

No. 2920061

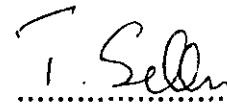
The Companies Act 1985
A Public Company Limited by Shares
Ordinary Resolution
of
Imagination Technologies Group Plc
(passed on 5th August 2004)

At the Annual General Meeting of the Company duly convened and held at Imagination Technologies, Imagination House, Kings Langley, Herts WD4 8LZ on 5 August 2004, the following resolution was duly passed as an ordinary resolution of the Company.

RESOLUTION

That:

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- (1) the Directors be generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (as defined for the purpose of that section) up to a maximum nominal amount of £6,004,608;
- (2) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution (or, earlier, the date fifteen months after the date of the passing of this resolution); and
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- (3) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.


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Trevor Selby
Director

