

THE CONTENT OF THIS DOCUMENT HAS NOT BEEN APPROVED BY AN AUTHORISED PERSON WITHIN THE MEANING OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED). RELIANCE ON THIS DOCUMENT FOR THE PURPOSE OF ENGAGING IN ANY INVESTMENT ACTIVITY MAY EXPOSE AN INDIVIDUAL TO A SIGNIFICANT RISK OF LOSING ALL AMOUNTS INVESTED.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action that you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised for the purposes of the Financial Services and Markets Act 2000 (as amended) who specialises in advising on the acquisition of shares and other securities before taking any action. An application under the Offer may only be made by Eligible Shareholders or by persons entitled by way of a bona fide market claim. This application form is not a negotiable document and cannot be traded.

# TRANSENSE TECHNOLOGIES PLC

## ELIGIBLE SHAREHOLDER(S) APPLICATION FORM FOR OFFER SHARES

This Application Form for Offer Shares is for use by the Eligible Shareholder(s) in Transense Technologies plc named in Box 1 below. This Application Form should be read in its entirety and in conjunction with, and is subject to, the detailed provisions contained in the circular issued by Transense Technologies plc on 30 June 2015 (the "Circular") which is hereby incorporated into this Application Form.

Capitalised terms used in this Application Form shall bear the same meaning as those terms bear in the Circular unless otherwise defined in this Application Form.

The Circular is available on the Company's website at [www.transense.co.uk](http://www.transense.co.uk) under 'Investors'. In order to access the Circular, you will need Adobe Reader. This software can be downloaded free of charge at <http://get.adobe.com/uk/reader/>.

The distribution of the Circular, so far as it relates to the Offer and this Application Form outside the United Kingdom may be restricted by law. Persons outside the United Kingdom who come into possession of the Circular and/or this Application Form should inform themselves about and observe any restrictions on the offer of ordinary shares in Transense Technologies plc and/or the distribution of the Circular and/or this Application Form in their particular jurisdiction. Failure to comply with these restrictions may constitute a violation of the securities laws or regulations of such jurisdiction.

**If you wish to apply for Offer Shares under the Offer, please complete and return this Application Form duly completed together with the appropriate remittance, by post in the enclosed reply paid envelope (for use within the UK only) to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA or by hand (during normal business hours only) to Neville Registrars Limited at that address, so as to be received together, in each case, with payment in full in respect of your application under this Application Form no later than 12.00 p.m. on 24 July 2015. If you do not wish to apply for Offer Shares, do not complete and return this form.**

**IMPORTANT: Before completing this Application Form, you should read the "Terms and Conditions" section of this document, the notes set out in the "Procedure for Application" section of this document and Part III (Terms and Conditions of the Offer) of the Circular, which are hereby incorporated into this Application Form. You must complete Boxes 2, 3 and 5 and, if necessary, Box 4 below. Where shares are held in joint names then all joint holders must complete Box 3.**

**YOUR ATTENTION IS DRAWN TO THE RISK FACTORS WHICH ARE SET OUT IN PART II OF THE CIRCULAR. THIS APPLICATION FORM AND THE CIRCULAR SHOULD NOT BE VIEWED AS, AND ARE NOT, FINANCIAL ADVICE AND THE DIRECTORS ARE NOT MAKING ANY RECOMMENDATION TO ELIGIBLE SHAREHOLDERS IN RELATION TO TAKING UP THE OFFER.**

The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or under the securities legislation of any state of the United States. The relevant clearances have not been, and will not be, obtained from the Securities Commission of any province or territory of Canada; no document in relation to the Offer has been, or will be, lodged with, or registered by, the Australian Securities and Investments Commission; and no registration statement has been, or will be, filed with the Japanese Ministry of Finance in relation to the Offer or the Offer Shares. Subject to certain exceptions, the Offer Shares may not, directly or indirectly, be offered or sold within the United States or any other Excluded Territory or offered or sold to a person within the United States or any other Excluded Territory. Any failure to comply with these restrictions may constitute a violation of the securities law of any jurisdiction. It is the responsibility of any person receiving a copy of this document outside the United Kingdom to satisfy himself or herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such other territory.

