Company Number 2920061

THE COMPANIES ACT 2006

Imagination Technologies Group plc
("the Company")

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A35 28/09/2012 #306
COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened on Friday 14 September 2012 and held at Imagination Technologies, Imagination House, Home Park Estate, Kings Langley, Hertfordshire,WD4 8LZ the following special business resolutions were passed

ORDINARY RESOLUTIONS

13. To generally and unconditionally authorise the directors of the Company pursuant to section 551 of the Companies Act 2006, to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company

i) up to an aggregate nominal amount of £8,808,384, and

ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £17,616,768 (including within such limit any shares issued or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue

a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and

b) to holders of other equity securities as required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter

Such authority shall apply (unless previously renewed, varied or revoked by the Company in general meeting) until the conclusion of the next AGM of the Company (or if earlier, at the close of business on 31 October 2013), but in each case, so that the Company may make offers or enter into any agreements during the period which would or might require relevant securities to be allotted or rights to subscribe for or convert any security shares into shares to be granted, after expiry of this authority and the directors may allot relevant securities and grant such rights in pursuance of that offer or agreement as if this authority had not expired

SPECIAL RESOLUTIONS

14. Subject to the passing of resolution 13, the directors be and are hereby generally and unconditionally empowered to allot equity securities (as defined in section 560(2) of the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited

i) to the allotment of equity securities in connection with an offer of equity securities (but in case of the authority granted under paragraph ii) of resolution 13), by way of a rights issue only),

a) to ordinary shareholders in proportion (as nearly as may be) to their existing holdings, and

b) to holders of other equity securities, as required by the rights of those securities or, as the directors consider necessary,

ii) to the allotment of equity securities (otherwise than under paragraph i) of resolution 13) up to an aggregate nominal amount of £1,321,258

and subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter

Such authorities shall apply until the conclusion of the next AGM (or if earlier, the close of business on 31 October 2013) but in each case, so that the Company before expiry of this power make offers or agreements which would or might require equity securities to be allotted, after the expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement as if this authority had not expired

15 To resolve that the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of 10 pence each in the capital of the Company provided that

i) the maximum number of ordinary shares which may be purchased is 26,425,152 being just under 10% of the Company's issued share capital as at 10 August 2012,

ii) the minimum price (exclusive of stamp duty and expenses) which may be paid for an ordinary share is 10 pence,

iii) the maximum price (exclusive of stamp duty and expenses) which may be paid for an ordinary share cannot be more than an amount equal to the higher of

a) an amount equal to 105% of the average of the closing middle market price of one ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the ordinary share is contracted to be purchased, and

b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as stipulated by Article 5(1) of the Buy Back and Stabilisation Regulations 2003 (in each case exclusive of expenses), and

iv) the authority shall expire at the conclusion of next year's AGM (or, if earlier, on 31 October 2013), and

v) a contract to purchase ordinary shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority

16 To authorise the calling of a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice