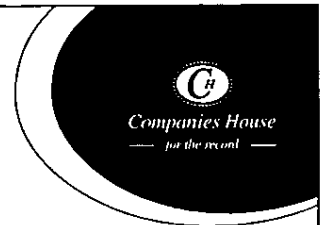


# SH01

## Return of allotment of shares

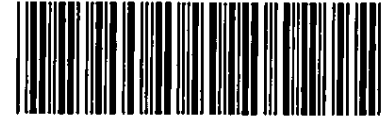


You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**What this form is for**  
You may use this form to give notice of shares allotted following incorporation.

**What this form is NOT for**  
You cannot use this form to give notice of shares taken by subscription formation of the company or for an allotment of a new class of shares by an unlimited company.

THURSDAY



\*PSUUVFVA\*  
PC1 17/12/2009 22  
COMPANIES HOUSE

### 1 Company details

Company number

Company name in full

→ **Filling in this form**  
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

### 2 Allotment dates

From Date

To Date

① **Allotment date**  
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

### 3 Shares allotted

Please give details of the shares allotted, including bonus shares.

② **Currency**  
If currency details are not completed we will assume currency is in pound sterling.

| Class of shares (E.g. Ordinary/Preference etc.) | Currency ② | Number of shares allotted | Nominal value of each share | Amount paid (including share premium) | Amount (if any) unpaid (including share premium) |
|---|------------|---------------------------|-----------------------------|---------------------------------------|--|
| ORDINARY  | £ STERLING | 5,471,699                 | £0.02                       | £0.53                                 | NIL  |
|   |            |                           |                             |                                       |  |
|   |            |                           |                             |                                       |  |

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

THE ISSUE AND ALLOTMENT OF 10,740,741 ORDINARY SHARES OF 1 PENNY EACH IN THE SHARE CAPITAL OF FUSION IP PLC

# SH01

## Return of allotment of shares

### Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

#### 4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

| Class of shares<br>(E.g. Ordinary/Preference etc.) | Amount paid up on<br>each share ❶ | Amount (if any) unpaid<br>on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
|--|-----------------------------------|---|--------------------|---------------------------|
| ORDINARY   | £0.02                             | NIL                                       | 50,000             | £ 1,000                   |
| ORDINARY   | £0.20                             | NIL                                       | 106,350,000        | £ 2,127,000               |
| ORDINARY   | £0.28                             | NIL                                       | 798,000            | £ 15,960                  |
| ORDINARY   | £0.282                            | NIL                                       | 14,184,965         | £ 283,699.30              |
| <b>Totals</b>                                      |                                   |   |                    | £                         |

#### 5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.  
Please complete a separate table for each currency.

| Currency      | Class of shares<br>(E.g. Ordinary / Preference etc.) | Amount paid up on<br>each share ❶ | Amount (if any) unpaid<br>on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
|---------------|--|-----------------------------------|---|--------------------|---------------------------|
|               |  |                                   |   |                    |                           |
|               |  |                                   |   |                    |                           |
| <b>Totals</b> |  |                                   |   |                    |                           |

| Currency      | Class of shares<br>(E.g. Ordinary/Preference etc.) | Amount paid up on<br>each share ❶ | Amount (if any) unpaid<br>on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
|---------------|--|-----------------------------------|---|--------------------|---------------------------|
|               |  |                                   |   |                    |                           |
|               |  |                                   |   |                    |                           |
| <b>Totals</b> |  |                                   |   |                    |                           |

#### 6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate  
nominal value ❹

❹ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

❶ Including both the nominal value and any  
share premium.

❷ E.g. Number of shares issued multiplied by  
nominal value of each share.

**Continuation Pages**  
Please use a Statement of Capital continuation  
page if necessary.

❸ Total number of issued shares in this class.

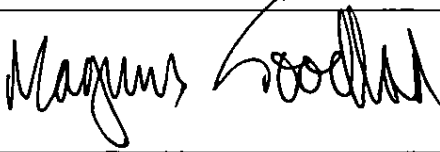
SH01

Return of allotment of shares

**7 Statement of capital (Prescribed particulars of rights attached to shares)**

|  |   |  |
|--|---|--|
| Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5. |   | <p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation page</b><br/>Please use a Statement of Capital continuation page if necessary.</p> |
| Class of share   | ORDINARY  |  |
| Prescribed particulars <b>1</b>  | <p>1) As regards voting, the rights set out in articles 61 to 70 of the articles of association of the Company adopted on 28 April 2009 (the "Articles").</p> <p>2) As regards dividends and distributions, the rights set out in articles 123 to 130 (inclusive) of the Articles.</p> <p>3) As regards capital, the rights set out in articles 132, 152 and 153 of the Articles.</p> <p>4) As regards redemption, see article 6 of the Articles.</p> |  |
| Class of share   |   |  |
| Prescribed particulars <b>1</b>  |   |  |
| Class of share   |   |  |
| Prescribed particulars <b>1</b>  |   |  |

