

Seeing Machines Limited
Issue of Shares to Directors and Staff
and Total Voting Rights

27 October 2016

Seeing Machines (AIM: SEE), the AIM-listed company with a focus on operator monitoring and intervention sensing technologies and services, announces that on 26 October the Board resolved to issue ordinary shares of no par value in the Company ("Ordinary Shares") and grant 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 2016 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. General staff award ("Award 1"):** *The issue of new Ordinary Shares at nil cost to eligible staff who are not covered by the Company's other incentive schemes, calculated as a standard monetary value across all individuals.*

These individuals have been awarded a number of new Ordinary Shares equivalent to AUD 1,500 (GBP 938) at an issue price is 5.5847 pence per share (the "Issue Price"), pro-rated for individuals who were not eligible for the full financial year. The Issue Price is the volume weighted average share price on AIM for the 5 trading days following the publication of the Company's 2016 Annual Report and Accounts on 3 October 2016. A total of 262,980 new Ordinary Shares have been awarded to 29 staff.

- 2. Executive Short Term Incentive Plan ("Award 2"):** *The issue of new Ordinary Shares at nil cost to executives and other senior staff as a short term incentive, the value determined by the individual's performance and remuneration.*

A total of 944,208 new Ordinary Shares have been issued to 17 staff at the Issue Price.

- 3. Executive Long Term Incentive Plan – Performance Rights ("Award 3"):** *The award of performance rights (the "Performance Rights") to certain executives and senior management as a long term incentive, the value determined by the individual's remuneration and performance. The number of Performance Rights offered is calculated using the same Issue Price as the other Awards. This does not involve the immediate issue of any new Ordinary Shares. Individuals are only able to exercise the Performance Rights, and have new Ordinary Shares issued to them at nil cost, if certain conditions are met.*



For seven executives, the conditions are that, at 1 July 2019 (being three years from the end of the 2016 financial year): (a) the Company's share price meets a target share price set by the Board when it made the offer; and (b) the executive is still employed by the Company (subject to a limited number of exceptions). The Performance Rights vest in proportion to the target share price. If less than 90 per cent. of the target share price is achieved, then none of the Performance Rights vest.

For five senior staff, the conditions are that 50 per cent. of Performance Rights will vest on 1 July 2018 (being two years from the end of the 2016 financial year), and 50 per cent. will vest on 1 July 2019, provided the staff member is 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.

If these conditions are met then the staff member may exercise their Performance Rights and the Company will issue the number of new Ordinary Shares, calculated at the Issue Price, as set out in the award. If all vesting conditions are met and all Performance Rights are exercised, a total of 5,388,772 new Ordinary Shares would be issued under Award 3.

Executive Director: Ken Kroeger, Chief Executive Officer, is participating in Award 3. His shareholding is described below:

Holdings prior to Awards		
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
Long term incentive plan – unvested shares	4,089,628	Shares issued in 2013 & 2014, unvested, held by trustee
Long term incentive plan – unvested performance rights	1,680,684	Performance rights in 2015, unvested
This Award		
Long term incentive plan – Award 3	1,974,038	Performance Rights, unvested
Holdings post Awards		
Sub-total – Ordinary Shares and vested shares	5,139,768	
Total	12,884,118	Includes all Ordinary Shares, vested shares, unvested shares and unvested performance rights. Represents approximately 1.19 per cent. of current total voting rights in the Company

4. Issue of Shares to Non-Executive Directors (“Award 4”)

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.

A total of 969,180 new Ordinary Shares will be issued in respect of the period from 1 October 2015 to 30 September 2016 (pro-rated where the director was in office for less than the whole period) calculated at the Issue Price, allocated to Non-Executive Directors as set out in the table below.

<i>Director</i>	<i>New Shares issued</i>	<i>New Total Shareholding</i>	<i>Per cent. of total voting rights</i>
Terry Winters	274,438	2,166,914	0.20%
Jim Walker	164,663	320,849	0.03%
Rudy Burger	137,219	293,405	0.03%
Les Carmichael	90,978	90,978	0.01%
YK Ng	72,181	72,181	0.01%
Peter Housden	82,557	82,557	0.01%

New Ordinary Shares will also be issued to former non-executive directors David Gaul and Michael Roberts, pro-rated to cover their period in office. Mr Gaul will be issued 65,038 shares and Mr Roberts will be issued 82,106 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: 1.631 AUD as at 12 October 2016.

Admission to AIM and Total Voting Rights

A total of 2,176,368 New Ordinary Shares will be issued to staff and Directors under Award 1, Award 2 and Award 4 described above. Application will be made for these 2,176,368 New Ordinary Shares to be admitted to trading on AIM. It is expected that admission will occur on 2 November 2016. Immediately following the admission of the New Ordinary Shares, the Company will have 1,075,759,779 ordinary shares in issue.

