

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Transense Technologies plc (the “Company”) will be held at finnCap, 60 New Broad Street, London EC2M 1JJ on 16 November 2015 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with resolutions 1 to 6 being proposed as ordinary resolutions, and resolution 7 being proposed as a special resolution:

ORDINARY RESOLUTIONS

- 1 To receive and adopt the report of the directors and the financial statements for the year ended 30 June 2015.
- 2 To receive and adopt the remuneration report contained within the said report for the year ended 30 June 2015.
- 3 To appoint KPMG Plc as auditor and to authorise the directors to fix their remuneration.
- 4 To re-elect Rodney Westhead as a director of the Company.
- 5 To re-elect Nigel Rogers as a director of the Company.
- 6 THAT the directors of the Company be and they are hereby generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused) pursuant to and in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot new ordinary shares or grant rights to subscribe for or to convert any securities into new ordinary shares (“Rights”) up to an aggregate nominal amount of £1,574,223.99 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution (whichever is earlier) except that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require new ordinary shares to be allotted or Rights to be granted after the expiry of such period, and the directors of the Company may allot new ordinary shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

- 7 THAT subject to, and conditional upon, the passing of resolution 6 above, the directors of the Company be and they are hereby empowered (in substitution for all subsisting authorities to the extent unused) in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred upon them by resolution 6 for cash as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - 7.1 in connection with an offer of such securities by way of a Rights Issue; and
 - 7.2 otherwise than pursuant to resolution 7.1 above, up to an aggregate nominal amount of £472,314.43.

In this resolution 7, “Rights Issue” means an offer of equity securities open for acceptance for a period fixed by the directors of the Company to shareholders on the register of the Company on a fixed record date in proportion as nearly as may be to their respective holdings, but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with any fractional entitlements or legal or practical difficulties under the laws of, or the requirements of any recognised regulatory body or any stock exchange, in any territory.

Dated: 15 October 2015

By Order of the Board
Melvyn Segal
Company Secretary

Registered Office 1 Landscape Close, Weston-on-the-Green, Bicester, OX25 3SX

Notes:

1. A member entitled to attend and vote at the above meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend, speak and vote in his place. Such proxy need not be a member of the Company.
2. A form of proxy has been sent to all shareholders. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached 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 Company's Registrars (details below).
3. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) must be completed in accordance with the instructions set out on the form and deposited at or posted to the offices of the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA so as to be received no later than 2:00 p.m. on 14 November 2015. If you hold your shares in uncertificated form, you may use the CREST electronic proxy appointment service as described below. Completion and return of the form of proxy or appointment of a proxy through CREST will not preclude shareholders from attending or voting at the meeting in person.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
6. As provided in Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company at 2:00 p.m. on 14 November 2015 (or in the case of an adjournment 48 hours before the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. 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.
8. 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 issuer's agent (ID 7RA11) by no later than 2:00 p.m. on 14 November 2015. 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.
9. 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.
10. 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.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 7 is proposed as a special resolution. This means that for that resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1 – To receive the Annual Report and Accounts

To receive and adopt the Company's annual accounts for the financial year ended 30 June 2015 together with the directors' report and independent auditor's report on those accounts.

Resolution 2 – To receive and adopt the Remuneration Report

To receive and adopt the Company's remuneration report that is contained in the Annual Report and Accounts for the year ended 30 June 2015. The report gives details of the directors' remuneration for the year ended 30 June 2015 and sets out the Company's overall policy on directors' remuneration. In accordance with section 439 of the 2006 Act, this is an advisory vote only and does not affect the actual remuneration paid to any individual director.

Resolution 3 – Appointment of Auditors

Resolution 3 relates to the appointment of KPMG plc as the Company's auditors to hold office until the next Annual General Meeting of the Company and to authorise the directors to set their remuneration.

Resolutions 4 and 5 – Reappointment of Directors

Resolution 4 deals with the reappointment of Rodney Westhead who retires as a director by rotation in accordance with the articles of association and being eligible offers himself for re-election as a director of the Company. Resolution 5 deals with the reappointment of Nigel Rogers.

Resolution 6 – Allotment of share capital

Resolution 6 deals with the directors' authority to allot new ordinary shares in accordance with section 551 of the Companies Act 2006.

The Board considers it appropriate that directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £1,574,223.99 representing approximately 33.33% of the Company's issued ordinary share capital as at 30 September 2015 (the latest practicable date prior to publication of this notice). The power will last until the earlier of 16 February 2017 and the conclusion of the next annual general meeting.

Resolution 7 – Disapplication of statutory pre-emption rights

Resolution 7 will give the directors authority to allot shares in the capital of the Company pursuant to the authority granted under Resolution 6 above for cash without complying with the pre-emption rights in the 2006 Act. This authority will permit the directors to allot shares up to a maximum nominal value of £472,314.43, representing 10.0% of the issued ordinary share capital of the Company as at 30 September 2015 (the latest practicable date prior to publication of this notice) otherwise than in connection with a pre-emptive offer to existing shareholders.