

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from, if you are in the United Kingdom, your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 or, if you are not in the United Kingdom, an appropriately authorised independent financial adviser.

If you have sold or transferred all your ordinary shares in Location Sciences Group PLC, please pass this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of shares in Location Sciences Group PLC, please contact the person through whom the sale or transfer was effected as soon as possible.



LOCATION SCIENCES GROUP PLC

(Incorporated in England and Wales with registered number 06458458)

NOTICE OF GENERAL MEETING TO APPROVE PROPOSED SHARE CONSOLIDATION AND NEW MANAGEMENT INCENTIVE PLAN AND SEEK SHAREHOLDER AUTHORITY PURSUANT TO SECTIONS 551 AND 570 OF THE COMPANIES ACT 2006

The Directors (whose names appear on page 5 of this document) and the Company (whose registered office appears on page 5 of this document) accept responsibility, both collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of Location Sciences Group PLC set out on pages 5 to 11 of this document which recommends that you vote in favour of the resolutions to be proposed at the General Meeting referred to below. A notice convening a general meeting of Location Sciences Group PLC (the “Company”) to be held at the offices of Redleaf Polhill Limited (trading as Redleaf Communications), Sky Light City Tower, 50 Basinghall Street, London EC2V 5DE at 9.00 a.m. on 21 November 2018 is set out at the end of this document.

A Form of Proxy for use in connection with the General Meeting is enclosed with this document. All Shareholders are urged to complete, sign and return the Form of Proxy, whether or not they intend to be present at the General Meeting. To be valid, the Form of Proxy must be completed in accordance with the instructions printed on it and returned by post or by hand as soon as possible but, in any event, so as to be received by the Company’s registrars, by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or, during normal business hours only, by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY in each case **by no later than 9.00 a.m. on 19 November 2018**. Completion and return of a Form of Proxy will not preclude you from attending and voting at the General Meeting.

CREST members can also appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Company’s registrars, Computershare Investor Services PLC (under CREST participant ID 3RA50) by no later than 9.00 a.m. on 19 November 2018. The time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The completion and deposit of the Form of Proxy or transmission of a CREST Proxy Instruction will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

The Directors’ recommendation is set out on page 11 of this document.

DEFINITIONS

The following words and expressions shall, except where the context requires otherwise, have the following meanings in this document (including the Notice of General Meeting) and the Form of Proxy:

“Act”	the Companies Act 2006
“Admission”	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies, as published by the London Stock Exchange from time to time
“Board” or “Directors”	the Board of Directors of the Company
“Business Day”	means a day (other than a Saturday or Sunday) on which banks are open in London for the transaction of normal business
“certificated”	the description of a share or other security which is not in uncertificated form (that is, not in CREST)
“Company” or “Location Sciences”	Location Sciences Group PLC
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form operated by Euroclear UK & Ireland Limited
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) (as amended)
“Existing Ordinary Shares”	the existing ordinary shares of 0.01 pence each in the capital of the Company in issue at the Record Date
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the General Meeting enclosed with this document
“General Meeting”	the general meeting of the Company to be held at the offices of Redleaf Polhill Limited (trading as Redleaf Communications), Sky Light City Tower, 50 Basinghall Street, London EC2V 5DE at 9.00 a.m. on 21 November 2018 to consider and, if thought fit, pass the Resolutions
“London Stock Exchange”	London Stock Exchange plc

“New Ordinary Shares”	the new ordinary shares of one pence each in the capital of the Company arising on completion of the Share Consolidation
“Notice of General Meeting”	the notice of the General Meeting set out at the end of this document
“Optionholder”	a holder of options over Existing Ordinary Shares
“Record Date”	6.00 p.m. on 21 November 2018 (or such other time and date as the Directors may determine)
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
“Share Consolidation”	the proposed consolidation of the Company’s ordinary share capital resulting in every 100 Existing Ordinary Shares being consolidated into one New Ordinary Share
“Shareholder”	a holder of Existing Ordinary Shares
“Shareholding”	a holding of Existing Ordinary Shares
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated”	recorded on the relevant register of the share concerned as being held “in uncertificated form” in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“Warrantholder”	a holder of warrants in the Company

