

23 November 2020

**Seeing Machines Limited**

**Share Transfer and Issue of Performance Rights**

Seeing Machines Limited (AIM: SEE, “**Seeing Machines**” or the “**Company**”), the advanced computer vision technology company that designs AI-powered operator monitoring systems to improve transport safety, advises that 1,604,166 Ordinary Shares currently held by Seeing Machines Executive Share Plan Trust (the “**Trust**”) have been transferred to Non-Executive Directors as part of their remuneration for FY2019.

Under the Company’s Remuneration Policy, Non-Executive Directors are entitled to receive a portion of their annual remuneration (between the value of A\$15,000 to A\$30,000) in shares. The number of Ordinary Shares received by each individual was calculated at an issue price of 4 pence per Ordinary Share, being the average daily VWAP over the 5 trading days to 30 September 2019.

Director	New Shares Issued	New Total Shareholding	Percent of total voting rights
Kate Hill	375,000	2,112,080	0.06
Rudy Burger	187,500	980,963	0.03
Les Carmichael	375,000	2,445,813	0.07
Yong Kang Ng	375,000	2,160,349	0.06
Gerhard Vorster	109,375	109,375	0.003
John Murray	182,291	182,291	0.005

Following the transfers outlined above, the Trust holds 39,800,562 Ordinary Shares in the Company, representing 1.06 per cent of the total voting rights of the Company.

Further, Seeing Machines has awarded performance rights in respect of a total of 29,964,495 Ordinary Shares (“**Performance Rights**”) to a total of 63 staff under the Company’s Long Term Incentive (“**LTI**”) scheme. The Performance Rights vest annually over the following three years, in equal tranches. Awards under the LTI scheme are based on achievement of Company objectives specified in FY2020.

Of the 29,964,495 Performance Rights issued to staff under the LTI scheme, a total of 1,180,204 Performance Rights have been issued to Naomi Rule, CFO.

**Enquiries:**

**Seeing Machines Limited**

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Alex Price

Nick Adams

**About Seeing Machines (LSE: SEE)**, a global company founded in 2000 and headquartered in Australia, is an industry leader in vision-based monitoring technology that enable machines to see, understand and assist people. Seeing Machines’ technology portfolio of AI algorithms, embedded processing and optics, power products that need to deliver reliable real-time understanding of vehicle operators. The technology spans the critical measurement of where a driver is looking, through to classification of their cognitive state as it applies to accident risk. Reliable “driver state” measurement is the end-goal of Driver Monitoring Systems (DMS) technology. Seeing Machines

develops DMS technology to drive safety for Automotive, Commercial Fleet, Off-road and Aviation. The company has offices in Australia, USA, Europe and Asia, and supplies technology solutions and services to industry leaders in each market vertical. [www.seeingmachines.com](http://www.seeingmachines.com)

<b>Details of the person discharging managerial responsibilities/person closely associated</b>					
a)	Name: Ms Kate Hill				
<b>Reason for the notification</b>					
a)	Position/status: Non-Executive Director				
b)	Initial notification/Amendment: Initial notification				
<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name: Seeing Machines Limited				
b)	LEI: 549300LNJJPZ2SU7A197				
<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  Identification Code  Ordinary shares of nil par value  ISIN: AU0000XINAJ0				
b)	Nature of the transaction: Issue of shares in lieu of fees				
c)	Price(s) and volume(s): <table border="1" data-bbox="979 1093 1426 1167"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>4p</td> <td>375,000</td> </tr> </tbody> </table>	Price(s)	Volume(s)	4p	375,000
Price(s)	Volume(s)				
4p	375,000				
d)	Aggregated information: Aggregated volume: Price: N/A				
e)	Date of the transaction: 18 November 2020				
f)	Place of the transaction: Outside a trading location				

<b>Details of the person discharging managerial responsibilities/person closely associated</b>	
a)	Name: Mr Rudy Burger
<b>Reason for the notification</b>	
a)	Position/status: Non-Executive Director
b)	Initial notification/Amendment: Initial notification
<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name: Seeing Machines Limited
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4p	187,500					
d)	Aggregated information: Aggregated volume: Price:	N/A				
e)	Date of the transaction:	18 November 2020				
f)	Place of the transaction:	Outside a trading location				

	<b>Details of the person discharging managerial responsibilities/person closely associated</b>					
a)	Name:	Mr Les Carmichael				
	<b>Reason for the notification</b>					
a)	Position/status:	Non-Executive Director				
b)	Initial notification/Amendment:	Initial notification				
	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name:	Seeing Machines Limited				
b)	LEI:	549300LNJJPZ2SU7A197				
	<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>					
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e)	Date of the transaction:	18 November 2020				
f)	Place of the transaction:	Outside a trading location				

	<b>Details of the person discharging managerial responsibilities/person closely associated</b>	
a)	Name:	Mr Yong Kang Ng
	<b>Reason for the notification</b>	
a)	Position/status:	Non-Executive Director
b)	Initial notification/Amendment:	Initial notification

	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name:	Seeing Machines Limited				
b)	LEI:	549300LNJJPZ2SU7A197				
	<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>					
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e)	Date of the transaction:	18 November 2020				
f)	Place of the transaction:	Outside a trading location				

	<b>Details of the person discharging managerial responsibilities/person closely associated</b>					
a)	Name:	Gerhard Vorster				
	<b>Reason for the notification</b>					
a)	Position/status:	Non-Executive Director				
b)	Initial notification/Amendment:	Initial notification				
	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name:	Seeing Machines Limited				
b)	LEI:	549300LNJJPZ2SU7A197				
	<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>					
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4 p	109,375					
d)	Aggregated information: Aggregated volume: Price:	N/A				

e)	Date of the transaction:	18 November 2020
f)	Place of the transaction:	Outside a trading location

	<b>Details of the person discharging managerial responsibilities/person closely associated</b>					
a)	Name:	John Murray				
	<b>Reason for the notification</b>					
a)	Position/status:	Non-Executive Director				
b)	Initial notification/Amendment:	Initial notification				
	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name:	Seeing Machines Limited				
b)	LEI:	549300LNJJPZ2SU7A197				
	<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>					
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4 p	182,291					
d)	Aggregated information: Aggregated volume: Price:	N/A				
e)	Date of the transaction:	18 November 2020				
f)	Place of the transaction:	Outside a trading location				

	<b>Details of the person discharging managerial responsibilities/person closely associated</b>	
a)	Name:	Naomi Rule
	<b>Reason for the notification</b>	
a)	Position/status:	CFO
b)	Initial notification/Amendment:	Initial notification
	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name:	Seeing Machines Limited
b)	LEI:	549300LNJJPZ2SU7A197
	<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  Identification Code	Ordinary shares of nil par value  ISIN: AU0000XINAJ0

b)	Nature of the transaction:	Issue of Performance Rights				
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>1,180,204</td> </tr> </tbody> </table>	Price(s)	Volume(s)	Nil	1,180,204
Price(s)	Volume(s)					
Nil	1,180,204					
d)	Aggregated information: Aggregated volume: Price:	N/A				
e)	Date of the transaction:	20 November 2020				
f)	Place of the transaction:	Outside a trading location				