

NEXTGEN GROUP PLC
(Registered in England and Wales with No. 05556404)
FORM OF PROXY – EXTRAORDINARY GENERAL MEETING
 at the offices of Seymour Pierce Limited at 20 Old Bailey, London EC4M 7EN
 on 29 January 2009 at 10.00 a.m. or at any adjournment thereof.

I/We
 (BLOCK CAPITALS PLEASE)

of

being (a) shareholder(s) of the Company entitled to vote at General Meetings of the Company hereby appoint the Chairman of the Meeting or (see Note 1 below)

Name of Proxy	Number of shares Proxy is appointed over

to act as my/our proxy to attend and speak at the Meeting and to vote as directed (or in the event that no direction is given to vote at his or her discretion) on my/our behalf at the Extraordinary General Meeting to be held at the offices of Seymour Pierce Limited at 20 Old Bailey, London EC4M 7EN on 29 January 2009 at 10.00 a.m. or at any adjournment thereof.

I/we direct my/our proxy to vote on the resolutions set out in the Notice of Extraordinary General Meeting as follows (for each resolution, mark "X" in the appropriate box below):

	For	Against
1. That the authorised capital of the Company be increased from £3,000,000 to £4,500,000 by the creation of 1,500,000,000 Ordinary shares.		
2. That the Directors be authorised to allot relevant securities pursuant to Section 80 of the Companies Act 1985 (the "Act"), up to 1,000,000,000 Ordinary Shares.		
3. That the Directors be empowered to allot equity securities for cash, generally, as if Section 89(1) of the Act or any pre-emption provisions contained in the articles of association or otherwise did not apply up to 1,000,000,000 Ordinary Shares		

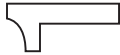
If you wish to appoint multiple proxies please see note 1 below. Please also tick here if you are appointing more than one proxy.

Please return this Form of Proxy, duly completed and signed, to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received not later than 48 hours before the time fixed for holding the Extraordinary General Meeting (or adjourned meeting).

Dated2009 Signed
 (See Note 2 below) or Common Seal (See Note 3 below)

Notes:

1. A Shareholder of the Company, entitled to attend and vote at the Extraordinary General Meeting, may appoint one or more proxies to exercise all or any of his/her rights to attend, speak and to vote at the Meeting. A Shareholder has the right to strike out the words "the Chairman of the Meeting or" and to insert, in block capitals, the full name of a person of his/her own choice in the box provided to act as his/her proxy, initialling the alteration. To appoint more than one proxy, additional Forms of Proxy may be obtained by contacting the Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. A proxy need not be a shareholder of the Company. The completion and return of the Form of Proxy will not preclude a Shareholder from attending the Extraordinary General Meeting, or at any adjournment thereof, and voting in person if they so wish. If a Shareholder of the Company has appointed a proxy and attends the Meeting in person and votes on his/her own behalf, his/her proxy appointment will automatically be terminated.
2. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
3. In the case of joint holders, the signature of any one of them on the Form of Proxy will suffice, but the names of all should be shown. If more than one of the joint holders is present at the Extraordinary General Meeting, whether in person or by proxy, that one of the joint holders whose name stands first the Register of Members shall alone be entitled to vote.
4. In the case of a corporation, the Form of Proxy must be given under its Common Seal or under the hand of a duly authorised officer or attorney.
5. To be valid, the Form of Proxy, duly completed and signed, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power of authority) must be sent to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received no later than 48 hours before the time fixed for holding the Extraordinary General Meeting, or any adjournment thereof.
6. Any alterations made to the Form of Proxy must be initialled.



BUSINESS REPLY SERVICE
Licence No. MB 122

Capita Registrars (Proxies)
PO Box 25
BECKENHAM
Kent
BR3 4BR