

15 August 2018

Issue of Shares for Vested Performance Rights and Options

Seeing Machines Limited (AIM: SEE, “**Seeing Machines**”, the “**Group**”), the advanced computer vision technology company that designs AI powered operator monitoring systems to improve transport safety announced today that the Board has issued 12,431,756 ordinary shares of no par value in the Group (“**New Ordinary Shares**”) following the vesting of certain performance rights and options under the terms of the Group’s Employee Benefits Plan (the “**Award**”), the terms of which were announced on 2 November 2017.

The New Ordinary Shares, which rank pari passu with the existing Ordinary Shares in Seeing Machines, will be held in the existing Group trust (the “Trust”) until such time as the beneficiaries of the Award exercise the performance rights and options. On the exercise of such performance rights and / options, the Trust will transfer the shares to the relevant beneficiary.

Based on performance for the financial year to 30 June 2018, the Award vested on 30 June 2018 and 1 July 2018 and is in line with the Group’s usual practice of conducting annual reviews of performance and remuneration.

Of the New Ordinary Shares issued under the Award, a total of 10,701,847 Ordinary Shares have been issued to executive directors and persons discharging managerial responsibilities and are specified below.

Director / PDMR	No. of New Ordinary Shares vesting
Ken Kroeger, CEO	3,476,525
Paul Angelatos, SVP and GM (Fleet Rail and Off-Road Applications)	1,651,114
Nick DiFiore GM (Automotive)	5,574,208

Application has been made for the New Ordinary Shares to be admitted to trading on AIM and admission is expected to occur on 21 August 2018 (“**Admission**”). Following Admission, the total issued share capital of the Group will be 2,253,386,343 Ordinary Shares with no Ordinary Shares held in treasury. Therefore, the total number of voting rights in the Group post Admission will be 2,253,386,343 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:

Seeing Machines Limited www.seeingmachines.com Ken Kroeger, Executive Chairman & CEO Sophie Nicoll - VP, Marketing & Communications	+61 2 6103 4700
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Canaccord Genuity Limited (Joint Broker) Simon Bridges/Richard Andrews/Alexander Napier	+44 20 7523 8000
Instinctif Partners Adrian Duffield/Kay Larsen/Chantal Woolcock	+44 20 7457 2077

1.	Details of the person discharging managerial responsibilities/person closely associated					
a)	Name:	Mr Kenneth Kroeger				
2.	Reason for the notification					
a)	Position/status:	CEO and 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:	Ordinary Shares held in trust following the vesting of certain Performance rights (option to acquire ordinary shares of no par value subject to vesting conditions over 3 years) on 30 June 2018. ISIN: AU0000XINAJ0				
b)	Nature of the transaction:	Following the vesting of Performance Rights under the Award, Ordinary shares have been issued to be held in trust until such time as the Participant exercises option.				
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>3,476,525</td> </tr> </tbody> </table>	Price(s)	Volume(s)	nil	3,476,525
Price(s)	Volume(s)					
nil	3,476,525					
d)	Aggregated information: <ul style="list-style-type: none"> Aggregated volume: Price: 	Single transaction as in 4 c) above				
e)	Date of the transaction:	30 June 2018				
f)	Place of the transaction:	Outside a trading venue				

5.	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name:	Mr Paul Angelatos

6.	Reason for the notification					
a)	Position/status:	SVP and GM - Fleet Rail and Off-Road Applications (PDMR)				
b)	Initial notification/Amendment:	Initial Notification				
7.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor					
a)	Name:	Seeing Machines Limited				
b)	LEI:	549300LNJJPZ2SU7A197				
8.	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					
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e)	Date of the transaction:	30 June 2018				
f)	Place of the transaction:	Outside a trading venue				

9.	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name:	Mr Nicholas DiFiore
10.	Reason for the notification	
a)	Position/status:	GM Automotive
b)	Initial notification/Amendment:	Initial Notification
11.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name:	Seeing Machines Limited

b)	LEI:	549300LNJJPZ2SU7A197				
12.	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					
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The information communicated in this announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) No. 596/2014.

About Seeing Machines

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 understanding of drivers through Artificial Intelligence (AI) analysis of heads, faces and eyes. This insight enables Driver Monitoring Systems (DMS), which monitor driver/operator attention and can identify 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 ranging from embedded software and processors to aftermarket system and service solutions to industry leaders in each vertical.

DMS is now considered a core safety technology 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.

