

---

# Notice of Extraordinary General Meeting

## **Spirent Communications plc (the "Company")**

*(Incorporated in England and Wales with registered number 0470893)*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at the offices of Financial Dynamics, Holborn Gate, 26 Southampton Buildings, London WC2A 1PB, United Kingdom at 10.30 a.m. on Tuesday 14 October 2008 for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as special resolutions:

### **SPECIAL RESOLUTIONS**

1. THAT the Company be and is hereby generally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of Ordinary Shares of 3½ pence each in the issued ordinary share capital of the Company, pursuant to the Tender Offer for Ordinary Shares on the terms set out or referred to in the circular to Shareholders dated Monday 15 September 2008 (the "Circular"), a copy of which document is produced to the Extraordinary General Meeting and signed for identification purposes by the Chairman of the Extraordinary General Meeting), provided that:
    - (A) the maximum number of Ordinary Shares hereby authorised to be purchased is 71,428,571 Ordinary Shares;
    - (B) the maximum price which may be paid for any Ordinary Share is the Maximum Price (as defined in the Circular) and the minimum price which may be paid for any Ordinary Share is the Minimum Price (as defined in the Circular); and
    - (C) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2009, but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of Ordinary Shares may be made in pursuance of any such contract.
  2. THAT, conditional upon the passing of Resolution 1, the Company be generally and unconditionally authorised, in substitution for any authority (save for the authority conferred by Resolution 1 above, which shall be in addition to the authority hereby conferred) to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of its Ordinary Shares of 3½ pence each provided that:
    - (A) the Company does not purchase under this authority more than 101,112,861 Ordinary Shares;
    - (B) the Company does not pay less than 3½ pence for each Ordinary Share;
    - (C) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share shall be an amount equal to the higher of (i) 105 per cent. of the average of the closing price for an Ordinary Share of the Company taken from the Official List maintained by the UK Listing Authority for the five business days immediately preceding the day on which the Ordinary Share is purchased; and (ii) the price stipulated by Article 5(i) of the Buy-back and Stabilisation Regulation 2003;
    - (D) this authority shall continue in force until the conclusion of the Annual General Meeting of the Company to be held in 2009; and
-

## Notice of Extraordinary General Meeting

---

- (E) the Company may agree before the authority terminates under (D) above to purchase Ordinary Shares where the purchase will or may be executed after the authority terminates (either wholly or in part). The Company may complete such a purchase even though the authority has terminated.

*By order of the Board*

Michael Anscombe  
Company Secretary  
Monday 15 September 2008

*Registered Office:*

Northwood Park  
Gatwick Road  
Crawley  
West Sussex  
RH10 9XN

Notes:

- (1) Holders of Ordinary Shares are entitled to attend and vote at the Extraordinary General Meeting of the Company. On a show of hands every Shareholder who is present has one vote and every proxy present who has been duly appointed by a Shareholder entitled to vote has one vote. On a poll vote every Shareholder who is present in person or by proxy has one vote for every Ordinary Share of which he is the holder.
- (2) Every Shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint a proxy or proxies to attend and to vote instead of that Shareholder. A proxy need not be a Shareholder.
- (3) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that to be entitled to attend and vote at the Extraordinary General Meeting (and for the purpose of determining the number of votes they may cast), Shareholders must be entered on the Register at 6.00 p.m. on Sunday 12 October 2008. If the Extraordinary General Meeting is adjourned then, to be so entitled, Shareholders must be entered on the Register at 6.00 p.m. on the day two days before the time fixed for the adjourned meeting, or, if the Company gives notice of the adjourned meeting, at any other time specified in that notice.
- (4) A Form of Proxy is enclosed and must be returned to the Registrars at the address on the form to arrive not later than 10.30 a.m. on Sunday 12 October 2008. The appointment of a proxy will not prevent a member from subsequently attending and voting at the Extraordinary General Meeting in person.
- (5) The right to appoint a proxy does not apply to persons whose Ordinary Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the Member who holds the Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights.
- (6) If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any Shareholders holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.
- (7) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear'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 issuer's agent (ID 7RA01) by the latest time and date for receipt of proxy appointments specified in this notice of meeting. 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

