



**Strictly Private and Confidential**

The Directors  
Imagination Technologies Plc  
Imagination House,  
Home Park Estate, Kings Langley,  
Hertfordshire, WD4 8LZ  
United Kingdom

6 October 2017

Dear Sirs

We refer to the document that is to be sent to shareholders of Imagination Technologies Group plc ("Imagination") on or around 9 October 2017 containing, amongst other things, details of the proposed scheme of arrangement under Part 26 of the Companies Act 2006 in relation to the offer by CBF Investment Limited, a newly incorporated company indirectly owned by Canyon Bridge Fund I, LP, a fund managed by Canyon Bridge Capital Partners, LLC ("Canyon Bridge") for the whole of the issued and to be issued ordinary share capital of Imagination Technologies Plc ("Imagination") (the "**Offer**").

We also refer to the letters to holders of awards and options under the Imagination 2013 Long Term Incentive Plan, the Imagination Employee Share Plan and the Imagination 2016 Employee Share Plan to be dated on or around 9 October 2017 (together the "Award Holders' Letters").

We hereby consent to the inclusion in the Scheme Document and in the Award Holders' Letters of our name and references to it in the form and context in which it appears therein.

Yours very truly  
for and on behalf of  
N M Rothschild & Sons Limited

**Ravi Gupta**