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### **NOTICE OF ANNUAL GENERAL MEETING**

#### **Filtronic plc**

(Registered in England and Wales No. 2891064)

Notice is hereby given that the 2019 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 Wednesday, 27 November 2019 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, 1 to 7 as ordinary resolutions and 8 & 9 as special resolutions:

#### **Ordinary business**

1. To receive the audited financial statements for the year ended 31 May 2019 and the reports of the directors and the auditor.
2. To appoint Pete Magowan as a director of the Company.
3. To re-appoint Reg Gott as a director of the Company.
4. To re-appoint Michael Roller as a director of the Company.
5. To re-appoint Michael Tyerman as a director of the Company.
6. To appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office to the conclusion of the next general meeting at which accounts are laid before shareholders and to authorise the directors to determine the auditor's remuneration.

#### **Special business**

7. **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 £69,849; and
- (b) up to a further aggregate nominal amount of £69,849 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 or open offer (or similar offering) 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 2020 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2020 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. Disapplication of statutory pre-emption rights (Special Resolution)**

That, subject to the passing of resolution 7, 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 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 or open offer (or similar offering) 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 £20,954; and so that this power shall expire on 31 December 2020 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2020 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.

**9. Company's authority to purchase own shares (Special Resolution)**

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 (as defined in section 693(4) of the Act) of ordinary shares of 0.1p each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares which may be purchased is 20,954,876;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 0.1p;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105% of the average of the closing middle market quotations of an ordinary share of the Company, as taken from the London Stock Exchange's official website for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;
- (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 31 December 2020 whichever is the earlier (unless previously renewed, varied or revoked by the Company in general meeting); and 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 as if this authority had not expired.

By order of the Board  
**Maura Moynihan**  
Company Secretary

21 October 2019

**Registered Office**  
Filtronic House  
3 Airport West  
Lancaster Way  
Yeadon  
West Yorkshire  
LS19 7ZA

## 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 but must attend the annual general meeting to represent you. To appoint a proxy, go to [www.signalshares.com](http://www.signalshares.com). If you need help with voting online or require a paper proxy form, please contact our Registrar, Link Asset Services, by email at [enquiries@linksgroup.co.uk](mailto:enquiries@linksgroup.co.uk), on 0871 664 0300 if calling from the United Kingdom or +44 371 664 0300 if calling from outside of the United Kingdom. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
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 the close of business on 25 November 2019 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time as is specified by the directors being not more than 48 hours (excluding non-working days) 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 executive directors' service contracts; (b) the non-executive directors' letters of appointment; (c) a statement of the directors' share interests and (d) the Articles of Association of the Company will be available for inspection during normal business hours at the Company's registered office from the date of this notice until the close of the meeting (Saturdays, Sundays and public holidays excepted). 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 issued ordinary share capital of the Company as at the date of this notice is 209,548,767 ordinary shares with a nominal value of 0.1p each.
8. Explanatory notes in relation to the resolutions to be proposed at the meeting are set out immediately after these notes.
9. Information regarding the meeting is available from [www.filtronic.com](http://www.filtronic.com).

10. If you wish to attend the meeting in person, please arrive at the offices of Pinsent Masons LLP, 1 Park Row, Leeds, LS1 5AB for registration in advance of 11 a.m. on Wednesday 27 November 2019. Please bring an appropriate form of identification with you, to assist your entry into the meeting.

### **Explanatory Notes on the Resolutions**

Resolutions 1 to 7 are proposed as ordinary resolutions. This means that for each of the resolutions to be passed, more than half of the votes cast must be cast in favour of the resolution. Resolutions 8 and 9 are special resolutions. For a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

#### **(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 2019. The annual report and accounts are available on the Company's website.

#### **(2) Directors (Resolutions 2, 3, 4 and 5)**

Resolution 2 relates to the election of Pete Magowan. Pete was appointed by the Board as a director in November 2019 following a selection process involving external recruitment consultants. Under the Company's articles of association, a director so appointed holds office only until the next annual general meeting. Pete is an experienced board member and has a background in sales and marketing at leading technology companies. He served on the board of ARM Holdings plc and Superscape plc. He served as Head of Energy Investments at Fidelity International. Pete is Chairman of the remuneration committee and serves as a member of both the audit and nominations committees. The Board regards Pete as an independent non-executive director. More details about Pete can be found in the corporate governance section of the 2019 annual report and accounts.

