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Filtronic plc
(the "Company")

(Registered in England and Wales No. 2891064)

Notice of Annual General Meeting ('AGM') to be held on 26 October 2023

Notice of the Annual General Meeting of Filtronic plc to be held at the Plexus Building, NetPark, Thomas Wright Way, Sedgfield, County Durham, TS21 3FD on Thursday 26 October 2023 at 11.00am is set out on pages 5 to 6 of this document.

Filtronic plc (Incorporated in England and Wales with registered number 02891064)	
Directors Jonathan Neale (Non-Executive Chair) Richard Gibbs (Chief Executive Officer) Michael Tyerman (Chief Financial Officer) Pete Magowan (Non-Executive Director) John Behrendt (Non-Executive Director)	Registered Office NETPark Thomas Wright Way Sedgefield, Co Durham TS21 3FD

20 September 2023

To holders of ordinary shares of 0.1 pence each in the capital of the Company (“Ordinary Shares”)

Dear Shareholder,

Annual General Meeting (“AGM”) of Filtronic plc (“the Company”)

1. Introduction

I am pleased to be writing to you with details of our AGM which we are holding on 26 October 2023 at 11.00am at the Plexus Building, NetPark, Thomas Wright Way, Sedgefield, Co Durham, TS21 3FD. The formal Notice of AGM is set out on pages 5 to 6 of this document.

2. Business to be transacted at the AGM

Details of the resolutions which are to be proposed at the AGM are set out below. Resolutions 1 to 4 are proposed as ordinary resolutions and 5 and 6 are proposed as special resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution whereas for a special resolution to be passed, at least three-quarters of the votes cast must be in favour.

Ordinary Resolution 1 – Annual report and accounts

In accordance with the requirements of section 437 the Companies Act 2006 (“the Act”), 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 2023 (“the 2023 Annual Report”). The 2023 Annual Report is available on the Company's website.

Ordinary Resolution 2 – Re-election of Richard Gibbs as a director of the Company

Resolution 2 relates to the re-election of Richard Gibbs as a director of the Company. Richard is an experienced director who has led a number of business operations supplying semiconductor, RF and electronics subsystems to OEMs. Richard joined Filtronic from Micross Components, where he was Managing Director. Prior to his time at Micross, Richard spent nine years at E2V Technologies, where he was Group Sales & Marketing Director and President of the RF Product and Hi-Reliability Semiconductors Divisions, and 20 years with Honeywell, of which 10 years were spent managing overseas operations.

Ordinary Resolution 3 – Appointment of auditor and auditor’s remuneration

The resolution proposes the appointment of Crowe LLP and, in accordance with standard practice, gives authority to the directors to determine the remuneration to be paid to the auditor.

Ordinary Resolutions 4 and 5 - Renewal of directors’ power to allot shares

Resolution 4 - 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 £71,707 without obtaining further consent of the Company’s shareholders. This is the equivalent of one-third of the issued ordinary share capital as at 20 September 2023, the latest practicable date before publication of the Notice of AGM. The authority will expire at the earlier of the close of the 2024 Annual General Meeting and 31 December 2024 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 £71,707, equivalent to one-third of the Company’s issued ordinary share capital as at 20 September 2023, the latest practicable date before publication of the Notice of AGM. 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 £143,414 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 5 – 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’ present authority, currently limited to rights issues (and similar offerings) and to allotments up to a nominal value of approximately 10% of the issued ordinary share capital of the Company, expires at the 2023 annual general meeting. 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.

This resolution seeks to renew this authority, subject to that same 10% limit, for a further period, expiring at the earlier of the close of the 2024 Annual General Meeting and 31 December 2024. 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 £21,512 (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.

The directors are conscious that a number of AIM listed companies will be expanding their pre-emption disapplication authorities this AGM season, in line with what the Pre-Emption Group has recently indicated is acceptable going forwards. However, after some consideration (including taking soundings from a couple of the Company’s larger shareholders), the directors have concluded that, for this year at least, the Company should follow the approach from the 2022 annual general meeting. The directors will of course review the position afresh in 2024, as part of the preparations for the annual general meeting in 2024.