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2018

Publication of this document	2 November
Latest time and date for receipt of Forms of Proxy and receipt of electronic proxy instructions via CREST	9.00 a.m. on 19 November
General Meeting	9.00 a.m. on 21 November
Record Date	6.00 p.m. on 21 November
New Ordinary Shares admitted to trading on AIM and CREST accounts credited with New Ordinary Shares	8.00 a.m. on 23 November
Definitive share certificates in respect of New Ordinary Shares despatched	by 3 December

The Company's SEDOL code is B2PKZ58 and ISIN code is GB00B2PKZ581. **Following the Share Consolidation becoming effective, the New Ordinary Shares will, from 8.00 a.m. on 23 November 2018, trade under a new SEDOL code - BGT36S1 - and a new ISIN code - GB00BGT36S19.**

LETTER FROM THE CHAIRMAN

LOCATION SCIENCES GROUP PLC

(Incorporated in England and Wales with registered number 06458458)

Directors:

Mr Kelvin Harrison (Chairman)
Mr Mark Slade (Chief Executive Officer)
Mr David Rae (Chief Financial Officer)
Mr Benjamin Chilcott (Non-Executive Director)
Mr Shaun Gregory (Non-Executive Director)

Registered Office:

3 Bunhill Row
London
EC1Y 8YZ

2 November 2018

To Shareholders and, for information only, to Optionholders and Warranholders

Dear Shareholder

NOTICE OF GENERAL MEETING

The purpose of this document is to provide you with details of the Board's proposal to convene a general meeting of the Company for the purpose of considering and, if thought fit, passing the Resolutions, which are to:

1. seek shareholder approval for the Share Consolidation;
2. seek shareholder approval for the adoption of a new Enterprise Management Incentive (EMI) share option scheme for key employees;
3. give authority to the Board to allot ordinary shares in the capital of the Company generally; and
4. give authority to empower the Board to allot ordinary shares in the capital of the Company for cash on a non pre-emptive basis.

This document also contains the Directors' recommendation that Shareholders vote in favour of the Resolutions. The Directors are pleased to advise that irrevocable undertakings to vote in favour of the Resolutions have been received from certain Shareholders and each of the Directors in respect of, in aggregate, 7,122,494,531 Existing Ordinary Shares representing approximately 33.9 per cent. of the Company's issued share capital.

The Notice of General Meeting, at which the Resolutions will be proposed, is set out at the end of this document. A Form of Proxy for use at the General Meeting is also enclosed with this document.

THE SHARE CONSOLIDATION

As at 31 October 2018 (being the latest practicable date prior to the publication of this document), the Company had 20,983,343,705 Existing Ordinary Shares in issue and a mid-market price at the close of business on such date of 0.0235 pence per share. With shares of low denominations, small absolute movements in the share price can represent large percentage movements resulting in volatility. The Board also believes that the bid-offer spread on shares priced at low absolute levels can be disproportionate to the share price and therefore to the detriment of Shareholders.

The Board is of the view that it would benefit the Company and Shareholders to reduce the number of Existing Ordinary Shares in issue with a resulting adjustment in the market price of such shares, by consolidating every 100 Existing Ordinary Shares of 0.01 pence each into one New Ordinary Share of one pence each. This is expected to assist in reducing the volatility in the Company's share price and enable a more consistent valuation of the Company, making the Company's shares more attractive to

institutional shareholders.

Shareholder approval is needed in order to effect the Share Consolidation. The resolution to approve the Share Consolidation (Resolution 1) must be passed by an ordinary resolution. Further details of the resolution are set out below.

Details of the Share Consolidation

Upon implementation of the Share Consolidation, Shareholders on the register of members of the Company on the Record Date, which is expected to be 6.00 p.m. on 21 November 2018, will exchange every 100 Existing Ordinary Shares they hold for one New Ordinary Share. The proportion of the issued ordinary share capital of the Company held by each Shareholder following the Share Consolidation will, save for fractional entitlements and subject to the exercise of share options, be unchanged.

To effect the Share Consolidation, it may be necessary to issue such minimum number of additional Existing Ordinary Shares (not exceeding 99 in total) so that the aggregate nominal value of the ordinary share capital of the Company is exactly divisible by 100.

Other than the proposed change in nominal value of the shares, the New Ordinary Shares arising on implementation of the Share Consolidation will have the same rights as the Existing Ordinary Shares, including voting, dividend and other rights.

