

22 March 2019

## Seeing Machines Limited

### Conditional Subscription by Directors and Senior Management

Seeing Machines Limited (AIM: SEE) ("**Seeing Machines**" or the "**Company**"), the advanced computer vision technology Group that designs AI-powered operator monitoring systems to improve transport safety, announces that, further to the announcement of a conditional placing and subscription to raise gross proceeds of £27.5 million (approximately AUD\$51.3 million) on 20 March 2019 (the "**Fundraising Announcement**"), certain members of the Board and senior management team of the Company have subsequently entered into subscription agreements with the Company to conditionally purchase a total of 8,941,667 new Ordinary Shares of no par value (the "**Management Subscription Shares**") at a price of three (3) pence per Ordinary Share, raising a further £268,250 for the Company (the "**Management Subscriptions**").

The following Directors / PDMRs have subscribed in the following amounts as part of the Management Subscriptions:

| Director / PDMR           | Position                       | New Ordinary Shares Subscribed For | Shareholding Following Admission <sup>1</sup> | % Shareholding Following Admission <sup>1</sup> |
|---------------------------|--------------------------------|------------------------------------|-----------------------------------------------|-------------------------------------------------|
| Jack Boyer                | <i>Chairman</i>                | 666,667                            | 666,667                                       | 0.02%                                           |
| Les Carmichael            | <i>Non-Executive Director</i>  | 1,266,667                          | 1,696,654                                     | 0.05%                                           |
| Rudy Burger               | <i>Non-Executive Director</i>  | 250,000                            | 856,383                                       | 0.02%                                           |
| Kate Hill <sup>2</sup>    | <i>Non-Executive Director</i>  | 550,000                            | 550,000                                       | 0.02%                                           |
| Luke Oxenham <sup>3</sup> | <i>Chief Financial Officer</i> | 100,000                            | 100,000                                       | 0.00%                                           |
| Ryan Murphy               | <i>Chief Operating Officer</i> | 275,000                            | 275,000                                       | 0.01%                                           |
| Nick DiFiore              | <i>GM, Automotive</i>          | 3,333,333                          | 3,333,333                                     | 0.10%                                           |

1. Subject to shareholder approval at the General Meeting for the issue of a total of 925,608,334 new Ordinary Shares in relation to the Placing, the VSI Subscriptions and the Management Subscription, and assuming the Offer is fully taken up and no Ordinary Shares are issued between the date of this announcement and the General Meeting
2. Subscribed for in the name of Dunford Super Fund PTY Ltd
3. Subscribed for in the name of Katrina Oxenham, a 'person closely associated' with Luke Oxenham

The issue of the Management Subscription Shares is conditional on the consent of shareholders and approval will be sought at the forthcoming General Meeting which is being convened to also approve the issue of new Ordinary Shares pursuant to the Placing and the VSI Subscriptions.

Application will be made to the London Stock Exchange for the Placing Shares, the Subscription Shares, the Management Subscription Shares and the Offer Shares to be admitted to trading on AIM ("**Admission**"). It is currently expected that Admission will become effective, and that dealings in the Placing Shares, the Subscription Shares, the Management Subscription Shares and the Offer Shares will commence on AIM at 8.00 a.m. on 24 April 2019.

As at 20 March 2019, the Company had 2,287,825,900 Ordinary Shares in issue with no shares held in treasury. Subject to shareholder approval at the General Meeting for the issue of the 925,608,334 new Ordinary Shares in relation to the Placing, the VSI Subscriptions and the Management Subscriptions, and assuming the Offer is fully taken up and no Ordinary Shares are issued between the date of this announcement and the General Meeting, the total issued share capital of the Company will be 3,440,100,901 Ordinary Shares immediately following Admission.

Subject to further notifications from the Company, this figure of 3,440,100,901 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 once the Placing Shares, the Subscription Shares, the Management Subscription Shares and the Offer Shares are admitted to trading on 24 April 2019.

