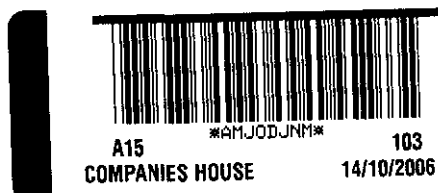


Company No 2891064



**THE COMPANIES ACTS 1985 AND 1989**

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**COMPANY LIMITED BY SHARES**

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**ORDINARY AND SPECIAL RESOLUTIONS**

**of**

**FILTRONIC PLC**

At an Extraordinary General Meeting of the Company held at the Marriott Hollins Hall Hotel, Baildon, West Yorkshire at 10:00 am on 29 September 2006 the following resolutions were passed, in the case of resolutions 2 and 5, as ordinary resolutions, and in the case of resolutions 3, 4 and 6, as special resolutions of the Company:-

2. That the authorised share capital of the Company be and is hereby increased from £10,000,000 to £140,000,000 by the creation of 2,600,000,000 non-cumulative redeemable preference shares of 5p each (the "**B Shares**") having the rights and restrictions set out in the Company's Articles of Association as proposed to be amended pursuant to Resolution 3 in the notice of this meeting.
3. That the Articles of Association of the Company be and they hereby are amended (by the addition of new articles 7C and 7D) to include the rights and restrictions attaching to the B Shares (as defined in Resolution 2 in the notice of this meeting) and the deferred shares of 5p each as set out in parts VIII and IX of the Circular (as defined in Resolution 1 in the notice of this meeting).
4. That the directors of the Company be and are hereby authorised on one or more occasions:-
  - 4.1 to capitalise such sum or sums as represents part or all of the amount standing to the credit of the share premium account as defined in section 130 of the Companies Act 1985 (the "**Act**") from time to time, provided always that such sum or sums do not (in aggregate) exceed the lower of:-
    - 4.1.1 £130,000,000 (One Hundred and Thirty Million Pounds Sterling); and
    - 4.1.2 the aggregate of (A) the net proceeds (expressed in sterling) from the Powerwave Stock Disposal (as that term is defined in the circular to the shareholders issued by the Company on 6 September 2006) as certified by a member of the Board of the Company and (B) £18,500,000,and to apply such sum or sums (the "**Capitalised Amount**") in paying up in full B Shares; and
  - 4.2 pursuant to section 80 of the Act to exercise all powers of the Company to allot such B Shares credited as fully paid up, up to a maximum aggregate nominal amount equal to the Capitalised Amount, to holders of ordinary shares of 10p each in the capital of the

Company ("**Ordinary Shares**") in proportion to the number of Ordinary Shares held by them in such amounts (and on such bases) and at such times as the directors of the Company may determine, such authority to expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2007 or, if earlier, 15 months after the passing of this resolution, save that the Company may make an offer or agreement prior to expiry of this authority which would or might require B Shares to be allotted after expiry of this authority and the directors of the Company may allot B Shares in pursuance of that offer or agreement (and so that the authority in this resolution shall be in addition to any other authority granted to the directors of the Company under section 80 of the Act).

5. That the amendments to the rules of the Share Option Schemes shown on the copies produced to the meeting and initialled by the Chairman (the "**Amended Rules**") be approved, subject to the formal approval of HM Revenue & Customs, where applicable, and that the directors of the Company be authorised to make the appropriate amendments to (and to vary) the grants of share options to give effect to the Amended Rules.
6. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of the Company's ordinary shares of 10p each ("**Ordinary Shares**") provided that:-
  - 6.1 the maximum number of Ordinary Shares authorised to be purchased shall not exceed 7,490,005 (being 10 per cent. of the issued Ordinary Shares);
  - 6.2 the minimum price (exclusive of expenses) that may be paid for an Ordinary Share is the nominal value of an Ordinary Share;
  - 6.3 the maximum price (exclusive of expenses) that may be so paid shall be an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
  - 6.4 the authority conferred by this resolution shall, unless previously renewed, revoked or varied, expire at the conclusion of the annual general meeting of the Company in 2007 or, if earlier, 15 months after the passing of this resolution, save that the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of such Ordinary Shares in pursuance of any such contract as if the authority conferred hereby had not expired.

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**SECRETARY**

FILTRONIC PLC

**7C RIGHTS AND RESTRICTIONS ATTACHED TO THE B SHARES**

Notwithstanding the provisions in these articles which relate to shares, the following paragraphs (a)-(h) comprise all the rights and restrictions relating to the non-cumulative redeemable preference shares of the Company of 5 pence nominal value ("**B Shares**").

