

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

INTEC TELECOM SYSTEMS PLC

(incorporated and registered in England and Wales under number 3931295)

NOTICE OF ANNUAL GENERAL MEETING (REVISED)

Notice of the Annual General Meeting of the Company to be held at Wells Court, Albert Drive, Woking, Surrey GU21 5UB is set out in this circular. This supersedes the notice dated 21 December 2009: please read the explanatory letter on the next page.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the form circulated with the notice dated 21 December 2009. The proxy form must be received by 11am on Tuesday 2 February 2010.

PART I

INTEC TELECOM SYSTEMS PLC

(incorporated and registered in England and Wales under number 3931295)

Registered Office:

**Wells Court
Albert Drive
Woking
Surrey
GU21 5UB**

11 January 2010

To the holders of ordinary shares

NOTICE OF ANNUAL GENERAL MEETING – REVISION

Dear Shareholder

Further to my letter of 21 December 2009, it has come to our attention that there were some minor technical errors in the notice you were previously sent. Accordingly I enclose a revised notice for the Annual General Meeting (“AGM”) to be held at 11am on Thursday 4 February 2010 at Wells Court, Albert Drive, Woking, Surrey GU21 5UB. For convenience, the changed text has been underlined – you will see that this does not change the intended scope of the resolutions.

Proxy forms sent out with the previous version of the notice shall be deemed to apply to the enclosed corrected version.

Yours sincerely,



Chairman

INSPECTION OF DOCUMENTS

The following documents will be available for inspection at the Registered office until the time of the AGM and at the AGM location 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 proposed new articles of association of the Company, and a copy of the existing memorandum and articles of association marked to show the changes being proposed in resolution 11

PART II INTEC TELECOM SYSTEMS PLC

NOTICE OF ANNUAL GENERAL MEETING

This year's Annual General Meeting will be held at Wells Court, Albert Drive, Woking GU21 5UB on Thursday 4 February 2010 at 11am. You will be asked to consider and pass the resolutions below. Resolutions 9 to 12 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

ORDINARY BUSINESS

1. To receive the report of the Directors and the audited financial statements for the year ended 30 September 2009
2. To declare a final dividend of 1p per ordinary share
3. To approve the Remuneration Report
4. To reappoint Franchon Smithson as a Director of the Company
5. To reappoint Robin Taylor as a Director of the Company
6. To reappoint John Hughes as a Director of the Company
7. To reappoint Deloitte LLP as the Company's auditors and to authorise the Directors to determine their remuneration
8. To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

THAT the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to and in accordance with sections 551 (a) and (b) of the Companies Act 2006 (the 'Act'), for a period expiring at the conclusion of the Annual General Meeting of the Company in 2011, to allot shares and to grant such subscription and conversion rights (each an allotment of "relevant securities") up to a maximum nominal amount of £1,117,766 provided 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 of the Company may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired and provided further that the authority hereby conferred shall be in substitution for, and to the exclusion of, the existing authority conferred upon the Directors on 10 February 2009.

SPECIAL BUSINESS

9. To consider and, if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

THAT, subject to and conditionally upon the passing of Resolution 8 above, the Directors of the Company be and hereby are empowered pursuant to section 570 of the Companies Act 2006 (the 'Act') to sell treasury shares (as defined in section 724 of the Act) and to allot for cash other equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred on them, in each case as if section 561 and subsections (1)-(6) of section 562 of the Act did not apply under any such allotment provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with an issue or offering in favour of the holders of ordinary shares of 1p each in the Company and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of all such holders and persons are proportionate (as nearly as may be) to the respective numbers of shares held by them or deemed to be held by them on the record date of such allotment, provided that the Directors of the Company may make such arrangements in respect of overseas holders of shares, and/or to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory, as they consider necessary or convenient; and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £155,605 (2008: £152,998)

and this authority shall expire at the conclusion of the next Annual General Meeting of the Company, provided 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 of the Company may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired and provided further that the authority hereby conferred shall be in substitution for, and to the exclusion of, the existing authority conferred on the Directors on 10 February 2009.

