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2700306

The Companies Act 1985

COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
FILTRONIC COMTEK (UK) LIMITED

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 30th Aug 1996

The undersigned member of the above named Company being the only member 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 pursuant to Section 379A of the Act.

ELECTIVE RESOLUTIONS

THAT the Company hereby elects:

- (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252;
- (b) to dispense with the holding of annual general meetings in accordance with Section 366 (A); and
- (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386.

Chalqua

For Filtronic Comtek plc.

Date: 30th Aug 1996

