

NEXTGEN GROUP PLC

(Incorporated in England & Wales with registered number 05556404)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of NextGen Group PLC will be held at the offices of Seymour Pierce Limited, Bucklersbury House, 3 Queen Victoria Street, London EC4N 8EL on 8 February 2007 at 11.00 a.m. to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

That, pursuant to the authority granted to the Directors by resolution 9 passed at the Annual General Meeting of the Company held on 28 June 2006, the Directors be and are hereby authorised pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of the Companies Act 1985) as if section 89(1) of the Companies Act 1985 did not apply to such allotment, provided that this power shall be in addition to (and not in substitution for) the authority granted to the Directors by resolution 10 passed at the Annual General Meeting of the Company held on 28 June 2006 be limited to the allotment of equity securities for cash up to aggregate nominal amount of £125,000 and such authority shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution and the date that is 15 months after the passing of this resolution save that the Company may prior to such expiry make an offer or agreement which would or might require securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if power conferred hereby had not expired.

By Order of the Board

Justin McCann
Company Secretary

15 January 2007

Building 56
Alconbury North Airfield
Alconbury
Huntingdon
Cambridgeshire
PE28 4DA

Notes:

1. The holders of the Ordinary Shares are entitled to attend and to speak at the Extraordinary General Meeting and at any adjournment thereof and to vote on all of the resolutions to be proposed at such meeting.
2. A member is entitled to attend and vote at the meeting (or at any adjournment thereof) on any resolution and is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
3. To be valid, a duly completed Form of Proxy must be deposited, together with the power of attorney or other authority (if any) under which it is signed (or a notarially copy thereof), at the offices of the Company's Registrars, Proxy Department, PO Box 25, Beckenham, Kent BR3 4BR so as not to arrive not later than 48 hours before the time fixed for the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
4. A Form of Proxy on a pre-paid reply card is enclosed. Completion and return of a Form of Proxy will not preclude a member from attending and voting in person at the meeting.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members of the Company in order to have the right to attend or vote at the meeting is 6.00 p.m. on 6 February 2007. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.