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## THE COMPANIES ACT 1985

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### COMPANY LIMITED BY SHARES

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At the annual general meeting of ANT PLC (the Company) held at Autonomy House, Cambridge Business Park, Cowley Road, Cambridge CB4 0WZ on 18 May 2007 at 9 00 a m the following special resolutions were passed

- 1 That the Directors be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) 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 5 per cent of the Company's share capital on 31 December 2006),

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 5 above" were omitted.

- 2 That the Articles of Association of the Company are amended by the deletion of the current Articles 175 and 176, and replacement of those with the following articles

**175 Indemnity**

175 1 Subject to the provisions of the Act (but without prejudice to any indemnity to which a director or other officer of the Company may otherwise be entitled), the board of directors may exercise the power of the Company to

- (a) indemnify any director or other officer (other than any person engaged as auditor) of the Company out of the assets of the Company against any liability in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company, provided that, in the case of a director, no indemnity may be provided against any such liability incurred by him unless such indemnity is provided pursuant to a "qualifying third party indemnity provision" within the meaning of the Act, and/or
- (b) provide any director or other officer (other than any person engaged as auditor) of the Company with funds to meet expenditure incurred or to be incurred by such director or other officer in defending any criminal or civil proceedings, or in connection with an application to the court for relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company or do anything to enable a director or other officer to avoid incurring such expenditure

**176 Insurance**

Without prejudice to Article 175 but subject to the provisions of the Act, the board of directors may exercise the power of the Company to purchase and maintain insurance at the expense of the Company for the benefit of directors or other officers (other than any person engaged as auditor) of the Company against any liability which attaches to them or loss or expenditure which they incur in relation to anything done or omitted or alleged to have been done or omitted as directors or officers