

## Seeing Machines Limited

(“Seeing Machines”, the “Company”, or, together with its subsidiaries the “Group”)

### CEO Long Term Incentive Equity Program

**26 June 2017**

Seeing Machines (AIM:SEE), an industry leader in computer vision based human sensing technologies which enable breakthrough solutions in performance, safety and user experiences, advises that further to the announcement on 9 May 2017, the Remuneration Committee has granted incentive equity rights to recently appointed CEO Mike McAuliffe (the “Grant Date”) under its CEO Long Term Incentive Equity Program.

Subject to his continued employment with the Seeing Machines group, Mr McAuliffe has been granted rights to acquire 37,161,379 ordinary shares of no par value in the Company (“Ordinary Shares”), totaling 2.5% of the Company’s current issued share capital. Two thirds of the rights (representing 24,786,640 Ordinary Shares) have been granted as options over Ordinary Shares (“Options”) and one third (12,374,739 Ordinary Shares) have been granted as performance rights (the “Performance Rights”). Both the Options and Performance Rights will vest monthly over 48 months, with the first vesting date being 29 August 2016, the date Mr McAuliffe began employment with the Group.

The Performance Rights entitle Mr McAuliffe to be automatically issued 257,807 Ordinary Shares for no exercise price, on a monthly basis. The Options vest in equal tranches (being 516,388 Options) on a monthly basis and can be exercised at Mr McAuliffe’s discretion over a ten year period at an exercise price of 3.89 pence, which is the average market price of the Company’s shares over the 5 trading days before the Grant Date and they shall expire on the tenth anniversary of the first vesting date of 29 June 2017. The schedule of Options and Performance rights are set out in a table below.

#### Blocking Listing Application

The Company today announces that an application has been made to the London Stock Exchange for a block listing of securities in respect of 37,161,379 Ordinary Shares to be admitted to trading on AIM.

These Ordinary Shares will be issued from time to time in order to satisfy the requirement to allot Ordinary Shares arising from the Options and Performance Rights detailed above. It is expected that admission will become effective on 29 June 2017.

The Ordinary Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the existing Ordinary Shares of the Company. The Company will provide six monthly updates in its block listing return, at which point any changes to total voting rights arising from the issuance of Ordinary Shares from Performance Rights will also be stated.

**Mike McAuliffe**

	<b>Details of the person discharging managerial responsibilities/person closely associated</b>									
a)	Name:	Mr Michael McAuliffe								
	<b>Reason for the notification</b>									
a)	Position/status:	Chief Executive Officer								
b)	Initial notification/Amendment:	Initial notification								
	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>									
a)	Name:	Seeing Machines Limited								
b)	LEI:	n/a								
	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>									
a)	Description of the financial instrument, type of instrument: Identification code:	Performance Rights and Options Grant ISIN: AU0000XINAJ0								
b)	Nature of the transaction:	Issue of performance rights and share options								
c)	Price(s) and volume(s):	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>Nil – performance rights</td> <td>12,374,739</td> </tr> <tr> <td>3.89 pence – options</td> <td>24,786,640</td> </tr> <tr> <td>Total</td> <td>37,161,379</td> </tr> </tbody> </table>	Price(s)	Volume(s)	Nil – performance rights	12,374,739	3.89 pence – options	24,786,640	Total	37,161,379
Price(s)	Volume(s)									
Nil – performance rights	12,374,739									
3.89 pence – options	24,786,640									
Total	37,161,379									
d)	Aggregated information: • Aggregated volume: • Price:	See 4c) above and the schedules appended to this announcement								
e)	Date of the transaction:	2017-06-23								
f)	Place of the transaction:	Outside a trading venue								

**The information communicated in this announcement is inside information for the purposes of Article 7 of Regulation 596/2014.**

**Enquiries:**
**Seeing Machines Limited**

Mike McAuliffe, CEO  
Media enquiries

[www.seeingmachines.com](http://www.seeingmachines.com) / +61 2 6103 4700

[Mike.McAuliffe@seeingmachines.com](mailto:Mike.McAuliffe@seeingmachines.com)

[Sophie.Nicoll@seeingmachines.com](mailto:Sophie.Nicoll@seeingmachines.com)

**finnCap Limited**

Ed Frisby / Emily Watts, Corporate Finance  
Tim Redfern / Richard Chambers, Corporate Broking

+44 20 7220 0500

**Canaccord Genuity Limited**

Simon Bridges

+44 20 7523 8000

**About Seeing Machines**

Seeing Machines, (AIM: SEE) is an industry leader in computer vision based human sensing technologies which enable breakthrough solutions in performance, safety and user experiences. With more than 15 years of R&D investment and proven industry experience, Seeing Machines uses advanced sensing technologies and machine learning algorithms to deliver precision tracking and analysis of heads, faces and eyes for multiple emerging applications. A primary application is Driver Monitoring Systems to detect and deal with drowsiness, distraction and broader cognitive states which enables intelligent ADAS / Autonomous Driving adoption. A further key application is in-vehicle real time delivery of precision eye tracking in real world conditions, normalizing for all light conditions (and challenges such as sunglasses) for smart display systems etc. It delivers its AI based technology platform in a range of solutions from embedded software to proprietary processors to full systems including a 24/7 monitoring and intervention telematics service ("Guardian") for the commercial trucking sector - which prevents accidents and saves costs and lives. Seeing Machines' technology has been adopted by global industry leaders across the transportation spectrum such as Caterpillar. Seeing Machines is headquartered in Canberra, Australia and currently has offices and people in Melbourne, Tucson, Silicon Valley, Detroit and UK.