If you have a query concerning completion of this Application Form, please call Neville Registrars Limited between 9.00 a.m. and 5.00 p.m. on any business day on 0121 585 1131 (or, if calling from outside the United Kingdom, +44 121 585 1131). Calls to the 0121 585 1131 number are charged at your service provider's standard network rate. Calls to the helpline from outside the United Kingdom will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and that Neville Registrars Limited cannot provide advice on the merits of the Offer or give any legal, financial or tax advice.

<b>BOX1 - Name(s) and address of registered holder(s)</b>  [NAME] [ADDRESS 1] [ADDRESS 2] [ADDRESS 3] [ADDRESS 4] [POSTCODE] UNITED KINGDOM	Application  I/We offer to subscribe for the Offer Shares (at the Issue Price) for the value indicated in Box 2, subject to the terms and conditions of application set out in this Application Form and the Circular and subject to the Memorandum and Articles of Association of the Company.  Complete Box 2 with the aggregate cash value (at a price of 1.5 pence per share) of the Offer Shares for which you are applying. Applications must be for a minimum of £750 and thereafter in multiples of £75.	
	<table border="1"> <tr> <td><b>Box 2</b></td> <td>£</td> </tr> </table>	<b>Box 2</b>
<b>Box 2</b>	£	

**Execution of this Application Form**

All Eligible Shareholder(s) named in Box 1 should sign in Box 3.

<b>BOX 3</b>  <b>SIGNATURE BOX - FOR USE ONLY BY PERSON(S) NAMED IN BOX 1 N.B. ALL JOINT HOLDERS MUST SIGN THIS BOX.</b>  First or sole holder/Director Usual Signature.....  Joint holders (if any)/Director or Secretary Usual Signature.....  Usual Signature.....  Usual Signature.....  Dated.....  <b>BY SIGNING THIS BOX I/WE DECLARE THAT I/WE AM/ARE MAKING THE APPLICATION FOR OFFER SHARES ON THE TERMS AND CONDITIONS SET OUT IN THE CIRCULAR AND APPLICATION FORM.</b>
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**Change of address**

If the details shown in Box 1 are incorrect, please complete Box 4 with correct details

<b>BOX 4</b>  Name (first named Eligible Shareholder) .....  Address .....  .....  .....
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**Contact telephone number**

(Insert a daytime contact telephone number, including STD, in case of any queries regarding your application.)

<b>BOX 5</b>  Telephone number: .....
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**How to pay**

Payments must be made by cheque or bankers' draft in pounds sterling drawn on a branch in the United Kingdom of a bank or building society and bear a UK bank sort code number in the top right hand corner. Cheques, which must be drawn on your personal account where you have sole or joint title to the funds, should be made payable to "Neville Registrars Limited re: Transense Technologies Plc" and crossed "A/C payee only". Third party cheques will not be accepted with the exception of building society cheques or bankers' drafts where the building society or bank has confirmed the name of the account holder by writing this on the back of the cheque/bankers' draft and by adding the branch stamp. The account name should be the same as that shown on the application.

Please also see Part III (Terms and Conditions of the Offer) of the Circular and the additional notes below relating to compliance with the requirements of the UK Money Laundering Regulations 2007.

**United Kingdom Money Laundering Regulations 2007 - Applications in Excess of €15,000**

Under the Money Laundering Regulations 2007, Neville Registrars Limited may be required to check the identity of persons who subscribe for more than the sterling equivalent of €15,000 of Offer Shares. Neville Registrars Limited may therefore undertake electronic searches for the purposes of verifying identity. To do so Neville Registrars Limited may verify the details against your identity, but may also request further proof of identity. Neville Registrars Limited reserve the right to withhold any entitlement (including any refund cheque) until such verification of identity is completed to its satisfaction.

**Excess applications**

In the event that applications for the Offer Shares exceed the £1 million maximum, a scaling back of some of the applications will occur such that the £1 million maximum is not exceeded. The Company (in consultation with finnCap, the Company's nominated adviser) has reserved the right to exercise complete discretion in the acceptance and allocation of applications.

