

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ORDINARY RESOLUTIONS**  
**of**  
**FILTRONIC PLC**  
**(the "Company")**

At a General Meeting of the Company held at the offices of Filtronic Broadband Limited at Heighington Lane Business Park, Newton Aycliffe, County Durham DL5 6JW at 10.30am on 18 November 2010 the following resolutions were passed as ordinary resolutions of the Company:-

**ORDINARY RESOLUTIONS**

1. **THAT** the directors of the Company be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £1,855,000 pursuant to the Acquisition (representing approximately 25 per cent. of the share capital of Filtronic as at 28 October 2010) (as defined in the circular of the Company dated 28 October 2010 (the "Circular")), such authority to expire at the end of the period of five years from the date of the passing of this resolution (save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the authority had not expired).
2. **THAT** the proposed Acquisition (as defined in the Circular) on the terms and subject to the conditions contained in the Warranty and Indemnity Deed and in the Offer Document (each as defined in the Circular) be approved and that the Directors (or any duly constituted committee thereof) be authorised to vary, amend, revise waive or extend any of such terms and conditions (not being of a material nature in the context of the Acquisition taken as a whole) as they think fit and take such steps on behalf of the Company as they may in their absolute discretion consider necessary, expedient or desirable to complete and give effect to the Acquisition.
3. **THAT** the Directors be authorised to establish The Filtronic plc Employee Share Option Plan 2010 ("ESOP").
4. **THAT** the Directors be authorised to establish schedules to or further share plans based on the ESOP but modified to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the ESOP.



COMPANY SECRETARY