The attached notifications, made in accordance with the requirements of the EU Market Abuse Regulation, give further detail on the above.

**Performance Rights Vesting Schedule**

Number of rights	12,374,739
Vesting start date	29-Aug-16
Number of months	48
Number vesting per month	257,807

<b>Year</b>	<b>Month</b>	<b>Vest this month</b>	<b>Cumulative vested</b>
2016	Sep	257,807	257,807
	Oct	257,807	515,614
	Nov	257,807	773,421
	Dec	257,807	1,031,228
2017	Jan	257,807	1,289,035
	Feb	257,807	1,546,842
	Mar	257,807	1,804,649
	Apr	257,807	2,062,457
	May	257,807	2,320,264
	Jun	257,807	2,578,071
	Jul	257,807	2,835,878
	Aug	257,807	3,093,685
	Sep	257,807	3,351,492
	Oct	257,807	3,609,299

	Nov	257,807	3,867,106
	Dec	257,807	4,124,913
2018	Jan	257,807	4,382,720
	Feb	257,807	4,640,527
	Mar	257,807	4,898,334
	Apr	257,807	5,156,141
	May	257,807	5,413,948
	Jun	257,807	5,671,755
	Jul	257,807	5,929,562
	Aug	257,807	6,187,370
	Sep	257,807	6,445,177
	Oct	257,807	6,702,984
	Nov	257,807	6,960,791
	Dec	257,807	7,218,598
2019	Jan	257,807	7,476,405
	Feb	257,807	7,734,212
	Mar	257,807	7,992,019
	Apr	257,807	8,249,826
	May	257,807	8,507,633
	Jun	257,807	8,765,440
	Jul	257,807	9,023,247
	Aug	257,807	9,281,054
	Sep	257,807	9,538,861
	Oct	257,807	9,796,668
	Nov	257,807	10,054,475
	Dec	257,807	10,312,283
2020	Jan	257,807	10,570,090
	Feb	257,807	10,827,897
	Mar	257,807	11,085,704
	Apr	257,807	11,343,511
	May	257,807	11,601,318
	Jun	257,807	11,859,125
	Jul	257,807	12,116,932
	Aug	257,807	12,374,739

## Options Vesting Schedule

Number of rights 24,786,640

Vesting start date 29-Aug-16  
 Number of months 48  
 Number vesting per month 516,388

<b>Year</b>	<b>Month</b>	<b>Vest this month</b>	<b>Cumulative vested</b>
2016	Sep	516,388	516,388
	Oct	516,388	1,032,777
	Nov	516,388	1,549,165
	Dec	516,388	2,065,553
2017	Jan	516,388	2,581,942
	Feb	516,388	3,098,330
	Mar	516,388	3,614,718
	Apr	516,388	4,131,107
	May	516,388	4,647,495
	Jun	516,388	5,163,883
	Jul	516,388	5,680,272
	Aug	516,388	6,196,660
	Sep	516,388	6,713,048
	Oct	516,388	7,229,437
	Nov	516,388	7,745,825
	Dec	516,388	8,262,213
2018	Jan	516,388	8,778,602
	Feb	516,388	9,294,990
	Mar	516,388	9,811,378
	Apr	516,388	10,327,767
	May	516,388	10,844,155
	Jun	516,388	11,360,543
	Jul	516,388	11,876,932
	Aug	516,388	12,393,320
	Sep	516,388	12,909,708
	Oct	516,388	13,426,097
	Nov	516,388	13,942,485
	Dec	516,388	14,458,873
2019	Jan	516,388	14,975,262
	Feb	516,388	15,491,650
	Mar	516,388	16,008,038
	Apr	516,388	16,524,427
	May	516,388	17,040,815
	Jun	516,388	17,557,203

	Jul	516,388	18,073,592
	Aug	516,388	18,589,980
	Sep	516,388	19,106,368
	Oct	516,388	19,622,757
	Nov	516,388	20,139,145
	Dec	516,388	20,655,533
2020	Jan	516,388	21,171,922
	Feb	516,388	21,688,310
	Mar	516,388	22,204,698
	Apr	516,388	22,721,087
	May	516,388	23,237,475
	Jun	516,388	23,753,863
	Jul	516,388	24,270,252
	Aug	516,388	24,786,640