Immediately following the Share Consolidation becoming effective, the issued share capital of the Company is expected to be 209,833,438 New Ordinary Shares.

Following the Share Consolidation becoming effective, the New Ordinary Shares will, from 8.00 a.m. on 23 November 2018, trade under a new SEDOL code - BGT36S1 - and a new ISIN code - GB00BGT36S19.

Fractions

No Shareholder will be entitled to a fraction of a New Ordinary Share and where, as a result of the consolidation of Existing Ordinary Shares described above, any Shareholder would otherwise be entitled to a fraction of a New Ordinary Share in respect of their holding of Existing Ordinary Shares at the Record Date (a "Fractional Shareholder"), such fractions will be aggregated with the fractions of New Ordinary Shares to which other Fractional Shareholders may be entitled so as to form full New Ordinary Shares and sold in the market. The costs, including the associated professional fees and expenses, that would be incurred in distributing such proceeds are likely to exceed the total net proceeds distributable to such Fractional Shareholders. The Board is therefore of the view that, as a result of the disproportionate costs in such circumstances, it would not be in the Company's best interests to distribute such proceeds of sale and the proceeds will instead be retained for the benefit of the Company in accordance with Resolution 1.

The provisions set out above mean that any such Fractional Shareholders will not have a resultant proportionate shareholding of New Ordinary Shares exactly equal to their proportionate holding of Existing Ordinary Shares. Shareholders with only a fractional entitlement to a New Ordinary Share (i.e. those Shareholders holding a total of fewer than 100 Existing Ordinary Shares at the Record Date) will cease to be a Shareholder of the Company. Accordingly, Shareholders currently holding fewer than 100 Existing Ordinary Shares who wish to remain a Shareholder following the Share Consolidation would need to increase their shareholding to at least 100 Existing Ordinary Shares prior to the Record Date. Shareholders in this position are encouraged to obtain independent financial advice as appropriate before taking any action.

Shareholders with holdings of Existing Ordinary Shares in both certificated and uncertificated form will be treated as having separate holdings for the purpose of calculating their entitlement to New Ordinary Shares.

Share certificates

If you hold a share certificate in respect of your Existing Ordinary Shares, your certificate will no longer be valid from the time the proposed Share Consolidation becomes effective and will be cancelled. If you hold more than 100 Existing Ordinary Shares on the Record Date you will be sent a new share certificate evidencing the New Ordinary Shares to which you are entitled under the Share Consolidation. Such certificates are expected to be despatched by no later than 3 December 2018. Upon receipt of the new certificate, you should destroy any old certificates. Pending the despatch of the new certificates, transfers of certificated New Ordinary Shares will be certified against the Company's share register.

Uncertificated shares

If you hold your Existing Ordinary Shares in uncertificated form, you should expect to have your CREST account credited with the New Ordinary Shares to which you are entitled on implementation of the Share Consolidation on 23 November 2018 or as soon as practicable after the Share Consolidation becomes effective.

Admission of, and dealings in, the New Ordinary Shares

The Share Consolidation is conditional upon Resolution 1 being passed and the New Ordinary Shares being admitted to trading on AIM. Application for Admission will be made so as to enable the New Ordinary Shares to be admitted to trading on AIM as soon as practicable following the Record Date. It is expected that Admission will become effective at 8.00 a.m. on 23 November 2018 whereupon the Share Consolidation will be effective.

Effect of the Share Consolidation on share options

The rules of existing share options provide that in the event of any consolidation or sub-division of the share capital of the Company, then the number of shares subject to an option and the exercise price payable on exercise of an option may be adjusted by the Board in such manner and with effect from such date as the Board may determine to be appropriate subject to the written confirmation of the auditors of the Company that the adjustments are, in their opinion, fair and reasonable.

The effect of these provisions will be that, following the Share Consolidation, the number of shares subject to any option held under share options will decrease broadly to one-hundredth of their number prior to the Share Consolidation whilst the price payable for the exercise of each option will increase broadly by a multiple of 100. There should, therefore, subject to the relevant consents, be no material alteration to the current potentially dilutive effects of the options granted under share options. Notice of the adjustments to the options will be sent to individual Optionholders as soon as reasonably practicable following the Share Consolidation becoming effective.

