



**Special Resolution passed at the Annual General Meeting of FusionIP plc held at Ashurst's,  
Appold St., London on 26 November 2010.**

notice having been issued to all persons entitled to attend and vote and that at least two shareholders were present in person or by proxy and entitled to vote the Resolution was put to the members as a Special Resolution and, without dissenters, passed unanimously

**Resolution 5**

That subject to the passing of Resolution 4 the Directors be given power pursuant to sections 570 and 573 of the Act to

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisations conferred by that resolution,
- (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares

- (i) in connection with or pursuant to an offer or invitation (but in the case of the authorisation granted under Resolution 4(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal regulatory or practical difficulties which may arise under the laws of or requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, and
- (ii) In the case of the authorisation granted under Resolution 4(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £27,121 42

and shall expire at the conclusion of the next Annual General Meeting of the Company, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired (Resolution 5)

R M Birtles  
Company Secretary  
Company Number 5275732

TUESDAY



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21/12/2010

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COMPANIES HOUSE