**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**ORDINARY RESOLUTIONS**

**– OF –**

**FILTRONA PLC**
**(the 'Company')**

**PASSED ON 24 APRIL 2012**

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

THAT –

1. the accounts for the year ended 31 December 2011 and the Reports of the Directors and Auditor thereon be received and adopted;

2. the Report of the Remuneration Committee for the year ended 31 December 2011 be received and adopted;

3. a final dividend for the year ended 31 December 2011 of 7.2p per ordinary share be declared;

4. Mr Jeff Harris be re-elected as a Director of the Company

5. Mr Colin Day be re-elected as a Director of the Company

6. Mr Paul Drechsler be re-elected as a Director of the Company;

7. Mr Steve Crummett be re-elected as a Director of the Company

8. Mr Lars Emilson be re-elected as a Director of the Company;

9. Mr Terry Twigger be re-elected as a Director of the Company

10. To re-appoint KPMG Audit Plc as Auditor

11. To authorise the Directors to fix the Auditor's remuneration;

12. The proposed amendment to the maximum performance award provisions of the rules of the Filtrona Long Term Incentive Plan (the 2LTIP2) be approved and the Remuneration Committee of the Board be hereby authorised to incorporate the changes as marked on the rules of the LTIP which were produced to the meeting .

13. The Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

(a) up to a nominal amount of £17,453,532 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and

(b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £34,907,063 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:

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,

such authorities 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 shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

.....................................

COMPANY SECRETARY