

Company Number: 2920061

Imagination Technologies Group plc
(the "Company")

WEDNESDAY



A15 *A69J00M0* 28/06/2017 #212
COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at Imagination House, Home Park Estate, Kings Langley, Hertfordshire, WD4 8LZ on Tuesday, 6 September 2016 the following special business resolutions were passed:

ORDINARY RESOLUTION

Resolution 13

To resolve that the Imagination Technologies Group 2016 Employee Share Plan ("ESP"), the principal terms of which are summarised in Part B of the Appendix to this notice and a copy of the rules for which is now produced to the meeting and initialled by the Chairman for the purposes of identification be hereby approved and the directors be authorised to:

- (i) make such modifications to the draft rules of the ESP as they may consider necessary or desirable to take account of the requirements of the UK Listing Authority or any similar body or successor body, the London Stock Exchange plc and best practice and to adopt the ESP as so modified and to do all acts and things which they consider necessary or expedient for the purposes of implementing and operating the ESP; and
- (ii) establish such further plans based on the ESP but modified to take account of local tax, exchange control, securities laws or other laws in overseas territories, provided that any shares made available under such ESP are treated as counting against the limits on individual or overall participation in the ESP.

Resolution 14

To resolve that rule 7 of the rules of the Imagination Technologies Group plc 2013 Long-Term Incentive Plan be amended to include a discretion on the part of the Remuneration Committee to allow awards granted under the LTIP to vest in the event of a takeover, scheme of arrangement or winding up of the Company without reference to the length of time for which the award was held prior to the relevant corporate event.

Resolution 15

THAT the directors of the Company be generally and unconditionally authorised under section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company:

- (i) up to an aggregate nominal amount of £9,298,499 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph (ii) below in excess of £9,298,499); and
- (ii) comprising equity securities (as defined in section 560(1) of the Act), up to an aggregate nominal amount of £18,596,998 such amount to be reduced by the nominal amount of any shares allotted or rights granted pursuant to the authority in paragraph (i) above in connection with an offer by the 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 (including the requirements of any regulatory body or stock exchange) or any other matter.

Such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the next Annual General Meeting of the Company (or, if earlier, 15 months from the date of the Annual General Meeting at which this resolution is passed) but in each case, so that the Company may make offers or enter into any agreements during this period which would or might require shares 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 shares and grant such rights in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

Resolution 16

THAT if resolution 15 (authority to allot shares) is passed, the directors of the Company be authorised to allot equity securities within the meaning of section 560 of the Act for cash under the authority given by that resolution as if section 561 of the Act did not apply to the allotment and this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer of equity securities (but in case of the authority granted under paragraph (ii) of this resolution), by way of a rights issue only);
 - (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) holders of other equity securities, as required by the rights of those securities or, as the directors consider it necessary.
- (ii) the allotment of equity securities (otherwise than under paragraph (i) of this resolution) up to an aggregate nominal amount of £1,394,774,

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 authority shall expire on the conclusion of the next Annual General Meeting of the Company (15 months from the date of the Annual General Meeting at which this resolution is passed) but 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 power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

Resolution 17

THAT if resolution 15 (authority to allot shares) is passed, the Board be authorised in addition to any authority granted under resolution 16 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,394,774; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

Such authority shall expire on the conclusion of the next Annual General Meeting of the Company (or, if earlier, 15 months from the date of the Annual General Meeting at which this resolution is passed) but 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 power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

Resolution 18

THAT the Company be, and it is hereby generally and unconditionally authorised for the purpose of sections 693 and 701 of the Act to make one or more make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 10 pence each in the capital of the Company provided that:

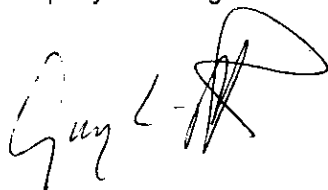
- (i) the maximum number of ordinary shares that may be purchased is 27,895,499 being 10% of the Company's issued share capital as at 8 August 2016;
- (ii) the minimum price (exclusive of stamp duty and expenses) that may be paid for any one ordinary share is 10 pence;
- (iii) the maximum price (exclusive of stamp duty and expenses) that 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 the next Annual General Meeting of the Company (or, if earlier, 15 months from the date of the Annual General Meeting at which this resolution is passed); and
- (v) (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.

Resolution 19

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

Resolution 20

That with effect from the end of the meeting the Articles of Association produced to the meeting and, for the purpose purposes of identification, signed by the Chairman, be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.



Guy Millward
Chief Financial Officer & Company Secretary

6 September 2016