

THIS DOCUMENT AND THE ACCOMPANYING
FORM OF PROXY ARE IMPORTANT AND REQUIRE
YOUR IMMEDIATE ATTENTION



If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



Filtrona plc

(incorporated and registered in England and Wales under number 05444653)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at the Holiday Inn Hotel, 500 Saxon Gate West, Milton Keynes, Buckinghamshire MK9 2HQ on Thursday 23 April 2009 at 12 noon is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the Annual General Meeting.

Notice of Annual General Meeting

Notice is hereby given that the 2009 Annual General Meeting of Filtrona plc (the 'Company') will be held at the Holiday Inn Hotel, 500 Saxon Gate West, Milton Keynes, Buckinghamshire MK9 2HQ on Thursday 23 April 2009 at 12 noon.

A form of proxy for use in connection with this meeting is enclosed with this document. Whether or not you propose to attend the Annual General Meeting please fill in the proxy form and return it to the registrars as soon as possible. They must receive it by 12 noon on 21 April 2009. You will be asked to consider and pass the resolutions below.

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do as well.

Ordinary business

Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions.

1. To receive and adopt the accounts for the year ended 31 December 2008 and the Reports of the Directors and Auditors thereon
2. To receive and adopt the Report of the Remuneration Committee for the year ended 31 December 2008
3. To declare a final dividend for the year ended 31 December 2008 of 5.08p per ordinary share
4. To re-elect Steve Crummett as a Director of the Company
5. To re-elect Jeff Harris as a Director of the Company
6. To re-appoint KPMG Audit Plc as Auditor and to authorise the Directors to fix the Auditors' remuneration.

Special business

Resolution 7 will be proposed as an ordinary resolution, Resolutions 8, 9 and 10 as special resolutions.

7. General power to allot (ordinary resolution)

The Board be authorised to allot relevant securities (as defined in the Companies Act 1985):

- (a) up to a nominal amount of £17,138,516; and
- (b) comprising equity securities (as defined in the Companies Act 1985) up to a nominal amount of £34,277,032 (after deducting from such limit any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on 30 June 2010) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the Board may allot relevant securities under any such offer or agreement as if the authority had not ended.

8. General power to disapply pre-emption rights (special resolution)

That if Resolution 7 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 1985) for cash under the authority given by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985, free of the restriction in section 89(1) of the Companies Act 1985, such power to be limited:

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of resolution 7, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

Notice of Annual General Meeting

- (b) in the case of the authority granted under paragraph (a) of resolution 7, to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £2,741,585,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 30 June 2010 but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

9. Purchase of own shares (special resolution)

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 to make market purchases (within the meaning of section 163(3) of that Act) of ordinary shares of 25p each in its capital ('ordinary shares') provided that:

- (a) the maximum aggregate number of ordinary shares which may be so purchased is 21,932,600;
- (b) the maximum price at which any ordinary share may be so purchased is an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day of purchase and the minimum price is 25p per ordinary share; and
- (c) this authority shall expire, unless previously revoked or varied, at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or on 23 October 2010 (whichever shall occur first), save that the Company may, before such expiry, make contracts for purchases of ordinary shares which would or might be completed wholly or partly after such expiry and may make a purchase of ordinary shares in pursuance of any such contract.

10. Notice of General Meetings (special resolution)

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Jon Green
Company Secretary
26 February 2009

Registered Office:
Avebury House
201-249 Avebury Boulevard
Milton Keynes
Buckinghamshire MK9 1AU

Registered in England and Wales No. 05444653

Inspection of documents

The following documents will be available for inspection at the Company's registered office at Avebury House, 201-249 Avebury Boulevard, Milton Keynes, Buckinghamshire MK9 1AU between 8.30 am and 5.00 pm on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the date of the Meeting at the Holiday Inn Hotel, 500 Saxon Gate West, Milton Keynes, Buckinghamshire MK9 2HQ from 15 minutes before the AGM until it ends:

- *Copies of the Executive Directors' service contracts.*
- *Copies of letters of appointment of the Non-executive Directors.*

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that the number of shares in respect of which each proxy is entitled to exercise the related votes is specified and no proxy is appointed to exercise the votes which any other proxy has been appointed by that member to exercise. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services Plc on 0870 703 6394.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Computershare Investor Services Plc, PO Box 1975, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 48 hours before the time appointed before holding the Meeting.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. To vote using the Internet, go to www.eproxyappointment.com. You will need an Internet enabled computer with minimum web browser of Internet Explorer 4 or Netscape 4. You will be asked to enter the Shareholder Reference Number, control number and PIN number as printed on your form of proxy, and to agree to certain terms and conditions.

5. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company by close of business on 21 April 2009 (or, in the event of any adjournment, by close of business on the date which is two days before the time of the adjourned Meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
8. As at 25 February 2009 (being the last business day prior to the publication of this Notice) the Company holds 13,664,604 shares as treasury shares within the meaning of Section 162A of the Companies Act 1985, representing approximately 6.2% of the total ordinary share capital of the Company in issue. The issued share capital consists of 219,326,795 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 25 February 2009 are 205,662,191.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 12 noon on 21 April 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
14. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that: (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

Explanatory Notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 7 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 8 to 10 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

1. Dividend (Resolution 3)

A final dividend for the year ended 31 December 2008 of 5.08p per ordinary share is recommended by the Directors and is put to shareholders for their approval. If approved, the dividend will be paid on 8 May 2009 to shareholders on the Register of Members of the Company at the close of business on 14 April 2009 making a total dividend in respect of the year ended 31 December 2008 of 7.78p per ordinary share. In accordance with the Articles of Association of the Company the shareholders cannot resolve to pay an amount greater than that recommended by the Directors.

2. Directors (Resolutions 4 and 5)

Biographical details of the Directors to be elected or re-elected can be found on pages 42 and 43 of the Annual Report and on the Company website at www.filtrona.com.

Steve Crummett in accordance with the Articles of Association retires and being eligible, offers himself up for re-election. Steve is the Group Finance Director of Filtrona plc.

Jeff Harris in accordance with the Articles of Association and being eligible offers himself up for re-election. Jeff Harris is Chairman of Filtrona plc and also Chairman of Filtrona plc's Nomination Committee.

In proposing the re-election of the Steve Crummett the Chairman has confirmed that, following a formal performance evaluation Steve continues to make an effective and valuable contribution to the Board and demonstrates commitment to the role.

In proposing the re-election of Jeff Harris the Senior Independent Non-executive Director has confirmed that, following a formal performance evaluation, Jeff continues to make an effective and valuable contribution to the Board and demonstrates commitment to the role.

3. Renewal of Directors' power to allot shares (Resolution 7)

Paragraph (a) of this resolution would give the Directors the authority to allot unissued shares up to an aggregate nominal amount equal to £17,138,516 (representing 68,554,064 shares of 25p each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 25 February 2009, the latest practicable date prior to publication of this Notice.

In line with recent guidance issued by the Association of British Insurers, paragraph (b) of this resolution would give the Directors authority to allot unissued shares in connection with a rights issue in favour of shareholders up to an aggregate nominal amount equal to £34,277,032 (representing 137,108,128 shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 25 February 2009, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 30 June 2010 (the last date by which the Company must hold an Annual General Meeting in 2010) or the conclusion of the Annual General Meeting of the Company to be held in 2010.

The Directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (a), to satisfy options under the Company's share option schemes.

4. General power to disapply pre-emption rights (Special Resolution 8)

This resolution would give the Directors the authority to allot unissued shares (or sell any shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be, similar to previous years, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £2,741,585 (representing 10,966,340 shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 25 February 2009, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority will expire at the earlier of 30 June 2010 (the last date by which the Company must hold an Annual General Meeting in 2010) or the conclusion of the Annual General Meeting of the Company to be held in 2010.

5. Purchase of own shares (Special Resolution 9)

Under the Companies Act 1985, the Company requires authorisation from shareholders in general meeting if it is to purchase its own shares. Resolution 9 seeks to renew the authority given at the last AGM.

The Authority detailed in Resolution 9, which will be proposed as a special resolution, will, if passed, give the Directors the renewed authority to purchase up to approximately 10% of its issued share capital as at close of business on 25 February 2009 subject to the limitations in paragraph (b) of the resolution on the maximum and minimum prices that may be paid. The authority will be exercised only if, in the opinion of the Directors, this will result in an increase in earnings per share and would be in the best interest of shareholders generally.

The Company will have the option of either holding in treasury or cancelling any shares purchased under this authority. Under the Companies Act 1985 the Company is permitted to hold up to 10% of its issued share capital as treasury shares. Treasury shares can be sold quickly and cost effectively for cash giving the Company additional flexibility in the management of its capital base. Whilst in treasury, the shares are treated as if cancelled so that no dividends are paid on them and they have no voting rights. As at 25 February 2009 (being the last business day prior to the publication of this notice) the Company holds 13,664,604 shares as treasury shares within the meaning of Section 162A of the Companies Act 1985, representing approximately 6% of the total ordinary share capital of the Company in issue.

6. Notice of general meetings (Special Resolution 10)

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 days' notice. Resolution 10 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice after August 2009.

Contact details

Holiday Inn Hotel

500 Saxon Gate West
Milton Keynes
Buckinghamshire
MK9 2HQ
United Kingdom
Tel: +44 (0)870 400 9057
www.holiday-inn.com

How to get to Milton Keynes

By road

From the M1 leave the motorway at Junction 14, following signs to Milton Keynes Central. Go straight over seven roundabouts staying on the H6, Childs Way.

At the eighth roundabout (South Saxon) turn right.

The Holiday Inn Hotel is located on the left, immediately after the traffic lights (opposite Debenhams).

From the M40, follow the A34 to Bicester–Buckingham.

From Buckingham the A421 will take you into Milton Keynes. To get to the Holiday Inn Hotel follow signs to Milton Keynes Central and the hotel is on V7, Saxon Gate West.

By rail

Virgin Trains and Silverlink Services provide direct and regular train services to Milton Keynes.

For further information, please contact National Rail Enquiries on 08457 48 49 50 (24 hours) or www.nationalrail.co.uk.