Terms and definitions used in this announcement shall have the same meaning as ascribed to them in the Fundraising Announcement unless the context requires otherwise.

**Enquiries:**

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Adrian Duffield

Kay Larsen

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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.

**About Seeing Machines**

Seeing Machines (LSE: SEE), a global Group headquartered in Australia, is an industry leader in computer vision technologies which enable machines to see, understand and assist people. The Group'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 Group 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.

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|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| 1. | <b>Details of the person discharging managerial responsibilities/person closely associated</b>                                                                                                           |                                                             |
| a) | Name:                                                                                                                                                                                                    | Mr Jack Boyer                                               |
| 2. | <b>Reason for the notification</b>                                                                                                                                                                       |                                                             |
| a) | Position/status:                                                                                                                                                                                         | Chairman                                                    |
| b) | Initial notification/Amendment:                                                                                                                                                                          | Initial Notification                                        |
| 3. | <b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>                                                                                     |                                                             |
| a) | Name:                                                                                                                                                                                                    | Seeing Machines Limited                                     |
| b) | LEI:                                                                                                                                                                                                     | 549300LNJJPZ2SU7A197                                        |
| 4. | <b>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</b> |                                                             |
| a) | Description of the financial instrument, type of instrument:                                                                                                                                             | Ordinary shares of no par value in Seeing Machines          |
|    | Identification code:                                                                                                                                                                                     | ISIN: AU0000XINAJ0                                          |
| b) | Nature of the transaction:                                                                                                                                                                               | Subscription                                                |
| c) | Price(s) and volume(s):                                                                                                                                                                                  | <i>Price</i> <i>Volume</i><br>3p                    666,667 |
| d) | Aggregated information:<br>•Aggregated volume:<br>•Price:                                                                                                                                                | Single transaction as in 4 c) above                         |
| e) | Date of the transaction:                                                                                                                                                                                 | 20 March 2019                                               |
| f) | Place of the transaction:                                                                                                                                                                                | Outside a trading venue                                     |

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|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 1. | <b>Details of the person discharging managerial responsibilities/person closely associated</b>                                                                                                           |                                                               |
| a) | Name:                                                                                                                                                                                                    | Mr Les Carmichael                                             |
| 2. | <b>Reason for the notification</b>                                                                                                                                                                       |                                                               |
| a) | Position/status:                                                                                                                                                                                         | Non-Executive Director                                        |
| b) | Initial notification/Amendment:                                                                                                                                                                          | Initial Notification                                          |
| 3. | <b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>                                                                                     |                                                               |
| a) | Name:                                                                                                                                                                                                    | Seeing Machines Limited                                       |
| b) | LEI:                                                                                                                                                                                                     | 549300LNJJPZ2SU7A197                                          |
| 4. | <b>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</b> |                                                               |
| a) | Description of the financial instrument, type of instrument:                                                                                                                                             | Ordinary shares of no par value in Seeing Machines            |
|    | Identification code:                                                                                                                                                                                     | ISIN: AU0000XINAJ0                                            |
| b) | Nature of the transaction:                                                                                                                                                                               | Subscription                                                  |
| c) | Price(s) and volume(s):                                                                                                                                                                                  | <i>Price</i> <i>Volume</i><br>3p                    1,266,667 |
| d) | Aggregated information:<br>•Aggregated volume:<br>•Price:                                                                                                                                                | Single transaction as in 4 c) above                           |
| e) | Date of the transaction:                                                                                                                                                                                 | 20 March 2019                                                 |
| f) | Place of the transaction:                                                                                                                                                                                | Outside a trading venue                                       |

