

Seeing Machines Limited

ABN 34 093 877 331

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**Meeting**) of shareholders of Seeing Machines Limited (**Company**) will be held online via Zoom video conference facility at:

<https://seeingmachines.zoom.us/j/92458597003?pwd=V0NjQzcxhVFYZFVDS2k4eklvdUZyQT09>

on **Monday 30 November 2020** at **5:00 pm** Australian Eastern Daylight Time (**AEDT**) for the purposes set out below in this Notice of Meeting.

Agenda**A. Address by Chair and CEO's Presentation****B. Annual Financial Report, Directors' Report and Auditor's Report**

To receive and consider the Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2020.

There is no resolution relating to this item.

C. Business of the Meeting**Resolution 1: Election of Director – Mr Gerhard Vorster**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That Mr Gerhard Vorster, who vacates office under Rule 6.2 (c) of the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

Resolution 2: Election of Director - Mr John Murray

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That Mr John Murray, who vacates office under Rule 6.2 (c) of the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

Resolution 3: Election of Director – Mr Michael Brown

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That Mr Michael Brown, who vacates office under Rule 6.2 (c) of the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

Resolution 4: Re-election of Director – Mr Yong Kang Ng

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That Mr Yong Kang Ng, who retires in accordance with Rule 6.4 (a) of the Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company.”

Resolution 5: Approval of 2020 Employee Benefits Plan

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Rule 2.1(c)(viii) of the Constitution and for all other purposes, approval is given for the issue of securities under the Seeing Machines Limited Employee Benefits Plan, as amended from time to time, as an exception to Rule 2.1(b) of the Constitution, on the terms described in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the 2020 Employee Benefits Plan, any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, or a person who is an associate of those persons.

Note: In accordance with section 250BD of the Corporations Act 2001(Cth) (**Act**), a vote must not be cast on the Resolution as a proxy for a member of the Company's Key Management Personnel as at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.

"Key Management Personnel" and "closely related party" have the same meaning as set out in the Act.

Resolution 6: Ratification of Prior Share Issue (Placement Shares)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Rule 2.1(b) of the Constitution and for all other purposes, approval is given for the ratification and approval of the prior issue of fully paid ordinary shares in the capital of the Company (**Shares**) to Federated Hermes on 28 October 2020 of 372,000,000 Shares at an issue price of GB £0.041 per Share, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any shareholder who participated in the Share issue, or any of their associates.

Note: In accordance with section 250C of the Act, a proxy who is not entitled to vote on the Resolution as a member may vote as a proxy for another member who can vote if their appointment specifies the way they are to vote on the Resolution and they vote that way.

Further details in respect of the Resolutions proposed in this Notice of Meeting are set out in the Explanatory Statement accompanying this Notice of Meeting. The Explanatory Statement, the Proxy Form, the Form of Instruction and the Important Information form part of, and should be read together with, this Notice of Meeting.

By Order of the Board



Susan Dalliston
Company Secretary
2 November 2020

Important Information

Meeting Participation and Voting

Due to current circumstances relating to COVID-19 and associated government-imposed restrictions and recommendations, shareholders will not be able to physically attend the Meeting. The Meeting will be made accessible to shareholders through an online video conferencing facility which will allow shareholders to participate in the Meeting.

As a consequence of the above, all resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and votes submitted at the Meeting by shareholders who have registered to vote online at the Meeting in accordance with the instructions in this Notice of Meeting.

Part A below is for shareholders who have share certificates and who do not hold depository interests on the AIM market. Part B below is for shareholders who hold depository interests on the AIM market. If you are not sure of the nature of your shareholding, please seek clarification by contacting our share registry, Computershare, as follows:

Australia	United Kingdom
Computershare Investor Services Pty Limited GPO Box 242 Melbourne, Victoria, 3001 AUSTRALIA Phone 1300 850 505 or +61 (0)3 9415 4000 Online: www.investorcentre.com/contact	Computershare Investor Services PLC The Pavilions, Bridgwater Road Bristol BS99 6ZY United Kingdom Phone +44 (0)370 702 0000 Email: web.queries@computershare.co.uk Web: www.computershare.com

Part A Shareholders who have share certificates

Persons Entitled to Vote

The Directors have determined that the shareholding of each shareholder for the purpose of ascertaining the voting entitlements for the Meeting will be as it appears in the share register of the Company at 5:00pm AEDT on **Saturday 28 November 2020**. Accordingly, transfers registered after that time will be disregarded in determining shareholders entitled to participate in and vote at the meeting.

