



NOTICE OF ANNUAL GENERAL MEETING

Filtronic plc

(Registered in England and Wales No. 2891064)

Notice is hereby given that the 2011 annual general meeting of Filtronic plc (the “company”) will 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. for the purpose of considering and, if thought fit, passing the following resolutions, 1 to 8 and 12 as ordinary resolutions and 9 to 11 as special resolutions:

Ordinary business

1. To receive the audited financial statements for the year ended 31 May 2011 and the reports of the directors and the auditor.
2. To approve the directors’ remuneration report contained in the 2011 Annual Report and Accounts.
3. To appoint Alan Needle as a director of the company.
4. To re-appoint Hemant Mardia as a director of the company.
5. To re-appoint Graham Meek as a director of the company.
6. To re-appoint KPMG Audit Plc as auditor of the company and to authorise the directors to determine the auditor’s remuneration.

Special business

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 £3,219,641; and
 - (b) up to a further aggregate nominal amount of £3,219,641 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 23 September 2016 or, if earlier, at the conclusion of the annual general meeting of the company to be held in 2012 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 2016.
9. That, subject to the passing of resolution 7, the directors be generally authorised pursuant to section 570 of the Companies Act 2006 (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, otherwise than pursuant to the authority granted under resolution 9 (a), up to a maximum nominal amount of £482,946; andso that this power shall expire on 22 December 2012 or, if earlier, at the conclusion of the annual general meeting of the company to be held in 2012 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 Companies Act 2006 (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 9,658,924 (representing 10% of the company's issued ordinary share capital as at 2 August 2011);
 - (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 22 December 2012 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 a general meeting of the company other than an annual general meeting may be called on not less than 14 clear days' notice.
12. That in accordance with section 366 of the Companies Act 2006 (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 2012.

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.

By order of the Board
Maura Moynihan
Company Secretary

2 August 2011

Registered Office
Unit 2 Acorn Park
Charlestown, Shipley
West Yorkshire
BD17 7SW

General Notes

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the company. A form of proxy is enclosed with this notice and instructions for completion are shown on the form. Forms of proxy need to be deposited with the company's Registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not less than 48 hours before the start of the meeting. Completion of a form of proxy does not preclude a member from attending and voting in person at the meeting, should they so wish.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the annual general meeting is 6.00 p.m. on 21 September 2011 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear UK & Ireland") specifications and must contain the information required for such instructions, as described in the CREST Manual. The time of receipt of a proxy appointment or an instruction to a previously appointed proxy will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent (CREST ID RA10) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
5. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
6. Copies of (a) the directors' service contracts; (b) a statement of the directors' share interests and those of their families; will be available for inspection during normal business hours at the company's registered office. These documents will also be available for inspection at the place of the annual general meeting for at least 15 minutes prior to, and during, the annual general meeting.
7. The right to appoint a proxy does not apply to a person whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Act (a "Nominated Person"). Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have the right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
8. As at 2 August 2011 (being the latest business day prior to the publication of this notice) the company's issued share capital consists of 96,589,243 ordinary shares of 10p each, carrying one vote each. Therefore, the total voting rights in the company are 96,589,243.
9. Under section 527 of the Act, members of the company representing at least 5% of the total voting rights of the company or at least 100 members who have a right to vote and hold shares in the company on which there has been paid up an average sum per member of at least £100, may require the company to publish on its website a statement setting out any matter relating to the audit of the company's accounts or any circumstances connected with an auditor of the company ceasing to hold office since the last annual general meeting that the members propose to raise at the meeting. Where the company is required to publish such a statement on its website, it may not require the members making the request to pay its expenses in complying with the request. The company must forward the statement to the company's auditor not later than the time when it makes the statement available on its website. The business of the meeting includes any such statement that the company has been required to publish on its website.
10. Explanatory notes in relation to the resolutions to be proposed at the meeting are set out immediately after these notes.

