

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

IMAGINATION TECHNOLOGIES LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as ordinary resolutions as detailed below

SPECIAL RESOLUTIONS

- 1 **That** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of the director) in good faith and for the purpose of carrying on its business, any two directors of the Company or one director and the company secretary be and is hereby empowered, authorised and directed to complete and enter into such of the following documents to which the Company is or is to become a party
 - 1 1 the Facilities Agreement,
 - 1 2 the Debenture, and
 - 1 3 the Fee Letter,together, the "**Documents**"
- 2 **That** the directors of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's memorandum of association and articles of association or any personal interest of any of the Company's directors
- 3 **That** the directors of the Company be and are hereby authorised to do all things necessary in respect of the Documents and any other related documents, notwithstanding any provisions of the Company's memorandum of association and articles of association



A40 *A214DFTF* #323
30/01/2013
COMPANIES HOUSE


Circulation date: 13 December 2012

Registered office:

Imagination House
Home Park Estate
Kings Langley
Hertfordshire
WD4 8LZ

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions

Name of corporate member	IMAGINATION TECHNOLOGIES GROUP PLC <i>Block capitals please</i>	
Name and position of signatory	RICHARD SMITH CFO <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member.		
		Dated 13 December 2012



WE HEREBY CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL

DATE

29/1/2013

SIGNED
DLA PIPER UK LLP

IMAGINATION TECHNOLOGIES LIMITED

WRITTEN RESOLUTIONS: CIRCULATED ON 13 DECEMBER 2012

Copy Auditors

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document

EXPLANATORY STATEMENT TO MEMBERS

1. Nature of written resolutions

- 1.1 This document contains proposed written resolutions of Imagination Technologies Limited (company number 01306335) (the "**Company**") for approval by you as a member of the Company. The resolutions are proposed as special resolutions and each requires a minimum of 75% of the total voting rights of members entitled to vote on the resolutions to vote in favour of them to be passed.
- 1.2 Terms defined in the Facilities Agreement (as defined below) shall have the same meaning when used in this written resolution unless otherwise defined.
- 1.3 The following documents relating to the resolutions are supplied with these resolutions:
 - 1.3.1 a multicurrency term and revolving facilities agreement proposed to be entered into on or around the date of this meeting between (1) Imagination Technologies Group as parent ("**Parent**"), (2) the Company and Parent as original borrowers, (3) the Company and Parent as original guarantors, (4) HSBC Bank plc as mandated lead arranger, (5) HSBC Bank plc as lender, (6) HSBC Bank plc as agent, and (7) HSBC Bank plc as security agent ("**Security Agent**") (the "**Facilities Agreement**"),
 - 1.3.2 a debenture to be entered into on or around the date of this meeting between, among others, the Company, in favour of HSBC Bank plc as Security Agent (the "**Debenture**"), and
 - 1.3.3 a fee letter to be entered into between the Parent, the Company, the Agent and the Arranger detailing the fees to be paid by the Company pursuant to Clause 14 (*Fees*) of the Facilities Agreement ("**Fee Letter**").

2. Period to approve written resolutions

If the Company has not received the necessary level of members' agreement to pass the resolutions by 9 January 2013 (being 28 days from the date the resolutions were first circulated to members), the resolutions will lapse

3. Action required if you wish to approve the resolutions:

- 3 1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors"

Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on 9 January 2013. If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on 9 January 2013.

4. Action required if you do not wish to agree to the resolutions:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

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- 3 **That** the directors of the Company be and are hereby authorised to do all things necessary in respect of the Documents and any other related documents, notwithstanding any provisions of the Company's memorandum of association and articles of association

WEDNESDAY



A40 *A214DFT7* 30/01/2013 #322
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Name and position of signatory	RICHARD SMITH CFO <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member	 	
		Dated 13 December 2012

IMAGINATION TECHNOLOGIES LIMITED
WRITTEN RESOLUTIONS: CIRCULATED ON 13 DECEMBER 2012

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