

**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**FILTRONIC COMPONENTS LIMITED**

Pursuant to Section 381A of the Companies Act 1985 ('the Act')  
Passed on 12 November 1998

Filtronic (Holdings) Limited, being the only member of the above-named company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolves as follows such resolutions to take effect as elective resolutions.

**ELECTIVE RESOLUTIONS**

1. THAT in accordance with section 379 of the Act the members approve the dispensation by the Company with the laying of accounts and reports before general meetings under section 252 of the Act.
2. THAT in accordance with section 379 of the Act the members approve the dispensation by the Company with the holding of annual general meetings under section 366A of the Act.
3. THAT in accordance with sections 379 and 386 of the Act the members approve the dispensation by the Company with the obligation to appoint auditors annually.

C. Schofield  
CE Schofield (Company Secretary)  
for and on behalf of Filtronic (Holdings) Limited

