

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

FUSION IP PLC
(THE "COMPANY")

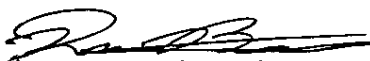
At an extraordinary general meeting of the Company duly convened and held on 25 November 2011, the following resolution was passed as a special resolution

SPECIAL RESOLUTION

1 THAT

- 1 1 subject to the passing of resolution 1 in the notice of General Meeting ("**Resolution 1**"), the directors of the Company be and they are hereby empowered in accordance with section 571 of the Companies Act to allot up to an aggregate nominal amount of 17,885,000 ordinary shares of one penny each in the capital of the Company in connection with the Placing pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Act did not apply to any such allotments provided that this power will expire at the conclusion of the Company's next annual general meeting but the Company may, before such expiry, make an 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 in pursuance of that offer or agreement as if the power conferred by this resolution had not expired

BY ORDER OF THE BOARD



SECRETARY

