

**Seeing Machines Limited**

**Result of General Meeting**

**Notification and Public Disclosure of Transactions by Persons Discharging Managerial Responsibilities and Total Voting Rights**

**3 January 2018**

Seeing Machines Limited (AIM: SEE) (“**Seeing Machines**” or the “**Company**”), an industry leader in computer vision technologies which enable machines to see, understand and assist people, is pleased to announce that further to the announcement made on 5 December 2017, the resolutions put to shareholders at the General Meeting held earlier today were duly passed. The Placing and Subscription remain conditional on admission of the Placing Shares and Subscription Shares becoming effective at 8.00 a.m. on 4 January 2018 (“Admission”).

**Total Voting Rights**

With effect from Admission, the total issued share capital of the Company will be 2,192,438,973 Ordinary Shares with no Ordinary Shares held in treasury. Therefore, the total number of voting rights in the Company post Admission will be 2,192,438,973 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.

Pursuant to the passing of the resolutions at the General Meeting, the Offer will proceed and the expected closing time and date for receipt of applications under the Offer is at 11.00 a.m. (GMT) on 12 January 2018. A further announcement regarding the result of the Offer is expected to be made on 16 January 2018. Application has been made to the London Stock Exchange for admission of the Ordinary Shares to be issued under the Offer. Admission and commencement of dealings on AIM of the Offer Shares is expected at 8.00 a.m. on 17 January 2018.

**Notification and Public Disclosure of Transactions by Persons Discharging Managerial Responsibilities**

<b>Director or PDMR</b>	<b>Position</b>	<b>New Ordinary Shares subscribed for under the Placing and Subscription</b>	<b>Shareholding following Admission</b>	<b>Per cent. of total voting rights following Admission</b>
Mike McAuliffe	Chief Executive Officer	1,000,000	4,867,106	0.22%
Ken Kroeger	Executive Chairman	400,000	8,731,393*	0.40%
James Palmer	Chief Financial Officer	200,000	200,000	0.01%
YK Ng	Non-Executive Director	1,000,000	1,308,605**	0.06%
Tim Crane	Non-Executive Director	384,615	541,368	0.02%
Jim Walker	Non-Executive Director	0	604,558	0.03%
Rudy Burger	Non-Executive Director	0	503,798	0.02%
Les Carmichael	Non-Executive Director	0	327,402	0.01%



\* Includes 5,606,250 Ordinary Shares that have vested and are held on trust.

\*\* Additionally, YK Ng has an indirect interest in the Company by virtue of his direct and deemed (by virtue of his spouse) ownership of shares in V S Industry Berhad (the parent company of V S International), being 0.074% of V S Industry Berhad 's current issued share capital.

Capitalised terms not otherwise defined in this announcement shall have the same meaning ascribed to such terms in the announcement entitled "Successful Placing and Subscriptions to raise £35m" released on 5 December 2017, unless the context requires otherwise.

### **Enquiries:**

#### **Seeing Machines Limited**

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### **About Seeing Machines**

Seeing Machines (LSE: SEE) 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 they are seeking to innovate in new markets. Based in Canberra, Australia with the intention to grow 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](http://www.seeingmachines.com).

**Accordingly, the Company makes the following announcement and notification in accordance with the EU Market Abuse Regulation (No 596/2014):**

1.	<b>Details of the person discharging managerial responsibilities/person closely associated</b>		
a)	Name:	Mr Ken Kroeger	
2.	<b>Reason for the notification</b>		
a)	Position/status:	Executive 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:  Identification code:	Ordinary shares of no par value ("Ordinary Shares")  ISIN: AU0000XINAJ0	
b)	Nature of the transaction:	Subscription for Ordinary Shares	
c)	Price(s) and volume(s):	<b>Price(s)</b>	<b>Volume(s)</b>
		5 pence	400,000
d)	Aggregated information:  <ul style="list-style-type: none"> <li>Aggregated volume:</li> <li>Price:</li> </ul>	Single transaction as in 4 c) above	
		<b>Price(s)</b>	<b>Volume(s)</b>
		5 pence	400,000
e)	Date of the transaction:	4 January 2018	
f)	Place of the transaction:	London Stock Exchange, AIM Market (XLON)	

