

FILTRONIC COMPONENTS LIMITED ("Company")

WRITTEN RESOLUTION

PURSUANT TO

COMPANIES ACT 1948

MADE THIS 13 DAY OF February 2004

In accordance with the articles of association of the Company, and Article 73A of Table A 1984, we the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. That the provisions of the documents listed in the appendix A attached to this written resolution ("**Documents**"), into which the Company is proposing to enter into in connection with the refinancing by Filtronic plc ("**Parent**") of:

1.1 10% senior rate 2005 high yield bonds issued by the Parent; and

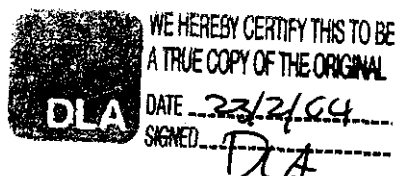
1.2 a £10,000,000 working capital facility made available by Barclays Bank PLC ("**Barclays**") by a working capital facility letter dated 7 July 2003,

be and are hereby approved (copies of such Documents having been supplied to the members of the Company prior to the signing of this written resolution), subject to such changes as the Company's directors, in their absolute direction, think fit.

2. That the entering into of the Documents and the performance of the obligations thereunder are in the best interests of the Company and would provide the Company with substantial commercial benefit on entering into the Documents.

C. Smyth

Signed authorised signatory of
Filtronic plc



APPENDIX TO WRITTEN RESOLUTION OF FILTRONIC COMPONENTS LIMITED

(COMPANY NO. 1659830)

The entry into by the Company (as relevant) of the following documents.

1. A deed of accession to a term loan facility agreement ("**Facility Agreement**") dated 15 January 2004, (made between (1) the Parent; (2) HSBC Bank plc ("**HSBC**") (as Original Lender); (3) Barclays (as Original Lender, Agent and Security Trustee) to be made between (1) the Parent, (2) the Company and (3) Barclays (as Agent) ("**Deed of Accession**").
2. A guarantee which would be provided by the Company on entering into the Deed of Accession and under which the Company would irrevocably and unconditionally, joint and severally guarantee to Barclays and HSBC the punctual performance by the Parent, and where relevant, the Obligors (as defined therein) to the Facility Agreement, of their obligations under the Facility Agreement.
3. A debenture in favour of Barclays (as Security Trustee for and on behalf of the Banks and the other Finance Parties as further defined in the Facility Agreement).
4. Working capital facility letters to be entered into between (1) the Parent, (2) Barclays, (3) the Company and (4) certain other subsidiaries of the Parent.
5. An intercreditor deed to be entered into between (1) the Parent (2) HSBC and Barclays (as Original Senior Lenders) (3) Barclays (as Working Capital Bank) (4) Barclays (as Agent and Security Trustee) (5) and certain other subsidiaries of the Parent (including the Company; (capitalised terms defined therein).