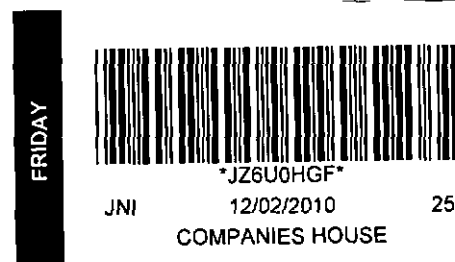


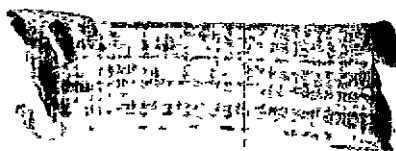
Andor Technology plc  
(Company no NI 22466)

## Special Resolution




At an annual general meeting of the company held on 10 February 2010 in the Company's premises at 7 Millennium Way, Springvale Business Park, Belfast BT12 7AL the following resolutions were passed as a special resolutions

- 1 That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ("Allotment Rights"), but so that the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal amount of £196,275 (being a sum equal to approximately 33% of the Company's issued ordinary share capital) This authority shall expire on the conclusion of the next Annual General Meeting of the Company, save that the Company may before such expiry make any offers or agreements which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and all authorities vested in the directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked
- 2 That subject to the passing of resolution 1 above
  - (a) the directors be empowered pursuant to section 570 Companies Act 2006 to allot equity securities, as defined in section 560 of that Act, pursuant to the general authority given by resolution 6 in the notice of this meeting or by way of sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities
    - (i) in connection with a rights issue, and
    - (ii) (otherwise than pursuant to paragraph 8(a)(i) above) up to an aggregate nominal amount of £58,882 (being a sum equal to approximately 10% of the Company's issued ordinary share capital),and, unless renewed or otherwise varied by the Company in general meeting, shall expire on the expiry of the general authority conferred by resolution 6 above The Company may make any offers or agreements before this power has expired which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired, and
  - (b) for the purposes of this resolution **rights issue** means any rights issue or open offer (each as referred to in the London Stock Exchange's AIM Rules for Companies) or any other pre-emptive offer that is open for acceptance for a period fixed by the directors to holders on the register on a fixed record date of ordinary shares in the Company, in proportion (as nearly as may be practicable) to their respective holdings, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any fractional entitlements or legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts
- 3 That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares of 2p in the capital of the Company provided that



- (a) the maximum number of ordinary shares hereby authorised to be acquired is 4,400,000. and
- (b) the minimum price which may be paid for such shares is 2 pence. and
- (c) the maximum price which may be paid for such shares is, in respect of a share contracted to be purchased on any day, an amount equal to 105 per cent of the average of the upper and lower prices shown in the quotations for the ordinary shares of the Company in the Daily Official List of The Stock Exchange on the five business days immediately preceding the day on which the share is contracted to be purchased, and
- (d) the authority shall expire on the conclusion of the next Annual General Meeting of the Company, and
- (e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of any such contract



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Conor Walsh  
**Company Secretary**