## PROCEDURE FOR APPLICATION

Before completing the Application Form, ALL ELIGIBLE SHAREHOLDER(S) should read notes 1 to 8 below.

### 1. Application

Fill in Box 2 with the cash value (at the Issue Price) of the Offer Shares for which you wish to apply. Your application must not exceed £1 million. Please note that this Application Form is personal and cannot be assigned or transferred. An Application Form once made shall be irrevocable and may not be withdrawn. Applications must be for a minimum of £750 and thereafter in multiples of £75. No application should be made if and to the extent that it may result in you and your concert parties holding more than 29.99 per cent. of the issued Ordinary Shares immediately following the closing of the Placing and the Offer.

### 2. Personal details

Please check carefully your personal details set out in Box 1. If these details are incorrect, please insert your correct name and address in Box 4. If you have changed your name, you should forward your marriage certificate or deed poll for noting. If the name is incorrect you should send a letter from your bank, stockbroker or solicitor to accompany this Application Form confirming that the person described on this Application Form and the person who has signed this Application Form are one and the same. All original documents will be returned by post as soon as possible but at your sole risk.

### 3. Signature

The Eligible Shareholders(s) named in Box 1 must date and sign Box 3. All joint shareholders (if any) must also sign.

This Application Form may be signed by another person on behalf of an Eligible Shareholder if that person is duly authorised to do so under a power of attorney. The original of the relevant power of attorney (or a complete copy certified by a solicitor or notary) must be enclosed for inspection with this duly completed Application Form. A corporation should sign under the hand of a duly authorised official whose representative capacity should be stated.

### 4. Payment

Attach a cheque or bankers' draft for the exact amount you have written in Box 2.

By returning this Application Form with your remittance you warrant that your cheque or bankers' draft (which the Company reserves the right to have presented on receipt) will be honoured on first presentation. The Company may elect not to treat as invalid acceptances in respect of which cheques or bankers' drafts are not so honoured. **Cheques or bankers' drafts should be made payable to "Neville Registrars Limited re: Transense Technologies Plc" and crossed "A/C payee only".**

Cheques and bankers' drafts must be drawn in sterling on a bank or building society in the United Kingdom which is either a settlement member of the Cheques & Credit Clearing Company Limited or the CHAPS & Town Clearing Company Limited or a member of the Committee of Scottish or Belfast Clearing Houses or which has arranged for its cheques and bankers' drafts to be cleared through facilities provided for the members of either of those companies or committees and must bear the appropriate sorting code in the top right hand corner. **No application will be considered unless these requirements are fulfilled. Eurocheques will not be accepted.**

Cheques should be drawn on the personal account to which the Eligible Shareholder has sole or joint title to the funds. Third party cheques will not be accepted with the exception of bankers' drafts/building society cheques where the bank/building society has confirmed the name of the account holder on the back of the draft/cheque and has added their stamp. The account name must be the same as that of the applicant. Cheques and bankers' drafts are liable to be presented for payment upon receipt and it is a term of the Offer that cheques will be honoured on first presentation. If cheques or bankers' drafts are presented for payment before the conditions of the Offer are fulfilled, the application monies will be kept in a separate bank account pending fulfilment of such conditions. If all the conditions of the Offer have not been fulfilled or (where appropriate) waived by 28 July 2015 (or such later date as the Company and its advisers may agree but in any event not later than 14 August 2015), application monies will be returned, without interest, by crossed cheque in favour of the applicant(s) (at the applicant's risk) through the post as soon as is practicable after that date.

### United Kingdom Money Laundering Regulations 2007 - Applications in excess of 15,000 Euros

Under the Money Laundering Regulations 2007, Neville Registrars Limited may be required to check the identity of persons who subscribe for more than the sterling equivalent of €15,000 of Offer Shares. Neville Registrars Limited may therefore undertake electronic searches for the purposes of verifying identity. To do so Neville Registrars Limited may verify the details against your identity, but may also request further proof of identity. Neville Registrars Limited reserve the right to withhold any entitlement (including any refund cheque) until such verification of identity is completed to its satisfaction.