The Directors request that all Part A shareholders who would like to have their vote counted adopt one of the following methods:

1. Lodge a vote by Proxy Form in accordance with the instructions relating to Proxies set out below.
- OR
2. Register to vote online at the Meeting from their computer by entering the following URL in their browser and following the instructions given online - URL: **web.lumiagm.com/347429642**

Proxies

A shareholder entitled to participate in the Meeting and vote is entitled to appoint a proxy to vote instead of the shareholder. The proxy need not be a shareholder of the Company.

Shareholders may appoint a proxy for the Meeting online at www.investorvote.com.au.

Otherwise, to appoint a proxy, shareholders should complete the Proxy Form accompanying this Notice of Meeting. The Proxy Form must be signed by the shareholder or an attorney duly authorised in writing. For the appointment of a proxy to be effective, the Proxy Form, and, if applicable, the power of attorney or other authority (or a certified copy of the relevant document) under which the Proxy Form is signed, must be sent by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) by 5:00 pm (AEDT) on **Saturday 28 November 2020**. Any Proxy Form received after that time will not be valid for the Meeting.

If a shareholder is entitled to cast two or more votes, he/she may appoint two proxies and may specify on the Proxy Form the proportion or number of votes each proxy is appointed to exercise. If no proportion is specified, each proxy may exercise half of the shareholder's votes. The appointment of a second proxy must be done on a separate Proxy Form.

If the Chairman of the meeting is appointed, or appointed by default, as the proxy of a shareholder, and that shareholder has not directed the proxy how to vote on his/her Proxy Form, that shareholder acknowledges that the Chairman of the meeting may exercise that proxy, even if he has an interest in the outcome of a particular item of business, and that the votes cast by him other than as proxy would be disregarded because of that interest.

The Chairman of the meeting intends to vote all undirected proxies in favour of each resolution.

If a person has been appointed by a proxy under 2 or more instruments that specify different ways to vote on the resolution, the person may not vote as a proxy on a show of hands. In the case of joint holders, the vote of the holder whose name appears first in the register, whether tendered by proxy, representative or attorney, may be accepted to the exclusion of the votes of the other joint holders.

Part B AIM Depository Interest holders

Persons Entitled to Vote

The Form of Instruction accompanying this Notice of Meeting must be signed by the depository interest holder or an attorney duly authorised in writing and deposited at the office of the Depository, Computershare Investor Services PLC, located at The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 4.00 pm GMT on **Tuesday 24 November 2020**. Any Form of Instruction received after that time will not be valid for the Meeting.

CREST Voting

Holders of Depository Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "**CREST Voting Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 4.00 p.m. (GMT) on **Tuesday 24 November 2020**.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depository Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depository Interest holder concerned to take (or, if the Depository Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depository Interest holders 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.

Explanatory Statement

This Explanatory Statement has been prepared to provide material information to enable shareholders to make an informed decision in relation to the business to be conducted at the Meeting. This Explanatory Statement forms part of and should be read in conjunction with this Notice of Meeting.

All Resolutions at the Meeting are ordinary resolutions. Ordinary resolutions are required to be approved by a simple majority of the votes of those shareholders entitled to vote and who vote on the resolution.

Annual Financial Report, Directors' Report and Auditor's Report

The Annual Financial Report, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2020 were lodged with the Australian Securities and Investments Commission on 3 November 2020 and are contained in the 2020 Annual Report. Shareholders may view the 2020 Annual Report on the Company's website at <https://www.seeingmachines.com/investors/>.

