

Ricardo plc

Filing of resolutions passed at the 2006 Annual General Meeting

At an Annual General Meeting of the Ricardo plc ("the Company") held on 10 November 2006 the following resolutions were duly passed:

Ordinary Resolution

1. That the authority conferred on the directors by Article 4(B) of the Company's Articles of Association be renewed for the period expiring 15 months after the date of the passing of this resolution and for that period the "section 80 amount" is £4,182,645.

Special Resolutions

2. That, subject to the passing of resolution 1, the power conferred on the directors by Article 4(C) of the Company's Articles of Association be renewed for the period expiring 15 months after the date of the passing of this resolution and for that period the "section 89 amount" is £633,734.

3. That the directors be and are hereby generally and unconditionally authorised pursuant to section 166 of the Companies Act 1985 to make on behalf of the Company market purchases (as defined in section 163 of the said Act) of ordinary shares of 25p in the capital of the Company provided that:

- i) the maximum number of ordinary shares authorised to be acquired shall be 5,069,873, being 10% of the issued ordinary share capital;
- ii) the maximum price which may be paid for the ordinary shares shall, in respect of a share contracted to be purchased on any day, be an amount equal to 105% of the average of the middle market quotations (as derived from the London Stock Exchange Daily Official List) for the ordinary shares of the Company on the 5 business days immediately preceding the day on which the share is to be purchased, which amount shall be exclusive of expenses;
- iii) the minimum price which may be paid for the ordinary shares shall, in respect of a share contracted to be purchased on any day, be an amount equal to 75% of the average of the middle market quotations (as derived from the London Stock Exchange Daily Official List) for the ordinary shares of the Company on the 5 business days immediately preceding the day on which the share is to be purchased, which amount shall be exclusive of expenses but shall not, in any event, be less than the par value of that share; and
- (iv) this authority shall expire at the conclusion of the next Annual General Meeting except in relation to any purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry.



David Oglethorpe
Company Secretary
22 November 2006