## Notice of Extraordinary General Meeting

---

CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

- (8) CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) (take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (9) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (10) As at Thursday 11 September 2008, the latest practicable date prior to the publication of this notice, the Company's total issued ordinary share capital consisted of 745,964,006 Ordinary Shares (excluding Ordinary Shares held in Treasury), carrying one vote each.
- (11) In order to facilitate voting by corporate representatives at the Extraordinary General Meeting, arrangements will be put in place at the Extraordinary General Meeting so that (i) if a corporate Shareholder has appointed the Chairman of the Extraordinary General Meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that Shareholder at the Extraordinary General 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 Extraordinary General Meeting but the corporate Shareholder has not appointed the Chairman of the Extraordinary General 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.
- (12) The maximum number of Ordinary Shares which can be repurchased under Resolution 2(A) represents 14.99 per cent. of the Company's issued ordinary share capital (excluding Ordinary Shares held in Treasury) after completion of the Tender Offer (assuming that the maximum number of Ordinary Shares authorised under Resolution 1 to be purchased by the Company pursuant to the Tender Offer is purchased by the Company at the Minimum Price and discounting any Ordinary Shares which may have been allotted by the Company pursuant to Spirent's Employee Share Incentive Plans). The number of Ordinary Shares will therefore represent less than 14.99 per cent. of the Company's issued ordinary share capital if fewer than the maximum number of Ordinary Shares authorised under Resolution 1 are purchased, or if Ordinary Shares are allotted by the Company pursuant to Spirent's Employee Share Incentive Plans. The authority will replace any other such general authority previously conferred.
- (13) Ordinary Shares bought back pursuant to Resolution 2(A) will be held in Treasury (to the extent permissible by law) and otherwise will be cancelled.
- (14) Capitalised terms used but not defined in this Notice, shall have the meanings given to them in the Circular.

### Inspection of documents

From the date of this notice until the conclusion of the Extraordinary General Meeting convened hereunder, a copy of the Circular will be available for inspection during normal business hours at the Registered Office of the Company and at the offices of the Company's lawyers, Linklaters LLP at One Silk Street, London EC2Y 8HQ, United Kingdom on any weekday (Saturdays, Sundays and UK public holidays excluded). A copy of the Circular will also be available at the venue of the Extraordinary General Meeting for at least 15 minutes before the Extraordinary General Meeting commences and for the duration of the Extraordinary General Meeting.

---

## Definitions

In this Notice, the following words and expressions shall bear the following meanings:

“CREST”	shall mean the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Regulations”	shall mean the Uncertificated Securities Regulations 2001 (SI 2001/3755)
“EGM or Extraordinary General Meeting”	shall mean the Extraordinary General Meeting of the Company to be held at the offices of Financial Dynamics, Holborn Gate, 26 Southampton Buildings, London WC2A 1PB, United Kingdom on Tuesday 14 October 2008
“Euroclear”	shall mean Euroclear UK & Ireland Limited
“Maximum Price”	shall mean 85 pence per Ordinary Share
“Minimum Price”	shall mean 70 pence per Ordinary Share
“Ordinary Shares”	shall mean ordinary shares of 3 $\frac{1}{3}$ pence each in the ordinary share capital of the Company
“Overseas Shareholder”	shall mean a Shareholder who is resident in, or a citizen of, a jurisdiction outside the United Kingdom
“Register”	shall mean the Register of Members of the Company
“Registrars”	shall mean Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA
“Share Incentive Plans” or “Spirent’s Employee Share Incentive Plans”	shall mean the 2005 Incentive Plan, Spirent Stock Incentive Plan, 1995 Executive Share Option Scheme, Netcom Amended and Restated Stock Option Plan, Zarak Amended and Restated Stock Option Plan, Caw Amended and Restated Stock Plan, UK Savings Related Share Option Scheme, 2005 Sharesave Scheme, US Employee Stock Purchase Plan, Global All Employee Share Purchase Plan, UK Employee Share Purchase Plan and the Stock Appreciation Rights Plan
“Shareholder”	shall mean holders of Ordinary Shares
“Tender Form”	shall mean the tender form accompanying the Circular for use in connection with the Tender Offer by Shareholders who hold Ordinary Shares in certificated form
“Tender Offer”	shall mean the invitation by UBS to Shareholders (other than certain Overseas Shareholders) to tender Ordinary Shares on the terms and subject to the conditions set out in the Circular and also, in the case of certificated Ordinary Shares only, the Tender Form

---