

No. 2920061

The Companies Act 1985
A Public Company Limited by Shares
Special Resolution
of
Imagination Technologies Group Plc
(passed on 2 August 2002)

At the Annual General Meeting of the Company duly convened and held at The City Media Centre, London Stock Exchange, Old Broad Street, London EC2N 1HP on 2 August 2002, the following resolution was duly passed as a special resolution of the Company.

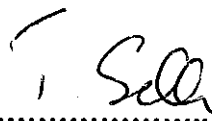
RESOLUTION

That:

- (1) subject to the passing of resolution 7 set out in the notice of the Annual General Meeting of the Company convened on 2 August 2002, the Directors be given power to allot for cash equity securities (as defined for the purpose of section 89 of the Companies Act 1985) pursuant to the general authority conferred on them by that resolution under section 80 of that Act as if section 89(1) of that Act did not apply to the allotment but this power shall be limited to:
 - (i) the allotment of equity securities in connection with an offer or issue to or in favour of ordinary shareholders on the register on a date fixed by the Directors where the equity securities respectively attributable to the interests of all those shareholders are proportionate (as nearly as practicable) to the respective number of ordinary shares held by them on that date but the Directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, legal or practical problems under the laws of the territory or the requirements of any relevant regulatory body or stock exchange; and



- (ii) to the allotment (other than under (i) above) of equity securities having, in the case of relevant shares (as defined for the purposes of section 89), a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having a nominal amount not exceeding in aggregate £851,596.
- (2) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution (or, if earlier, the date fifteen months after the passing of this resolution); and
- (3) the Company may, before this power expires, make an offer or agreement which or might require securities to be allotted after it expires.


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Trevor Selby
Director