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

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:	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:	n/a				
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 performance conditions) ISIN: AU0000XINAJ0				
b)	Nature of the transaction:	Issue of performance rights under the Company's Employee Benefits Plan (Award 3)				
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>1,974,038</td> </tr> </tbody> </table>	Price(s)	Volume(s)	nil	1,974,038
Price(s)	Volume(s)					
nil	1,974,038					
d)	Aggregated information: <ul style="list-style-type: none"> Aggregated volume: Price: 	Single transaction as in 4 c) above				
e)	Date of the transaction:	2016-10-27				



f)	Place of the transaction:	Outside a trading venue
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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				
b)	LEI:	n/a				
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 performance conditions) ISIN: AU0000XINAJ0				
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Price(s)	Volume(s)					
nil	860,116					

d)	Aggregated information: <ul style="list-style-type: none"> Aggregated volume: Price: 	Single transaction as in 4 c) above
e)	Date of the transaction:	2016-10-27
f)	Place of the transaction:	Outside a trading venue

Terry Winters

1.	Details of the person discharging managerial responsibilities/person closely associated			
a)	Name:	Mr Terry Winters		
2.	Reason for the notification			
a)	Position/status:	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:	n/a		
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 of no par value ISIN: AU0000XINAJ0		
b)	Nature of the transaction:	Issue of shares under Company's Employee Benefits Plan (Award 4)		
c)	Price(s) and volume(s):	<table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">Price(s)</td> <td style="width: 50%;">Volume(s)</td> </tr> </table>	Price(s)	Volume(s)
Price(s)	Volume(s)			

		Nil	274,438
d)	Aggregated information: <ul style="list-style-type: none"> Aggregated volume: Price: 	Single transaction as in 4 c) above	
e)	Date of the transaction:	2016-10-27	
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:	n/a
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 of no par value ISIN: AU0000XINAJ0
b)	Nature of the transaction:	Issue of shares under Company's Employee Benefits Plan (Award 4)

c)	Price(s) and volume(s):	Price(s)	Volume(s)
		Nil	164,663
d)	Aggregated information: <ul style="list-style-type: none"> • Aggregated volume: • Price: 	Single transaction as in 4 c) above	
e)	Date of the transaction:	2016-10-27	
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:	n/a
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 of no par value ISIN: AU0000XINAJ0

b)	Nature of the transaction:	Issue of shares under Company's Employee Benefits Plan (Award 4)	
c)	Price(s) and volume(s):	Price(s)	Volume(s)
		Nil	137,219
d)	Aggregated information: <ul style="list-style-type: none"> Aggregated volume: Price: 	Single transaction as in 4 c) above	
e)	Date of the transaction:	2016-10-27	
f)	Place of the transaction:	Outside a trading venue	

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
b)	LEI:	n/a
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:	Ordinary shares of no par value

	Identification code:	ISIN: AU0000XINAJ0				
b)	Nature of the transaction:	Issue of shares under Company's Employee Benefits Plan (Award 4)				
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>90,978</td> </tr> </tbody> </table>	Price(s)	Volume(s)	Nil	90,978
Price(s)	Volume(s)					
Nil	90,978					
d)	Aggregated information: <ul style="list-style-type: none"> Aggregated volume: Price: 	Single transaction as in 4 c) above				
e)	Date of the transaction:	2016-10-27				
f)	Place of the transaction:	Outside a trading venue				

Peter Housden

1.	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name:	Mr Peter Housden
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:	n/a



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 of no par value ISIN: AU0000XINAJ0				
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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>82,557</td> </tr> </tbody> </table>	Price(s)	Volume(s)	Nil	82,557
Price(s)	Volume(s)					
Nil	82,557					
d)	Aggregated information: • Aggregated volume: • Price:	Single transaction as in 4 c) above				
e)	Date of the transaction:	2016-10-27				
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

b)	LEI:	n/a				
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 of no par value ISIN: AU0000XINAJ0				
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Nil	72,181					
d)	Aggregated information: • Aggregated volume: • Price:	Single transaction as in 4 c) above				
e)	Date of the transaction:	2016-10-27				
f)	Place of the transaction:	Outside a trading venue				

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About Seeing Machines

[Seeing Machines](#), (AIM: SEE) is focused on operator monitoring and intervention sensing technologies and services. With more than 15 years of experience, Seeing Machines uses advanced detection and prevention safety assistance technologies to track eye and facial movement in order to monitor fatigue, drowsiness and distraction events, such as microsleeps, texting and cell phone use as they occur, while providing for a real-time intervention strategy, which improves operator, driver and environmental safety, preserves assets, and reduces risk. Seeing Machines' technology is used worldwide across the automotive, mining, transport and aviation industries; as well as many of the leading academic research groups and transportation authorities. Seeing Machines is headquartered in Australia and has offices in Tucson, Arizona and Mountain View, California. The Company counts Caterpillar, Electro Motive Diesel, Progress Rail, Boeing, Takata, SEMCo, and Eye Tracking Inc among its partners.