

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

FUSION IP PLC (THE "COMPANY")

At a general meeting of the Company duly convened and held on 10 April 2013, the following resolutions were passed as an ordinary resolution in the case of resolution 1 and as a special resolution in the case of resolution 2:

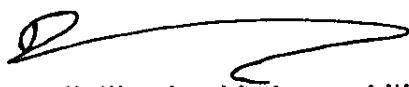
Ordinary Resolution

- 1 THAT, without prejudice to any existing authority to allot shares in the Company, the directors of the Company be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to allot up to 36,499,246 ordinary shares of one penny each ("**Ordinary Shares**") in the capital of the Company amounting to a maximum nominal value of £364,992 in connection with the Placing (as defined in the circular to the Company's shareholders dated 25 March) provided that this authority shall expire at the conclusion of the Company's next annual general meeting (unless previously revoked, varied or renewed by the Company in a general meeting) save that the Company may make offers or agreements before the expiry thereof which would or might require Ordinary Shares to be allotted after the expiry of such authority and the directors of the Company may allot Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired

Special Resolution

- 2 THAT, subject to the passing of resolution 1 in the notice of general meeting of which this resolution forms part ("**Resolution 1**"), the directors of the Company be and they are hereby empowered in accordance with section 571 of the Companies Act 2006 (the "**Act**") to allot up to 36,499,246 ordinary shares of one penny each in the capital of the Company amounting to a maximum nominal value of £364,992 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


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