**(a) Election Form**

- (i) (Subject to the provisions of this article 7C) the B Shares will automatically be redeemed by the Company on such dates as the directors may determine from time to time (each a "**Redemption Date**"). Holders of ordinary shares may be sent an election form or, if they are held through CREST, may be invited to submit a TTE instruction relating to the B Shares (each an "**Election Form**"), under which they will be able to elect (in relation to any B Shares to be issued to them) to receive the Single B Share Dividend (as defined below) in respect of some or all of the B Shares. Elections in respect of the Single B Share Dividend will take effect at such time and/or dates as the directors may determine from time to time.
- (ii) *Holders of B Shares who have not returned a duly completed Election Form by such time and/or date as the directors may determine from time to time electing (revocably until that time) in respect of some or all of their B Shares to accept the Single B Share Dividend on a Redemption Date will have those B Shares held by them on the relevant B Share Record Date redeemed by the Company on a Redemption Date.*
- (iii) The directors may, if they so determine in their absolute discretion, accept an Election Form which is received after the relevant time or which is not correctly completed. The directors may, in addition, if they so determine in their absolute discretion, treat any other document or action as a valid Election Form or as the completion or delivery of a valid Election Form, as the case may be.

**(b) Income**

- (i) Out of the profits available for distribution, a single dividend of 5 pence per B Share (the "**Single B Share Dividend**") shall be payable to those holders of B Shares who have elected to receive the Single B Share Dividend in respect only of those B Shares in respect of which they have made such an election.
- (ii) *Such dividend shall become payable on such date as the directors may determine from time to time. Each B Share in respect of which such dividend becomes payable shall, on such date, be automatically converted, without any further action being required of the shareholder and without consent being given, into a deferred share of 5 pence nominal value with the rights and restrictions described in article 7D (a "**Deferred Share**").*
- (iii) The holders of the B Shares shall not be entitled to any right of participation in the profits of the Company, other than as described in articles 7C (b)(i) and (ii).

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**(c) Capital**

- (i) Except as provided in article 7C (f) below, on a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis) but not otherwise, the holders of the B Shares shall be entitled, in priority to any payment to the holders of ordinary shares or Deferred Shares, to 5 pence per B Share (which shall be the nominal capital paid up or credited as paid up on the B Shares) held by them.
- (ii) The holders of the B Shares shall not be entitled to any right of participation in the profits (save as described in article 7C (b) above) or assets of the Company in excess of that specified in article 7C(c)(i) above. If, on such a winding-up, the amounts available for payment are insufficient to cover in full the amounts payable on the B Shares, the holders of such shares will share rateably in the distribution of assets (if any) in proportion to the full preferential amounts to which they are entitled.

**(d) Redemption**

Subject to the Companies Act 1985 and to the provisions of these articles, the B Shares will be redeemed in accordance with the following provisions:

- (i) holders of B Shares who do not complete and return, or invalidly complete and return, an Election Form, will have all of their B Shares redeemed (without the Company providing any notice) at 5.00 p.m. on a Redemption Date (unless determined otherwise by the directors). Holders of B Shares who complete and return an Election Form will have all of their B Shares in respect of which they have not elected to receive the Single B Share Dividend redeemed (without the Company providing any notice) at 5.00 p.m. on a Redemption Date (unless determined otherwise by the directors);
- (ii) on each B Share that is redeemed, there will be paid to the holder thereof a sum equal to the nominal value of that B Share;
- (iii) payment in respect of B Shares being redeemed may be made by cheque or by the crediting of accounts in a relevant system (e.g. CREST) (or otherwise as the directors may determine); and
- (iv) immediately following a Redemption Date, any B Shares which are redeemed will be treated as cancelled.

**(e) Attendance and voting at general meetings**

- (i) The holders of the B Shares shall not be entitled, in respect of their holdings of such shares, to receive notice of any general meeting of the Company, nor to attend, speak or vote at any such general meeting unless the business of the meeting includes the consideration of a resolution for the winding-up (excluding any intra-group reorganisation on a solvent basis) of the Company, in which case the holders of the B Shares shall have the right to attend the general meeting and shall be entitled to speak and vote only on any such resolution.
- (ii) Whenever the holders of the B Shares are entitled to vote at a general meeting of the Company, on a show of hands, every holder thereof who (being an individual) is present in person or (being a corporation) by a duly authorised representative not being himself a member shall have one vote and on a poll, every such holder who (being an individual) is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote for each B Share which he holds.

**(f) Class rights**

- (i) The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority to the B Shares. The creation, allotment or issue of any such further shares (whether or not ranking in any respect in priority to the B Shares) shall be treated as being

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in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the B Shares.

