

Filtronic Comtek (UK) Limited

**Directors' report and financial
statements**

Registered number 2700306

31 May 2009

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Company information

Directors

H Mardia
S Mole (appointed 5 August 2008)
RC Hindson (resigned 19 September 2008)

Secretary

M Moynihan

Auditors

KPMG Audit Plc
Chartered Accountants
1 The Embankment
Neville Street
Leeds
LS1 4DW

Registered office

Unit 2 Acorn Park
Charlestown
Shipley
West Yorkshire
BD17 7SW

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 May 2009.

Principal activities and review of business

The company did not trade during the year.

Directors

The directors of the company during the year were those listed on page 1.

The directors had no interest in the shares of the company during the year.

The interests of H Mardia and S Mole in the share capital of the ultimate parent undertaking, Filtronic plc, are given in that company's financial statements.

Directors indemnity

Certain directors benefited from qualifying third party provisions in place during the financial year and at the date of this report.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

In accordance with Section 489 of the Companies Act 2006, a resolution for the re-appointment of KPMG Audit Plc as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



M Moynihan
Secretary

27 July 2009

Statement of Directors' Responsibilities in Respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG Audit Plc

1 The Embankment
Neville Street
Leeds
LS1 4DW
United Kingdom

Independent auditors' report to the members of Filtronic Comtek (UK) Limited

We have audited the financial statements of Filtronic Comtek (UK) Limited for the year ended 31 May 2009 set out on pages 6 to 7. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with sections 495 and 496 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKNP.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2009 and of its result for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Filtronic Comtek (UK) Limited
(continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



David Morritt (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants
1 The Embankment
Neville Street
Leeds
LS1 4DW

27 July 2009

Balance sheet
at 31 May 2009

	<i>Note</i>	2009 £	2008 £
Net assets		-	-
Capital and reserves			
Called up share capital	2	210,492	210,492
Share premium account		1,938,146	1,938,146
Capital reserve		8,520,776	8,520,776
Profit and loss account		(10,669,414)	(10,669,414)
Shareholders' funds		-	-

These financial statements were approved by the board of directors on 27 July 2009 and were signed on its behalf by:



S Mole
 Director

Notes

(forming part of the financial statements)

1 Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

2 Share capital

	2009 No.	2008 No.	2009 £	Authorised 2008 £
Ordinary shares of 12.2787p each	16,288,369	16,288,369	2,000,000	2,000,000
	<u>16,288,369</u>	<u>16,288,369</u>	<u>2,000,000</u>	<u>2,000,000</u>
	2009 No.	2008 No.	Allotted, called up and fully paid 2009 £	2008 £
Ordinary shares of 12.2787p each	1,714,287	1,714,287	210,492	210,492
	<u>1,714,287</u>	<u>1,714,287</u>	<u>210,492</u>	<u>210,492</u>

3 Ultimate parent undertaking

The company's ultimate parent undertaking is Filtronic plc, a company registered in England and Wales.

Copies of the financial statements of Filtronic plc, which include the company, can be obtained from Filtronic plc, Unit 2 Acorn Park, Charlestown, Shipley, West Yorkshire, BD17 7SW.