

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 independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares, please pass this document together with the accompanying form of proxy 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 ordinary shares.



Annual General Meeting 2008

Notice of Meeting and Explanatory Notes

This document contains Notice of the Annual General Meeting of the Company to be held at the Ironmongers' Hall, Shaftesbury Place, Barbican, London EC2Y 8AA on Wednesday 14 May 2008 at 12 noon, together with explanatory notes regarding the business of the meeting.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a form of proxy in accordance with the instructions printed on the enclosed form. The form of proxy must be received by the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, as soon as possible, and in any event no later than 12 noon on Monday 12 May 2008. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting.

TT electronics plc

(Incorporated and registered in England and Wales under number 87249)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of TT electronics plc will be held at the Ironmongers' Hall, Shaftesbury Place, Barbican, London EC2Y 8AA on 14 May 2008 at 12 noon for the following purposes:

Ordinary Resolutions

- 1 To receive the audited accounts for the year ended 31 December 2007, the Directors' report on the accounts, the Directors' report on corporate governance and the Auditors' reports on the accounts.
- 2 To approve the Directors' remuneration report for the year ended 31 December 2007.
- 3 To declare a final dividend of 6.36p per ordinary share.
- 4 To re-elect J W Armstrong as a Director.
- 5 To re-elect N A Rodgers as a Director.
- 6 To re-elect J C Shakeshaft as a Director.
- 7 To re-elect S M Watson as a Director.
- 8 To re-appoint Grant Thornton UK LLP as Auditors of the Company.
- 9 To authorise the Directors to fix the Auditors' remuneration.
- 10 THAT the Directors be generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused) to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £12,912,732. This authority shall expire (unless previously varied, revoked or renewed by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company in 2009, except that the Company may before such expiry make an 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 such offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolutions

- 11 THAT, subject to the passing of Resolution 10, the Directors be and are empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94(2) of that Act) for cash pursuant to the general authority conferred on them by Resolution 10 and/or to sell equity securities held as treasury shares for cash pursuant to section 162D of that Act, in each case as if section 89(1) of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - (a) any such allotment and/or sale of equity securities in connection with an issue or offer by way of rights or other pre-emptive issue or offer, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - (b) any such allotment and/or sale, otherwise than pursuant to sub-paragraph (a) above, of equity securities for cash having, in the case of relevant shares (as defined in section 94(5) of that Act), an aggregate nominal value, or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having an aggregate nominal value, not exceeding in aggregate the sum of £1,936,909.

This authority shall expire, unless previously renewed, revoked or varied by the Company in general meeting, at such time as the general authority conferred on the Directors by Resolution 10 expires, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

- 12 THAT the Company be and is generally and unconditionally authorised to make market purchases (as defined in section 163(3) of the Companies Act 1985) of its ordinary shares of 25 pence each provided that:
- (i) the maximum number of ordinary shares that may be acquired is 15,495,279;
 - (ii) the minimum price per ordinary share that may be paid for any such share (excluding expenses) is 25 pence; and
 - (iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than the higher of:
 - (A) 105% of the average market value of an ordinary share (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date on which the purchase is made; and
 - (B) that stipulated by Article 5 (1) of the Buy-back and Stabilisation Regulation (EC 2273/2003).

This authority shall expire, unless previously renewed, revoked or varied by the Company in general meeting, at the conclusion of the Annual General Meeting of the Company in 2009, except that the Company may, at any time before the expiry of this authority, enter into a contract or contracts to purchase ordinary shares which would or might be completed wholly or partly after such expiry and purchase ordinary shares in accordance with such contract as if the authority conferred by this resolution had not expired.

- 13 THAT the Articles of Association of the Company contained in the document produced to the Meeting and signed by the Chairman for the purposes of identification be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, with effect from the conclusion of the 2008 Annual General Meeting.

By order of the Board

W J Sharp

Company Secretary

Registered Office

Clive House
12 – 18 Queens Road
Weybridge
Surrey KT13 9XB

10 April 2008

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 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 form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact the Company's registrars, Equiniti Limited on 0871 384 2396.

To be valid, the enclosed form of proxy, together, if appropriate, with the power of attorney or the authority (if any) under which it is signed, or a notarially certified copy of such power or authority must be deposited at the offices of Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL not later than 12 noon on 12 May 2008.

The return of a completed form of proxy or any CREST Proxy Instruction (as described below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

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

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that, 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 at 6.00 p.m. on 12 May 2008 (or, in the event of any adjournment, 6.00 p.m. 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.

