

Seeing Machines Limited

ABN 34 093 877 331

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**Meeting**) of shareholders of Seeing Machines Limited (**Company**) will be held online via Zoom video conference facility at:

<https://seeingmachines.zoom.us/j/92128678506?pwd=MIB6V0U5dGZHeEE2elp5OWFzZGdlQT09>

Meeting ID: 921 2867 8506

Passcode: 416025

on **Thursday 16 December 2021** at **5:00 pm** Australian Eastern Daylight Time (**AEDT**) for the purposes set out below in this Notice of Meeting.

Agenda**A. Address by Chair and CEO's Presentation****B. Annual Financial Report, Directors' Report and Auditor's Report**

To receive and consider the Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2021.

There is no resolution relating to this item.

C. Business of the Meeting**Resolution 1: Re-election of Director – Ms. Catherine (Kate) Hill**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Ms. Catherine (Kate) Hill, who retires in accordance with Rule 6.4 (a) of the Constitution and, being eligible, offers herself for election, be re-elected as a Director of the Company."

Resolution 2: Re-election of Director – Mr. John Murray

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr. John Murray who retires in accordance with Rule 6.4 (a) of the Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company."

Further details in respect of the Resolutions proposed in this Notice of Meeting are set out in the Explanatory Statement accompanying this Notice of Meeting. The Explanatory Statement, the Proxy Form, the Form of Instruction and the Important Information form part of, and should be read together with, this Notice of Meeting.

By Order of the Board

Susan Dalliston
Company Secretary
24 November 2021

Important Information

Meeting Participation and Voting

Due to current circumstances relating to COVID-19 and associated government-imposed restrictions and recommendations, shareholders will not be able to physically attend the Meeting. The Meeting will be made accessible to shareholders through an online video conferencing facility which will allow shareholders to participate in the Meeting.

As a consequence of the above, all resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and votes submitted at the Meeting by shareholders who have registered to vote online at the Meeting in accordance with the instructions in this Notice of Meeting.

Part A below is for shareholders who have share certificates and who do not hold depository interests on the AIM market. Part B below is for shareholders who hold depository interests on the AIM market. If you are not sure of the nature of your shareholding, please seek clarification by contacting our share registry, Computershare, as follows:

Australia	United Kingdom
Computershare Investor Services Pty Limited GPO Box 242 Melbourne, Victoria, 3001 AUSTRALIA Phone 1300 850 505 or +61 (0)3 9415 4000 Online: www.investorcentre.com/contact	Computershare Investor Services PLC The Pavilions, Bridgwater Road Bristol BS99 6ZY United Kingdom Phone +44 (0)370 702 0000 Email: web.queries@computershare.co.uk Web: www.computershare.com

Part A Shareholders who have share certificates

Persons Entitled to Vote

The Directors have determined that the shareholding of each shareholder for the purpose of ascertaining the voting entitlements for the Meeting will be as it appears in the share register of the Company at 7:00 pm AEDT on **Tuesday 14 December 2021**. Accordingly, transfers registered after that time will be disregarded in determining shareholders entitled to participate in and vote at the meeting.

The Directors request that all Part A shareholders who would like to have their vote counted adopt one of the following methods:

1. Lodge a vote by Proxy Form in accordance with the instructions relating to Proxies set out below.
- OR
2. Register to vote online at the Meeting from their computer by entering the following URL in their browser and following the instructions given online - URL: **web.lumiagm.com/308730464**

Proxies

A shareholder entitled to participate in the Meeting and vote is entitled to appoint a proxy to vote instead of the shareholder. The proxy need not be a shareholder of the Company.

Shareholders may appoint a proxy for the Meeting online at www.investorvote.com.au.

Otherwise, to appoint a proxy, shareholders should complete the Proxy Form accompanying this Notice of Meeting. The Proxy Form must be signed by the shareholder or an attorney duly authorised in writing. For the appointment of a proxy to be effective, the Proxy Form, and, if applicable, the power of attorney or other authority (or a certified copy of the relevant document) under which the Proxy Form is signed, must be sent by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) by 5:00 pm (AEDT) on **Tuesday 14 December 2021**. Any Proxy Form received after that time will not be valid for the Meeting.

If a shareholder is entitled to cast two or more votes, he/she may appoint two proxies and may specify on the Proxy Form the proportion or number of votes each proxy is appointed to exercise. If no proportion is specified, each proxy may exercise half of the shareholder's votes. The appointment of a second proxy must be done on a separate Proxy Form.



If the Chair of the meeting is appointed, or appointed by default, as the proxy of a shareholder, and that shareholder has not directed the proxy how to vote on his/her Proxy Form, that shareholder acknowledges that the Chair of the meeting may exercise that proxy, even if he has an interest in the outcome of a particular item of business, and that the votes cast by him other than as proxy would be disregarded because of that interest.

The Chair of the meeting intends to vote all undirected proxies in favour of each resolution.

If a person has been appointed by a proxy under 2 or more instruments that specify different ways to vote on the resolution, the person may not vote as a proxy on a show of hands. In the case of joint holders, the vote of the holder whose name appears first in the register, whether tendered by proxy, representative or attorney, may be accepted to the exclusion of the votes of the other joint holders.

