

**MINUTES OF EXTRAORDINARY GENERAL MEETING OF
PARAMETRIC TECHNOLOGY (UK) LIMITED**

24 August 2010

Present: Charles Dunn
Steve Bouchard
Aaron von Staats

1. CHAIRPERSON

Charles Dunn was appointed chairperson of the meeting

2. NOTICE AND QUORUM

2.1 IT WAS NOTED that a quorum was present and the meeting would accordingly proceed to business

2.2 There was produced to the meeting a notice (**Notice**) convening the meeting and, with the consent of all members present, the Notice was taken as read.

3. CONSENT TO SHORT NOTICE

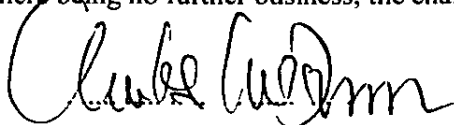
The chairperson announced that a majority of the members of the Company, namely Parametric Holdings (UK) Ltd (represented by Charles Dunn) and PTC International, Inc (represented by Steve Bouchard) having the right to attend and vote at the meeting and together holding not less than 95% in nominal value of the shares giving that right had consented to the meeting being at short notice

4. RESOLUTIONS

The resolutions set out in the Notice were duly proposed and voted upon and the chairperson declared that the following resolution had unanimously passed as an Ordinary Resolution That, the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006

5. OTHER BUSINESS

There being no further business, the chairperson declared the meeting closed.



Chairperson

Charles Dunn

