

Company Name: Filtronic plc (the “Company”)
Company Number: Registered in England and Wales No. 02891064)

On the 27 day of October 2022, the following ordinary and special resolution was passed by the members:

Ordinary Resolution

6. Directors’ authority to allot shares (Ordinary Resolution)

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 ordinary shares of 0.1p each in the capital of the Company or grant rights to subscribe for, or convert any security into, ordinary shares of 0.1p each in the capital of the Company:

- (a) up to an aggregate nominal amount of £71,599; and
- (b) up to a further aggregate nominal amount of £71,599 provided that: (i) such shares or rights are equity securities (as defined in section 560 of the Act); and (ii) they are offered 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, the requirements of any relevant regulatory body or stock exchange or any other matter;

and so that this authority shall expire on 31 December 2023 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2023 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.

Special Resolution

7. Disapplication of statutory pre-emption rights (Special Resolution)

That, subject to the passing of resolution 6, the directors be generally empowered 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 6 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 6 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, 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 power granted under paragraph (a) of this resolution, up to a maximum nominal amount of £21,480;

and so that this power shall expire on 31 December 2023 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2023 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.