

RESOLUTIONS
OF
BUSINESS SYSTEMS GROUP HOLDINGS PLC
(the "Company")

Passed on 3 August 2006

At the Annual General Meeting of the above named Company held at BSG House, 226-236 City Road, London EC1V 2TT on the 3rd day of August 2006 at 10am the following resolutions were passed as to resolutions 5 and 8 as ordinary resolutions and as to resolutions 6 and 7 as special resolutions of the Company:

ORDINARY RESOLUTION

5. That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") and in accordance with Article 5 of the Articles and Association of the Company to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £1,289,716 (representing one third of the issued ordinary share capital 14 June 2006) for a period expiring at the conclusion of the next annual general meeting of the Company unless previously renewed, varied or revoked, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power had not expired.

SPECIAL RESOLUTION

6. That subject to the passing of resolution 5 above, the Directors be and are hereby generally empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 5 above and in accordance with Article 6 of the Articles of Association of the Company as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities: -
- (i) in proportion as nearly (as may be) to existing holdings of ordinary shares in the capital of the Company but the Directors may make such exclusions or other arrangements as they may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in connection with any such offer; and
 - (ii) other than pursuant to sub-paragraph (i) above up to an aggregate nominal value of £210,457, being 5% of the Company's issued ordinary share capital on 14 June 2006.

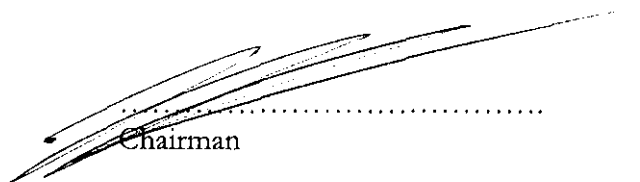
This authority shall expire on the conclusion of the next annual general meeting of the Company unless previously renewed or revoked, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that this power has expired.

SPECIAL RESOLUTION

7. THAT the Company be unconditionally and generally authorised to make market purchases (as defined in section 163(3) of the Act) of ordinary shares in the capital of the Company, provided that:-
- a. the maximum number of ordinary shares that may be acquired is 10,833,615;
 - b. the minimum price that may be paid for the ordinary shares is £0.05 per share;
 - c. the maximum price that may be so paid for an ordinary share the Company contracts to purchase on any day is a sum equal to 105% of the average of the upper and lower quotations for the ordinary shares of the Company as traded on the Alternative Investment Market of the London Stock Exchange on the 5 business days immediately preceding that day;
 - d. the authority conferred by this resolution shall expire on the date being 15 months from the date of the passing of this resolution; and
 - e. the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

ORDINARY RESOLUTION

8. That the Company be and is hereby authorised to make Donations to EU Political Organisations and to incur EU Political Expenditure in an amount not exceeding £10,000 during the period ending on the conclusion of the next annual general meeting of the Company. For the purposes of this resolution the terms "Donations", "EU Political Organisations" and "EU Political Expenditure" have the meanings set out in section 347A of the Companies Act 1985, as amended by the Political Parties, Elections and Referendums Act 2000.


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Chairman