

30 September 2019

Seeing Machines Limited

CEO Long Term Incentive Plan

[Seeing Machines](#) Limited (AIM: SEE) (“**Seeing Machines**” or the “**Company**”), the leading provider of AI-enabled driver monitoring technology for improved transport safety, advises that the Board has invited Paul McGlone, CEO, to participate in the Seeing Machines Employee Benefits Plan (“**the Plan**”) and has awarded rights in respect of a total of 37,000,000 ordinary shares of no par value in the Company (“**Ordinary Shares**”) as outlined below.

Pursuant to the terms of the Plan, rights in respect of a total of 25,000,000 Ordinary Shares have been awarded to Mr McGlone as part of the Company’s Long Term Incentive Scheme. These Ordinary Shares will be issued at nil cost in five equal tranches commencing on 30 June 2020 and annually thereafter (the “**Performance Date**”), with each issue conditional on the satisfaction of key conditions including target share price performance prior to each Performance Date.

In addition, Mr McGlone has been awarded rights to acquire 12,000,000 Ordinary Shares as part of the Company’s Call Option Scheme. These rights will vest on 1 July 2022 and will be exercisable at any point within one year at a price of 4.41 pence per Ordinary Share, being the average daily VWAP over the 5 trading days to 27 September 2019.

Seeing Machines encourages its key employees to participate in the success of the Company through the Plan giving them the opportunity to access long term incentives to ensure wealth is created for the benefit of all shareholders and other stakeholders.

Enquiries:

Seeing Machines Limited

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This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) No. 596/2014. Upon the publication of this announcement, this inside information is now considered to be in the public domain.

Seeing Machines has also published its Director’s Report on its website. See here: <https://www.seeingmachines.com/investors/financial-reports/>

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 and is set to become a regulatory requirement for all cars, vans, trucks and buses in Europe from 2022, with the rest of the world expected to follow soon after.

	Details of the person discharging managerial responsibilities/person closely associated									
a)	Name:	Mr Paul McGlone								
	Reason for the notification									
a)	Position/status:	Chief Executive Officer								
b)	Initial notification/Amendment:	Initial notification								
	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor									
a)	Name:	Seeing Machines Limited								
b)	LEI:	n/a								
	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: 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>25,000,000</td> </tr> <tr> <td>4.41 pence – options</td> <td>12,000,000</td> </tr> <tr> <td>Total</td> <td>37,000,000</td> </tr> </tbody> </table>	Price(s)	Volume(s)	Nil – performance rights	25,000,000	4.41 pence – options	12,000,000	Total	37,000,000
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Nil – performance rights	25,000,000									
4.41 pence – options	12,000,000									
Total	37,000,000									
d)	Aggregated information: Aggregated volume: Price:	See 4c) above and the schedules appended to this announcement								
e)	Date of the transaction:	2019-09-25								
f)	Place of the transaction:	Outside a trading venue								