Resolution 3 relates to the re-election of Reg Gott, who is chairman of the board of directors. He has extensive board level experience as chief executive and held executive director positions on a number of engineering companies including FKI plc, Resource Group and Nuaire Group. As Reg has served on the board of directors for over three terms of three years, he is, in accordance with best practice, subject to annual re-appointment. Reg is chair of the nominations committee and is a member of both the audit and remuneration committees. Biographical details for Reg can be found in the corporate governance section of the 2019 annual report and accounts.

Resolution 4 covers the re-election of Michael Roller. Michael joined the Board as non-executive director in 2013 and has been Chairman of the Audit Committee since 2015. Michael is an experienced public company Finance director and was CFO of Bioquell plc until its takeover in January 2019. He qualified as an accountant with KPMG. He is a member of the nominations committee and remuneration committee. The Board regards Michael as an independent non-executive director. More details about Michael can be found in the corporate governance section of the 2019 annual report and accounts.

Resolution 5 relates to the reappointment of Michael Tyerman as a director of the Company. Michael has been the Company's finance director since April 2016. He joined Filtronic in 2007 as financial controller of Filtronic Broadband Limited and has held various positions within the group since then. Michael is a chartered management accountant. Biographical details for Michael can be found in the corporate governance section of the 2019 annual report and accounts.

**(3) Appointment of auditor and auditor’s remuneration (Resolution 6)**

During the year and in the light of FRC guidance regarding audit tendering and audit firm rotation, the Audit committee oversaw a formal and comprehensive tender process for the external audit function with a view to a new audit firm being appointed to audit the financial statements for the year ending 31 May 2019. Following the completion of such tender process, the board appointed PricewaterhouseCoopers LLP as the Company’s new auditor with effect from 31 January 2019 to fill the casual vacancy arising from KPMG LLP’s resignation. Accordingly, shareholder approval is now sought to confirm the appointment of PricewaterhouseCoopers LLP as auditor of the Company. As outgoing auditor, KPMG LLP provided the Company with a Statement of Circumstances as required by company law and this was announced by Filtronic plc to the stock market on 31 January 2019. The resolution proposes the appointment of PricewaterhouseCoopers LLP and, in accordance with standard practice, gives authority to the directors to determine the remuneration to be paid to the auditor.

**(4) Renewal of directors’ power to allot shares (Resolutions 7 and 8)**

Resolution 7– The Act provides that the directors may not allot ordinary shares (or grant rights to subscribe for, or to convert any security into, 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 (or grant rights to subscribe for, or convert any security into, ordinary shares) up to an aggregate nominal amount of £69,849 without obtaining further consent of the Company’s shareholders. This is the equivalent of one-third of the issued ordinary share capital as at 21 October 2019, the latest practicable date before publication of this notice. The authority will expire at the earlier of the close of the 2020 annual general meeting and 31 December 2020 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 £69,849, equivalent to one-third of the Company’s issued ordinary share capital as at 14 October 2019, the latest practicable date before publication of this notice. 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 £139,699, representing a total amount equal to two-thirds of the Company’s issued ordinary share capital.

The directors have no present intention of allotting, or agreeing to allot, any shares (or of granting or agreeing to grant, any applicable subscription or conversion rights) otherwise than in connection with the Company’s employee share schemes, to the extent permitted or required by such schemes.

**Resolution 8** – 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 the board of directors should have limited power to allot some equity securities for cash without first having to offer such equity securities to existing shareholders. The directors’ present authority, currently limited to rights issues and to allotments up to a nominal value of approximately 10% of the issued ordinary share capital of the Company, expires at the 2019 annual general meeting.

This resolution seeks to renew this authority, subject to the same 10% limit that the Pensions and Lifetime Savings Association considers appropriate for an AIM company, for a further

period, expiring at the earlier of the close of the 2020 annual general meeting and 31 December 2020. The power, 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 and similar offerings) of equity securities having an aggregate nominal value not exceeding £20,954 (representing approximately 10% of the issued ordinary share capital of the Company). The board of directors has no present intention of exercising this power but wishes to have the flexibility to do so in the future.

**(5) Purchase of own shares (Resolution 9)**

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 2020 annual general meeting and 31 December 2020. The resolution specifies the maximum number of shares which may be purchased (representing 10% of the Company's issued ordinary share capital) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Act. 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 of directors 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.

**Recommendation from the directors of the Company**

The directors of the Company consider that all the resolutions set out above are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.