The Act requires the Annual Financial Report, Directors' Report and Auditor's Report to be laid before the Meeting. There is no requirement either in the Act or the Company's Constitution (**Constitution**) for shareholders to vote on, approve or adopt these reports. Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on these reports and on the management of the Company.

The Auditor of the Company will be available to take shareholders' questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Annual Financial Report and the independence of the Auditor in relation to the conduct of the audit.

Before the Meeting, shareholders may also forward written questions to the Auditor about the conduct of the audit and the content of the Auditor's Report. These should be emailed to: investors@seeingmachines.com or mailed to the Company Secretary at 80 Mildura Street, Fyshwick ACT 2609 Australia, to be received no later than 5:00 pm (AEDT) Monday 23 November 2020. The Company is required by law to forward all questions to the Auditor and the Auditor is required to prepare a list of questions that the Auditor considers are relevant to the conduct of the audit and the content of the Auditor's Report. The Auditor may omit questions that are the same in substance to other questions. At the meeting, the Chairman will give the Auditor a reasonable opportunity to answer the questions on the list of questions. The list of questions prepared by the Auditor will be made available on request to the Company Secretary.

In accordance with the Act, the Company will not be providing shareholders with a hard copy of the Company's Annual Report unless specifically requested to do so.

There is no resolution required for this item of business.

Resolution 1: Election of Director – Mr Gerhard Vorster

Mr Vorster was appointed as a Director by the Board pursuant to Rule 6.2(c) of the Constitution on 1 December 2019. In accordance with Rule 6.2(c) of the Constitution, Mr Vorster is required to vacate the office at the conclusion of the Meeting and is eligible for election as a Director of the Company at the Meeting.

Gerhard Vorster is an accomplished senior executive and former Deloitte partner with a growing board portfolio and significant expertise in strategy and technology. Gerhard is currently an alternate director of the Brisbane Airport Corporation and Chairman of the Bio Capital Impact Fund.

Gerhard began his career at Deloitte in 1987 in the consulting business as a strategic management consultant and partner. Over a 28-year career with the firm, Gerhard was appointed to various executive roles, including Managing Partner for Consulting for the Australia and Asia Pacific region and his most recent role, Chief Strategy Office for the region.

Gerhard holds a Bachelor of Science in Civil Engineering from the University of Pretoria and a Master of Business Administration (Cum Laude) from the University of Potchefstroom. He is a member of the Australian Institute of Company Directors.

Directors' Recommendation

The Board unanimously (with Mr Vorster abstaining) supports the election of Mr Vorster and recommends that shareholders vote in favour of this resolution.

Resolution 2: Election of Director – Mr John Murray

Mr Murray was appointed as a Director by the Board pursuant to Rule 6.2(c) of the Constitution on 1 December 2019. In accordance with Rule 6.2(c) of the Constitution, Mr Murray is required to vacate the office at the conclusion of the Meeting and is eligible for election as a Director of the Company at the Meeting.

John Murray is a highly experienced board director with significant expertise in the technology sector. He is currently Chairman of PainChek Limited, listed on the Australian Stock Exchange (ASX).

John has been non-executive director and Chair of several ASX-listed and high-growth companies throughout his career, which began in audit and investment banking, involved rising through various positions at large organisations, and eventually becoming Vice President and Head of Investment Banking at Bank of America Asia in 1989.

From there, John joined the Australian Technology Group where he identified and managed investments into early stage technology companies and went on to co-found the venture capital firm, Technology Venture Partners, in 1997, establishing a 20 year career of investing in, advising and directing technology companies.

John holds an Honours Degree in Law from Edinburgh University and is a member of the Australian Institute of Company Directors. He is also a CA and a Member of the Institute of Chartered Accountants of Scotland.

Directors' Recommendation

The Board unanimously (with Mr Murray abstaining) supports the election of Mr Murray and recommends that shareholders vote in favour of this resolution.