Taxation

The following statements are intended only as a general guide to the current tax position under UK taxation law and practice. They relate only to certain limited aspects of the UK tax position of Shareholders who are the beneficial owners of Existing Ordinary Shares and who are resident or (in the case of individuals) ordinarily resident in the UK for tax purposes and who hold their shares in the Company beneficially as an investment (and not as securities to be realised in the course of a trade). The following is not, and is not intended to be, an exhaustive summary of the tax consequences of acquiring, holding and disposing of Existing Ordinary Shares or New Ordinary Shares. **A Shareholder who is in any doubt as to their tax position or is subject to tax in any jurisdiction other than the UK should consult their duly authorised professional adviser without delay.**

The Share Consolidation should constitute a reorganisation of the Company's share capital and, for the purposes of UK taxation of capital gains, to the extent that you receive New Ordinary Shares under the Share Consolidation, you should not be treated as making a disposal of any of your Existing Ordinary Shares or an acquisition of New Ordinary Shares. The New Ordinary Shares will be treated as the same

asset as, and as having been acquired at the same time and for the same aggregate cost as, the holding of Existing Ordinary Shares from which they derive. After the Share Consolidation becomes effective, the base cost of Existing Ordinary Shares for the purposes of UK capital gains tax should be apportioned between the resulting New Ordinary Shares.

No liability to stamp duty or stamp duty reserve tax will be incurred by a holder of Existing Ordinary Shares as a result of the Share Consolidation.

THE SENIOR MANAGEMENT INCENTIVE PLAN

The Board believes that the existing management incentives are a legacy of the old Proxama business and are not sufficiently aligned with Shareholder interests.

Consequently, the Board proposes to introduce a new incentive scheme which rewards senior employees based on delivering significant shareholder value. The proposal is as follows:

1. Optionholders will surrender their existing options and the existing option schemes will be replaced with a new single EMI share option scheme applicable to all Optionholders; and
2. Optionholders will enter into a new EMI share option scheme which only rewards the Optionholders for delivering shareholder value, specifically:

2.1 The options are to vest in three equal tranches when certain share price targets have been reached. In the first 30 days from the approval of the EMI share option scheme, the share price targets will be as follows:

- a. 4.8 pence per New Ordinary Share (204% growth on current share price)*
- b. 7.3 pence per New Ordinary Share (311% growth on current share price)*
- c. 9.7 pence per New Ordinary Share (413% growth on current share price)*

** as at the close of business on 31 October 2018*

Following the period where clause 2.1 a, b and c above applies, the share price targets will be calculated as the greater of;

2.1.1 the share price targets detailed in clause 2.1 a, b and c above; and

2.1.2 the share price targets calculated using the following criteria:

- a. the Company's closing mid-market share price on the business day prior to grant multiplied by 2
- b. the Company's closing mid-market share price on the business day prior to grant multiplied by 3
- c. the Company's closing mid-market share price on the business day prior to grant multiplied by 4

2.2 The options granted fully vest in the event that the Company is acquired;

2.3 The exercise price of the new options will be equal to the Company's prevailing share price at the time of grant;

2.4 New Ordinary Shares obtained as a result of the exercise of options must be held for at least 12 months, except in the event that the Company is acquired;

2.5 The maximum amount of New Ordinary Shares to be under option to be no more than 15 per cent. of the Company's issued share capital and the Company intends to issue options representing approximately 11 per cent. of the Company's issued share capital within the first 30 days following the approval of the EMI share option scheme; and

2.6 The options will lapse 10 years from the date of grant.

Under the proposed new EMI option scheme, the price of the New Ordinary Shares pursuant to clause 2.1 above will be calculated using a moving three month average of the Company's closing share price at the time of issue.

The resolution to seek shareholder approval for the adoption of a new EMI share option scheme (Resolution 2) must be passed by an ordinary resolution. Further details of the resolution are set out below.

SHARE CAPITAL AUTHORITIES

The Board believes that it is in the best interests of the Company and Shareholders for the Directors to be able to allot new shares. This is both for the purposes of fundraising to implement the Company's business plan and also to give the Directors the ability to complete any potential acquisitions as they see fit.

