



Companies House,
Crown Way
Maindy
Cardiff
CF 14 3UZ

23rd May 2006

Dear Sirs,

ANT plc (Reg. No. 5372859) - s380 Companies Act 1985

I hereby certify that the following is a true and accurate copy of those special resolutions passed at the Annual General Meeting of ANT PLC (the **Company**) held at Autonomy House, Cambridge Business Park, Cowley Road, Cambridge CB4 0WZ on 23 May 2006 at 11:00 a.m.:

That the directors of the Company be and they are generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £404,773 provided that this authority shall expire on whichever is the earlier of the conclusion of the Company's next annual general meeting or 15 months from the date on which this resolution is passed save that the Company may pursuant to this authority make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired. All authorities previously conferred upon the directors pursuant to section 80 of the Act shall be revoked but without prejudice to any exercise of such other authorities prior to the date on which this resolution is passed.

That the directors of the Company be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) wholly for cash pursuant to the authority conferred by resolution 5 above as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

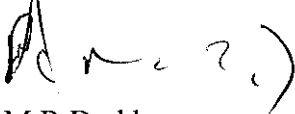


- (b) pursuant to the terms of any share scheme for directors and employees of the Company and/or its subsidiaries approved by the shareholders of the Company in general meeting;
- (c) having (in the case of relevant shares (as defined in section 94 of the Act)) a nominal amount or (in the case of any other equity securities) giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £60,716 (representing 10 per cent. of the Company's share capital on 31 December 2005)

and shall expire on whichever is the earlier of the conclusion of the Company's next annual general meeting or 15 months from the date on which this resolution is passed save that the Company may, before the expiry of such power, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired. All powers previously conferred upon the directors pursuant to section 95 of the Act shall be revoked, but without prejudice to any exercise of such other powers prior to the date on which this resolution is passed. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 7 above" were omitted.

I would be grateful if you would acknowledge receipt by date stamping and return to me the enclosed copy of this letter.

Yours faithfully,



P M R Dodd
Director