

Seeing Machines Limited

6 December 2018

Issue of Shares and Total Voting Rights

Seeing Machines Limited (AIM: SEE, “Seeing Machines” or the “Group”), the advanced computer vision technology company that designs AI-powered operator monitoring systems to improve transport safety, announced that the Board has issued a total of 1,376,785 ordinary shares of no par value in the Group (“New Ordinary Shares”) to key members of staff under the terms of the Group’s Short Term Incentive (“STI”) scheme and, consistent with past practice, to Non-Executive Directors as part of their remuneration (together the “Awards”).

In line with Seeing Machines’ usual practice of conducting annual reviews of performance and remuneration, the Awards made pursuant to the STI scheme are based on performance for the financial year to 30 June 2018.

Details of the Awards are as follows:

1. STI Scheme – variable pay component

The Group’s STI scheme applies to the Chief Executive Officer (CEO), the Executive team and selected key individuals. The Board determines the STI component of CEO remuneration and the People, Culture & Remuneration Committee (“PC&RC”) approves recommendations by the CEO for his/her direct reports. Awards under the STI scheme are made annually based on a percentage of the individuals’ fixed remuneration, but are a variable pay component and are not guaranteed.

Awards under the STI scheme are typically by way of cash, although the Board has flexibility in determining if the awards should be in equity, a combination of the two or at the choice of the individual. The Group’s STI scheme is designed to motivate and reward performance over a year. Accordingly, a total of 843,343 New Ordinary Shares have been issued as part-payment to key individuals, none of whom are directors or Persons Discharging Managerial Responsibilities (PDMR) of Seeing Machines.

2. Issue of Shares to Non-Executive Directors

Consistent with previous practice, up to and including FY 2018, each Non-Executive Director of the Company receives 25 per cent of their annual remuneration in the form of new Ordinary Shares, issued annually in arrears.

Accordingly, a total of 533,442 New Ordinary Shares have been issued in respect of the period from 1 July 2017 to 30 June 2018 to current and former directors, pro-rated where the director was in office for less than the whole period, calculated at the issue price of 6.75 pence being the volume weighted average closing share price on the AIM taken over the 5 trading days from 19 to 25 September 2018 (then converted using the current foreign exchange rate, of 1 GBP = 1.80591 AUD).

The New Ordinary Shares issued to current Non-Executive Directors, and their resultant holding in Seeing Machines, are set out in the table below.

Director	New Ordinary Shares issued	New Total Shareholding	Per cent. of total voting rights
Jim Walker	123,102	727,660	0.03%
Rudy Burger	102,585	626,383	0.03%
Les Carmichael	102,585	429,987	0.02%
YK Ng	102,585	1,411,190	0.06%
Tim Crane	102,585	643,953	0.03%

Application has been made for the New Ordinary Shares to be admitted to trading on AIM and admission is expected to occur on 6 December 2018 ("**Admission**"). Following Admission, the total issued share capital of the Group will be 2,287,825,900 Ordinary Shares with no Ordinary Shares held in treasury. Therefore, the total number of voting rights in the Group post Admission will be 2,287,825,900 and this figure may be used by shareholders as the denominator for the calculations by which they will determine whether they are required to notify their interest in, or a change to their interest in Seeing Machines.

Enquiries:

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 Simon Bridges/Richard Andrews

Instinctif Partners **+44 20 7427 1412**
 Adrian Duffield/Kay Larsen/Chantal Woolcock

This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) No. 596/2014.

About Seeing Machines - www.seeingmachines.com

Seeing Machines (LSE: SEE), a global company headquartered in Australia, is an industry leader in computer vision technologies which enable machines to see, understand and assist people. The Company's machine learning vision platform has the know-how to deliver real-time identification and understanding of drivers through Artificial Intelligence (AI) analysis of heads, faces and eyes. This insight enables Driver Monitoring Systems (DMS), which monitor driver/operator identification and attention and can detect drowsiness and distraction across multiple transport sectors.

Seeing Machines develops DMS for the Automotive, Commercial Fleet, Aviation, Rail and Off-Road markets. The Company has offices in Australia, USA, Europe and Asia, and delivers multi-platform solutions to industry leaders in each vertical.

DMS is becoming a core safety technology integrated into ADAS offerings for the automotive industry, particularly with the development of semi-autonomous and self-driving cars. DMS is also increasingly seen to be an integral safety feature across the Commercial Transport & Logistics industry globally.

1.	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name:	Mr Jim Walker
2.	Reason for the notification	
a)	Position/status:	Non-executive Director
b)	Initial notification/Amendment:	Initial Notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name:	Seeing Machines Limited
b)	LEI:	549300LNJJPZ2SU7A197
4.	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	
a)	Description of the financial instrument, type of instrument:	Ordinary shares of no par value ISIN: AU0000XINAJ0

	Identification code:					
b)	Nature of the transaction:	Issue of shares under Company's Employee Benefits Plan (Award 2)				
c)	Price(s) and volume(s):	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>6.75 pence</td> <td>123,102</td> </tr> </tbody> </table>	Price(s)	Volume(s)	6.75 pence	123,102
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d)	Aggregated information: <ul style="list-style-type: none"> Aggregated volume: Price: 	Single transaction as in 4 c) above				
e)	Date of the transaction:	2018-12-06				
f)	Place of the transaction:	Outside a trading venue				

1.	Details of the person discharging managerial responsibilities/person closely associated					
a)	Name:	Mr Rudy Burger				
2.	Reason for the notification					
a)	Position/status:	Non-executive Director				
b)	Initial notification/Amendment:	Initial Notification				
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor					
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1.	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name:	Mr Les Carmichael
2.	Reason for the notification	
a)	Position/status:	Non-executive Director
b)	Initial notification/Amendment:	Initial Notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name:	Seeing Machines Limited
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1.	Details of the person discharging managerial responsibilities/person closely associated					
a)	Name:	Mr Yong Kang (YK) Ng				
2.	Reason for the notification					
a)	Position/status:	Non-executive Director				
b)	Initial notification/Amendment:	Initial Notification				
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor					
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1.	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name:	Mr Timothy Crane
2.	Reason for the notification	
a)	Position/status:	Non-executive Director
b)	Initial notification/Amendment:	Initial Notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name:	Seeing Machines Limited
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