

TELIT COMMUNICATIONS PLC

NOTICE OF ANNUAL GENERAL MEETING

This year's annual general meeting will be held at 7th Floor, 90 High Holborn, London WC1V 6XX on 26 June 2015 at 14.00pm. You will be asked to consider and pass the resolutions below. Resolutions 8 and 9 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

1. To receive, approve and adopt Telit Communications Plc's ("**Company**") annual accounts together with the directors' report and the auditors' report for the financial year ended 31 December 2014.
2. To approve the report on directors' remuneration for the financial year ended 31 December 2014 together with the auditor's report on it.
3. To reappoint Ernst & Young LLP as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
4. To authorise the directors to fix the remuneration of the auditors.
5. To reappoint Oozi Cats as a director retiring by rotation, in accordance with the Company's articles of association.
6. To reappoint Enrico Testa as a director retiring by rotation, in accordance with the Company's articles of association.
7. THAT the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £382,810, with a further aggregate nominal amount of £382,810 to be allotted solely in connection with an offer of such shares by way of a rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 July 2016 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors in accordance with section 551 of the Companies Act 2006 to allot shares

or grant Rights but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolutions

8. THAT, subject to the passing of resolution 7 set out in the notice of this meeting, the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 7 set out in the notice of this meeting or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

8.1 in connection with an offer by way of a rights issue:

8.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

8.1.2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

8.2 (otherwise than pursuant to paragraph 8.1 above) up to an aggregate nominal amount of £114,843.

The power granted by this resolution will expire on 31 July 2016 or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements 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 or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

9. That the Company's share premium account be and is hereby cancelled.

20 May 2015

By order of the board of directors of the Company

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 Annual 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 Asset Services on 0871 664 0300 (calls cost 10 pence per minute plus network extras) (from outside the UK: +44 (0) 20 8639 3399). Lines are open Monday - Friday, 9.00am - 5.30pm.
2. To be valid any proxy form or other instrument appointing a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated must be received by post or (during normal business hours only) by hand at Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF no later than 14:00p.m on 24 June 2015.
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 Annual 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 in the register of members of the Company as at 6:00p.m on 24 June 2015 or, if the meeting is adjourned, in the register of members at 6:00p.m on the second day prior to the day 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 that time. Changes to entries in the register of members after 6:00p.m on 24 June 2015 or, if the meeting is adjourned, in the register of members after 6:00p.m on the second day prior to the day of the adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting or at any such adjournment.
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. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and

2 above does not apply to the Nominated Persons. The rights described in such paragraphs can only be exercised by shareholders of the Company.

6. 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.
7. 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 14:00p.m on 24 June 2015. 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.
8. 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.
9. 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.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided they do not do so in relation to the same shares.
11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in

the Company's register of members in respect of the joint holding (the first-named being the most senior).

12. Copies of the terms and conditions of appointment of the Company's non-executive directors will be available for inspection at the registered office of the Company during normal business hours and at the place of the meeting from 15 minutes prior to the meeting until its conclusion.
13. As at 19 May 2015 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consists of 114,843,006 shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the Company as at 19 May 2015 are 114,843,006.

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 and 9 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.

Resolution 1 (annual report and accounts)

The directors of the Company must present to the meeting the audited annual accounts and the directors' and auditors' report for the financial year ended 31 December 2014.

Resolution 2 (remuneration report)

The Company's shareholders will be asked to approve the remuneration report set out on pages 20 to 26 in the annual report and accounts at the Annual General Meeting. It sets out the Company's policy on, and gives details of, directors' remuneration and other relevant information.

Resolutions 3 and 4 (appointment and remuneration of auditors)

The Company is required to appoint auditors at each general meeting at which accounts are presented to shareholders to hold office until the conclusion of the next such meeting. Resolution 3 seeks shareholder approval to reappoint Ernst & Young LLP as auditors to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 4 seeks authority for the Company's directors to fix the auditors' remuneration. In accordance with best practice in corporate governance separate authorities are being sought to appoint the auditors and to fix their remuneration.

Resolutions 5 and 6 (re-election of Directors)

The Company's articles of association permit any director appointed by the directors since the date of the last Annual General Meeting to hold office only until the date of the next Annual General Meeting. The director is then eligible for election by shareholders. In addition, one third of the remaining directors (rounded down, if the number of directors is not a multiple of three) are required to retire by rotation each year and, further, no director may serve for more than three years without being re-elected by shareholders. The board of directors has six members at the date of this notice and consequently, two directors are retiring by rotation, both of whom, Oozi Cats and Enrico Testa, are standing for re-election. .

