

Seeing Machines Limited

ACN 093 877 331

Notice of 2022 Annual General Meeting

Notice is given that the 2022 Annual General Meeting (**AGM**) of shareholders of Seeing Machines Limited (**Seeing Machines** or the **Company**) will be held at 80 Mildura Street, Fyshwick ACT on **Monday, 28 November 2022** at **5.00pm** (Canberra time).

The AGM will be held as a hybrid meeting, which means shareholders can attend online or in person. Details regarding how to attend the AGM are set out below.

Shareholders attending the AGM online, can watch, vote, make comments and ask questions during the AGM via the online platform as follows:

<https://seeingmachines.zoom.us/j/91486397248?pwd=bHpLa3VaanNic2tXV2pjYWRJRjRjdz09>

Meeting ID: 914 8639 7248

Passcode: 139745

Online Voting Platform: <https://meetnow.global/MM6SVFJ>

Items of Business

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

To receive and consider the Annual Financial Report, Directors' Report and Independent Auditor's Report for the Company for the year ended 30 June 2022.

There is no resolution relating to this item of business.

B. Resolutions

Resolution 1: Re-election of Director – Michael Brown

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

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

Resolution 2: Re-election of Director – Gerhard Vorster

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

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

Resolution 3: Auditor Appointment

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

“That in accordance with section 327B(1)(b) of the Corporations Act and for all other purposes, Pricewaterhouse Coopers having been nominated by a member of Seeing Machines Limited and consented in writing to act in the capacity of auditor, be appointed as the auditor of Seeing Machines Limited effective from the conclusion of the AGM.”

Resolution 4: Change to Constitution

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That for the purposes of Section 136(2) of the Corporations Act and all other purposes, approval is given for the Company to amend its Constitution in the manner outlined in the Explanatory Statement with effect from the close of the AGM.”

Further details in respect of the items of business are provided in the Explanatory Statement accompanying this Notice. 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.

By Order of the Board



Susan Dalliston
Company Secretary
25 October 2022

Important Information

MEETING PARTICIPATION AND VOTING

Shareholders are encouraged to participate in the AGM virtually via the Zoom video conferencing facility and Computershare's Online Voting Platform which will allow shareholders to vote and ask questions in real time.

Important:

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 Investor Services (both in Australia and United Kingdom) (together **Computershare**), as follows:

Australia 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	United Kingdom The office of The Depository Computershare Investor Services PLC The Pavilions, Bridgwater Road Bristol BS99 6ZY United Kingdom Phone +44 (0)370 702 0000 Web: www.computershare.com
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Determining if you are eligible to vote and participate at the AGM

Investor	Eligibility
Share certificate holder	The Directors have determined that the shareholding of each shareholder for the purpose of ascertaining the voting entitlements for the AGM will be as it appears in the share register of the Company at 7:00pm (Canberra time) on Saturday, 26 November 2022 . Accordingly, transfers registered after that time will be disregarded in determining entitlement to participate in and vote at the meeting.
Joint holder	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, representative or attorney, may be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority of joint holders will be decided by the order in which the names stand in the register.
Depository Interest holders	Voting entitlements for the AGM will be as it appears in the Depository Interest Register as at 6:00pm (GMT) on Wednesday, 23 November 2022 .

PART A SHAREHOLDERS WHO HAVE SHARE CERTIFICATES

How you can vote

If you are entitled to participate in and vote at the AGM, you can vote your shares in one of the following ways.

Seeing Machines reserves the right to declare a Proxy Form invalid if it is not received in either of these ways.

Shareholders are encouraged to call Seeing Machines' share registry, Computershare, if you have any questions regarding submitting your votes (refer contact details above).

Voting Option	Details	Steps
ONLINE , prior to the AGM	You may vote your shares and appoint a Proxy online prior to the AGM.	Go to: www.investorvote.com.au To be effective, your votes and proxies must be entered online no later than 5.00pm (Canberra time) on Saturday, 26 November 2022 .

