

No. 2920061

The Companies Act 2006
A Public Company Limited by Shares
Ordinary Resolution
of
Imagination Technologies Group Plc
passed on 13th August 2010

At the Annual General Meeting of the Company duly convened and held at Imagination Technologies, Imagination House, Kings Langley, Herts WD4 8LZ on 13 August 2010, the following resolution was duly passed as an ordinary resolution of the Company.

RESOLUTION

That:

- (1) the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot relevant securities (as defined for the purpose of that section) up to a maximum nominal amount of £8,057,913;**
- (2) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution (or, earlier, the date fifteen months after the date of the passing of this resolution); and**
- (3) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.**




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Trevor Selby
Director

No. 2920061



COMPANIES HOUSE

The Companies Act 2006
A Public Company Limited by Shares
Special Resolution
of
Imagination Technologies Group Plc
passed on 13th August 2010

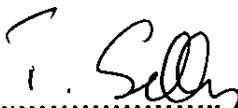
At the Annual General Meeting of the Company duly convened and held at Imagination Technologies, Imagination House, Kings Langley, Herts WD4 8LZ on 13 August 2010, the following resolution was duly passed as a special resolution of the Company.

RESOLUTION

That:

- (1) At the Annual General Meeting of the Company convened on 13 August 2010, the Directors be given power to allot for cash equity securities (as defined for the purpose of section 560 of the Companies Act 2006) pursuant to the general authority conferred on them by that resolution under section 551 of that Act as if section 561 of that Act did not apply to the allotment but this power shall be limited to:**
 - (i) the allotment of equity securities in connection with an offer or issue to or in favour of ordinary shareholders 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, legal or practical problems under the laws of the territory or the requirements of any relevant regulatory body or stock exchange; and**

- (ii) to the allotment (other than under (i) above) of equity securities having, in the case of relevant shares (as defined for the purposes of section 560), 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, 220,895
- (2) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution (or, if earlier, the date fifteen months after the passing of this resolution); and
- (3) the Company may, before this power expires, make an offer or agreement which or might require securities to be allotted after it expires.


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Trevor Selby
Director