

**THE COMPANIES ACT 2006**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**ORDINARY AND SPECIAL RESOLUTIONS**

of

**FILTRONIC PLC**

At the annual general meeting of the company held at the offices of Pinsent Masons LLP, 1 Park Row, Leeds LS1 5AB on Friday 24 September 2010 the following resolutions were passed, in the case of resolutions 7, 8 and 14 as ordinary resolutions, and in the case of resolutions 9 to 13 as special resolutions:-

**ORDINARY RESOLUTIONS**

7. That, in substitution for all subsisting authorities, the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), to exercise all powers of the company to allot shares in the company or grant rights to subscribe for, or convert any security into, shares in the company:

- (a) up to an aggregate nominal amount of £2,477,436; and
- (b) up to a further aggregate nominal amount of £2,477,436 provided that such shares or rights are equity securities (as defined in section 560(1) of the Act) in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares (and to the holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities) but subject to the directors having the right to make such exclusions or other arrangements as they deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws in any territory or jurisdiction or the requirements of any relevant regulatory body or stock exchange or any other matter; and

so that this authority shall expire on 24 September 2015 or, if earlier, at the conclusion of the annual general meeting of the company to be held in 2011 but so that the company may, before this authority expires, make any offer, agreement or arrangement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights pursuant to such offer, agreement or arrangement as if the authority had not expired.

8. That the directors be and they are authorised to offer the holders of (and persons entitled by transmission to) ordinary shares of 10p in the capital of the company, the right to elect to receive in respect of all or part of their holdings of 10p ordinary shares, additional ordinary shares, credited as fully paid up, instead of cash in accordance with the provisions of the company's Articles of Association (as amended from time to

time) in respect of any or all dividends declared within the period beginning on the day following the date of this resolution and ending at the conclusion of the annual general meeting of the company to be held in the year 2015.

14. That in accordance with section 366 of the Act the company and all its subsidiaries at any time during the time that this resolution has effect be and are hereby authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £10,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £10,000 in total; and
- (c) incur political expenditure not exceeding £10,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed £10,000 during the period beginning with the passing of this resolution and ending on the date of the annual general meeting of the company to be held in 2011.

For the purposes of this resolution the terms of "political donation", independent election candidates, "political organisations" and "political expenditure" have the meanings set out in section 363 to 365 of the Act.

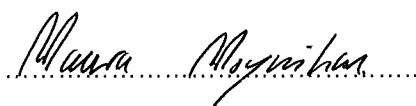
#### **SPECIAL RESOLUTIONS**

9. That, subject to the passing of resolution 7, the directors be generally authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 7 as if section 561 of the Act did not apply to the allotment but this power shall be limited to:

- (a) the allotment of equity securities where such securities have been offered (but in the case of the authority granted under paragraph (b) of Resolution 7 by way of rights issue only) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares (and to the holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities) but subject to the directors having the right to make such exclusions or other arrangements as they deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws in any territory or jurisdiction or the requirements of any relevant regulatory body or stock exchange or any other matter; and
- (b) the allotment of equity securities pursuant to the authority granted under resolution 9 (a) up to a maximum nominal amount of £371,615; and

so that this power shall expire on 23 December 2011 or, if earlier, at the conclusion of the annual general meeting of the company to be held in 2011 but so that the company may, before this power expires, make any offer, agreement or arrangement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such offer, agreement or arrangement as if this power had not expired.

10. That the company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 10p each in the company provided that:
- (a) the maximum number of ordinary shares which may be purchased is 7,432,309 (representing 10% of the company's issued ordinary share capital as at 2 August 2010);
  - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 10p;
  - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations of an ordinary share of the company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased;
  - (d) this authority shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution or on 23 December 2011 whichever is the earlier (unless previously renewed, varied or revoked by the company in general meeting); and
  - (e) the company may, before such expiry, enter into one or more contracts to purchase ordinary shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
11. That the company may serve any notice or send or supply any other document or information to a member by making the notice, document or information available on a website.
12. That a general meeting of the company other than an annual general meeting may be called on not less than 14 clear days' notice.
13. That:
- (a) the Articles of Association of the company be amended by deleting all the provisions of the company's Memorandum of Association which, by virtue of section 28 of the Act are to be treated as provisions of the company's Articles of Association; and
  - (b) the Articles of Association produced to the Meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the Articles of Association of the company in substitution for, and to the exclusion of, the existing Articles of Association.



Company Secretary – Maura Moynihan

