

NOTICE OF AVAILABILITY

The Notice of General Meeting and Circular to which this Proxy Form relates are available on the Company's website at www.transense.co.uk/investors/accounts

NOTES TO THE FORM OF PROXY

- 1 If you wish to appoint some other person as your proxy please insert his/her name and address, initial and strike out the words 'the Chairman of the Meeting'. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the Chairman of the meeting to act as your proxy.
- 2 Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact the Registrars of the Company as detailed in note 4 below.
- 3 This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- 4 To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited of Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not later than 12.00 p.m. on 23 July 2015 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
- 5 In the case of joint holders of a share, the vote of the senior joint holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
- 6 Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- 7 CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Neville Registrars Limited (CREST ID: 7RA11) by 12.00 p.m. (UK time) on 23 July 2015. See the notes to the Notice of General Meeting for further information on proxy appointments through CREST.
- 8 As permitted by regulation 41 of the Uncertificated Securities Regulations 2001 as amended, only those persons whose names are entered on the register of members of the Company at 6.00 p.m. on 23 July 2015 shall be entitled to attend and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the General Meeting.
- 9 Shareholders are advised that, unless otherwise provided, the telephone numbers and website and e-mail addresses set out in this document or the Notice or the Explanatory Notes to the Notice of General Meeting are not to be used for the purpose of serving information or documents to the Company (including the service of documents or information relating to proceedings at the General Meeting).
- 10 The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Please complete and return this Form of Proxy to the Registrars at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Transense Technologies Plc

(Incorporated in England and Wales with Registered Number 1885075)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the General Meeting)

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or failing him/her, the Chairman of the General Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting, to be held on 27 July 2015 at The Euston Office, Oneustonsq, 40 Melton Street, London NW1 2FD at 12:00 p.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

	FOR	AGAINST	WITHHELD
1 To authorise the Directors to allot Placing Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To authorise the Directors to allot Offer Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To authorise the Directors to allot New Ordinary Shares or to grant rights to subscribe for or to convert any securities into New Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4* To disapply pre-emption rights in respect of the authority granted pursuant to Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5* To disapply pre-emption rights in respect of the authority granted pursuant to Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6* To disapply pre-emption rights in respect of the authority granted pursuant to Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you are planning to attend the General Meeting please tick the following box :

Mark this box with an "X" if you are appointing more than one proxy :
Signed

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Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote :

Date:

D	D
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 -

M	M
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Y	Y
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Transense Technologies Plc

Attendance Card

The General Meeting will start at 12:00 p.m. and is being held on 27 July 2015 at The Euston Office, Oneustonsq, 40 Melton Street, London NW1 2FD.

If you plan to attend the General Meeting, please bring this card with you to ensure you gain admission as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

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Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
B63 3DA