

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

WRITTEN RESOLUTIONS

of

FILTRONIC (OVERSEAS HOLDINGS) ("COMPANY")

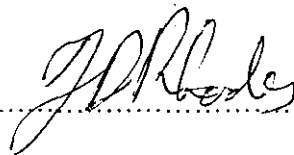
In accordance with section 381A of the Companies Act 1985 and the Company's articles of association, we, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, **RESOLVES THAT**

1. the Company's existing issued share capital of £22,834,510 divided into 22,834,510 ordinary shares of £1 each be reduced to £1,324,260 divided into 1,324,260 ordinary shares of £1 each and the excess amount of £21,510,250 be returned to the Company's sole shareholder, Filtronic plc; and
2. the Company's share premium account of £138,107 be reduced by transferring £138,107 to the Company's sole shareholder, Filtronic plc.

12

Signed by, or by a duly authorised representative on behalf of, the sole member of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signed



Dated

8 April 2005

Filtronic plc