Consequently, the Board is seeking approval of resolutions to permit the Company to issue shares on a non pre-emptive basis. The resolution to give authority to the Board to allot ordinary shares in the capital of the Company generally (Resolution 3) must be passed by an ordinary resolution. The resolution to give authority to empower the Board to allot ordinary shares in the capital of the Company for cash on a non pre-emptive basis (Resolution 4) must be passed by a special resolution. Further details of each of the Resolutions are set out below.

If at any time the Company needs to raise funds, then circumstances permitting, the Company will explore ways that would enable Shareholders to participate in such a transaction.

GENERAL MEETING

The General Meeting will be held at the offices of Redleaf Polhill Limited (trading as Redleaf Communications), Sky Light City Tower, 50 Basinghall Street, London EC2V 5DE at 9.00 a.m. on 21 November 2018.

The Resolutions are considered in detail below.

All of the Resolutions will be proposed as ordinary resolutions, other than Resolution 4 which will be proposed as a special resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. For a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Share Consolidation

Authority for the Share Consolidation will be sought at the General Meeting. Resolution 1 consolidates every 100 Existing Ordinary Shares into one New Ordinary Share and, amongst other things, authorises the Directors to sell any New Ordinary Shares arising from the aggregation of fractional entitlements at the best price then reasonably obtainable and to retain the net proceeds of sale for the benefit of the Company.

Resolution 2: Approval of the senior management incentive scheme

To approve the new EMI option scheme for key employees, whereby:

1. Optionholders will surrender their existing options and the existing option schemes will be replaced with a new single EMI share option scheme applicable to all Optionholders; and
2. Optionholders will enter into a new EMI share option scheme which only rewards the Optionholders for delivering shareholder value, specifically:
 - 2.1 The options are to vest in three equal tranches when certain share price targets have been reached. In the first 30 days from the approval of the EMI share option scheme, the share price targets will be as follows:

- a. 4.8 pence per New Ordinary Share (204% growth on current share price)*
- b. 7.3 pence per New Ordinary Share (311% growth on current share price)*
- c. 9.7 pence per New Ordinary Share (413% growth on current share price)*

** as at the close of business on 31 October 2018*

Following the period where clause 2.1 a, b and c above applies, the share price targets will be calculated as the greater of;

- 2.1.1 the share price targets detailed in clause 2.1 a, b and c above; and
- 2.1.2 the share price targets calculated using the following criteria:
 - a. the Company's closing mid-market share price on the business day prior to grant multiplied by 2
 - b. the Company's closing mid-market share price on the business day prior to grant multiplied by 3
 - c. the Company's closing mid-market share price on the business day prior to grant multiplied by 4

2.2 The options granted fully vest in the event that the Company is acquired;

2.3 The exercise price of the new options will be equal to the Company's prevailing share price at the time of grant;

2.4 New Ordinary Shares obtained as a result of the exercise of options must be held for at least 12 months, except in the event that the Company is acquired;

2.5 The maximum amount of New Ordinary Shares to be under option to be no more than 15 per cent. of the Company's issued share capital and the Company intends to issue options representing approximately 11 per cent. of the Company's issued share capital within the first 30 days following the approval of the EMI share option scheme; and

2.6 The options will lapse 10 years from the date of grant.

Under the proposed new EMI option scheme, the price of the New Ordinary Shares pursuant to clause 2.1 above will be calculated using a moving three month average of the Company's closing share price at the time of issue.

The Board believes that the new EMI option scheme will appropriately incentivise the key employees of the Company and optimise Shareholder returns going forward.

Resolution 3: Authority to allot shares

Subject to the passing of Resolutions 1 and 4, Shareholders are being asked to give the Directors a general authority to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to a maximum aggregate nominal amount of £2,098,334.38 which represents 209,833,438 New Ordinary Shares (being 100 per cent. of the Company's ordinary share capital in issue immediately following the Share Consolidation).

The authority will lapse on the date falling 15 months after the date of passing of the resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2019.

Resolution 4: Disapplication of Shareholders' statutory pre-emption rights

Subject to the passing of Resolutions 1 and 3, Shareholders are being asked to pass a resolution to empower the Directors to allot equity securities for cash as if section 561(1) of the Act (which gives Shareholders certain pre-emption rights on the issue of shares or convertible securities) did not apply to any such allotment. The authority allows the issue of ordinary shares in connection with rights issues and other issues pro rata to existing entitlements and also allows issues for cash limited to shares having an aggregate nominal amount of £2,098,334.38 representing 209,833,438 ordinary shares (being 100 per cent. of the Company's ordinary share capital in issue immediately following the Share Consolidation). The authority will lapse on the date falling 15 months after the date of passing of the resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2019.