Resolution 3: Election of Director – Mr Michael Brown

Mr Brown was appointed as a Director by the Board pursuant to Rule 6.2(c) of the Constitution on 14 May 2020. In accordance with Rule 6.2(c) of the Constitution, Mr Brown is required to vacate the office at the conclusion of the Meeting and is eligible for election as a Director of the Company at the Meeting.

Michael Brown is a highly experienced financial markets professional based in London and comes to the Company's Board with a deep knowledge of the AIM market and small to mid-cap technology companies, as well as previous plc non-executive and observer board roles. He is currently a portfolio manager within the Volantis team at Lombard Odier Investment Managers.

Directors' Recommendation

The Board unanimously (with Mr Brown abstaining) supports the election of Mr Brown and recommends that shareholders vote in favour of this resolution.

Resolution 4: Re-election of Director – Mr Yong Kang Ng

Rule 6.4 of the Constitution requires that one third, or the number closest to one third, of the Directors of the Company, being the longest serving Directors, retire from office at every annual general meeting but are eligible for re-election at that meeting.

Mr Yong Kang Ng was appointed as a Non-Executive director of the Company on 22 March 2016 and was re-elected as a Director by the shareholders at the general meeting in 2018.

In accordance with Rule 6.4 of the Constitution Mr Ng is retiring and submitting himself for re-election as a Director of the Company.

Mr Ng has extensive engineering and operations experience in the manufacturing sector with multinational corporations. Based in Johor, Malaysia, Mr Ng has been managing the manufacturing operations of V S Industry Berhad (VSI) since 2002 and was appointed as Executive Director in 2005. VSI is a leading integrated electronics manufacturing services provider and a strategic investor in the Company. Mr Ng has a Bachelor of Science in Mechanical Engineering from the National Taiwan University and a MBA from Heriot-Watt University in Edinburgh, UK.

Directors' Recommendation

The Board unanimously (with Mr Ng abstaining) supports the re-election of Mr Ng and recommends that shareholders vote in favour of this resolution.

Resolution 5: Approval of 2020 Employee Benefits Plan

General background

In 2015, the Company adopted an Employee Benefits Plan (**Plan**) which was subsequently amended. The Plan allows the Board discretion to offer various types of equity including shares, performance rights and options (collectively, **Securities**) to employees or officers (including Directors) of the Company, and each Related Body Corporate (within the meaning of section 50 of the Act) of the Company, who is determined by the Directors to be an eligible employee (**Eligible Employee**).

Under the Constitution, Shareholder approval, for the purposes of Rule 2.1(c)(viii) of the Constitution, for the issue of Securities under the Plan, is required to be obtained every 3 years. This approval was last obtained at the Annual General Meeting of shareholders in November 2017 and the Plan is due to be put to Shareholders at the Meeting for approval for the purposes of Rule 2.1(c)(viii) of the Constitution.



In accordance with the terms of the Constitution, the Board has also approved certain amendments to the Plan as set out below.

Main Changes to the Plan

The Plan is designed to assist in the reward, retention and motivation of Eligible Employees by linking the reward of Eligible Employees to shareholder value creation and aligning the interests of Eligible Employees with shareholders' interests.

The main change to the Plan is to bring together the Australian and non-Australian Eligible Employees under a 10% cap over a rolling ten years. The Company is subject to the ASIC Instrument 17-1059 dated 4 December 2017 which provides for a 5% cap for the Company's employees. In addition, section 708 of the Corporations Act allows for other exemptions outside the cap where the employee falls within the definition of a 'sophisticated investor' or a 'senior manager'. The overall cap of 10% ensures that the total number of shares on issue to Eligible Employees does not become more than is common practice in other relevant jurisdictions.

The amendments also introduce clawback provisions which enable the Board discretion to claw back an issue of Securities if it becomes apparent that such an issue should not have been made. In such circumstances, the Board will have absolute discretion to claw back those Securities.

Finally, the amendments give the Board discretion to allow the exercise of outstanding Options and/or accelerated vesting of Performance Rights in the event of a Takeover Notice or Reconstruction Notice (as each of those terms is defined in the Plan) received by the Company.