BY POST OR FAX , prior to the AGM	<p><u>Voting your shares</u></p> <p>You may vote your shares prior to the AGM by completing the enclosed Voting and Proxy Form.</p> <p><u>Appoint a Proxy or Nominee</u></p> <p>Shareholders may appoint a proxy or proxies to vote and act on your behalf at the AGM. A proxy need not be a Shareholder and can be an individual or a body corporate.</p> <p>To appoint a proxy, Shareholders should complete the enclosed Proxy Form.</p> <p>If no direction is given on a resolution on the Proxy Form, your vote may be passed to the Chair of the AGM as your proxy. The Chair will vote in accordance with the voting intentions stated below.</p>	<p>Completed Voting and Proxy Forms may be posted to:</p> <p>Seeing Machines Limited C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia</p> <p>Alternatively, completed Voting and Proxy Forms may be faxed to:</p> <p>1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).</p> <p>To be effective, your completed Voting and Proxy Form must be received by Seeing Machines no later than 5.00pm (Canberra time) on Saturday, 26 November 2022.</p>
ATTENDING THE MEETING - Virtually	<p>You may vote during the AGM by attending the AGM virtually and using the Online Voting Platform.</p> <p>You can do this by logging into the Online Voting Platform at https://meetnow.global/MM6SVFJ, where you will be able to register and vote online, in real time, during the AGM.</p> <p>You should ensure that you have access to a laptop, computer, tablet or mobile device and be connected to internet to use the Zoom video conferencing facility and Online Voting Platform.</p>	<p>Registration for the Online Voting Platform will commence from 4.30pm on Monday, 28 November 2022.</p> <p><u>Shareholders</u></p> <p>When you log into the Online Voting Platform https://meetnow.global/MM6SVFJ, you will be invited to register as a Shareholder or proxy holder and once registered, will be able to vote your shares. You will need to provide your Shareholder number (HIN or SRN).</p> <p><u>Proxy holders</u></p> <p>A proxy who is attending virtually (online) will sent an email containing a unique invite code and instruction on how to register.</p> <p><i>If you experience any technical difficulties using the Online Voting Platform during the AGM, please contact Computershare on +61 3 9415 4024.</i></p> <p>More information on how to use the Online Voting Platform is available in the online user guide available at www.computershare.com.au/onlinevotingguide.</p>
ATTENDING THE MEETING - Physically	<p>If you attend the AGM in person, you will be able to register and vote at the AGM by attending 80 Mildura Street, Fyshwick ACT.</p>	<p>Registration will commence from 4.45pm (Canberra time) on Monday, 28 November 2022.</p> <p>To facilitate a smooth registration, please bring a copy of your Proxy Form with you on the day.</p>

Power of attorney

If you appoint an attorney to act on your behalf at the AGM your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by Seeing Machines' share registry no later than **5.00pm** (Canberra time) on **Saturday, 26 November 2022**.

Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers at the AGM. The representative should deliver to Seeing Machines, prior to the AGM, a properly executed letter or other document confirming its authority to act as the company's representative.

Voting intentions

The Chair of the AGM intends to vote all available proxies in favour of ('FOR') all resolutions.

Voting on each of the proposed resolutions at the AGM will be conducted by a poll.

How you can ask questions and make comments

Shareholders are invited to submit questions and make comments relating to the business of Seeing Machines, any item of business at the AGM or forward written questions to the Company's external auditor about the conduct of the audit and the content of the Auditor's Report, by using any of the following methods.

Whilst we may not be able to respond to each question individually, we will endeavour to respond to as many as possible of the most frequently raised Shareholder questions.

Option	Details	Steps
ONLINE, POST OR EMAIL , prior to the AGM	You may submit questions and comments online or via email prior to the AGM.	Go to: www.investorvote.com.au Email: investors@seeingmachines.com Post: Seeing Machines Limited Company Secretary 80 Mildura Street, Fyshwick ACT 2609 Australia Questions and comments must be received by Seeing Machines no later than 5.00pm (Canberra time) on Monday, 21 November 2022 .
ATTENDING THE MEETING - Virtually	Shareholders who join the AGM virtually will be able to ask questions during the AGM. You may ask questions by typing your question into comments feature within Zoom. You may also ask questions verbally (rather than in writing) if this is your preferred choice.	Registration for Zoom will commence from 4.30pm on Monday, 28 November 2022 by: https://seeingmachines.zoom.us/j/91486397248?pwd=bHpLa3VaanNic2tXV2pjYWVRJRjRjdz09 Meeting ID: 914 8639 7248 Passcode: 139745 When you join Zoom you will be able to ask questions by clicking the box on the screen and typing in your question. You may also speak by 'raising' your hand and when invited by the Chair, unmuting yourself to speak.
ATTENDING THE MEETING - Physically	If you attend the AGM in person, you will be able to ask questions at the AGM by attending 80 Mildura Street, Fyshwick ACT .	Registration will commence from 4.30pm (Canberra time) on Monday, 28 November 2022 . On registration, you will be provided with an attendance card.

