

Seeing Machines Limited
("Seeing Machines" or the "Company")

**Issue of Shares to Directors and Staff
and Total Voting Rights**

[●] November 2017

Seeing Machines (LSE: SEE), an industry leader in computer vision technologies which enable machines to see, understand and assist people, announces that the Board has issued ordinary shares of no par value in the Company ("Ordinary Shares") and granted options and performance rights to certain Directors and staff under the terms of the Company's Employee Benefits Plan (the "Awards"). In line with the Company's usual practice of conducting annual reviews of performance and remuneration, the Awards are based on performance for the 2017 financial year. Consistent with past practice, the Company is also issuing Ordinary Shares as part of the remuneration of Non-Executive Directors.

The Awards

Under the Employee Benefits Plan, the Company makes the following Awards:

1. Long Term Incentive offer for Executives and key staff (Award 1)

This is an award of performance rights or options to executives and key staff as a long term incentive, with the number of rights or options determined by the individual's role, remuneration, and performance.

This does not involve the immediate issue of any new Ordinary Shares.

Instead, the performance rights or options vest in tranches over a given period. The recipient can exercise the performance rights or options, and have new Ordinary Shares issued to them, provided they are still employed by the Company (subject to a limited number of exceptions) and that their personal performance meets certain minimum standards as assessed during each annual performance review.

A total of 18 staff have been awarded performance rights (and one staff member awarded options) over 34,256,149 Ordinary Shares. The performance rights vest in equal tranches over three years, with one third vesting in 2018, one third in 2019 and one third in 2020. The options vest monthly over four years starting from October 2016, when the relevant employee joined the Company.

If staff exercise their performance rights they will receive new Ordinary Shares at nil cost. Consistent with prior years, the number of performance rights awarded is calculated on an issue price of 3.12 pence per share, representing the market price over the 5 trading days after the release of the Company's audited annual results in September 2017 ("Issue Price"). The exercise price for the options is also 3.12 pence, the same as the Issue Price.

Executive Directors:

Two executive directors are participating in Award 1. Their shareholdings are described below:

Ken Kroeger – Executive Chairman

Ordinary Shares	2,336,643	Held through Cook Kroeger Superannuation Fund
Long term incentive plan – vested shares	2,803,125	Shares issued in 2012, vested but still held by trustee
	2,803,125	Shares issued in 2013, vested but still held by trustee
Sub-total – Ordinary Shares and vested shares	7,942,893	
Long term incentive plan – unvested performance rights	1,680,684	Performance rights in 2015, unvested
	1,974,038	Performance rights in 2016, unvested
This Award - Long term incentive plan	5,387,524	Performance Rights in 2017, unvested
Sub-total – unvested rights	9,042,246	
Total	16,985,139	Includes all Ordinary Shares and unvested performance rights. Represents approximately 1.1 per cent. of current total voting rights in the Company

Mike McAuliffe – CEO

Ordinary Shares	3,093,685	Rights vested in June 2017, shares issued Sep 2017
Sub-total – Ordinary Shares	3,093,685	
Long term incentive plan – performance rights or options not vested or exercised	9,281,054	Performance rights announced 26 June 2017, unvested
	24,786,640	Options announced 26 June 2017
This Award - Long term incentive plan	3,054,475	Performance Rights in 2017, unvested
Sub-total – unvested rights	37,122,169	
Total	40,215,854	Includes all Ordinary Shares and unvested performance rights and options. Represents approximately 2.7 per cent. of current total voting rights in the Company

2. Issue of Shares to Non-Executive Directors (Award 2)

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. Under the Employee Benefits Plan, the Company has also issued Ordinary Shares to an advisory board member in lieu of cash for 50 per cent of his consulting fee.

A total of 2,116,706 new Ordinary Shares will be issued in respect of the period from 1 October 2016 to 30 September 2017 to current and former directors, pro-rated where the director was in office for less than the whole period, calculated at the Issue Price.

The Ordinary Shares allocated to current Non-Executive Directors are set out in the table below.

Director	New Shares issued	New Total Shareholding	Per cent. of total voting rights
Jim Walker	283,709	598,715	0.04%
Rudy Burger	236,424	524,960	0.04%
Les Carmichael	236,424	368,774	0.02%
YK Ng	236,424	368,774	0.02%
Tim Crane	156,753	156,753	0.01%

New Ordinary Shares will also be issued to former non-executive directors, Terry Winters and Peter Housden, pro-rated to cover their period in office. Mr Winters will be issued 323,869 shares and Mr Housden will be issued 230,854 shares.

The value of the new Ordinary Shares is included in the cap on non-executive directors' remuneration as set out in the Company's Constitution.

