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**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.

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## **Annual General Meeting 2009 Notice of Meeting and Explanatory Notes**

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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 13 May 2009 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 11 May 2009. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting.

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## **TT electronics plc**

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

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### **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 13 May 2009 at 12 noon for the following purposes:

#### **Ordinary Resolutions**

- 1 To receive the audited accounts for the year ended 31 December 2008, 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 2008.
- 3 To re-elect J W Newman as a Director.
- 4 To re-elect G Anderson as a Director.
- 5 To re-elect S D Dasani as a Director.
- 6 To re-appoint Grant Thornton UK LLP as Auditors of the Company.
- 7 To authorise the Directors to fix the Auditors' remuneration.
- 8 THAT the Directors be generally and unconditionally authorised to allot relevant securities (as defined in section 80(2) of the Companies Act 1985):
  - (a) up to a maximum nominal amount of £12,912,732; and
  - (b) comprising equity securities (as defined in section 94(2) of the Companies Act 1985) up to a maximum nominal amount of £25,825,465 (such amount to be reduced by any relevant securities issued under (a) above) in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to expire at the end of the Annual General Meeting of the Company to be held in 2010 but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority expires and the Board may allot relevant securities under any such offer or agreement as if the authority conferred had not expired.

#### **Special Resolutions**

- 9 THAT if Resolution 8 is passed, the Directors be empowered to allot equity securities (as defined in section 94(2) of the Companies Act 1985) for cash under the authority given by that Resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985, free of the restriction in section 89(1) of the Companies Act 1985, such authority to be limited:
  - (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 8, by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
  - (b) in the case of the authority granted under paragraph (a) of Resolution 8, to the allotment (otherwise than under paragraph (a) of this Resolution 9) of equity securities up to a maximum nominal amount of £1,936,909,

such authority to expire at the end of the Annual General Meeting of the Company to be held in 2010, but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority conferred had not expired.

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10 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 2010, 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.

11 THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

**W J Sharp**

Company Secretary

**Registered Office**

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

8 April 2009

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 11 May 2009.

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.

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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 11 May 2009 (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 26 March 2009 (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 26 March 2009 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 (IDRA19) by 12 noon on 11 May 2009. 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](http://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.

\*Calls to this number are charged at 8p per minute from a BT landline. Other telephony provider costs may vary.

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## **Explanatory notes**

### **Resolutions 1 – 7 deal with the usual AGM business and are self-explanatory.**

### **Resolutions 8 and 9 – Authority to allot shares and disapplication of statutory pre-emption rights**

Under section 80 of the Companies Act 1985, the Directors may only allot relevant securities if authorised to do so. The Company's Articles of Association give a general authority to the Directors to allot unissued shares.

Resolution 8 proposes that the Directors' authority be renewed, giving the power to allot relevant securities (a) up to a maximum nominal amount of £12,912,732; and (b) up to a maximum nominal amount of £25,825,465 (such amount to be reduced by any relevant securities issued under (a) above) where the allotment is in connection with an offer by way of a rights issue (such amounts being equal to approximately one-third and approximately two-thirds, respectively, of the issued share capital of the Company as at 26 March 2009). As at 26 March 2009, the Company did not hold any treasury shares. This authority will terminate at the conclusion of the 2010 Annual General Meeting.

Under section 89(1) of the Companies Act 1985, if the Directors wish to allot unissued shares for cash (other than in connection with an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings (a pre-emptive offer). A pre-emptive offer made in accordance with statutory pre-emption rights can be disadvantageous and Resolution 9 disapplies the statutory pre-emption rights to allow the Company to deal with any legal, regulatory or practical problems arising from a pre-emptive offer. In addition, there may be occasions when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. Subject to the passing of Resolution 8, Resolution 9 proposes that the general authority to disapply statutory pre-emption rights be renewed as well as authorising the Directors to issue new shares without offering them to existing shareholders up to a maximum nominal amount of £1,936,909 representing 5% of the issued share capital as at 26 March 2009. The Board does not intend to issue more than 7.5% of the issued share capital of the Company on a non pre-emptive basis in any rolling three-year period. This is in line with best practice guidelines issued by investor bodies. This authority, if renewed, will terminate at the conclusion of the 2010 Annual General Meeting.

Although the Directors have no present intention of issuing any unissued shares except on the exercise of options under the Company's share schemes or Long Term Incentive Plan, the Directors may consider issuing unissued shares if they believe it would be appropriate to do so in respect of business opportunities that may arise consistent with the Company's strategic objectives.

### **Resolution 10 – Purchase of own shares by the Company**

Resolution 10 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 26 March 2009 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 11 – Notice of General Meetings**

This Resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 clear days. The Company is currently able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of general meetings on 14 clear days' notice. Resolution 11 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 clear days' notice.

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### **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 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