

Filtronic plc

Form of Proxy

Please read the notes below before completing this form.

Please indicate which way you wish the proxy to vote by ticking the appropriate box alongside each resolution.

I/We appoint the Chairman of the meeting or

Number of shares (if appointing multiple proxies)

as my/our proxy to attend and, on a poll, vote for me/us at the annual general meeting of Filtronic plc to be held at the offices of Pinsent Masons LLP, 1 Park Row, Leeds LS1 5AB on Friday 23 September 2011 at 11.00 a.m. and at any adjournment thereof.

I/We request my/our proxy to vote as indicated below on the following resolutions:

	RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1.	To receive the financial statements and reports of the directors and the auditor.			
2.	To approve the directors' remuneration report.			
3.	To appoint Alan Needle as a director.			
4.	To re-appoint Hemant Mardia as a director.			
5.	To re-appoint Graham Meek as a director.			
6.	To re-appoint KPMG Audit Plc as auditor of the company and to authorise the directors to fix the auditor's remuneration.			
7.	To authorise the directors to allot securities up to a specified amount.			
8.	To authorise the directors to offer shareholders a dividend in shares instead of cash.			
9.	To give the directors power to allot securities for cash without making an offer to shareholders.			
10.	To give the company limited authority to purchase its own shares.			
11.	To authorise a general meeting (other than an annual general meeting) to be called on not less than 14 clear days' notice.			
12.	To authorise the company to make political donations in accordance with the Companies Act 2006.			

In the absence of instructions, the proxy is hereby authorised to vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless otherwise instructed, the proxy may vote or abstain from voting as he or she thinks fit on any other business (including adjournments and amendments to resolutions) which may properly come before the meeting.

PRINT NAME.....

SIGNATURE DATE

When you have completed and signed this form, please return it in the envelope provided to the company's registrars, Capita Registrars, at Capita Registrars (Proxies) 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

TO BE VALID, THE PROXY FORM MUST BE RECEIVED AT LEAST 48 HOURS BEFORE THE TIME APPOINTED FOR THE MEETING OR ADJOURNED MEETING

Notes:

A member or other person entitled to attend and vote is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the company. The following are instructions for use of the form. If you do not come to the meeting and do not appoint a proxy you cannot vote on the resolutions.

How to complete your proxy form

A) Your proxy. You can appoint the Chairman of the meeting or any other person to be your proxy. For convenience, the appointment of the Chairman has already been included and, if you wish the Chairman to cast your vote, you need not make any changes to the form.

If you wish to appoint anybody other than the Chairman as your proxy, you should cross out the words “the Chairman of the meeting” and write in the space provided the name and address of your proxy. We will then send your proxy an admission card, with details of how to get to the meeting. If you wish your proxy to make comments on your behalf you will need to appoint someone other than the Chairman and give them instructions directly.

B) Multiple proxies. You may appoint one or more proxies of your choice to attend, vote and speak at the meeting and any adjournment thereof, provided each proxy is appointed to exercise rights in respect of different shares. To appoint more than one proxy (an) additional form(s) may be obtained by contacting the company’s registrars or you may photocopy this page indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned to Capita Registrars in the same envelope.

C) The resolutions. Details of the resolutions are contained in the accompanying notice. The resolutions on the proxy form are numbered in the same order as in the notice. You can instruct your proxy how to vote on each resolution. Tick the appropriate box against each resolution to show whether your proxy is to vote for, against or withhold the vote.

D) Vote Withheld. A “vote withheld” option is provided to enable a shareholder to withhold their vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes “for” or “against” a resolution.

E) Your signature. You must sign and date the proxy form in the space provided. If the form is signed by someone else on your behalf, their authority to sign the form must be returned together with the form.

If the appointer is a corporation, the proxy form should be executed under its common seal, or signed on its behalf by a duly authorised officer or attorney. The appropriate power of attorney or other authority should be returned with the form.

In the case of joint holdings, any one holder may sign the proxy form. Seniority will be determined by the order in which names appear on the register and the vote of the senior will be accepted to the exclusion of the other joint holders.

F) The return of a completed proxy form will not preclude you from attending the meeting and voting in person if you so wish.

G) If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for receipt of proxies will take precedence.

H) Any alterations made to this form of proxy must be initialled.