

Company Number: 2920061

WEDNESDAY



**Imagination Technologies Group plc**  
(the "Company")

At the Annual General Meeting of the Company duly convened and held at Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ on Thursday, 26 October 2017 the following special business resolutions were passed:

**ORDINARY RESOLUTION**

**Resolution 11**

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

- (i) up to an aggregate nominal amount of £9,540,123 (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 £9,540,123); and
- (ii) comprising equity securities (as defined in section 560(1) of the Act), up to an aggregate nominal amount of £18,929,424 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 at 5.00 pm on 31 October 2018) 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 12**

Subject to the passing of resolution 11, to generally and unconditionally empower the directors of the Company 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 resolution 11), 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 resolution 11) up to an aggregate nominal amount of £1,431,019.

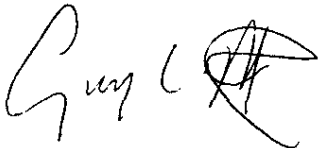
and subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory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

This power shall expire on the conclusion of the next Annual General Meeting of the Company (or if earlier, at 5.00 pm on 31 October 2018) 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 13**

To generally and unconditionally authorise the Company to 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 28,620,370 being 10% of the Company's issued share capital as at 26 September 2017;
- (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, at 5.00 pm on 31 October 2018); 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.



**Guy Millward**  
Chief Financial Officer & Company Secretary

26 October 2017