THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising in connection with shares and other securities if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares of £0.0001 each ("**Ordinary Shares**") in the capital of Truspine Technologies PLC (the "**Company**"), please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the Ordinary Shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares.

TRUSPINE TECHNOLOGIES PLC

(Incorporated and registered in England and Wales with registered number 09345973)

NOTICE OF 2023 ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting of the Company to be held at 11.30 a.m. on 7 June 2024, at the offices of Hill Dickinson LLP at The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, is set out on pages 5 to 8 (inclusive) of this document.

A Form of Proxy for use at the Annual General Meeting accompanies this document and, to be valid, must be completed and returned to the Company's Registrar, Avenir Registrars Ltd, by: (a) post to Avenir Registrars Ltd, 5 St John's Lane, London, EC1M 4BH; (b) e-mail to proxy@avenir-registrars.co.uk; (c) through the Holder Portal; or (d) through CREST, as soon as possible but in any event to be received not later than 11.30 a.m. on 5 June 2024 or 48 hours before any adjourned meeting.

A copy of this document and the Form of Proxy will be available on the website of the Company at http://truspine.org/.

Completion of the Form of Proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	**Expected time / date**
Publication of this document	9 May 2024
Latest time and date for receipt of Form of Proxy	11.30 a.m. on 5 June 2024
Annual General Meeting	11.30 a.m. on 7 June 2024

Notes:

(1) All times shown in this document are London times, unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or dates above changes, the revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.

(2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.

LETTER FROM THE NON-EXECUTIVE CHAIRMAN

TRUSPINE TECHNOLOGIES PLC

(Incorporated and registered in England and Wales with registered number 09345973)

Directors:	*Registered Office:*
Geoffrey Richard Miller (*Non-Executive Chairman)*	Spectrum House
Norman Alec Charles Lott *(Group Chief Financial Officer)*	Af33 Beehive Ring Road
Tim Hugh David Evans *(Non-executive Director)*	London Gatwick Airport
Nikunj Kantilal Patel *(Non-executive Director)*	Gatwick
Victoria Lisa Nadine Sena *(Non-executive Director)*	RH6 0LG
Samuel Olawole Ogunsalu *(Non-executive Director)*	

To Shareholders and, for information only, to the holders of warrants and options

9 May 2024

Dear Shareholder

Notice of 2023 Annual General Meeting

1. Introduction

The Company recently convened the 2022 annual general meeting on 15 March 2024, at which the resolution to receive and adopt the financial statements of the Company for the financial year ended 29 March 2022 together with the reports of the Directors and auditors were duly passed.

The Company has not as yet convened its annual general meeting for 2023. I am, therefore, writing to you with details of the 2023 annual general meeting of the Company ("**2023 AGM**") to be held at 11.30 a.m. on 7 June 2024, at the offices of Hill Dickinson LLP at The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW.

The formal notice of Annual General Meeting (together with accompany notes) is set out on pages 5 to 8 of this document (the "**Notice of AGM**"). At this annual general meeting, all Directors will be standing for re-election. Furthermore, the Directors are seeking authority to issue up to 200 million new ordinary shares on a non-pre-emptive basis.

This letter also explains why the Directors recommend that shareholders of the Company (the "**Shareholders**") vote in favour of the resolutions being proposed at the 2023 AGM (the "**Resolutions**").

2. Explanatory notes to the Notice of AGM

The following notes provide an explanation of the proposed Resolutions. Resolutions 1 to 10 are proposed as ordinary resolutions. This means for each of those Resolutions (other than the special resolution, described below) to be passed, more than half of the votes cast must be in favour of the Resolution.

Resolution 11 is proposed as a special resolution. This means that for this Resolution to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

Resolution 1 – Receiving and Considering the Accounts

This is an ordinary resolution to receive and adopt the annual report and financial statements of the Company for the financial period ended 29 March 2023 ("**2023 Accounts**").

Resolution 2 – Directors' Remuneration Report

In accordance with the provisions of the Companies Act 2006, the Directors' remuneration report (the "**Remuneration Report**") in the 2023 Accounts sets out the remuneration paid to the Company's Directors during the year ended 29 March 2023. The vote on the Remuneration Report is advisory only.

Resolution 3: Reappointment of the Auditors : Authority to agree the Auditors' Remuneration

The Company is required to appoint auditors at each general meeting at which accounts are presented, to hold office until the conclusion of the next such meeting. This Resolution proposes the reappointment of PKF Littlejohn LLP as auditors of the Company. This Resolution authorises the Directors to approve the terms of engagement and set the remuneration of the Company's auditors.

Resolutions 4 to 6 – Re-election of Directors appointed since the last Annual General Meeting

Article 29.1.2.1 of the Company's Articles of Association requires that the directors of the Company who have been appointed since the Company's last annual general meeting must retire from office and, if they are eligible, may offer themselves for reappointment. The Board recommends the re-election of Victoria Sena, Samuel Ogunsalu and Geoffrey Miller who are all retiring by rotation. All Directors are eligible and offer themselves for re-election pursuant to article 29.1.2.1 of the Company's Articles of Association.

Resolutions 7 to 9 – Re-election of Directors offering themselves for re-election

was noted that each of Norman Lott, Timothy Evans and Nikunj Patel each stood for re-election at the annual general meeting of the Company held on 31 December 2021.