10. To consider and, if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

THAT the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases as defined in section 693 of the Act) of its ordinary shares of 1p each provided that:

- (a) The maximum aggregate number of such shares that may be purchased is 31,121,065 being 10% of the ordinary issued share capital of the Company at 14 December 2009;
- (b) The Company does not pay less than the nominal value for each such share;

- (c) The Company does not pay more for each such share than an amount equal to the higher of:
 - (i) 105% of the average middle market price of an ordinary share according to the Daily Official List of the London Stock Exchange for the five business days immediately prior to the day the purchase is made; and
 - (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
- (d) The authority hereby conferred shall (unless previously varied, renewed or revoked) expire at the the conclusion of the next Annual General Meeting of the Company;
- (e) the Company may make a contract to purchase its own ordinary shares under the authority conferred by this Resolution prior to the expiry of such authority, and such contract will be or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

11. To consider and if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

THAT:

- (a) 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 Act, are to be treated as provisions of the Company's Articles of Association; and
- (b) the Articles of Association produced to the Meeting 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.

12. To consider and if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

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

ROBIN TAYLOR
Chief Financial Officer

Wells Court, Albert Drive
Woking Surrey
GU21 5UB

11 January 2010

EXPLANATORY NOTES FOR SHAREHOLDERS

Resolution 1 – Report and audited financial statements for year ended 30 September 2009

The Directors are required to present to the Annual General Meeting the accounts and the reports of the Directors and auditors for the year ended 30 September 2009. They are contained in the Company's Annual Report and Financial Statements.

Resolution 2 – Declaration of dividend

The Directors recommend a final dividend of 1p per share. Subject to approval by the members, the final dividend will be paid on 18 February 2010 to shareholders on the register at close of business on 15 January 2010.

Resolution 3 – Remuneration report

The Directors' Remuneration Report Regulations 2002 introduced a statutory disclosure and shareholder approval regime for Directors' remuneration. A copy of the Directors' Remuneration Report is contained in the Company's Annual Report referred to in Resolution 1 above.

Resolutions 4 to 6 – Directors retiring by rotation and re-election

Under the Company's Articles of Association, any Director appointed to the Board since the previous Annual General Meeting must be offered to the shareholders for re-election. Franchon Smithson is therefore proposed by the Board for re-election and he is listed in Resolution 4. Robin Taylor retires under the Articles of Association whereby he has held office for more than 30 months since he was last reappointed by the Company in General meeting and he is listed in Resolution 5. Under the Combined Code good practice is for one third of the Board to be reappointed at the General Meeting and John Hughes thereby voluntarily retires and is listed in Resolution 6.

Further information about the Directors who are proposed by the Board for reappointment is set out in the Annual Report.

Resolution 7 – Reappointment of auditors and auditors' remuneration

At the Company's last Annual General Meeting Deloitte LLP were reappointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts were laid. This resolution proposes the reappointment of Deloitte LLP and gives authority to the Directors to determine their remuneration.

Resolution 8 – Authority to allot shares

The Companies Act 2006 provides that the Directors may not allot shares unless empowered to do so by the shareholders. Such a power cannot be given for longer than five years at any one time and the total nominal value of shares which can be allotted must be specified. In order to renew the Board's powers in respect of unissued shares it is accordingly proposed that the Directors be granted general authority at any time prior to the conclusion of the next Annual General Meeting of the Company to allot shares up to the nominal amount of £1,117,766 representing one third of the Company's issued share capital at 14 December 2009 (the latest practicable date prior to the publication of this Notice) as adjusted to exclude shares held in Treasury and to include granted but unexercised options. The Directors have no current plans to make use of this authority, other than the issue of shares pursuant to employee share schemes.

Resolution 9 – Disapplication of pre-emption rights

This resolution renews the Directors' authority to implement rights issues without complying fully with the technical requirements of Section 561 of the Companies Act 2006 (relating to the allotment of shares for cash). It also gives the Directors authority to allot shares for cash other than by way of rights to existing shareholders up to an aggregate nominal amount of £155,605 (2008: £152,998) representing approximately 5% of the Company's issued share capital as at 14 December 2009 (the latest practicable date prior to the publication of this notice). This power will provide the Directors with the flexibility to take advantage of business opportunities as they arise. If given, this authority will last until the date of the next Annual General Meeting of the Company.

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the 'Treasury Shares Regulations') came into force on 1 December 2003. The requirements of the Companies Act 2006, (section 561), as outlined above, will also apply to the sale by the Company of any shares it holds as treasury shares under the Treasury Shares Regulations. The authority sought and limits set by this resolution will apply also to the sale of treasury shares.

