

TELIT COMMUNICATIONS PLC (the "Company")

NOTICE IS HEREBY GIVEN that the 2007 Annual General Meeting of the Company will be held at the offices of Olswang , 7th Floor, 90 High Holborn, London WC1V 6XX on 29 May 2007 at 10:00 am for the transaction of the following business:

Ordinary business

To consider and if thought fit pass resolutions 1 to 7 (inclusive) as ordinary resolutions.

1. To receive, approve and adopt the Company's annual accounts for the financial year ended 31 December 2006, together with the directors' report, the report of the remuneration committee and the auditors' report on those accounts.
2. To reappoint Oozi Cats as a director of the Company, who retires by rotation in accordance with the Company's Articles of Association.
3. To reappoint Andrea Mandel-Mantello as a director of the Company, who retires by rotation in accordance with the Company's Articles of Association.
4. To elect Maurizio Gasparri as a director of the Company, who has been appointed as a director of the Company since the last annual general meeting.
5. To elect Chicco Testa as a director of the Company, who has been appointed as a director of the Company since the last annual general meeting.
6. To elect Giovanni Stella as a director of the Company, who has been appointed as a director of the Company since the last annual general meeting.
7. To reappoint Deloitte and Touche LLP as auditors of the Company and authorise the directors to fix their remuneration.

Special business

To consider and if thought fit pass resolution 8 as an ordinary resolution and resolution 9 as a special resolution.

- 8 That the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 (the "Act")) up to an aggregate nominal amount of £142,500 during the period commencing on the date this Resolution is passed and ending on the conclusion of the next Annual General Meeting of the

Company after the passing of this resolution unless previously renewed, varied or revoked by the Company in General Meeting, save that the Company may, before such expiry, make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.

9 That subject to and conditional upon Resolution 8 above being passed, the directors be and are hereby authorised and empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) for cash pursuant to the authority conferred by Resolution 8 above as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited:

(a) to the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or other offer or issue) to holders of Ordinary Shares in the capital of the Company where the equity securities respectively attributable to the interests of all such holders of Ordinary Shares are proportionate (as nearly as may be practicable) to their respective holdings of such Ordinary Shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock-exchange;

(b) to the allotment of equity securities otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £21,500,

and shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer as if this power had not expired.

By Order of the Board

Avi Israel
Finance Director

Date: 3 May 2007

Registered Office: 7th Floor, 90 High Holborn, London WC1V 6XX

1 All members who hold Ordinary Shares are entitled to attend and vote at the meeting. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company. A form of proxy is enclosed. If you do not intend being present

at the meeting please sign and return it so as to reach the Company's Registrar at least 48 hours before the meeting. The return by a member of a duly completed form of proxy will not preclude any such member from attending in person and voting at the meeting.

- 2 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 voting 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.

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 CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or 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 RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 Applications 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. 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(s), 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

- 3 The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 5 pm on 27 May 2007, or in the event that the meeting is adjourned, in such register 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the relevant register of securities after 5pm on 27 May 2007 or, in the event that the meeting is adjourned, in such register less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

EXPLANATORY NOTES ON CERTAIN BUSINESS OF THE ANNUAL GENERAL MEETING

Resolution 8: Directors' power to allot securities

Under Section 80 of the Act, relevant shares may only be issued with the consent of the shareholders, unless the shareholders pass a resolution generally authorising Directors to issue shares without further reference to the shareholders. This resolution authorises the issue of part of the unissued share capital, being equal to one third of the unissued share capital of the Company, for the period to the conclusion of the Annual General Meeting in 2008. It complies with the Association of British Insurers' guidelines.

Resolution 9: Disapplication of pre-emption rights

Section 89 of the Act requires a company to offer all allotments of equity securities for cash to the holders of relevant shares and relevant employee shares (as defined in the Act) in proportion to their holdings following a statutory pre-emption procedure. In the case of a rights issue, open offer or other proportionate issue this may prove both costly and cumbersome. This resolution excludes these rights as far as such issues and offers are concerned and enables Directors to allot equity securities up to an aggregate nominal value of £21,500 which is approximately 5% of the current issued share capital of the Company, as shown in the latest audited accounts of the Company. It replaces a similar resolution passed previously and it complies with the Association of British Insurers' guidelines.

The Directors believe that the limited powers provided by this resolution will maintain a degree of flexibility. Unless previously revoked or varied the disapplication shall expire on the conclusion of the next Annual General Meeting of the Company.