If satisfactory evidence of identity has not been obtained within a reasonable time and, in any event, by 12.00 p.m. on 24 July 2015, your application may not be accepted.

### 5. Joint Eligible Shareholders

All joint Eligible Shareholders must complete and sign Box 3. Another person may sign on behalf of any joint Eligible Shareholders if that other person is duly authorised to do so under a power of attorney. The original of the relevant power of attorney (or a complete copy certified by a solicitor or notary) must be enclosed for inspection with this duly completed Application Form. Certificates, cheques or other correspondence will be sent at your sole risk to the address in Box 1 or, if different, subject to applicable law and/or regulation, the address completed in Box 4.

### 6. Change of address

If the address printed in Box 1 is incorrect, please complete Box 4 with the correct address. Certificates, cheque or other correspondence will, subject to applicable law and/or regulation, then be sent to the address in Box 4.

### 7. Contact telephone number

Insert in Box 5 a daytime contact telephone number, including STD in case of any queries regarding your application.

### 8. Instructions for delivery of completed Application Forms

This Application Form should be completed and returned, by post to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA or by hand (during normal business hours) to Neville Registrars Limited at the above address, so as to be received by no later than 12.00 p.m. on 24 July 2015, together, in each case, with payment in full in respect of your application. If you post your completed Application Form, you are recommended to use first class post and to allow at least three business days for delivery. A reply paid envelope is enclosed with this Application Form for use within the UK only. Application Forms received after 12.00 p.m. on 24 July 2015 may be unsuccessful and may be returned.

If you have a query concerning completion of this Application Form, please call Neville Registrars Limited between 9.00 a.m. and 5.00 p.m. on any business day on 0121 585 1131 (or, if calling from outside the United Kingdom, +44 121 585 1131). Calls to the 0121 585 1131 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the United Kingdom will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and that Neville Registrars Limited cannot provide advice on the merits of the Offer or give any legal, financial or tax advice.

Any remittance not accepted shall be sent at your sole risk to the address in Box 1 or, if different, subject to applicable law and/or regulation, the address in Box 4.