By resolution 5, Oozi Cats is standing for re-election as a Director.

By resolution 6, Enrico Testa is standing for re-election as a Director.

The board of directors believes that each of the directors standing for re-election has considerable and wide ranging experience, which will be invaluable to the Company. Each of the directors has given an assurance to the board of directors that they remain committed to their role and will ensure that they devote sufficient time to it, including attendance at board of directors and Committee meetings.

Resolution 7 (authority to allot)

Under section 549 of the Companies Act 2006, the directors are prevented, subject to certain exceptions, from allotting shares in the Company or granting rights to subscribe for, or convert any security into, shares in the Company, without the authority of the shareholders in general meeting. In accordance with institutional investor guidelines, resolution 7 is proposed as an ordinary resolution to authorise the directors to allot shares, or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal value of £382,810 such amount representing approximately one third of the ordinary share capital of the Company in issue at 19 May 2015 (being the last practicable date prior to the publication of this notice). Additionally, and in accordance with institutional investor guidelines, resolution 7 will also allow directors to allot further shares in the Company, in connection with a pre-emptive offer by way of a rights issue, up to an aggregate nominal amount of £382,810, again representing approximately one third of the ordinary share capital of the Company in issue at 19 May 2015 (being the last practicable date prior to the publication of this notice).

The directors' authority will expire at the conclusion of the next Annual General Meeting or on 31 July 2016, whichever is the earlier. The directors have no immediate plans to make use of this authority. As at the date of this notice the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolution 8 (statutory pre-emption rights)

Under section 561(1) of the Companies Act 2006, subject to certain exemptions, when new shares are allotted or treasury shares are sold for cash, they must first be offered to existing shareholders pro rata to their holdings. This special resolution renews, for the period ending on the date of the next Annual General Meeting or 31 July 2016, whichever is the earlier, the authorities previously granted to the directors to: (a) allot shares of the Company in connection with a rights issue; and (b) otherwise allot shares of the Company, or sell treasury shares for cash, up to an aggregate nominal value of £114,843 representing in accordance with institutional investor guidelines, approximately 10% of the ordinary share capital in issue as at 19 May 2015 (being the last practicable date prior to the publication of this notice)) as if the pre-emption rights of section 561(1) did not apply. Before any exercise of the authority sought under this resolution, the Company would consult its Nominated Advisor regarding the terms and conditions of any issue.

Resolution 9 (cancellation of the share premium account) As at 31 December 2014, the Company's share premium account stood at \$90,533,000. At that date, the Company had a profit and loss account deficit of \$18,658,000 such that, at 31 December 2014, the Company had no profits available for distribution.

It is proposed to create distributable reserves through a Court approved reduction of capital to be effected by way of a cancellation of the Company's share premium account, which, as at 31 December 2014, stood at \$90,533,000.

The Board considers that such cancellation would give the Company the ability to pay dividends in the future or, alternatively, to absorb future realised losses or changes of accounting practice that might otherwise prevent the Company from paying dividends. Shareholder approval is required for any such cancellation and is being sought by this resolution. If shareholders approve this cancellation, the Company intends to apply to the Court for confirmation.

Subject to Court approval being secured, the amount of the cancelled share premium account will be treated as realised profit of the Company. Such realised profit will be set off against the profit and loss account deficit, with the excess of such realised profit contributing to the creation of an amount of distributable reserves (the exact amount of distributable reserves immediately following the cancellation will depend on the exact level of the Company's profits and loss reserve deficit at the date of cancellation). The Company's ability to make a distribution out of such reserves will depend, amongst other things, on any other directions in that respect given by the Court and on the terms of any undertaking which the Company may be required to give for the protection of the Company's creditors as at the date the cancellation takes effect.

Once the terms of any such undertaking are satisfied, the Company would expect to be able to use the distributable reserves that arise following this process to pay dividends to shareholders, although the Board has no immediate intention to do so.

Shareholders should note that the cancellation of the share premium account will not of itself involve any distribution, or repayment of capital or share premium by the Company to shareholders, and will not reduce the Company's net assets.

This resolution will be proposed as a special resolution