- (ii) A reduction by the Company of the capital paid up or credited as paid up on the B Shares and the cancellation of such Shares shall be treated as being in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purposes. The Company shall be authorised to reduce its capital (subject to the confirmation of the Court in accordance with the Acts) without obtaining the consent of the holders of the B Shares.

**(g) Form, transferability and listing**

- (i) No share certificates or other documents of title shall be issued in relation to the B Shares. The B Shares are not renounceable and all transfers of B Shares shall be effected in writing in usual or common form or in any other form which the directors may approve. Every transfer of uncertificated B Shares must be carried out using a relevant system (e.g. CREST).
- (ii) No application to the Financial Services Authority or to the London Stock Exchange plc (the "**London Stock Exchange**") for the B Shares to be admitted to the official list maintained by the Financial Services Authority for the purposes of part 6 of the Financial Services and Markets Act 2000 or to trading on the market for listed securities of the London Stock Exchange, has been, or will be, made.
- (iii) The B Shares may be settled through a relevant system (e.g. CREST).

**(h) Deletion of article 7C (a)-(h) when no B Shares are in existence**

Article 7C (a)-(h) shall remain in force until there are no longer any B Shares in existence, either issued or authorised, whether by way of conversion into Deferred Shares or redemption, cancellation or reclassification, whichever is earlier, notwithstanding any provision in these articles to the contrary. Thereafter article 7C (a)-(h) shall be, and shall be deemed to be, of no effect (save to the extent that the provisions of article 7C (a)-(h) are referred to in other articles) and shall be deleted and replaced with the wording "Article 7C has been deleted", and the separate register for the holders of B Shares shall no longer be required to be maintained by the Company; but the validity of anything done under article 7C (a)-(h), before that date, shall not otherwise be affected and any actions taken under article 7C (a)-(h), before that date, shall be conclusive and shall not be open to challenge on any grounds whatsoever.

**7D RIGHTS AND RESTRICTIONS ATTACHED TO THE DEFERRED SHARES**

Notwithstanding the provisions in these articles which relate to shares, the following paragraphs (a)-(g) comprise all the rights and restrictions relating to the redeemable deferred shares of the Company of 5 pence nominal value (the "**Deferred Shares**").

**(a) Income**

The Deferred Shares shall confer no right to participate in the profits of the Company.

**(b) Capital**

The holders of the Deferred Shares shall not be entitled to any right of participation in the assets of the Company.

**(c) Attendance and voting at general meeting**

The holders of the Deferred Shares shall not be entitled to receive notice of any general meeting of the Company or to attend, speak or vote at any such meeting.



**(d) Form and Transferability**

The Deferred Shares shall not be listed on any stock exchange, nor shall any share certificates be issued in respect of such shares. The Deferred Shares shall neither be renounceable nor transferable.

**(e) Class rights**

The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority to the Deferred Shares and on such creation, allotment or issue any such further shares (whether or not ranking in any respect in priority to the Deferred Shares) shall be treated as being in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the Deferred Shares.

A reduction by the Company of the capital paid up on the Deferred Shares shall be treated as being in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose and the Company shall be authorised, at any time, to reduce its capital (subject to the confirmation of the Court in accordance with the Acts) without obtaining the consent of the holders of the Deferred Shares.

**(f) Redemption**

Subject to the provisions of the Companies Act 1985 and to the provisions of these articles, the Company may, at any time, without prior notice, redeem all Deferred Shares then in issue, and all such Deferred Shares shall be automatically redeemed on 31 December 2007 (unless determined otherwise by the directors), for a total aggregate price not exceeding one penny for all such Deferred Shares redeemed. All Deferred Shares shall, upon redemption, immediately and automatically be cancelled and the Company shall not be entitled to reissue any of them.

**(g) Deletion of article 7D (a)-(g) when no Deferred Shares in existence**

Article 7D (a)-(g) shall remain in force until there are no longer any Deferred Shares in existence either issued or authorised, notwithstanding any provision in these articles to the contrary. Thereafter article 7D (a)-(g) shall be, and shall be deemed to be, of no effect (save to the extent that the provisions of article 7D (a)-(g) are referred to in other articles) and shall be deleted and replaced with the wording "Article 7D has been deleted", and the separate register for the holders of Deferred Shares shall no longer be required to be maintained by the Company; but the validity of anything done under article 7D (a)-(g), before that date, shall not otherwise be affected and any actions taken under article 7D (a)-(g), before that date, shall be conclusive and shall not be open to challenge on any grounds whatsoever.

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