

## NEXTGEN GROUP PLC

(incorporated and registered in England and Wales under number 5556404)

### FORM OF PROXY ANNUAL GENERAL MEETING

at the offices of Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN at 10.00 a.m. on 27 July 2009 or at any adjournment thereof

I/We .....

(FULL NAMES IN BLOCK CAPITALS)

of.....

.....

(ADDRESS IN BLOCK CAPITALS)

being member(s) of the above named company, hereby appoint the Chairman of the meeting or (see Note 1 below)

Name of Proxy	Number of Ordinary Shares Proxy is appointed over

To act as my/our proxy and to attend, speak and 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 Annual General Meeting of the Company to be held at 10.00 a.m. on 27 July 2009 at the offices of Seymour Pierce Limited at 20 Old Bailey, London, EC4M 7EN or at any adjournment thereof.

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

	<b>Ordinary Resolutions</b>	For	Against	Vote withheld*
1.	To approve the accounts for the year ended 31 December 2008			
2.	To approve the appointment of Leif Hamø as a director			
3.	To approve the re-appointment of Klaus Rosenau as a director			
4.	To approve the re-appointment of Thomas Borcholte as a director			
5.	To approve the re-appointment of Grant Thornton UK LLP as auditor			
6.	To authorise the directors to determine the remuneration of the auditor			
7.	To approve the increase of authorised share capital from £4,500,000 to £9,500,000			
8.	To authorise the directors to allot relevant securities pursuant to s80 of the Companies Act 1985			
9.	To approve the revocation from 1 October 2009 of all provisions in the memorandum and articles of association setting the maximum amount of shares that can be allotted			

	<b>Special Resolutions</b>			
10.	To empower the directors to allot equity securities for cash, generally, as if s89(1) of the Companies Act 1895 or other pre-emption provisions in the articles of association did not apply			
11.	To approve the adoption of new articles of association and, with effect from 1 October 2009, certain amendments thereto			

Unless otherwise instructed above, the proxy will exercise his or her discretion both as to how he or she votes and as to whether or not he or she abstains from voting on any resolutions proposed at the meeting. The "Vote withheld" option is to enable you to abstain on any of the specified resolutions. Please note that a "Vote withheld" has no legal effect and will not be counted in the votes "For" and "Against" a resolution.

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 Annual General Meeting or at any adjournment thereof.

Signature..... Date.....2009

(see Note 3 below or Common Seal (see Note 4 below))

## Notes

1. A shareholder of the Company, entitled to attend and vote at the Annual 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, an additional Form 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 Annual General Meeting, or at any adjournment thereof, and voting in person if they so
2. Shares held in uncertificated 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 Annual General Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on 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 Annual General Meeting, or any adjournment thereof.
6. Any alterations made to the Form of Proxy must be initialled.