Resolution 10 – Authority to purchase own shares

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 31,121,065 of its ordinary shares, representing 10% of the Company's issued ordinary share capital as at 14 December 2009. The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire at the conclusion of the Company's 2011 Annual General Meeting.

Although the Directors do not currently have any intention of exercising the authority granted by this resolution, they believe it is prudent to seek general authority from shareholders to be able to act if circumstances were to arise in which they considered such purchases desirable. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally.

Any shares purchased under this authority will, unless the Directors determine that they are to be held as treasury shares, be cancelled and the number of shares in issue will be reduced accordingly. The Treasury Shares Regulations allow shares purchased by the Company out of distributable profits to be held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share schemes. The authority sought by this resolution is intended to apply equally to shares to be held by the Company as treasury shares in accordance with the Treasury Shares Regulations.

Options and awards over 24,389,210 ordinary shares were outstanding as at 14 December 2009 (the latest practicable date prior to the publication of this Notice). This represents 7.89% of the Company's issued ordinary share capital (excluding treasury shares) on that date. If the Company bought back the maximum number of shares permitted by this resolution and cancelled them, then the total number of options and awards outstanding at that date would represent 8.89% of the issued ordinary share capital (excluding treasury shares) thereby reduced. The Company does not have any outstanding share warrants.

Resolution 11 – Adoption of new Articles of Association

It is proposed in Resolution 11 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 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 Part III. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform have not been noted in Part III. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 2 of this document.

Resolution 12 – Authority to call general meetings on 14 days' notice

This resolution is required to reflect the 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 days. The Company has been 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 meetings on 14 days' notice. Resolution 12 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 days' notice.

NOTES

- 1.** A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and to speak and vote instead of him. 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 member of the Company. A form of proxy is attached; the form must be lodged at the office of the Company's registrars not less than 48 hours before the time appointed for the holding of the Meeting. 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.
- 2.** The following documents will be available for inspection at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and English public holidays excluded) from the date of this Notice until the close of the Meeting and at the place of the meeting from 09.00am on 4 February 2010 until its conclusion: (a) the register of Directors' interests in the capital of the Company, (b) copies of the Directors' contracts of service and (c) a copy of the proposed new Articles of Association of the Company, and a copy of the existing Articles of Association marked to show the changes being proposed in resolution 11.
- 3.** 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 11am on 2 February 2010 (or, in the event of any adjournment, 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.
- 4.** As at 14 December 2009 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital consists of 311,210,650 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 14 December 2009 (the latest practicable date prior to the publication of this Notice) are 311,210,650.
- 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 Euroclear UK & Ireland Limited ('EUI') 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 issuer's agent (ID 'RA10') by 11am on 2 February 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 EUI 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.** Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- 10.** 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 appointment letter if the Chairman is being appointed as described in (i) above.
- 11.** 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.
- 12.** The statement of the rights of shareholders in relation to the appointment of proxies does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

PART III
INTEC TELECOM SYSTEMS PLC

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 treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 11 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. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

3. 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. Article 18 has been amended so as to be consistent with and subject to this new requirement.

4. Notice of general meetings

The Shareholders' Rights Regulations amend the Companies Act 2006 to require the Company to give 21 clear days' notice of general meetings unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual General Meetings must be held on 21 clear days' notice. Article 29 has been amended to be consistent with the new requirements.

5. Adjournments for lack of quorum

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. Article 31 (3) has been changed to reflect this requirement.

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. Article 41 has been amended to reflect this change.

7. Retirement of Directors

The Combined Code on Corporate Governance requires that Directors should retire and be submitted for reappointment at intervals of no more than three years. Article 56 has been amended to reflect this requirement more accurately.

8. Vacation of office of Director

Article 58 has been amended to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills and now provides that, where a medical practitioner treating a Director gives a written opinion that a Director is physically or mentally incapable of acting as a Director and may remain so for more than three months, the Board may resolve that that Director's office be vacated.

9. Remuneration of Directors

Article 61 has been amended to increase the maximum level of remuneration that can be awarded to Non-Executive Directors from £150,000 per annum to £500,000 per annum.

10. Company seal

Article 101 has been amended to provide that, 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.