



THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

TUESDAY



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COMPANIES HOUSE

At the annual general meeting of ANT PLC (the Company) held at Autonomy House, Cambridge Business Park, Cowley Road, Cambridge CB4 0WZ on 19 May 2010 at 9 00 a m the following resolutions were passed

- 1 That the Directors be and they are generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot Relevant Securities (as defined in the notes to this Resolution) up to an aggregate nominal amount of £404,770 provided that this authority shall expire on whichever is the earlier of (i) 15 months from the date on which this Resolution is passed or (ii) the conclusion of the Company's next Annual General Meeting 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 Companies Act 1985 shall be revoked but without prejudice to any allotment of equity securities (as defined by section 560 of the 2006 Act) already made or agreed to be made pursuant to such authorities
- 2 That the Directors be and they are empowered pursuant to section 570 of the 2006 Act to allot equity securities (within the meaning of section 560 of the Act) wholly for cash, either pursuant to the authority conferred by Resolution 4 above or by way of a sale of treasury shares, as if section 561(1) of the 2006 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 a rights issue to holders of ordinary shares in proportion (as nearly as may be

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Company Registration Number 5372859

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 treasury shares, fractional entitlements, record dates, 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, and
- (c) (otherwise than pursuant to sub-paragraphs (a) and (b) above) having (in the case of equity securities (as defined in section 560 of the 2006 Act)) a nominal amount or (in the case of any other equity securities) giving the right to subscribe for or convert into equity securities having a nominal amount, not exceeding in aggregate £60,710 (representing 5 per cent of the Company's issued share capital on 31 December 2009),

and such power shall expire on the earlier of 15 months from the date on which this Resolution is passed or the conclusion of the Company's next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) 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 Companies Act 1985 shall be revoked, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2) of the 2006 Act as if in the first paragraph of this Resolution the words "pursuant to the authority conferred by Resolution 4 above" were omitted.