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|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| 1. | <b>Details of the person discharging managerial responsibilities/person closely associated</b>                                                                                                           |                                                                              |
| a) | Name:                                                                                                                                                                                                    | Mr Rudy Burger                                                               |
| 2. | <b>Reason for the notification</b>                                                                                                                                                                       |                                                                              |
| a) | Position/status:                                                                                                                                                                                         | Non-Executive Director                                                       |
| b) | Initial notification/Amendment:                                                                                                                                                                          | Initial Notification                                                         |
| 3. | <b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>                                                                                     |                                                                              |
| a) | Name:                                                                                                                                                                                                    | Seeing Machines Limited                                                      |
| b) | LEI:                                                                                                                                                                                                     | 549300LNJJPZ2SU7A197                                                         |
| 4. | <b>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</b> |                                                                              |
| a) | Description of the financial instrument, type of instrument:<br><br>Identification code:                                                                                                                 | Ordinary shares of no par value in Seeing Machines<br><br>ISIN: AU0000XINAJ0 |
| b) | Nature of the transaction:                                                                                                                                                                               | Subscription                                                                 |
| c) | Price(s) and volume(s):                                                                                                                                                                                  | <i>Price</i> <i>Volume</i><br>3p                              250,000        |
| d) | Aggregated information:<br>•Aggregated volume:<br>•Price:                                                                                                                                                | Single transaction as in 4 c) above                                          |
| e) | Date of the transaction:                                                                                                                                                                                 | 20 March 2019                                                                |
| f) | Place of the transaction:                                                                                                                                                                                | Outside a trading venue                                                      |

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|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| 1. | <b>Details of the person discharging managerial responsibilities/person closely associated</b>                                                                                                           |                                                                              |
| a) | Name:                                                                                                                                                                                                    | Ms Kate Hill (through Dunford Super Fund Pty Ltd)                            |
| 2. | <b>Reason for the notification</b>                                                                                                                                                                       |                                                                              |
| a) | Position/status:                                                                                                                                                                                         | Non-Executive Director                                                       |
| b) | Initial notification/Amendment:                                                                                                                                                                          | Initial Notification                                                         |
| 3. | <b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>                                                                                     |                                                                              |
| a) | Name:                                                                                                                                                                                                    | Seeing Machines Limited                                                      |
| b) | LEI:                                                                                                                                                                                                     | 549300LNJJPZ2SU7A197                                                         |
| 4. | <b>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</b> |                                                                              |
| a) | Description of the financial instrument, type of instrument:<br><br>Identification code:                                                                                                                 | Ordinary shares of no par value in Seeing Machines<br><br>ISIN: AU0000XINAJ0 |
| b) | Nature of the transaction:                                                                                                                                                                               | Subscription                                                                 |
| c) | Price(s) and volume(s):                                                                                                                                                                                  | <i>Price</i> <i>Volume</i><br>3p                              550,000        |
| d) | Aggregated information:<br>•Aggregated volume:<br>•Price:                                                                                                                                                | Single transaction as in 4 c) above                                          |
| e) | Date of the transaction:                                                                                                                                                                                 | 20 March 2019                                                                |
| f) | Place of the transaction:                                                                                                                                                                                | Outside a trading venue                                                      |

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|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| 1. | <b>Details of the person discharging managerial responsibilities/person closely associated</b>                                                                                                           |                                                                              |
| a) | Name:                                                                                                                                                                                                    | Mrs Katrina Oxenham                                                          |
| 2. | <b>Reason for the notification</b>                                                                                                                                                                       |                                                                              |
| a) | Position/status:                                                                                                                                                                                         | A person closely associated with Luke Oxenham, Chief Financial Officer       |
| b) | Initial notification/Amendment:                                                                                                                                                                          | Initial Notification                                                         |
| 3. | <b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>                                                                                     |                                                                              |
| a) | Name:                                                                                                                                                                                                    | Seeing Machines Limited                                                      |
| b) | LEI:                                                                                                                                                                                                     | 549300LNJJPZ2SU7A197                                                         |
| 4. | <b>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</b> |                                                                              |
| a) | Description of the financial instrument, type of instrument:<br><br>Identification code:                                                                                                                 | Ordinary shares of no par value in Seeing Machines<br><br>ISIN: AU0000XINAJ0 |
| b) | Nature of the transaction:                                                                                                                                                                               | Subscription                                                                 |
| c) | Price(s) and volume(s):                                                                                                                                                                                  | <i>Price</i> <i>Volume</i><br>3p                              100,000        |
| d) | Aggregated information:<br>•Aggregated volume:<br>•Price:                                                                                                                                                | Single transaction as in 4 c) above                                          |
| e) | Date of the transaction:                                                                                                                                                                                 | 20 March 2019                                                                |
| f) | Place of the transaction:                                                                                                                                                                                | Outside a trading venue                                                      |