1.	<b>Details of the person discharging managerial responsibilities/person closely associated</b>		
a)	Name:	Mr Mike McAuliffe	

2.	<b>Reason for the notification</b>		
a)	Position/status:	CEO	
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:  Identification code:	Ordinary shares of no par value ("Ordinary Shares")  ISIN: AU0000XINAJ0	
b)	Nature of the transaction:	Subscription for Ordinary Shares	
c)	Price(s) and volume(s):	<b>Price(s)</b>	<b>Volume(s)</b>
		5 pence	1,000,000
d)	Aggregated information:  • Aggregated volume: • Price:	Single transaction as in 4 c) above	
		<b>Price(s)</b>	<b>Volume(s)</b>
		5 pence	1,000,000
e)	Date of the transaction:	4 January 2018	
f)	Place of the transaction:	London Stock Exchange, AIM Market (XLON)	

1.	<b>Details of the person discharging managerial responsibilities/person closely associated</b>		
a)	Name:	Mr James Palmer	
2.	<b>Reason for the notification</b>		
a)	Position/status:	CFO	
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:  Identification code:	Ordinary shares of no par value ("Ordinary Shares")  ISIN: AU0000XINAJ0	
b)	Nature of the transaction:	Subscription for Ordinary Shares	
c)	Price(s) and volume(s):	<b>Price(s)</b>	<b>Volume(s)</b>
		5 pence	200,000
d)	Aggregated information:  <ul style="list-style-type: none"> <li>Aggregated volume:</li> <li>Price:</li> </ul>	Single transaction as in 4 c) above	
		<b>Price(s)</b>	<b>Volume(s)</b>
		5 pence	200,000
e)	Date of the transaction:	4 January 2018	
f)	Place of the transaction:	London Stock Exchange, AIM Market (XLON)	

1.	<b>Details of the person discharging managerial responsibilities/person closely associated</b>		
a)	Name:	Mr Tim Crane	
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:  Identification code:	Ordinary shares of no par value ("Ordinary Shares")  ISIN: AU0000XINAJ0	
b)	Nature of the transaction:	Subscription for Ordinary Shares	
c)	Price(s) and volume(s):	<b>Price(s)</b>	<b>Volume(s)</b>
		5 pence	384,615
d)	Aggregated information:  <ul style="list-style-type: none"> <li>Aggregated volume:</li> <li>Price:</li> </ul>	Single transaction as in 4 c) above	
		<b>Price(s)</b>	<b>Volume(s)</b>
		5 pence	384,615
e)	Date of the transaction:	4 January 2018	
f)	Place of the transaction:	London Stock Exchange, AIM Market (XLON)	

5.	<b>Details of the person discharging managerial responsibilities/person closely associated</b>		
a)	Name:	Mr Yong Kang Ng	
6.	<b>Reason for the notification</b>		
a)	Position/status:	Non-Executive Director	
b)	Initial notification/Amendment:	Initial Notification	
7.	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name:	Seeing Machines Limited	
b)	LEI:	549300LNJJPZ2SU7A197	

8.	<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:  Identification code:	Ordinary shares of no par value ("Ordinary Shares")  ISIN: AU0000XINAJ0	
b)	Nature of the transaction:	Subscription for Ordinary Shares	
c)	Price(s) and volume(s):	<b>Price(s)</b>	<b>Volume(s)</b>
		5 pence	1,000,000
d)	Aggregated information:  <ul style="list-style-type: none"> <li>• Aggregated volume:</li> <li>• Price:</li> </ul>	Single transaction as in 4 c) above	
		<b>Price(s)</b>	<b>Volume(s)</b>
		5 pence	1,000,000
e)	Date of the transaction:	4 January 2018	
f)	Place of the transaction:	London Stock Exchange, AIM Market (XLON)	