

22 October 2019

Seeing Machines Limited

## Share Transfer and Issue of Performance Rights

[Seeing Machines](#) Limited (AIM: SEE) (“**Seeing Machines**” or the “**Company**”), the leading provider of AI-enabled driver monitoring technology for improved transport safety, advises that 2,128,399 Ordinary Shares currently held by Seeing Machines Executive Share Plan Trust (the “**Trust**”) have been transferred to certain employees under the terms of the Company’s Short Term Incentive (“**STI**”) scheme. In line with Seeing Machines’ usual practice of conducting annual reviews of performance and remuneration, the awards made pursuant to the STI scheme are based on performance for the 2019 financial year.

Awards under the STI scheme are typically by way of cash, although the Board has flexibility in determining if the awards should be in equity, a combination of the two or at the choice of the individual. The Company’s STI scheme is designed to motivate and reward performance over a year. None of the recipients of the transfer are directors or Persons Discharging Managerial Responsibilities (PDMR) of Seeing Machines.

In addition, a total of 1,122,478 Ordinary Shares have been transferred from the Trust 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 4.41 pence per Ordinary Share, being the average daily VWAP over the 5 trading days to 27 September 2019.

Director	New Shares Issued	New Total Shareholding	Percent of total voting rights
Kate Hill	187,080	1,737,080	0.05
Rudy Burger	187,080	793,463	0.02
Les Carmichael	374,159	2,070,813	0.06
Yong Kong NG	374,159	1,785,349	0.05

Following the transfers outlined above, the Trust holds 57,903,919 Ordinary Shares in the Company, representing 1.7 per cent of the total voting rights of the Company.

Finally, the Company has awarded performance rights in respect of a total of 28,995,070 Ordinary Shares (“**Performance Rights**”) to a total of 48 staff under the terms of the Company’s Long Term Incentive (“**LTI**”) scheme. The Performance Rights vest annually over three years following award in three equal tranches. Awards under the LTI scheme is based on achievement of Company objectives specified in FY2019.

Of the 28,995,072 Performance Rights issued to staff under the LTI scheme, a total of 2,851,772 Performance Rights have been issued to Mr Nick DiFiore, SVP Automotive.

### Enquiries:

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Pete Lynch

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[SeeingMachines@antennagroup.com](mailto:SeeingMachines@antennagroup.com)

#### About Seeing Machines - [www.seeingmachines.com](http://www.seeingmachines.com)

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 identification and understanding of drivers through Artificial Intelligence (AI) analysis of heads, faces and eyes. This insight enables Driver

Monitoring Systems (DMS), which monitor driver/operator identification and attention and can detect 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 to industry leaders in each vertical.

DMS is becoming a core safety technology integrated into ADAS offerings 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 and is set to become a regulatory requirement for all cars, vans, trucks and buses in Europe from 2022, with the rest of the world expected to follow soon after.

<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="976 1288 1428 1355"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>4.41p</td> <td>187,080</td> </tr> </tbody> </table>	Price(s)	Volume(s)	4.41p	187,080
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4.41p	187,080				
d)	Aggregated information: Aggregated volume: Price: N/A				
e)	Date of the transaction: 10/21/2019				
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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	<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				
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	<b>Details of the person discharging managerial responsibilities/person closely associated</b>	
a)	Name:	Mr Yong Kong 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

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<b>Details of the person discharging managerial responsibilities/person closely associated</b>						
a)	Name:	Nick di Fiore				
<b>Reason for the notification</b>						
a)	Position/status:	SVP Automotive				
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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