IRREVOCABLE UNDERTAKINGS

The Directors are pleased to advise that irrevocable undertakings to vote in favour of the Resolutions have been received from certain Shareholders, and each of the Directors in respect of, in aggregate, 7,122,494,531 Existing Ordinary Shares representing approximately 33.9 per cent. of the Company's issued share capital.

ACTION TO BE TAKEN

The Notice of General Meeting is set out on pages 12 to 14 of this document.

A Form of Proxy for use in connection with the General Meeting accompanies this document. Whether or not you intend to be present at the General Meeting, please complete and return the Form of Proxy, in accordance with the relevant instructions, so as to be received as soon as possible and by no later than 9.00 a.m. on 19 November 2018. Further information on the various ways you can appoint a proxy is given in the Explanatory Notes to the Notice of General Meeting on pages 15 to 16 of this document. Completion and return of a Form of Proxy will not preclude you from attending and voting at the meeting.

RECOMMENDATION

The Board considers that the Resolutions will promote the success of the Company for the benefit of all Shareholders. Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they themselves have irrevocably undertaken to do so in respect of their own beneficial holdings of, in aggregate, 292,666,666 Existing Ordinary Shares (representing approximately 1.4 per cent. of the Company's issued share capital).

Yours faithfully,

Kelvin Harrison
Chairman

LOCATION SCIENCES GROUP PLC

(Incorporated in England and Wales with registered number 06458458)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Location Sciences Group PLC (the “**Company**”) will be held at the offices of Redleaf Communications, Sky Light City Tower, 50 Basinghall Street, London EC2V 5DE at 9.00 a.m. on 21 November 2018 to transact the following business, of which Resolutions 1 to 3 (inclusive) will be proposed as ordinary resolutions and Resolution 4 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1. That, conditional upon Admission and in accordance with section 618 of the Companies Act 2006 (the “**Act**”), all of the existing ordinary shares of 0.01 pence each in the capital of the Company in issue at the Record Date (each an “Existing Ordinary Share”) be consolidated into new ordinary shares of one pence each in the capital of the Company (each a “**New Ordinary Share**”) on the basis of one New Ordinary Share for every 100 Existing Ordinary Shares, each such New Ordinary Share having the rights and being subject to the restrictions (save as to nominal value) as the Existing Ordinary Shares as set out in the Company’s articles of association, provided that: (a) any fractions of New Ordinary Shares to which any holder of Existing Ordinary Shares would otherwise be entitled arising from such consolidation shall be aggregated and consolidated so far as is possible into New Ordinary Shares and sold for the benefit of the Company for the best price reasonably obtainable to any person; (b) fractional entitlements will not be paid to individual shareholders; and (c) the Board may appoint any other person to execute sales, transfers or renunciations on behalf of persons otherwise entitled to such fractions and generally may make all arrangements which appear to them to be necessary or appropriate for the settlement and disposal of New Ordinary Shares representing such fractions.
2. To approve the new EMI option scheme for key employees, whereby:
 1. Optionholders will surrender their existing options and the existing option schemes will be replaced with a new single EMI share option scheme applicable to all Optionholders; and
 2. Optionholders will enter into a new EMI share option scheme which only rewards the Optionholders for delivering shareholder value, specifically:
 - 2.1 The options are to vest in three equal tranches when certain share price targets have been reached. In the first 30 days from the approval of the EMI share option scheme, the share price targets will be as follows:
 - a. 4.8 pence per New Ordinary Share (204% growth on current share price)*
 - b. 7.3 pence per New Ordinary Share (311% growth on current share price)*
 - c. 9.7 pence per New Ordinary Share (413% growth on current share price)*

** as at the close of business on 31 October 2018*

Following the period where clause 2.1 a, b and c above applies, the share price targets will be calculated as the greater of;

- 2.1.1 the share price targets detailed in clause 2.1 a, b and c above; and
- 2.1.2 the share price targets calculated using the following criteria:

- a. the Company's closing mid-market share price on the business day prior to grant multiplied by 2
 - b. the Company's closing mid-market share price on the business day prior to grant multiplied by 3
 - c. the Company's closing mid-market share price on the business day prior to grant multiplied by 4
- 2.2 The options granted fully vest in the event that the Company is acquired;
- 2.3 The exercise price of the new options will be equal to the Company's prevailing share price at the time of grant;
- 2.4 New Ordinary Shares obtained as a result of the exercise of options must be held for at least 12 months, except in the event that the Company is acquired;
- 2.5 The maximum amount of New Ordinary Shares to be under option to be no more than 15 per cent. of the Company's issued share capital and the Company intends to issue options representing approximately 11 per cent. of the Company's issued share capital within the first 30 days following the approval of the EMI share option scheme; and
- 2.6 The options will lapse 10 years from the date of grant.

Under the proposed new EMI option scheme, the price of the New Ordinary Shares pursuant to clause 2.1 above will be calculated using a moving three month average of the Company's closing share price at the time of issue.

3. That, subject to the passing of resolutions 1 and 4, the Directors be and they are hereby generally and unconditionally authorised in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("**Relevant Securities**") in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) to exercise all of the powers of the Company to allot Relevant Securities pursuant to section 551 of the Act up to a maximum aggregate nominal value of £2,098,334.38 provided always that the authorities conferred by this resolution shall expire on the date falling 15 months after the date of passing of the resolution or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) and provided further that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

4. That, subject to the passing of resolutions 1 and 3, the Directors be and they are hereby authorised and empowered pursuant to section 570 of the Act in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot equity securities (as defined in section 560 of the Act ("**Equity Securities**") in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) to allot Equity Securities for cash pursuant to the authority conferred by resolution 3 above, as if section 561(1) of the Act did not apply to any such allotment, provided that such power is limited to: (a) the allotment and issue of Equity Securities whether by way of rights issue, open offer or otherwise to holders of New Ordinary Shares where the Equity Securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of New Ordinary Shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the law of, or the requirements of any regulatory body or any recognised stock exchange in any territory; and (b) the allotment and issue

of Equity Securities (other than pursuant to sub-paragraph (a) above) to any person up to a maximum aggregate nominal amount of £2,098,334.38, provided always that the authorities conferred by this resolution shall expire on the date falling 15 months after the date of passing of the resolution or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) and provided further that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

By order of the Board.

T&H Secretarial Services Limited

Company Secretary

2 November 2018

Registered Office:

3 Bunhill Row

London

EC1Y 8YZ

EXPLANATORY NOTES

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 6.00 p.m. on 19 November 2018; or,
 - if this Meeting is adjourned, at 9.00 a.m. on the day two days prior to the adjourned meeting (excluding non-working days),shall be entitled to attend and vote at the Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a Form of Proxy with this Notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you can obtain additional Forms of Proxy from the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Alternatively, the Form of Proxy may be photocopied prior to completion. You will need to state clearly on each Form of Proxy the number of shares in relation to which the proxy is appointed.
4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. Shareholders can:
 - Appoint a proxy or proxies and give proxy instructions by returning the enclosed Form of Proxy by post or by hand (see note 7).
 - If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 8).
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy Form of Proxy

7. The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the Form of Proxy, the form must be:
 - completed and signed;
 - sent to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or, during normal business hours only, by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE; and
 - in each case received by Computershare Investor Services PLC no later than 9.00 a.m. on 19 November 2018.

In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

Appointment of proxy using CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

For a proxy appointment or instructions 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 ("EUI") specifications and must contain the information required for such instructions, 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 Computershare Investor Services PLC (under CREST participant ID 3RA50) no later than 9.00 a.m. on 19 November

2018, or, in the event of an adjournment of the General Meeting, 48 hours before the adjourned meeting (excluding non-working days). 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 Applications 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his/her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Corporate representatives

10. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Changing proxy instructions

11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

12. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or, during normal business hours only, by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services PLC no later than 9.00 a.m. on 19 November 2018. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued Shares and total voting rights

13. As at 4.30 p.m. on 31 October 2018, the Company's issued share capital comprised 20,983,343,705 ordinary shares of 0.01 pence each and 1,040,712,398 deferred shares of 0.99 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and the deferred shares hold no voting rights. Therefore, the total number of voting rights in the Company as at 4.30 p.m. on 31 October 2018 was 20,983,343,705 ordinary shares.