

No. 2920061

WEDNESDAY



The Companies Act 1985
A Public Company Limited by Shares
Special Resolution
of
Imagination Technologies Group Plc
(passed on 14th August 2009)

At the Annual General Meeting of the Company duly convened and held at Imagination Technologies, Imagination House, Kings Langley, Hertfordshire WD4 8LZ on 14 August 2009, the following resolutions were duly passed as special resolutions of the Company.

RESOLUTION

That:

- (1) subject to the passing of resolution 7 in the notice of the Annual General Meeting of the Company, the Directors be given power under section 95 of the 1985 Act to allot equity securities (as defined in section 94 of the 1985 Act) for cash pursuant to the general authority conferred on them by that resolution under section 80 of the 1985 Act as if section 89(1) of the 1985 Act did not apply to the allotment;**
- (2) this power shall be limited to:**
 - (a) the allotment of equity securities in connection with an offer or issues of such securities to, or in favour of, holders of ordinary shares on the register on a date fixed by the Directors where the equity securities respectively attributable to the interests of all those shareholders are proportionate (as nearly as practicable) to the respective number of ordinary shares held by them on that date but the Directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, record dates, treasury shares or any legal or practical problems under the laws of any**

territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

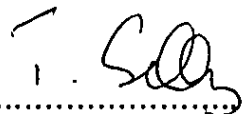
- (b) to the allotment (other than under (a) above) of equity securities having, in the case of relevant shares (as defined for the purposes of section 89), a nominal amount, or in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having a nominal amount not exceeding in aggregate £1,160,280.**

- (3) this power shall expire (unless previously revoked) at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, fifteen months after date of the passing of this resolution);**
- (4) the Company may, before this power expires, make an offer or agreement which or might require securities to be allotted after it expires and the directors may allot equity securities under that offer or agreement notwithstanding that the authority has expired; and**
- (5) this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the 1985 Act as if in paragraph (i) the words "under the authority conferred by resolution 7" were omitted,**
- (6) the Company be and is hereby unconditionally and generally authorized for the purpose of section 166 of the 1985 Act to make one or more market purchases (as defined in section 163 of the 1985 Act) or ordinary shares of 10 pence each in the capital of the Company upon such terms and in such manner as the directors of the Company shall determine provided that:**
 - (a) this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the 1985 Act as if in paragraph (i) the words "under the authority conferred by resolution 7" were omitted.**
 - (b) the minimum price (excluding expenses) which may be paid for any one ordinary share is 0.10 pence;**
 - (c) the maximum price (excluding expenses) which may be paid for any one ordinary share is an amount equal to 105% of the average of the closing mid market price of one ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased;**
 - (d) this authority shall expire (unless previously revoked) at the conclusion of the next Annual General Meeting of the Company after the passing of this**

resolution (or, of earlier, fifteen months after the date of passing this resolution); and

- (e) the Company may make a contract or contracts to purchase Ordinary Shares which would or might be executed wholly or partly after the expiry of the authority hereby conferred and may make a purchase of Ordinary Shares in pursuance of such contract or contracts.

(4)


.....
Trevor Selby
Director