Explanatory Notes on the Resolutions

(1) Report and Accounts (Resolution 1)

The directors are required to present to the meeting the audited accounts and the reports of the directors and the auditor for the financial year ended 31 May 2011.

(2) Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report has been prepared in accordance with the Act. The report also meets the relevant requirements of the listing rules and describes how the Board has applied the Combined Code on Corporate Governance relating to Directors' Remuneration. The report is set out in full on pages 18–22 of the 2011 Annual Report and Accounts.

(3) Directors (Resolutions 3, 4 and 5)

Biographical details of the directors seeking re-election are given on page 9 of the 2011 Annual Report and Accounts.

Members of the Board have undertaken a rigorous performance evaluation and review of the directors including those who are retiring by rotation at the annual general meeting and are seeking re-election. The Board and the Nominations Committee continue to review the development plans for the Board and the proposed re-elections are consistent with the Board's plans for succession planning. Each director concerned continues to be an important member of the Board and has demonstrated their continuing commitment to the role.

Since the date of the last annual general meeting, Alan Needle was appointed by the Board as a director of the company and being eligible is seeking appointment by the shareholders. Prior to joining Filtronic, he was head of wireless infrastructure at Isotek and is currently Business Development Director for the company's Basestation business.

Hemant Mardia is retiring in accordance with Article 85 of the company's articles of association and being eligible is seeking reappointment. He has been an executive director of the company since 2007 and was appointed CEO of the company in 2008. Since 1996 he has been managing director of the point to point business. He is leading the integration of the Isotek Basestation business into the group since its acquisition in November 2010. He has a PhD in electronics from Leeds University and is a fellow of both the Institute of Electronics and Technology and the Society of Cable Telecommunications Engineers and is a senior member of the Institute of Electrical Engineers.

Graham Meek will retire at the annual general meeting and is seeking re-election. As he has served on the Board for over three terms of three years he is offering himself for re-election on an annual basis in accordance with the provisions of the Combined Code. The recent evaluation of directors confirmed that the Board has determined that Mr Meek remains independent both in character and judgement and that there were no relationships or circumstances which were likely to affect his judgement as a director. Mr Meek is the senior non-executive director and is chairman of the Audit Committee. With his background in corporate finance and investment banking, he provides an important source of skill and expertise to the Board as currently constituted. As a director of the company during the recent period of corporate activity he has demonstrated the knowledge and experience necessary to challenge the executive directors on performance both as an independent non-executive director and as chairman of the Audit Committee. He was chairman of ICM Computer Group plc until its takeover in June 2007 and was chairman of SPI Lasers plc until its takeover in October 2008. He is a non-executive director of Capital Gearing Trust plc.

(5) Re-appointment of auditor (Resolution 6)

The company is required to appoint an auditor at each annual general meeting at which accounts are laid before the company, to hold office until the end of the next such meeting. This resolution proposes the appointment and, in accordance with standard practice, gives authority to the directors to determine the remuneration to be paid to the auditor.

(6) Renewal of directors' power to allot shares (Resolutions 7, 8 and 9)

Resolution 7 – The Act provides that the directors may not allot ordinary shares unless authorised to do so by the company in general meeting or by its articles. This resolution proposes that the directors are given authority to allot ordinary shares up to an aggregate nominal amount of £3,219,641 without obtaining further consent of its shareholders. This is the equivalent of one-third of the issued share

capital of the company as at 2 August 2011 (being the latest practicable date prior to publication of this document). The authority shall expire at the earlier of the close of the 2012 annual general meeting or 22 December 2012 and will replace the authority granted to the directors at last year's annual general meeting.