## TERMS AND CONDITIONS

1. I/We hereby acknowledge that the acceptance and basis of allocation of the Offer Shares is in the discretion of the Company (in consultation with finnCap, the Company's nominated adviser) and that they have reserved the right to reject in whole or in part or to scale down any application including without limitation multiple or suspected multiple applications, any application considered by the Directors to have been made by a nominee or any application, the acceptance of which, so far as the Company or Neville Registrars Limited are aware or believe, would result in any applicant and his/her concert parties obtaining an interest in greater than 29.99 per cent. of the total number of issued Ordinary Shares in issue following the closing of the Placing and the Offer. If any application is not accepted, or is accepted for fewer Offer Shares than the number applied for, the application monies or the balance thereof (as the case may be) will be returned by sending the applicant's cheque or banker's draft, or a crossed cheque in favour of the applicant in each case by post or by hand and at the risk of the person entitled thereto, to the address of the applicant without interest.
2. I/We hereby acknowledge that the Offer is subject to certain of the Resolutions being passed at the General Meeting.
3. In consideration of the Company agreeing that it will consider, and give instructions to process, applications for the Offer Shares in accordance with the procedure referred to in the Circular and as a separate contract with the Company which will become binding on despatch by post of this Application Form:
  - (a) I/We warrant that I/we am/are an Eligible Shareholder;
  - (b) I/We warrant that my/our cheque or banker's draft will be honoured on first presentation and agree that if such cheque or banker's draft is not so honoured I/we will not be entitled to receive a share certificate for any Offer Shares unless and until I/we make payment in cleared funds for such Offer Shares and such payment is accepted by the Company in its absolute discretion (which acceptance may be on the basis that I/we indemnify the Company against all costs, damages, losses, expenses and liabilities arising out of or in conjunction with the failure of my/our remittance to be honoured on the first presentation);
  - (c) I/We understand that any application by me/us to invest in the Company shall be deemed to be an offer up to the value of my/our application and that such offer shall be deemed to take effect on despatch by post with this Application Form;
  - (d) I/We confirm that I/we am/are not relying on any information or representation in relation to the Company other than that contained in the Circular and agree that neither the Company nor any person responsible for the Circular or any part of it shall have any liability for any information or representation not so contained;
  - (e) I/We hereby authorise the Company to send a cheque for any monies returnable to me/us by first class post at my/our risk to the address given in Box 1 or, if applicable, Box 4;
  - (f) I/We agree that my/our application is irrevocable;
  - (g) I/We warrant that if I/we have signed this Application Form on behalf of any other person I/we have due authority to do so, and that such person will also be bound accordingly and be deemed to have given the confirmations, warranties and undertakings contained in this Application Form;
  - (h) I/We warrant that I/we am/are not nor am/are I/we applying on behalf of a person who is under the age of 18;
  - (i) I/We agree that this Application Form shall be construed in accordance with and governed by the laws of England and Wales;
  - (j) I/We warrant that I/we am/are not nor am/are I/we applying on behalf of a person who is not a resident of the United Kingdom, and in particular I/we warrant that I/we am/are not nor am/are I/we applying on behalf of any resident of any Excluded Territories and that I/we am/are not applying for Offer Shares with a view to the offer, sale or delivery, directly or indirectly, of any Offer Shares or any rights in respect of such Offer Shares in any Excluded Territories or to any resident of any Excluded Territories; and
  - (k) I/We warrant that the acceptance by me/us of my/our application for subscription of the number of Offer Shares to the sterling value as set out in Box 2 will not result in my/our concert parties obtaining an interest in greater than 29.99 per cent. of the total number of Ordinary Shares in issue following the closing of the Placing and the Offer.
4. I/We hereby declare that I/we have read, understood and agreed to the terms and conditions contained in the Circular and this Application Form including the risk factors in Part II of the Circular and have taken all the appropriate professional advice which I/we consider necessary before submitting my/our application and that I/we am/are aware of the special risks involved in participating in an investment of this nature, and I/we understand that my/our application is made upon the terms of the Circular and this Application Form.
5. I/We acknowledge that in relation to the transactions in the Circular, advisers of the Company mentioned therein are acting for the Company and not for me/us or on my/our account and that accordingly will not be responsible to me/us for providing protections afforded to their clients, for advising me/us on any transaction described herein, or for ensuring that any such transaction is suitable for me/us.
6. I/We confirm that I/we am/are not engaged in money laundering as defined by the Money Laundering Regulations 2007 and, if we are making payments on behalf of a third party, we are an authorised institution bound by the Money Laundering Regulations 2007 and satisfactory evidence has been obtained and recorded by us to verify the identity of such third party as required by the Money Laundering Regulations 2007. I/We also confirm that I/we am/are aware of my/our obligations under the Criminal Justice Act 1993 which relate to money laundering.
7. I/We acknowledge that it is a term of my/our subscription for Offer Shares pursuant to the Offer that, to ensure compliance with the Money Laundering Regulations 2007, Neville Registrars Limited may, in its absolute discretion, require verification of my/our identity and that pending the provision by me/us of satisfactory evidence of identity, definitive certificates in respect of Offer Shares or, where appropriate, delivery of the Offer Shares to me/us in uncertificated form may be retained or withheld.

I/We acknowledge that it is a term of my/our subscription for Offer Shares that if satisfactory evidence of identity has not been received by Neville Registrars Limited within a reasonable period of time, then my/our Application Form may be rejected, in which event my/our application will not proceed any further and my/our application monies (without interest) will be returned to the bank account on which the cheque was drawn at my/our own risk.
8. I/We acknowledge that the Offer Shares are intended to be traded on AIM, a market designed primarily for emerging or smaller companies and that the rules of AIM are less demanding than those of the Official List.
9. I/We agree that acceptance of an Application Form will have the meaning set out in the Circular unless the context requires otherwise.