
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
– OF –
FILTRONA PLC
PASSED ON 24 APRIL 2012

At the 2012 Annual General Meeting ('AGM') of the Company duly convened and held on Thursday 24 April 2012, the following Resolutions were passed as Special Resolutions:

1. General power to disapply pre-emption rights

The Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sales of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 13, by way of a rights issue only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of Resolution 13 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £2,741,585.

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 23 July 2013) but in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

2. **Purchase of own shares**

THAT the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 25p each ('Ordinary Shares') such power to be limited:

- (a) To a maximum number of 20,944,238 Ordinary Shares
- (b) By the condition that the minimum price which may be paid for an Ordinary Share is the nominal amount of that share and the maximum price which may be paid for an Ordinary Share is the highest of:
 - (i) an amount equal to 5 per cent. above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out

in each case, exclusive of expenses

such power to apply until the end of next year's AGM (or if earlier 23 July 2013) but in each case, so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed wholly or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares in pursuance of any such contract as if the power had not ended.

4. **Notice of General Meetings**

A general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice



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COMPANY SECRETARY