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|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| 1. | <b>Details of the person discharging managerial responsibilities/person closely associated</b>                                                                                                           |                                                                              |
| a) | Name:                                                                                                                                                                                                    | Mr Ryan Murphy                                                               |
| 2. | <b>Reason for the notification</b>                                                                                                                                                                       |                                                                              |
| a) | Position/status:                                                                                                                                                                                         | Chief Operating Officer                                                      |
| b) | Initial notification/Amendment:                                                                                                                                                                          | Initial Notification                                                         |
| 3. | <b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>                                                                                     |                                                                              |
| a) | Name:                                                                                                                                                                                                    | Seeing Machines Limited                                                      |
| b) | LEI:                                                                                                                                                                                                     | 549300LNJJPZ2SU7A197                                                         |
| 4. | <b>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</b> |                                                                              |
| a) | Description of the financial instrument, type of instrument:<br><br>Identification code:                                                                                                                 | Ordinary shares of no par value in Seeing Machines<br><br>ISIN: AU0000XINAJ0 |
| b) | Nature of the transaction:                                                                                                                                                                               | Subscription                                                                 |
| c) | Price(s) and volume(s):                                                                                                                                                                                  | <i>Price</i> <i>Volume</i><br>3p                              275,000        |
| d) | Aggregated information:<br>•Aggregated volume:<br>•Price:                                                                                                                                                | Single transaction as in 4 c) above                                          |
| e) | Date of the transaction:                                                                                                                                                                                 | 20 March 2019                                                                |
| f) | Place of the transaction:                                                                                                                                                                                | Outside a trading venue                                                      |

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|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| 1. | <b>Details of the person discharging managerial responsibilities/person closely associated</b>                                                                                                           |                                                                              |
| a) | Name:                                                                                                                                                                                                    | Mr Nick DiFiore                                                              |
| 2. | <b>Reason for the notification</b>                                                                                                                                                                       |                                                                              |
| a) | Position/status:                                                                                                                                                                                         | GM - Automotive                                                              |
| b) | Initial notification/Amendment:                                                                                                                                                                          | Initial Notification                                                         |
| 3. | <b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>                                                                                     |                                                                              |
| a) | Name:                                                                                                                                                                                                    | Seeing Machines Limited                                                      |
| b) | LEI:                                                                                                                                                                                                     | 549300LNJJPZ2SU7A197                                                         |
| 4. | <b>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</b> |                                                                              |
| a) | Description of the financial instrument, type of instrument:<br><br>Identification code:                                                                                                                 | Ordinary shares of no par value in Seeing Machines<br><br>ISIN: AU0000XINAJ0 |
| b) | Nature of the transaction:                                                                                                                                                                               | Subscription                                                                 |
| c) | Price(s) and volume(s):                                                                                                                                                                                  | <i>Price</i> <i>Volume</i><br>3p                              3,333,333      |
| d) | Aggregated information:<br>•Aggregated volume:<br>•Price:                                                                                                                                                | Single transaction as in 4 c) above                                          |
| e) | Date of the transaction:                                                                                                                                                                                 | 20 March 2019                                                                |
| f) | Place of the transaction:                                                                                                                                                                                | Outside a trading venue                                                      |