

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 under 'Investors', and will be available at least until the conclusion of the General Meeting. In order to access the documents you will need Adobe Reader. This software can be downloaded free of charge at <http://get.adobe.com/uk/reader/>

NOTES TO THE PROXY FORM

- 1 A member entitled to attend and vote at the above meeting convened by the Notice of General Meeting 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 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, this 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 B63 3DA, so as to be received no later than 10.00 a.m. on 28 June 2013. 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 6.00 p. m. on 30 June 2013 (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 Ordinary 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 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 (7RA11) by 10.00 a.m. on 28 June 2013. 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.
- 8 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.
- 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.
- 11 As at 6 June 2013 (being the last practicable day prior to publication of this Notice) the Company's issued ordinary share capital consists of 201,292,573 shares, carrying one vote each. The Company does not hold any Ordinary Shares in Treasury. Therefore, the total voting rights of the Company as at 6 June 2013 are 201,292,573.

Transense Technologies Plc

(Incorporated in England and Wales under the Companies Act 2006 with Registered Number 1885075)

FORM OF PROXY

I/We being a member 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 meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 02 July 2013 at 3 Lloyd's Avenue, London, EC3N 3DS at 10:00 AM and at any adjournment thereof.

Resolutions (*Special Resolutions)

- | | FOR | AGAINST | WITHHELD |
|--|--------------------------|--------------------------|--------------------------|
| 1 To authorise the directors to allot Second Stage 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 generally the directors to allot equity securities up to the stated amount | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To approve and adopt the U.S. Share Scheme | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5* To disapply statutory pre-emption rights in respect of the authority granted pursuant to Resolution 1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6* To disapply statutory pre-emption rights in respect of the authority granted pursuant to Resolution 2 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7* To disapply generally statutory pre-emption rights in respect of issues of shares pursuant to the authority granted by Resolution 3 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

Date:

D

/

D

-

M

/

Y

Y



Transense Technologies Plc Attendance Card

>123
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The General Meeting will start at 10:00 AM and is being held on 02 July 2013 at 3 Lloyd's Avenue, London, EC3N 3DS.

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 a registration desk. It will be used to show that you have the right to attend and speak at the meeting and participate in the poll.

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



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