PART B AIM DEPOSITORY INTEREST HOLDERS

Persons Entitled to Vote

A Form of Instruction must be signed by the depository interest holder or an attorney duly authorised in writing and deposited at the office of the Depository at: Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by **5.00pm** (GMT) on **Wednesday, 23 November 2022**. Any **Form of Instruction** received after that time will not be valid for the AGM. Voting entitlements for the AGM will be as it appears in the Depository Interest register as at **6:00pm** (GMT) on **Wednesday, 23 November 2022**.

Please note that Depository Interest (DI) holders or beneficial holders that hold their shares as DIs are not permitted to attend the meeting in person and vote. Should you wish to lodge a vote prior to the AGM, you may do so using the Form of Instruction.

A copy of the Notice of AGM may be accessed on the Company's website at <https://www.seeingmachines.com/investors/>.

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 **5.00pm** (GMT) on **Wednesday 23 November 2022**.

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 in respect of the items of business to be conducted at the AGM to enable shareholders to make an informed decision on how to vote on the resolutions. This Explanatory Statement forms part of and should be read in conjunction with this Notice of AGM.

Resolutions 1, 2, and 3 being put to the AGM are ordinary resolutions which to pass, require a simple majority of votes cast by shareholders entitled to vote on the resolutions.

Resolution 4 is a special resolution. For a special resolution to pass, at least 75% of the votes cast must be in favour.

A ANNUAL FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The 2022 Annual Financial Report comprising the Financial Report, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2022 was lodged with the Australian Securities and Investments Commission (**ASIC**). Shareholders may view the 2022 Annual Financial Report on the Company's website at <https://www.seeingmachines.com/investors/>.

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

Shareholders as a whole will also have a reasonable opportunity to ask the Company's auditor, PricewaterhouseCoopers, 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 2022 Annual Financial Report and the independence of the auditor.

There is no resolution for this item of business.

B RESOLUTIONS

Resolutions 1 - 2: Re-election of Directors

Rule 6.4(a) of the Constitution requires that at every annual general meeting, one third of the Board or, if the number of Directors is not a multiple of 3, then the number nearest to one third, must retire from office and be eligible for re-election. The Directors to retire in every year are the Directors longest in office since last being elected or re-elected or between Directors who were elected on the same day, may be determined by lot.

Resolution 1 Re-election of Director – Michael Brown

Michael Brown has served as a Director since 14 May 2020, was last re-elected at the Company's 2020 annual general meeting and submits himself for re-election.

Michael is a highly experienced financial markets professional based in London and has 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.

Michael is a member of Seeing Machines' People, Culture & Remuneration Committee.

The Board supports Michael's re-election for the skills and experience that he brings to the Board.

Directors' Recommendation

The Board (with Michael abstaining) unanimously recommend that shareholders vote in favour of the resolution.

Resolution 2 Re-election of Director – Gerhard Vorster

Gerhard Vorster has served as a Director since 1 December 2019, was last re-elected at the Company's 2020 annual general meeting and submits himself for re-election.

Gerhard 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.

Gerhard is a member of Seeing Machines' People, Culture & Remuneration Committee.

The Board supports Gerhard's re-election for the skills and experience that he brings to the Board.

Directors' Recommendation

The Board (with Gerhard abstaining) unanimously recommend that shareholders vote in favour of the resolution.

Resolution 3: Auditor Appointment

PricewaterhouseCoopers, having consented to act, was appointed by the Board as the auditor of Seeing Machines Limited to fill a casual vacancy following the resignation of the Company's prior auditor, Ernst & Young effective 1 February 2022. PricewaterhouseCoopers' appointment was consented to by ASIC.

Under section 327C(2) of the Corporations Act, PricewaterhouseCoopers holds office until the AGM.

Section 327B(1)(b) of the Corporations Act requires that a public company appoint an auditor to fill any vacancy in the office of auditor at each subsequent AGM.

A notice in writing nominating PricewaterhouseCoopers as auditor has been given to Seeing Machines by a shareholder of Seeing Machines, as is required under section 328B(1) of the Corporations Act. A copy of this nomination is provided in Annexure A.

If this resolution is approved, the appointment of PricewaterhouseCoopers as the Company's auditor will take effect at the close of the AGM.

Directors' Recommendation

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

Resolution 4: Amendment to Constitution

The Company's current Constitution was approved at the Annual General Meeting held on 29 October 2015. The Company proposes to amend various provisions of the Constitution to reflect variation in market practice over the past seven years and changes to the meeting and document provisions of the Corporations Act. This includes a proposed amendment for the Company to allow the Company to hold a fully virtual meeting of the Company's members.

