

**COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**OF**  
**IP GROUP PLC**  
**(THE "COMPANY")**

FRIDAY



A24      14/02/2014      #221  
COMPANIES HOUSE

At a general meeting of the Company duly convened and held at 24 Cornhill, London, EC3V 3ND on 12 February 2014 at 10 00 a m , the following resolutions were duly passed, with resolutions 1 and 2 being passed as ordinary resolutions and resolution 3 being passed as a special resolution -

**1      RESOLUTION 1 – APPROVAL OF CAPITAL RAISING**

That, the terms of a firm placing and a placing, an open offer (including an excess application facility) and an offer for subscription (the "**Capital Raising**"), as set out in the Company's Prospectus dated 27 January 2014, be and are approved and the directors of the Company be and are hereby directed to implement the Capital Raising and generally and unconditionally authorised to exercise the powers conferred by this Resolution and all the powers of the Company to the extent that the directors of the Company (or a duly appointed committee thereof) determine it necessary or desirable to implement the Capital Raising,

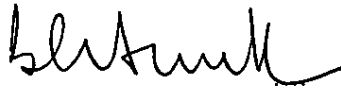
**2      RESOLUTION 2 – AUTHORITY TO ALLOT NEW SHARES IN CONNECTION WITH THE CAPITAL RAISING**

That, subject to the passing of Resolution 1, the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot equity securities (as defined in section 560(1) of the Companies Act 2006 up to an aggregate nominal amount of £1,212,121 20 in connection with one or more issues of new shares pursuant to the Capital Raising, such authority to expire on the date three months after the passing of this resolution (save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to any such offer or agreement as if the authority had not expired) This authority is in addition to an existing such authority, and

**3      RESOLUTION 3 – DISAPPLICATION OF PRE-EMPTION RIGHTS FOR ISSUE OF CAPITAL RAISING SHARES**

That, subject to the passing of Resolutions 1 and 2, the directors of the Company be and are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) as if section 561(1) of that Act did not apply to such allotment up to an aggregate nominal amount of £1,212,121 20 in connection with one or more issues of new shares pursuant to the Capital Raising, such authority to expire on the date three months after the passing of this resolution (save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such

expiry and the directors of the Company may allot equity securities pursuant to any such offer or agreement as if the authority had not expired) This authority is in addition to any existing such authority



**Chairman**

Date 12<sup>TH</sup> FEBRUARY 2014