Resolution 6 – Authority for the Company to make market purchases of its own shares

The directors are committed to managing the Company's capital effectively and the directors believe that it is in the interests of the Company and its shareholders for the Company to have the flexibility to purchase its own shares. Although the directors have not in recent years sought this type of authority, many other listed companies do so as a matter of course, and, having discussed the matter and in light of the current financial performance of the Company, the directors believe it is appropriate to propose a Resolution that likewise seeks that authority. However, shareholders should note that there is no present intention to utilise that purchase authority and the information below, relating to this Resolution, is required or recommended whenever a listed company seeks this type of authority:

- the effect of such purchases would be either to cancel the number of shares to be purchased or the directors may elect to hold them in treasury pursuant to Chapter 6 of Part 18 of the Act;
- shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employee share scheme(s). Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares;
- as of 20 September 2023 (being the last practicable date prior to publication of the Notice of AGM) there were options outstanding over 4,743,574 shares, representing 2% of the Company's issued share capital. If the authority given by this Resolution was to be fully used, these options would represent 2.5% of the Company's issued share capital (as amended).

3. For those who do not attend in person, shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy. Shareholders can do this by utilising the method outlined in note 1 of the General Notes to the Notice of AGM.

4. Recommendation from the directors of the Company

The directors of the Company consider that all the resolutions set out in the Notice of AGM are in the best interests of the Company and its members as a whole and are 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.

Yours faithfully

Jonathan Neale

Chair, Filtronic plc

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 Annual General Meeting of Filtronic plc will be held at the Plexus Building, NetPark, Thomas Wright Way, Sedgefield, County Durham, TS21 3FD on Thursday 26 October 2023 at 11.00am for the purpose of considering and, if thought fit, passing the following resolutions 1 to 4 as ordinary resolutions and resolutions 5 and 6 as special resolutions:

Ordinary business

1. To receive the audited financial statements for the year ended 31 May 2023 and the reports of the directors and the auditor.
2. To re-appoint Richard Gibbs as a director of the Company.
3. To appoint Crowe U.K. LLP as auditor of the Company to hold office to the conclusion of the next Annual General Meeting at which accounts are laid before shareholders and to authorise the directors to determine the auditor's remuneration.

Special business

4. 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 £71,707; and
- (b) up to a further aggregate nominal amount of £71,707 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 2024 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024 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.

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

That, subject to the passing of resolution 4, 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 4 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 4 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 £21,512;

and so that this power shall expire on 31 December 2024 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024 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.

6. 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 21,512,108;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 0.1p;
- (c) the maximum price which may be paid for each ordinary share is the higher of 105% of the average of the closing middle market quotations for an Ordinary Share as derived from the London Stock Exchange’s official website for the five business days immediately before the purchase is made and the price which is the higher of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, in each case exclusive of expenses;
- (d) this authority shall expire on 31 December 2024 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024 (unless previously renewed, varied or revoked by the Company in general meeting).

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.

<p>By order of the Board</p> <p>Michael Tyerman Company Secretary 20 September 2023</p>	<p>Registered Office NETPark Thomas Wright Way Sedgefield Co Durham TS21 3FD Company Number : 02891064</p>
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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 her/him/them. 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. Your proxy must be lodged by 11.00am Tuesday 24 October 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting To appoint a proxy, go to www.signalshares.com. If you need help with voting online or require a paper proxy form, please contact our Registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk, or by telephone on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Lines are open 9.00am – 5.30pm Monday to Friday excluding bank 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 24 October 2023 (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. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00am Tuesday 24 October 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
6. 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.

7. 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.
8. The issued ordinary share capital of the Company as at the date of this notice is 215,121,085 ordinary shares with a nominal value of 0.1p each.
9. Explanatory notes in relation to the resolutions to be proposed at the meeting are set out in the letter from the Chair (please see pages 2 to 4 above).
10. Information regarding the meeting is available from www.filtronic.com.
11. We will notify our shareholders of any changes to the AGM arrangements in the usual way and recommend that you look out for any updates on the Company's website (Investors section) at www.filtronic.com.