**8 Signature**

|   |   |   |
|---|---|---|
| I am signing this form on behalf of the company.  |   | <p><b>2 Societas Europaea</b><br/>If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.</p> <p><b>3 Person authorised</b><br/>Under either section 270 or 274 of the Companies Act 2006.</p> |
| Signature   | <p>Signature</p> <p>X  X</p> |   |
| <p>This form may be signed by:<br/>Director <b>2</b>, Secretary, Person authorised <b>3</b>, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p> |   |   |

# SH01

## Return of allotment of shares

### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Angela Leach**

Company name **IP Group plc**

Address **24 Cornhill**

Post town **London**

County/Region

Postcode **E C 3 V 3 N D**

Country

DX

Telephone **0845 074 2929**

### Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- The company name and number match the information held on the public Register.
- You have shown the date(s) of allotment in section 2.
- You have completed all appropriate share details in section 3.
- You have completed the appropriate sections of the Statement of Capital.
- You have signed the form.

### Important information

Please note that all information on this form will appear on the public record.

### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.

### Further information

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

SH01 - continuation page  
Return of allotment of shares

**Statement of capital**

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

| Currency   |                                |  |                    |                           |
|--|--------------------------------|--|--------------------|---------------------------|
| Class of shares<br>(E.g. Ordinary/preference etc.) | Amount paid up on each share ❶ | Amount (if any) unpaid on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
| ORDINARY   | £0.32                          | NIL                                    | 32,081,250         | £641,625                  |
| ORDINARY   | £0.53                          | NIL                                    | 5,471,699          | £109,433.98               |
| ORDINARY   | £0.55                          | NIL                                    | 61,175,000         | £1,223,500                |
| ORDINARY   | £0.93                          | NIL                                    | 860,460            | £17,209.20                |
| ORDINARY   | £1.274                         | NIL                                    | 10,789,185         | £215,783.70               |
| ORDINARY   | £1.30                          | NIL                                    | 9,313,045          | £186,260.90               |
| ORDINARY   | £1.39                          | NIL                                    | 3,237,410          | £64,748.20                |
| ORDINARY   | £1.47                          | NIL                                    | 11,452,650         | £229,053                  |
|  |                                |  |                    |                           |
|  |                                |  |                    |                           |
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|  |                                |  |                    |                           |
|  |                                |  |                    |                           |
|  |                                |  |                    |                           |
| <b>Totals</b>                                      |                                |  | <b>255,763,664</b> | <b>£5,115,273.28</b>      |

❶ Including both the nominal value and any share premium.  
❷ Total number of issued shares in this class.

❸ E.g. Number of shares issued multiplied by nominal value of each share.



Tel: +44 (0)20 7486 5888  
Fax: +44 (0)20 7893 2643  
DX 9025 West End W1  
www.bdo.co.uk

BDO Forensic Services  
55 Baker Street  
London W1U 7EU

## Private and Confidential

The Directors  
IP Group plc  
24 Cornhill  
London EC3V 3ND

6 November 2009

Our ref: 011581/KRE/arc

Dear Sirs

### **Independent Accountant's Report Issued in Accordance with Sections 593 and 596 of the Companies Act 2006 to IP Group plc ("The Company")**

In accordance with Sections 593 and 596 of the Companies Act 2006, we report on the value of the consideration to be received by the Company under the proposed acquisition by the Company of 10,740,741 £0.01 ordinary shares in Fusion IP plc ("the Acquisition").

The consideration for the Acquisition is to be the allotment of 5,471,699 new ordinary shares in the capital of the Company ("the Shares") each with a nominal value of £0.02 per share (£109,433.98 in aggregate) and each at a premium of £0.51 per share (£2,790,566.49 in aggregate). The nominal value and share premium of each of the shares is to be treated as fully paid up.

### **Basis of Opinion**

The shares in Fusion IP plc have been valued as at today's date principally by reference to their current quoted price on the AIM Market. We consider the method of valuation to be reasonable in all the circumstances.

### **Opinion**

On the basis of this valuation, in our opinion, the value of the total consideration to be received by the Company is not less than £2,900,000.47 being the aggregate of the nominal value and share premium treated as paid up by the Company in respect of 5,471,699 £0.02 ordinary shares.

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BDO LLP

The Directors  
IP Group plc  
6 November 2009

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This report is issued to the Company solely for the purpose described above and cannot be used for any other purpose.

Yours faithfully

*BDO LLP*

BDO LLP