

IP2IPO GROUP PLC

(Incorporated in England & Wales with registered number 4204490)

Notice is hereby given that at the 2006 Annual General Meeting of IP2IPO Group plc ("the Company") held on 25th April 2006 the following resolutions were passed, of which Resolutions 8 and 9 were passed as ordinary resolutions and Resolutions 10 and 11 were passed as special resolutions:

8. THAT the share capital of the Company be reorganised by sub-dividing and redesignating all of the 90,000,000 issued and unissued ordinary shares of £0.10 each in the capital of the Company into 450,000,000 issued and unissued ordinary shares of £0.02 each.
9. THAT the directors be and they are hereby generally and unconditionally authorised to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) (the "Act") (in substitution for all other previous powers granted thereunder) up to an aggregate nominal amount of £1,527,026 provided that this authority shall expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2007 and 25th July 2007 and, unless and to the extent that such authority is renewed or extended prior to such date, that the Company may before such expiry make an offer or agreement which would, or might, require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
10. THAT the directors be and they are hereby empowered pursuant to Section 95 of the Act (in substitution for all other previous powers granted thereunder) to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by the ordinary resolution at Resolution 9 above as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:

10.1 the allotment of equity securities on a *pro rata* basis in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them, but subject to such exclusions and other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the law of any territory or requirements of any regulatory body or stock exchange in any territory in respect of overseas holders, fractional entitlement or otherwise;

10.2 the allotment (other than pursuant to sub-paragraphs 10. 1 above) of equity securities up to an aggregate nominal amount of £229,053 (representing 5 per cent of the nominal value of the issued share capital of the Company at 28th March 2006);

and shall expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2007 or on 25th July 2007 (whichever is the earlier) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

- 11 THAT the name of the Company be changed to IP Group plc.



Magnus Soadhad
Secretary