In addition, the proposed new authority will allow the directors to allot new shares and other relevant securities in connection with a rights issue up to a further aggregate nominal value of £3,219,641, equivalent to one-third of the company's issued ordinary share capital of the company as at 2 August 2011. This latter authority is being sought in accordance with recent changes in corporate governance guidelines. Once this resolution is passed the directors will have the authority in certain circumstances to allot new shares and other relevant securities up to a nominal amount of £6,439,282, representing a total amount equal to two-thirds of the company's issued ordinary share capital as at 2 August 2011. The company has no present intention of undertaking a rights issue (nor of allotting new shares other than in the circumstances referred to below). However, the directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines in order to respond to market developments and to enable allotments to take place. If the directors do exercise the additional authority, they intend to follow emerging best practice as regards its use (including as regards to directors standing for reappointment in certain circumstances), as recommended by the Association of British Insurers ("ABI").

The directors have no present intention of allotting, or agreeing to allot any shares otherwise than in connection with (a) the company's employee share schemes, to the extent permitted or required by such schemes (b) and (save to the extent that the directors elect to seek (and are granted) separate allotment authorisation in connection with the proposed acquisition of Isotek (Holdings) Limited) the allotment of shares pursuant to that acquisition. The directors continue to consider other potential acquisitions and, in the event of one of these potential acquisitions proceeding, this may require the allotment of shares pursuant to this authority.

Resolution 9 – The Act gives holders of ordinary shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new equity securities. The directors believe that it is in the best interests of the company that, as in previous years, the Board should have limited authority to allot some shares for cash without first having to offer such shares to existing shareholders. The directors' current authority expired on the completion of the placing of 3,716,150 new ordinary shares on 2 August 2011 and, accordingly, this resolution seeks to renew this authority on similar terms for a further period, expiring at the earlier of the close of the 2012 annual general meeting and 22 December 2011.

The authority, if granted, will relate to allotment in respect of rights issues and similar offerings (where difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements and certain other technical matters) and generally to allotments (other than in respect of rights issues) of equity securities having an aggregate nominal value not exceeding £482,946 (being approximately 5% of the issued ordinary share capital of the company as at 2 August 2011 (being the latest practicable date prior to the publication of this document)). This resolution complies with ABI guidelines. The directors do not intend to issue more than 7.5% of the issued ordinary share capital of the company for cash on a non pre-emptive basis on any rolling 3 year period without prior consultation with the investment committees of the ABI and National Association of Pension Funds. The Board has no present intention of exercising this authorisation but wishes to have the flexibility to do so in the future.

(7) Purchase of own shares (Resolution 10)

This resolution is to grant the company authority to make market purchases of its own shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all. The authority will expire on the earlier of the conclusion of the 2012 annual general meeting and 22 December 2012. The resolution specifies the maximum number of shares which may be purchased (representing approximately 10% of the company's issued ordinary share capital as at 2 August 2011) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Act and the rules of the United Kingdom Listing Authority. The purchases will only be made on the London Stock Exchange. The directors have not yet decided whether such shares, if repurchased, would be cancelled or taken into treasury, and a decision would be taken in the light of prevailing circumstances. The Board will only exercise the power to make purchases of shares after consideration of the effects on earnings per share and the benefits for shareholders generally.

(8) General Meeting (Resolution 11)

Under the Companies (Shareholders' Rights) Regulations 2009 the notice period for general meetings of a company has been extended to 21 days unless certain requirements are satisfied. The company has met these requirements and accordingly resolution 11 is proposed to allow the company to continue to call general meetings on 14 clear days' notice. The directors believe it is in the best interest of the shareholders of the company to preserve the shorter notice period and accordingly are putting this resolution to the meeting. It is intended that this flexibility will only be used for non routine business and when merited in the interest of shareholders as a whole. The approval will be effective until the company's annual general meeting in 2012, when it is expected that a similar resolution will be proposed. It should also be noted that the changes to the Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the company must make a means of electronic voting available to all shareholders.

(9) Political Donations (Resolution 12)

Part 14 of the Act prohibits the company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the company's shareholders. Aggregate donations made by the group of £5,000 or less than any 12 month period will not be caught.

Neither the company or any of its subsidiaries have any intention of making any political donations or incurring any political expenditure. However, the Act defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the company and/or its subsidiaries may see benefit in supporting, may be included in these definitions.

Accordingly, the company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.