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NOTICE OF ANNUAL GENERAL MEETING

Filtronic plc

(Registered in England and Wales No. 2891064)

Notice is hereby given that the 2016 annual general meeting of Filtronic plc (the "company") will be held at the offices of KPMG LLP, One Sovereign Square, Sovereign Street, Leeds, LS1 4DA on Thursday 29th September 2016 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, 1 to 6 as ordinary resolutions and 7 and 8 as special resolutions:

Ordinary business

1. To receive the audited financial statements for the year ended 31 May 2016 and the reports of the directors and the auditor.
2. To appoint Michael Tyerman as a director of the company.
3. To re-appoint Michael Roller as a director of the company.
4. To re-appoint Reg Gott as a director of the company.
5. To re-appoint KPMG LLP as auditor of the company and to authorise the directors to determine the auditor's remuneration.

Special business

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 £68,970; and
- (b) up to a further aggregate nominal amount of £68,970 provided that: (i) such shares or rights are equity securities (as defined in section 560(1) 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 or the requirements of any relevant regulatory body or stock exchange or any other matter; and

so that this authority shall expire on 29 December 2017 or, if earlier, at the conclusion of the annual general meeting of the company to be held in 2017 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.

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 561 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 or the requirements of any relevant regulatory body or stock exchange; and
- (b) the allotment of equity securities, otherwise than pursuant to the power granted under paragraph 7(a), up to a maximum nominal amount of £20,691; and

so that this power shall expire on 29 December 2017 or, if earlier, at the conclusion of the annual general meeting of the company to be held in 2017 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.

8. 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 20,691,014;
- (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 as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC2273/2003);
- (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 29 December 2017 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

2 August 2016

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. 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 Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, 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 27 September 2016 (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 206,910,146 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.
10. If you wish to attend the meeting in person, please arrive at the offices of KPMG LLP, One Sovereign Square, Sovereign Street, Leeds, LS1 4DA, for registration in advance of 11 a.m. on Thursday 29th September 2016. Please bring an appropriate form of identification with you, in order to assist your entry into the meeting.

Explanatory Notes on the Resolutions

Resolutions 1 to 6 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 7 and 8 are proposed as special resolutions. This means that for each of those resolutions 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 2016. The annual report and accounts are available on the company's website.

(2) Directors (Resolutions 2, 3 and 4)

Resolution 2 relates to the appointment of Michael Tyerman as a director of the company having been appointed by the board since the last annual general meeting of the company. Michael is Finance Director of the company.

Resolutions 3 relates to the re-election of Michael Roller (this annual general meeting being the third annual general meeting after the general meeting at which he was appointed) in accordance with the articles of association of the company.

Resolution 4 covers the re-election of Reg Gott, who is chairman of the board of directors. As he has served on the board of directors for over three terms of three years, Reg is, in accordance with best practice, subject to annual re-appointment.

Biographical details of all three directors can be found in the governance section of the 2016 annual report and accounts.

(3) Appointment of auditor (Resolution 5)

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 re-appointment of KPMG 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 6 and 7)

Resolution 6 – 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 £68,970 without obtaining further consent of the company's shareholders. This is the equivalent of one-third of the issued ordinary share capital as at 2 August 2016, the latest practicable date before publication of the notice. The authority will expire at the earlier of the close of the 2017 annual general meeting and 29 December 2017 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 £68,970, equivalent to one-third of the company's issued ordinary share capital as at 2 August 2016, the latest practicable date before publication of the 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 £137,940, 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 otherwise than in connection with the company's employee share schemes, to the extent permitted or required by such schemes.

Resolution 7 – 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 a nominal value of approximately 5% of the issued ordinary share capital of the company, expires at the 2016 annual general meeting.

This resolution seeks to renew this authority, using a limit that the National Association of Pension Funds considers appropriate for an AIM company, for a further period, expiring at the earlier of the close of the 2017 annual general meeting and 29 December 2017. 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 £20,691 (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 8)

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 2017 annual general meeting and 29 December 2017. The resolution specifies the maximum number of shares which may be purchased (representing approximately 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.