

THIS DOCUMENT IS IMPORTANT AND REQUIRES 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.

TELIT COMMUNICATIONS PLC

(incorporated and registered in England and Wales under number 5300693)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice of an Extraordinary General Meeting of the Company to be held at 7th Floor, 90 High Holborn, London WC1V 6XX on 24 September 2008 at 5pm is set out at the end of this circular.

Whether or not you propose to attend the Extraordinary 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 Extraordinary General Meeting.

TELIT COMMUNICATIONS PLC

(incorporated and registered in England and Wales under number 5300693)

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

1 September 2008

To the Shareholders of Company Shares

Notice of extraordinary general meeting

Dear Shareholder,

I am writing to provide you with details of an extraordinary general meeting which we are holding at 7th Floor, 90 High Holborn, London WC1V 6XX on 24 September 2008 at 5pm. The formal notice of the extraordinary general meeting is set out on page 3 of this document.

The purpose of the extraordinary general meeting is to approve the proposed amendments to the Company's share option plans, the effect of which would be to increase the number of shares that may be granted under option under those plans from 10% to 15% of the issued ordinary share capital.

The Remuneration Committee considers that the existing limit is not sufficient when taking into account the Company's growth strategy and the continuing need to recruit the best quality employees through the use of share incentives.

Explanatory notes on the business to be considered at the extraordinary general meeting appear on page 6 of this document.

If you would like to vote on the resolution but cannot come to the extraordinary general meeting, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 5pm on 22 September 2008.

The directors consider the resolution to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend shareholders to vote in favour of the resolution, to be proposed at the extraordinary general meeting, as they intend to do or procure to be done in respect of their own beneficial holdings of the ordinary shares and arrangements over voting rights, which amount, in aggregate, to 16,450,357 ordinary shares representing approximately 38.1 per cent. of the issued share capital of the Company.

Yours sincerely,

Chairman

TELIT COMMUNICATIONS PLC

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of the Company will be held at 7th Floor, 90 High Holborn, London WC1V 6XX on 24 September 2008 at 5pm. You will be asked to consider and pass the resolution below which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

That the amendments to the Telit Communications PLC Unapproved Share Option Plan and the Telit Communications PLC Non-Employee Share Option Plan (together, the "**Plans**") which are summarised in the Explanatory Notes to this Notice of Extraordinary General Meeting and which will be shown in the marked-up version of the rules of the Plans produced to the meeting (and, for the purposes of identification, signed by the Chairman) be and they are hereby approved and the directors be and they are hereby authorised to adopt the amendments.

Date: 1 September 2008

By order of the Board

Michael Galai
Company Secretary

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

Registered in England and Wales No. 5300693

Notes:

1. Shareholders 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 extraordinary general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. 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 Capita Registrars on +44 (0) 871 664 0300 (calls to this number cost 10 pence per minute plus network extras).
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 Capita Registrars, The Proxy Department, PO Box 25, Beckenham, Kent, BR3 4BR (quoting business reply service licence number MB122) no later than 5pm on 22 September 2008.

3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below) will not prevent a shareholder attending the extraordinary general meeting and voting in person if he/she wishes to do so.
4. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders entered on the Company's register of members at 6.00pm on 22 September 2008 or, if the meeting is adjourned, shareholders entered on the Company's register of members at 6:00pm on the day two days before the date of any adjournment, shall be entitled to attend and vote at the extraordinary general meeting. The Company will use the register of members on the same date to determine the number of votes that a shareholder may cast. 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.
5. 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.
6. 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 the specifications of Euroclear UK & Ireland Limited, (the operator of the CREST system), 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 RA10) by 5pm on 22 September 2008. 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.
7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and 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.

8. 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.

9. 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 BUSINESS OF THE EXTRAORDINARY GENERAL MEETING

The resolution is proposed as an ordinary resolution. This means that for the resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution

The Company currently operates two share incentive plans: the Telit Communications PLC Unapproved Share Option Plan ("**Unapproved Plan**") and the Telit Communications PLC Non-Employee Share Option Plan ("**Non-Employee Plan**") (together, the "**Plans**"). Under the Unapproved Plan, options over ordinary shares in the Company may be granted to employees and executive directors of the Company and other members of the group, whereas under the Non-Employee Plan options over ordinary shares in the Company may be granted to non-executive directors of the Company or persons who provide consultancy services to the Company and other members of the group.

The Plans currently limit the number of shares in the Company that may be granted under options to subscribe for shares to a maximum of 10% of the Company's issued ordinary share capital over a ten year period. This limit takes into account all options to subscribe for shares granted under the Plans since the Company's flotation. Having reviewed the position, the Remuneration Committee of the board considers that this limit is insufficient to meet the needs of the Company. The Remuneration Committee believes the limit should be raised to 15% of the issued ordinary share capital of the Company.

This is particularly important given the Company's growth rate and geographic expansion (both ongoing and planned) and the necessity of being able to recruit high calibre employees, and to retain existing employees, with the appropriate level of incentive. Proper incentivisation of executives and employees is considered paramount in the goals of aligning their interests with, and generating added value for, the Company's shareholders. Consequently, the Remuneration Committee believes that the proposed amendments to the Plans are in the best interests of shareholders as a whole.

The effect of the amendments will be to increase the number of shares which may be granted under option under the Plans on the basis set out above.

TELIT COMMUNICATIONS PLC
Form of Proxy for use at an
Extraordinary General Meeting
to be held on 24 September 2008

I/We
 (please use block capitals)

of

being (a) member(s) of Telit Communications PLC (the "Company") hereby appoint the Chairman of the meeting, or (see note 2)

.....
 (Insert name(s) here in block letters) as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 7th Floor, 90 High Holborn, London WC1V 6XX on 24 September 2008 at 5pm.

Signed (see Notes 3 and 4)

Dated 2008

Please indicate with an X in the spaces below how you wish your votes to be cast.

(see Note 5)

	FOR	AGAINST
Resolution: To authorise the directors to adopt the amendments to the Company's Unapproved Share Option Plan and the Non-Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>

Notes:-

- 1 This form of proxy together with any power of attorney or other written authority under which it is signed, or a certified copy of such power or authority, must be deposited at Capita Registrars, The Proxy Department, PO Box 25, Beckenham, Kent, BR3 4BR (quoting business reply service licence number MB122) not later than 48 hours before (i) the time of the meeting, being 5pm on 24 September 2008; or (ii) any adjournment of the meeting.
- 2 A person other than the Chairman of the meeting may be appointed by a member inserting the name and address in the space provided. The proxy need not be a member of the Company. To appoint more than one proxy, additional proxy forms may be obtained by contacting Capita Registrars on +44 (0)871 664 0300 (calls to this number cost 10 pence per minute plus network extras) or you may photocopy this form. Please indicate next to the proxy holders name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 3 In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
- 4 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any joint holders. For these purposes, seniority shall be determined by the order of the names appearing in the register of Shareholders in respect of the joint holding.
- 5 Please indicate with an "X" in the appropriate box how you wish to vote. If this form of proxy is returned signed, but without indication in the manner provided for above, the proxy will vote or abstain as he thinks fit, in respect of the member's total holding.
- 6 Any alteration made to this form of proxy should be initialled.
- 7 Completion and return of a form of proxy, other such instrument or any CREST Proxy Instruction will not affect the right of a member to attend and vote at the meeting.