As at 27 March 2008 (being the latest practicable date prior to the publication of this document) the Company's issued share capital consists of 154,952,795 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 27 March 2008 are 154,952,795.

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.

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 Company's agent (ID 7RA01) by 12 noon on 12 May 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 Company'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 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.

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.

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.

Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.

Explanatory notes

Resolutions 1 – 9 deal with the usual AGM business and are self-explanatory.

Resolutions 10 and 11 – Authority to allot shares and disapplication of statutory pre-emption rights

The Directors are authorised in Resolution 10 to allot unissued shares up to a maximum nominal amount of £12,912,732, representing one-third of the issued share capital of the Company as at 27 March 2008 being the latest practicable date prior to the publication of this document. This authority will expire at the conclusion of the next AGM of the Company.

The Directors are authorised in Resolution 11 to modify the pre-emption rights of existing shareholders by allowing any arrangements which may be necessary to deal with any legal, regulatory or practical problems arising from a rights issue, for example, by excluding affected shareholders from the rights issue. In addition, this authority also allows the Directors to allot a limited number of shares for cash without first offering them to shareholders. This authority is limited to the issue of equity securities up to a maximum nominal amount of £1,936,909, representing approximately 5% of the issued share capital of the Company as at 27 March 2008 being the latest practicable date prior to the publication of this document, and will expire at the same time as the authority to allot shares given pursuant to Resolution 10.

Resolution 12 – Purchase of own shares by the Company

Resolution 12 will grant the Company authority until the conclusion of the next AGM of the Company to buy its own shares in the market. The resolution limits the number of shares that may be purchased to 10% of the Company's issued share capital as at 27 March 2008 being the latest practicable date prior to the publication of this document. The price per ordinary share that the Company may pay is set at a minimum amount (excluding expenses) of 25 pence per ordinary share and a maximum amount (excluding expenses) of the higher of: (i) 5% above the average of the previous five days' market values; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

Shares purchased pursuant to this authority may be cancelled immediately on purchase or held in treasury (provided any treasury shares held do not exceed 10% of the Company's issued share capital), sold for cash or (provided Listing Rule requirements are met) transferred to an employee share scheme.

Resolution 13 – Adoption of New Articles of Association

It is proposed in Resolution 13 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 account of changes brought about by the Companies Act 2006.

The principal changes (other than changes which are of a minor, technical or clarifying nature and more minor changes which merely reflect changes made by the Companies Act 2006) introduced in the New Articles are summarised below:

Articles which duplicate statutory provisions

Provisions in the Current Articles which mirror provisions contained in the Companies Act 2006 are in the main to be amended to bring them into line with that Act. Certain examples of such provisions include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

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.

Change of name

Currently, a company can only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles will enable the directors to pass a resolution to change the Company's name once the relevant provisions in the Companies Act 2006 are in force.

Redeemable shares and consolidation, division or sub-division

At present, if a company wishes to issue redeemable shares it must include in its articles the terms and manner of redemption. The Companies Act 2006 will enable directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation that will take effect once the relevant provisions in the Companies Act 2006 are in force. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way. In addition, the New Articles permit the Company to retain for its own benefit the net proceeds up to £5 of selling fractional entitlements arising on a consolidation, division or sub-division of its shares. The increase from £3 reflects the relevant Listing Rule.

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 an extraordinary general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

Votes of members

Under the Companies Act 2006 proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.

Conflicts of interest

The Companies Act 2006 sets out Directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1 October 2008 a Director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a Director becomes a Director of another company or a trustee of another organisation. The Companies Act 2006 allows Directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The New Articles give the Directors authority to approve such situations and include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a Director from being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors.

Electronic and web communications

Provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify Directors and to fund expenditure incurred in connection with certain actions against Directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a Director against liability incurred in connection with the Company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a Director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

The existing authority to indemnify the Company's Auditors has also been deleted and accordingly the Directors will not approve the granting of any such indemnity by the Company.

Updating statutory and regulatory references

The opportunity is being taken to update references to legislation as well as regulatory and other bodies.

Inspection of documents

The following documents are available for inspection during normal business hours on any weekday (public holidays excepted) at Clive House, 12 – 18 Queens Road, Weybridge, Surrey KT13 9XB (and, in the case of the New Articles and the Current Articles, also at the offices of CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD) until the day of the AGM and at the Ironmongers' Hall, Shaftesbury Place, Barbican, London EC2Y 8AA 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
- A copy of the New Articles and a copy of the Current Articles marked to show the changes being proposed by Resolution 13.

