

Company number 05275732

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FUSION IP LIMITED (Company)

Circulated *22 November 2018*

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

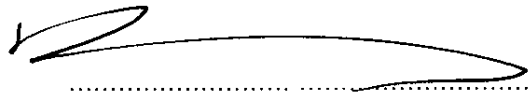
THAT (i) the issued share capital of the Company be reduced from £1,097,770.96 to £0.01 by cancelling and extinguishing 109,777,095 ordinary shares of £0.01 each in the Company each of which is fully paid up and (ii) the amount standing to the credit of the share premium account of the Company be reduced by £63,639,201 and the amount by which the share premium account is so reduced be credited to a reserve.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

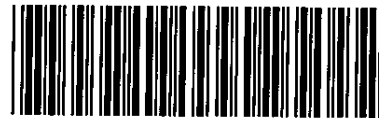
The undersigned, being the sole member of the Company entitled to vote on the above Resolution on the circulation date stated above, agrees that the Resolution be passed as a special resolution:

Signature:



.....
On behalf of
IP Group plc

THURSDAY



A24 *A7JR8VA2* #124
29/11/2018
COMPANIES HOUSE

NOTES

1. There is enclosed with the Resolutions a copy of the directors' solvency statement as required by section 642(2) of the Companies Act 2006.
2. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to Rhian Saleh at IP2IPO Limited, The Walbrook Building, 25 Walbrook, London EC4N 8AF.
 - **Post:** returning the signed copy by post to Rhian Saleh at IP2IPO Limited, The Walbrook Building, 25 Walbrook, London EC4N 8AF.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to rhian.saleh@ipgroupplc.com

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Irrespective of the lapse date of the Resolutions as specified in Note 5 below, it is essential that, if you agree with the Resolutions, your agreement reaches the Company within the period of 15 days from the date of the solvency statement referred to in Note 1 above.
5. Unless the Company has received sufficient agreement for the Resolutions to pass within 28 days of the date the Resolutions was first circulated to shareholders, it will lapse.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.