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**WRITTEN ORDINARY RESOLUTION
PARAMETRIC TECHNOLOGY (UK) LIMITED**

We, the undersigned Members of the above Company, being all the Members who at the date hereof would be entitled to attend and vote at a extraordinary general meeting of the Company hereby resolve as follows

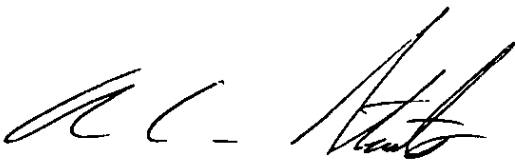
ORDINARY RESOLUTION

THAT pursuant to Section 80 (1) of the Companies Act 1985 (the "Act") the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £17,000 (with a share premium of £199 per share) provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all subsisting authorities, to the extent unused

Dated 28 September 2007



For and on behalf of Parametric Holdings (UK) Limited



For and on behalf of PTC International Inc

THURSDAY



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COMPANIES HOUSE