



A04 17/01/2014 #313  
COMPANIES HOUSE

5275732  
**THE COMPANIES ACT 2006****PUBLIC COMPANY LIMITED BY SHARES****FUSION IP PLC**

At a general meeting of the Company duly convened and held on 2 December 2009 the following resolutions were passed

**SPECIAL RESOLUTIONS****THAT:**

- 1 (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and  
(b) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association
- 2 (a) the directors of the Company be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act"), to exercise all powers of the Company to allot and to make offers or agreements to allot ordinary shares of 1 penny each in the capital of the Company in connection with the Subscription and the Placing (as defined in the Circular to the shareholders of the Company dated 9 November 2009) up to an aggregate nominal amount of £116,666 67  
(b) the directors of the Company be empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred on them by sub-paragraph (a) above as if section 561 of the Act did not apply to any such allotment,  
(c) provided that the authority and power conferred by sub-paragraphs (a) and (b) above
  - (i) shall be limited to the allotment of ordinary shares pursuant to the Subscription and the Placing,
  - (ii) shall expire 12 months from the date of the passing of this resolution unless previously revoked or renewed (save that the Company may before such expiry make any offer or agreement which would or might require ordinary shares to be allotted after such expiry and the directors of the Company may allot ordinary shares pursuant to any such offer or agreement as if the authority had not expired); and
  - (iii) shall be in addition to and without prejudice to any and all previous authorities and powers conferred on the directors of the Company to allot and to make offers or agreements to allot shares, grant rights to subscribe for or convert any securities into shares
- 3 Subject to the passing of the immediately preceding resolution and the issue of the ordinary shares in the capital of the Company referred to therein
  - (a) the directors of the Company be generally and unconditionally authorised, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Act"), to

exercise all powers of the Company to allot and to make offers or agreements to allot ordinary shares of 1 penny each in the capital of the Company to the University of Sheffield (as defined in the Circular to the shareholders of the Company dated 9 November 2009) up to an aggregate nominal amount of £4,222 17.

- (b) the directors of the Company be empowered pursuant to Section 571 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred on them by sub-paragraph (a) above as if Section 561 of the Act did not apply to any such allotment
- (c) provided that the authority and power conferred by sub-paragraphs (a) and (b) above
  - (i) shall be limited to the allotment of the Additional Sheffield Shares (as defined in the Circular to the shareholders of the Company dated 9 November 2009);
  - (ii) shall expire 12 months from the date of the passing of this resolution unless previously revoked or renewed (save that the Company may before such expiry make any offer or agreement which would or might require ordinary shares to be allotted after such expiry and the directors of the Company may allot ordinary shares pursuant to any such offer or agreement as if the authority had not expired), and
  - (iii) shall be in addition to and without prejudice to any and all previous authorities and powers conferred on the directors of the Company to allot and to make offers or agreements to allot shares, grant rights to subscribe for or convert any securities into shares

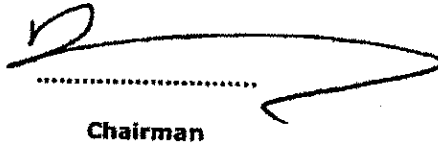
5 Subject to the passing of the immediately preceding resolution, the directors of the Company be empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 (the "Act") pursuant to the authority conferred by the immediately preceding resolution to allot equity securities (within the meaning of section 560 of the Act) for cash or by way of a sale of treasury shares as if Section 561 of the Act did not apply to any such allotment provided that this power shall be limited to

- (a) the allotment of equity securities in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record dates as the directors of the Company may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 5 to any person or persons of equity securities up to an aggregate nominal amount of £27,120.

And shall expire at the conclusion of the annual general meeting of the Company to be held in 2010 or 31 December 2010, whichever is earlier, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors of the Company shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired

#### ORDINARY RESOLUTION

4. THAT, subject to passing of the immediately preceding resolution and the issue of the ordinary shares referred to in it and in substitution for all previously granted but unutilised authorities (other than those conferred by the immediately preceding resolution) the directors of the Company be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act"), to exercise all powers of the Company to allot shares and to make offers or agreements to allot shares, grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount of £179,000 provided that this authority shall (unless previously revoked or renewed) expire five years from the date of the passing of this resolution, but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors of the Company may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority had not expired

  
Chairman

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