The Directors have collectively agreed to offer themselves for re-election at this year's annual general meeting.

Resolution 10 – Directors' Authority to Allot Shares

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Companies Act 2006 (the "**Act**") up to the maximum aggregate nominal amount of £20,000.00 (which would allow for the issue of up to 200,000,000 new ordinary shares). This Resolution replaces any existing authorities to issue shares in the Company and the authority under this Resolution will expire at the conclusion of the next annual general meeting of the Company.

The Directors will consider utilising additional capacity to increase its capital base, as it moves towards a fully operational business, once regulatory approval is received for the Company's products. The Board believes that it is appropriate to have the authority to issue new shares on a non-pre-emptive basis to cover this requirement so that the Company can have discussions with potential investors from a position of certainty that the Company can issue further shares.

Resolution 11 – Disapplication of Pre-emption Rights

This is a special resolution to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This special resolution authorises the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of

£20,000.00 for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 10 above. The authority granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company.

3. Voting and action to be taken by Shareholders

Enclosed with the Notice of AGM accompanying this letter is a form of proxy for use by shareholders. All shareholders are invited and encouraged to attend the 2023 AGM or, if they are unable to attend in person, to complete, sign and return the form of proxy to the Company in accordance with the instructions printed on it so as to be received as soon as possible, but in any event not later than 11.30 a.m. on 5 June 2024. Shareholders can either deliver the form of proxy by hand, by mail, by facsimile or as an attachment by email in accordance with the instructions contained thereon. Delivery of a form of proxy will not preclude a shareholder from attending and voting at the 2023 AGM in person if the shareholder wishes.

4. Recommendation

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do in respect of their own holdings of Ordinary Shares which amount, in aggregate, to 13,838,495 Ordinary Shares, representing approximately 9.9 per cent. of the Company's issued share capital.

Yours faithfully

Geoffrey Miller

Non-Executive Chairman

TRUSPINE TECHNOLOGIES PLC

(Incorporated and registered in England and Wales with registered number 09345973)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company (the "**2023 AGM**") will be held at 11.30 a.m. on 7 June 2024, at the offices of Hill Dickinson LLP at The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, for the purpose of considering and, if thought fit, passing the following resolutions of which 1 to 10 will be proposed as ordinary resolutions, and resolution 11 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1 To receive the annual report and financial statements of the Company for the financial period ended 29 March 2023 ("**2023 Accounts**").

2 To approve the Director's remuneration report in the form set out in the 2023 Accounts.

3 To re-appoint PKF Littlejohn LLP, as auditors of the Company and to authorise the directors to fix their remuneration.

4 To re-elect Victoria Sena as a director of the Company, who retires in accordance with Article 29.1.2.1 of the Company's articles of association ("**Articles**") as a director appointed since the last annual general meeting of the Company and, being eligible, stands for re-election;

5 To re-elect Samuel Ogunsalu as a director of the Company, who retires in accordance with Article 29.1.2.1 of the Company's Articles, as a director appointed since the last annual general meeting of the Company and, being eligible, stands for re-election;

6 To re-elect Geoffrey Miller as a director of the Company, who retires in accordance with Article 29.1.2.1 of the Company's Articles, as a director appointed since the last annual general meeting of the Company and, being eligible, stands for re-election;

7 To re-elect Norman Lott as a director of the Company, who has agreed to stand for re-election at this annual general meeting;

8 To re-elect Timothy Evans as a director of the Company, who has agreed to stand for re-election at this annual general meeting;

9 To re-elect Nikunj Patel as a director of the Company, who has agreed to stand for re-election at this annual general meeting;

10 That, in substitution for all existing authorities for the allotment of shares by the Directors, which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "**relevant securities**") up to an aggregate nominal amount of £20,000.00, provided such authority expires (unless previously renewed, varied or revoked by the Company in annual general meeting) at the conclusion of the next annual general meeting of the Company following the passing of this resolution save that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may

allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

SPECIAL RESOLUTION

11 That, the Directors are hereby empowered pursuant to section 570 of the Act to, subject to resolution 10 above, allot equity securities for cash pursuant to the authority conferred by resolution 10 as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to:

(a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £20,000.00,

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) following the passing of this resolution save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD

Norman Lott

Company Secretary

9 May 2024

Registered Office:

Spectrum House,
Af33 Beehive Ring Road,
London Gatwick Airport,
England, RH6 0LG

NOTES

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

2. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with the Company's Registrar, Avenir Registrars Ltd, by no later than 11.30 a.m. on 5 June 2024, by using one of the following methods:

    - by post to Avenir Registrars Ltd, 5 St John's Lane, London, EC1M 4BH;
    - by e-mail to proxy@avenir-registrars.co.uk;
    - through the Holder Portal (please contact Avenir Registrars on registers@avenir-registrars.co.uk in order to register for the Holder Portal);
    - through CREST (see Notes 3 to 6 (inclusive) below).

3. 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.

4. 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 & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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, Avenir Registrars Ltd, with CREST ID RA20, by 11.30 a.m. on 5 June 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.

5. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International 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.

6. 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.

7. In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to vote at the 2023 AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at 11:00 a.m. on 5 June 2024.

9. As at the close of business on 8 May 2024, the Company's issued share capital comprised 139,694,567 ordinary shares of £0.0001 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 139,694,567.