

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 30 June 2010 at noon. You will be asked to consider and pass the resolutions below. Resolutions 9 and 10 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

1. To receive, approve and adopt the Company's annual accounts for the financial year ended 31 December 2009 together with the Directors' report and the auditors' report on those accounts.
2. To approve the Directors' remuneration report for the financial year ended 31 December 2009 together with the auditor's report on it.
3. To reappoint KPMG Audit plc 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 (Chicco) Testa as a Director retiring by rotation in accordance with the Company's articles of association.
7. To appoint Yariv Dafna as a Director to fill up the office being vacated by Michael Galai, who has submitted his written resignation as a Director in accordance with the Company's articles of association, to take effect from the end of the Annual General Meeting.
8. 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 £247,409 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 July 2011 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 80 of the Companies Act 1985 or 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

9. THAT, subject to the passing of resolution 8 set out in the notice of this meeting, the Directors be given the general power in accordance with 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 8 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:

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

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

9.1.2 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

9.2 (otherwise than pursuant to paragraph 9.1 above) up to an aggregate nominal amount of £74,222.

The power granted by this resolution will expire on 31 July 2011 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 either section 89(1) of the Companies Act 1985 or 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.

10. THAT:

10.1 the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and

10.2 the Articles of Association produced to the meeting and marked "A" and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

7 June 2010

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 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 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, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than noon on 28 June 2010.
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 6:00pm on 28 June 2010 or, if the meeting is adjourned, in the register of members at 6:00pm pm 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 6:00pm on 28 June 2010 or, if the meeting is adjourned, in the register of members after 6:00pm 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. 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 noon on 28 June 2010. 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. 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.
10. 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).

11. As at 4 June 2010 (being the last business day prior to the publication of this Notice), the Company's issued share capital consists of 74,222,859 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 June 2010 are 74,222,859.

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 8 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 9 and 10 are proposed as special resolutions. This means that for these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolutions.

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 2009.

Resolution 2 (remuneration report)

The Company's shareholders will be asked to approve the remuneration report set out on pages 20 to 21 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 KPMG Audit plc as the Company's auditors.

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, 6 and 7 (election and 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 standing for re-election.

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

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

By resolution 7, Yariv Dafna, Chief Finance Officer of the Company since 2007, is standing for election as a Director to fill up the vacancy which will be left by Michael Galai, who has submitted his written resignation as a Director, to take effect from the end of the Annual General Meeting.

The Board believes that each of the Directors standing for election or 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 that they remain committed to their role and will ensure that they devote sufficient time to it, including attendance at Board and Committee meetings.

Resolution 8 (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. 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 £247,409 such amount representing approximately one third of the ordinary share capital of the Company in issue at 4 June 2010 (being the last practicable date prior to the publication of this notice) in accordance with institutional investor guidelines. The Directors' authority will expire at the conclusion of the next Annual General Meeting or on 31 July 2011, 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 9 (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 2011, 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 £74,222 (representing in accordance with institutional investor guidelines, approximately 10% of the ordinary share capital in issue as at 4 June 2010 (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 10 (adoption of new articles of association)

It is proposed in resolution 10 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to take into account the implementation on 1 October 2009 of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the Appendix. Other changes which are of minor technical or clarifying nature have not been noted in the Appendix.

The New Articles showing all the changes to the Current Articles are available for inspection at the place of the annual general meeting from the date of this notice until the conclusion of the annual general meeting.

APPENDIX

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. **The Company's objects**

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are now treated as forming part of the Company's articles of association. Resolution 10.1 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2. **Authority to consolidate and sub-divide shares, and reduce share capital**

Under the Companies Act 1985, a company required specific enabling provisions in its articles to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

3. **Use of seals**

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may

be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

4. **Suspension of registration of share transfers**

The Current Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

5. **Form of resolution**

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being amended as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

The Current Articles enable members to act by written resolution. Under the Companies Act 2006 public companies can no longer pass written resolutions. These provisions have therefore been removed in the New Articles.

6. **Voting by proxies on a show of hands**

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Current Articles have been amended to reflect these changes.

7. **Voting by corporate representatives**

The Shareholders' Rights Regulations have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

8. **Voting record date**

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations the company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The Current Articles have been amended to reflect this requirement.

9. **Variation of class rights**

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Companies Act 2006. The relevant provisions have therefore been amended in the New Articles.

10. **Convening extraordinary and annual general meetings**

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular a general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

11. **Records to be kept**

The provision in the Current Articles requiring the Board to keep accounting records has been removed as this requirement is contained in the Companies Act 2006.

TELIT COMMUNICATIONS PLC
Form of Proxy for use at
Annual General Meeting
to be held on 30 June 2010

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 3)

.....
 (Insert name(s) here in block letters) as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 7th Floor, 90 High Holborn, London WC1V 6XX on 30 June 2010 at noon.

Signed (see Notes 4 and 5)

Dated 2010

Please tick here if this proxy appointment is one of multiple appointments being made (see Note 1)

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

(see Note 6)

	FOR	AGAINST	VOTE WITHHELD
Ordinary Resolutions			
Resolution 1: To receive, approve and adopt the Company's annual accounts			
Resolution 2: To approve the directors' remuneration report together with the auditors report on it			
Resolution 3: To reappoint KPMG Audit plc as auditors of the Company			
Resolution 4: To authorise the directors to fix the remuneration of the auditors			
Resolution 5: To reappoint Oozi Cats as a director			
Resolution 6: To reappoint Enrico (Chicco) Testa as a director			
Resolution 7: To appoint Yariv Dafna as a director			
Resolution 8: To authorise the directors to allot shares			
Special Resolutions			
Resolution 9: To disapply pre-emption rights in respect of certain allotments of shares			
Resolution 10: To adopt new articles of association			

Notes:-

- 1 A member of the Company entitled to attend, speak and vote on the above Annual General Meeting may appoint one or more proxies to attend, speak and vote instead of him. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
- 2 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, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 48 hours before (i) the time of the meeting, being noon on 28 June 2010; or (ii) any adjournment of the meeting.
- 3 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.
- 4 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. If the appointor is not a corporation, this proxy must be executed under the hand of the appointor or of his duly authorised attorney.

- 5 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.
- 6 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.
- 7 The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- 8 Shares held in an uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedure set out in the CREST manual.
- 9 Any alteration made to this form of proxy should be initialled.
- 10 Completion and return of a form of proxy will not affect the right of a member to attend and vote at the meeting.