Note: The number of shares has been calculated using an exchange rate of 1 GBP: 1.691 AUD as at 10 October 2017.

Admission to AIM and Total Voting Rights

A total of 2,116,706 new Ordinary Shares will be issued to Directors under Award 2. Application will be made for these 2,116,706 new Ordinary Shares to be admitted to trading on AIM. It is expected that admission will occur on [●] November 2017.

Immediately following the admission of the New Ordinary Shares, the Company will have 1,488,571,867 ordinary shares in issue. A total of 19,015,765 shares are held by Seeing Machines Executive Share Plans Pty Ltd, as trustee under a share trust plan. These shares have voting rights, meaning the total number of voting rights is equal to the number of shares on issue.

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



Enquiries:

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About Seeing Machines

Seeing Machines, (LSE: SEE) is an industry leader in computer vision technologies which enable machines to see, understand and assist people. The Company deploys its FOVIO machine learning vision platform to deliver real-time understanding of drivers through AI analysis of heads, faces and eyes for Driver Monitoring Systems (DMS), which monitor driver attention state including drowsiness and distraction. DMS is increasingly considered a core automotive safety technology as well as an enabling technology for ADAS/Autonomous Driving. The Company's pioneering commercial fleet solution (Guardian) delivers an after-market, in-cabin safety intervention system with 24/7 monitoring and cloud analytics services delivered on a telematics SaaS basis. The Company also serves Aviation, Rail and Off-Road markets and emerging applications for eye tracking and human sensing solutions. Based in Canberra, Australia with a growing footprint in the USA and Europe, the Company delivers multi-platform solutions from embedded software and processors to aftermarket system and service solutions to industry leaders globally. www.seeingmachines.com.

Ken Kroeger

1.	Details of the person discharging managerial responsibilities/person closely associated					
a)	Name:	Mr Ken Kroeger				
2.	Reason for the notification					
a)	Position/status:	Executive Chairman				
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: Identification code:	Performance rights (option to acquire ordinary shares of no par value subject to vesting conditions over 3 years) ISIN: AU0000XINAJ0				
b)	Nature of the transaction:	Issue of performance rights under the Company's Employee Benefits Plan (Award 1)				
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</td> <td>5,387,524</td> </tr> </tbody> </table>	Price(s)	Volume(s)	nil	5,387,524
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nil	5,387,524					
d)	Aggregated information: <ul style="list-style-type: none"> Aggregated volume: Price: 	Single transaction as in 4 c) above				
e)	Date of the transaction:	2017-11-01				
f)	Place of the transaction:	Outside a trading venue				

Mike McAuliffe

1.	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name:	Mr Mike McAuliffe
2.	Reason for the notification	
a)	Position/status:	Chief Executive Officer
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
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	Identification code:	conditions over 3 years) ISIN: AU0000XINAJ0				
b)	Nature of the transaction:	Issue of performance rights under the Company's Employee Benefits Plan (Award 1)				
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f)	Place of the transaction:	Outside a trading venue				

Paul Angelatos

1.	Details of the person discharging managerial responsibilities/person closely associated					
a)	Name:	Mr Paul Angelatos				
2.	Reason for the notification					
a)	Position/status:	Chief Operations Officer (PDMR)				
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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e)	Date of the transaction:	2017-11-01				
f)	Place of the transaction:	Outside a trading venue				

Jim Walker

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				
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a)	Description of the financial instrument, type of instrument: Identification code:	Ordinary shares of no par value ISIN: AU0000XINAJ0				
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>Nil</td> <td>283,709</td> </tr> </tbody> </table>	Price(s)	Volume(s)	Nil	283,709
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e)	Date of the transaction:	2017-11-01				
f)	Place of the transaction:	Outside a trading venue				

Rudy Burger

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	
a)	Name:	Seeing Machines Limited
b)	LEI:	549300LNJJPZ2SU7A197
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Les Carmichael

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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e)	Date of the transaction:	2017-11-01				
f)	Place of the transaction:	Outside a trading venue				

YK Ng

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					
a)	Name:	Seeing Machines Limited				
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e)	Date of the transaction:	2017-11-01				
f)	Place of the transaction:	Outside a trading venue				

Tim Crane

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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b)	Nature of the transaction:	Issue of shares under Company's Employee Benefits Plan (Award 2)	
c)	Price(s) and volume(s):	Price(s)	Volume(s)
		Nil	156,753
d)	Aggregated information: <ul style="list-style-type: none"> • Aggregated volume: • Price: 	Single transaction as in 4 c) above	
e)	Date of the transaction:	2017-11-01	
f)	Place of the transaction:	Outside a trading venue	