Some of the proposed changes are administrative or relatively minor in nature. The material amendments that are proposed are set out below,

Amendment to the Constitution requires a special resolution, meaning the resolution will only be passed if at least 75% of the votes cast are in favour of the resolution.

Clause	Subject	Proposed Amendment
1.2	Definitions	<p>Proposed deletion of the definition of 'present in person' as the meaning of this expression is set out in Section 249RA of the Corporations Act.</p> <p>The existing Constitution provides that unless a contrary intention appears, an expression in the Constitution which is defined by or deals with a matter dealt with by a provision of the Act, has the meaning given to that expression in that provision of the Act.</p> <p>The Corporations Act, as amended with effect from 1 April 2022, provides that a member who attends a meeting (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending.</p>
5.1(b)	How general meetings may be held	<p>Proposed replacement clause to provide that a meeting of members is to be held in accordance with the Corporations Act and that the Company may hold a meeting of its members using virtual meeting technology only.</p> <p>The Corporations Act provides that a company may hold a meeting of its members:</p> <ul style="list-style-type: none"> (a) at one or more physical venues; or (b) at one or more physical venues and using virtual meeting technology; or (c) using virtual meeting technology only, if this is required or permitted by the company's constitution expressly. <p>The Directors will continue to be required to convene a general meeting where required by the Corporations Act.</p>
5.1(c)	How general meetings may be held	<p>Proposed amendment to provide that in addition to postponing, cancelling and changing the venue for a general meeting by notice to AIM, the Board may also change the way in which a meeting is held by notice to AIM.</p>
9.1(a)	Notices generally	<p>Proposed amendment to provide that a notice may be given by the Company to a member in any way permitted by the Corporations Act 2001(Cth).</p> <p>The ways permitted by the Corporations Act for sending documents to members were amended with effect from 1 April 2022. The Act, as amended, permits the sending of a notice of meeting or annual report to a member by sending the member sufficient information in physical form or in electronic form to allow the recipient to access the document electronically.</p>
9.1(b)	Notices generally	<p>Proposed amendment to provide that where a notice is sent by post, the notice is taken as served at 10:00am (Canberra time) on the day after the date it is posted.</p>
9.1(c)	Notices generally	<p>Proposed replacement clause to simplify the determination of the date on which a notice sent by electronic transmission is taken to be served. The replacement clause provides that where a notice is sent by electronic transmission, the notice is taken as served at the time the electronic transmission is sent.</p>
9.1(d)	Notices - new provision	<p>Proposed new sub clause to provide that where the Company gives a notice by any other means permitted by the Corporations Act relating to the giving of notices and electronic means of access to them, the notice is taken as given at 10:00am (Canberra time) on the day after the date on which the member is notified that the notice is available.</p>



A copy of the proposed amended Constitution is available for review by shareholders at the Company's website (<https://seeingmachines.com/investors/>) and at the office of the Company.

Shareholders are also invited to contact the Company by email to investors@seeingmachines.com if they would like a copy.

Directors' Recommendation

The Board unanimously recommends that shareholders adopt the amended Constitution and vote in favour of this resolution.

Glossary

Constitution means the Constitution of Seeing Machines Limited

Corporations Act means the Corporations Act 2001 (Cth)

Chair means Chair of the AGM

Notice means this Notice of Annual General Meeting including the Explanatory Statement



ANNEXURE A NOTICE OF NOMINATION OF AUDITOR OF SEEING MACHINES LIMITED

1 October 2022

The Company Secretary
Seeing Machines Limited
80 Mildura Street
Fyshwick ACT 2609
Australia

Dear Sir / Madam

Nomination of PricewaterhouseCoopers as Auditor of Seeing Machines Limited

I, Kate Hill, being a member of Seeing Machines Limited ACN 093 877 331, hereby nominate PricewaterhouseCoopers for appointment as auditor of Seeing Machines Limited at its 2022 Annual General Meeting or any adjournment or postponement of that meeting.

I consent to the distribution of a copy of this notice of nomination as an Annexure to the Notice of Meeting and Explanatory Statement for the 2022 Annual General Meeting of Seeing Machines Limited as required by section 328B(3) of the Corporations Act.

Yours faithfully

A handwritten signature in black ink that reads "Kate Hill".

Kate Hill
Member of Seeing Machines Limited