Shareholder Approval

Under Rule 2.1(b) of the Constitution, the Board's power to issue shares or other securities with rights of conversion to shares is restricted to no more than 15% of the issued capital of the Company in any 12 month period (**15% Rule**), unless certain exemptions apply, without shareholder approval. An issue of shares under an employee share plan is one of the permitted exemptions, under Rule 2.1(c)(viii), provided that shareholders have approved the issue of Securities under the employee share plan as an exception to the prohibition within 3 years before the date of the issue. Shareholder approval was last obtained for the purposes of Rule 2.1(c)(viii) at the 2017 annual general meeting of the Company.

The Plan is an employee share plan for the purposes of Rule 2.1(c) (viii) of the Constitution. Accordingly, shareholder approval is sought for the issue of shares and other securities with rights of conversion to shares under the Plan for the purposes of Rule 2.1(b) and the exception contained in Rule 2.1(c) (viii) of the Constitution. If approval is given, the shares issued under the Plan will be exempt from counting towards the 15% of the issued capital of the Company that can be issued in any 12-month period without shareholder approval.

The effect of the approval sought will be that for 3 years after the date of the Meeting, the issue of securities under the Plan will not reduce the number of shares or other securities with rights of conversion to shares that may be issued by the Company without shareholder approval under the 15% Rule in Rule 2.1(b) of the Constitution. It is noted, however, that as the number of issued shares is a component of the formula for the 15% Rule, any issue of shares under the Plan will increase the number of shares and other securities that the Company may issue under the 15% Rule.

Directors' Recommendation

As all of the Directors (with the exception of Mr Michael Brown) have a material personal interest in this Resolution, the Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution.

Resolution 6: Ratification of Prior Share Issue (Placement Shares)

On 23 October 2020 (**Issue Date**), the Company issued 372,000,000 Shares at a price of GB£0.041 per Share (**Placement Shares**) in a private placement to Federated Hermes raising gross proceeds of approximately US\$20 million (**US Private Placement**). The placement was arranged through the Company's broker, Stifel Nicolaus Europe Limited. The Placement Shares were admitted to trading on the Alternative Investment Market (AIM) of the London Stock Exchange on 29 October 2020.

The Placement Shares rank equally with the existing Shares on issue. The total issued and fully paid share capital of the Company following admission of the Placement Shares on AIM is 3,737,214,374 all of which carry one voting right per Share.

The net proceeds raised from the US Private Placement will be used by the Company to strengthen its balance sheet and for general working capital and corporate purposes.



Rule 2.1(b) of the Constitution restricts the Board's power to issue shares or other securities with rights of conversion to shares to no more than 15% of the issued capital of the Company in any 12 month period, unless certain exceptions apply, without shareholder approval (**15 % Rule**).

The issue of the Placement Shares does not fit within any of the exceptions in Rule 2.1(c) of the Constitution and, as it has not been approved yet by the shareholders, it effectively uses up part of the 15 % Rule limit in Rule 2.1(b) and thereby reduces the Company's capacity to issue further equity securities for the 12 month period following the Issue Date where shareholder approval has not been obtained or an exception in Rule 2.1(c) does not apply.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future and, therefore, seeks shareholder approval for and ratification of the issue of the Placement Shares.

If the Resolution is passed, the Placement Shares will be excluded in calculating the 15% Rule limit in Rule 2.1(b) of the Constitution, effectively increasing the number of equity securities the Company can issue under the 15% Rule over the 12-month period following the Issue Date, where shareholder approval has not been obtained or an exception in Rule 2.1(c) does not apply.

If the Resolution is not passed, the Placement Shares will be included in calculating the 15% Rule limit in Rule 2.1(b) of the Constitution, effectively decreasing the number of equity securities the Company can issue under the 15% Rule over the 12-month period following the Issue Date, where shareholder approval has not been obtained or an exception in Rule 2.1(c) does not apply.

Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of this Resolution.