

17 - 10 - 97

**The Companies Act 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF**

KENTLEIGH LIMITED

Pursuant to Section 381A of the Companies Act 1985 ('the Act')
Passed on 1 October 1997

We, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows

RESOLUTIONS

1. THAT ~~the Company's name be changed to 'Filtronic Cable Limited'~~
2. THAT all the 100 ordinary shares of £1 each in the capital of the Company be sub-divided into 10,000 ordinary shares of 1p each
3. THAT the authorised share capital be increased to £150,000 by the creation of an additional 14,990,000 ordinary shares of 1p each
4. THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 to allot relevant securities (as defined in the Act) up to a maximum amount of £150,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.
5. THAT pursuant to Section 95 of the Act the provisions of Section 89(1) of the Act shall not apply to the allotment of any shares which at the time of the passing of this resolution the directors propose to allot provided that such allotment is made within six months of the passing of this resolution and is limited to equity securities up to an aggregate nominal amount of £150,000
6. THAT the Company's Articles of Association be amended by the deletion thereof and the substitution therefor of the Articles in the form attached to this resolution marked 'A' and initialled by the Chairman for the purposes of identification

JPR Rhodes

Date: 1 October 1997

writres2(Cable)

