribe for or to convert any security into shares to be allotted after such expiry and the directors may allot such shares and/or rights to subscribe for or to convert any security into shares in pursuance of such offer, agreement or other arrangement as if the authority conferred hereby had not expired
- 8 THAT, subject to resolution 7 above being duly passed, in substitution for any existing and unexercised authorities, the directors be and are hereby generally empowered to allot equity securities (within the meaning of Section 560) for cash pursuant to the authority conferred by resolution 7 above or by way of sale of treasury shares as if Section 561 of the Companies Act 2006 ("**2006 Act**") or any pre-emption provisions contained in the Company's articles of

association did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to

- (i) any allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of equity securities in proportion (as nearly as may be practicable) to their then holdings of such securities, but subject to the directors having the right to make such exclusions or other arrangements in connection with such offer as they deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever,
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £35,000,000,

such authority and power (unless previously revoked, varied or renewed) to expire on the earlier to occur of 15 months after the passing of this resolution or the conclusion of the Annual General Meeting of the Company to be held in 2013, 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 hereby conferred had not expired



CHAIRMAN