Part B AIM Depository Interest holders

Persons Entitled to Vote

The Form of Instruction accompanying this Notice of Meeting must be signed by the depository interest holder or an attorney duly authorised in writing and deposited at the office of the Depository, Computershare Investor Services PLC, located at The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 4.00 pm GMT on **Friday 10 December 2021**. Any Form of Instruction received after that time will not be valid for the Meeting. Voting entitlements for the Meeting will be as it appears in the Depository Interest register as at 5:00pm (GMT) on 10 December 2021.

CREST Voting

Holders of Depository Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a “**CREST Voting Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company’s agent (3RA50) no later than 4.00 p.m. (GMT) on **Friday 10 December 2021**.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company’s agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depository Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depository Interest holder concerned to take (or, if the Depository Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depository Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Explanatory Statement

This Explanatory Statement has been prepared to provide material information to enable shareholders to make an informed decision in relation to the business to be conducted at the Meeting. This Explanatory Statement forms part of and should be read in conjunction with this Notice of Meeting.

All Resolutions at the Meeting are ordinary resolutions. Ordinary resolutions are required to be approved by a simple majority of the votes of those shareholders entitled to vote and who vote on the resolution.

Annual Financial Report, Directors' Report and Auditor's Report

The Annual Financial Report, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2021 dated 24 November 2021 were lodged with the Australian Securities and Investments Commission and are contained in the 2021 Annual Report. Shareholders may view the 2021 Annual Report on the Company's website at <https://www.seeingmachines.com/investors/>.

The Act requires the Annual Financial Report, Directors' Report and Auditor's Report to be laid before the Meeting. There is no requirement either in the Act or the Company's Constitution (**Constitution**) for shareholders to vote on, approve or adopt these reports. Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on these reports and on the management of the Company.

The Auditor of the Company will be available to take shareholders' questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Annual Financial Report and the independence of the Auditor in relation to the conduct of the audit.

Before the Meeting, shareholders may also forward written questions to the Auditor about the conduct of the audit and the content of the Auditor's Report. These should be emailed to: investors@seeingmachines.com or mailed to the Company Secretary at 80 Mildura Street, Fyshwick ACT 2609 Australia, to be received no later than 5:00 pm (AEDT) **Thursday 9 December 2021**. The Company is required by law to forward all questions to the Auditor and the Auditor is required to prepare a list of questions that the Auditor considers are relevant to the conduct of the audit and the content of the Auditor's Report. The Auditor may omit questions that are the same in substance to other questions. At the meeting, the Chair will give the Auditor a reasonable opportunity to answer the questions on the list of questions. The list of questions prepared by the Auditor will be made available on request to the Company Secretary.

In accordance with the Act, the Company will not be providing shareholders with a hard copy of the Company's Annual Report unless specifically requested to do so.

There is no resolution required for this item of business.

Resolution 1: Re-election of Director – Ms. Catherine (Kate) Hill

Rule 6.4 of the Constitution requires that one third, or the number closest to one third, of the Directors of the Company, being the longest serving Directors, retire from office at every annual general meeting but are eligible for re-election at that meeting.

Ms. Hill was appointed as a Non-Executive Director on 13 December 2018, as interim Chair of the Board on 5 June 2019, as Chair of the Board on 22 July 2019 and was elected as a Director by the shareholders at the general meeting in 2019. Ms. Hill also currently serves as a member of the Risk, Audit and Finance Committee and of the People, Culture and Risk Committee.

In accordance with Rule 6.4 of the Constitution Ms. Hill is retiring and submitting herself for re-election as a Director of the Company.

Ms. Hill is a non-executive director of CountPlus Limited (ASX: CUP), where she is the Chair of the Audit and Risk Committee and a member of the Acquisitions Committee. She is also a non-executive director of Elmo Software Limited (ASX: ELO) where she serves as Chair of the Audit and Risk Committee and is a member of the Remuneration and Nominations Committee.

Kate had a distinguished 20+ year career with Deloitte ToucheTomatsu as an audit partner where she worked with Australian Securities Exchange (ASX) listed and privately owned clients. She has worked extensively in regulated environments including assisting with Initial Public Offerings, capital raising and general compliance, as well as operating in an audit environment. She held a variety of leadership and executive roles in Deloitte and was the first woman appointed to the Board of Partners of the Australian firm.

Kate holds a Bachelor of Science (Honours) in Mathematics and Statistics from Bristol University, is a Member of Chartered Accountants in Australia and New Zealand, and a Graduate of the Australian Institute of Company Directors.

Directors' Recommendation

The Board unanimously (with Ms. Hill abstaining) supports the election of Ms. Hill and recommends that shareholders vote in favour of this resolution.

Resolution 2: Re-election of Director – Mr. John Murray

Rule 6.4 of the Constitution requires that one third, or the number closest to one third of the Directors of the Company, being the longest serving Directors, retire from office at every annual general meeting but are eligible for re-election at that meeting.

Mr. Murray was appointed as a Non-Executive Director of the Company on 1 December 2019 and was elected as a Director by the shareholders at the Company's annual general meeting in 2020. Mr. Murray also currently serves as the Chair of the Risk, Audit and Finance Committee.

In accordance with Rule 6.4 of the Constitution Mr. Murray is retiring and submitting himself for re-election as a Director of the Company.

Mr. Murray is a highly experienced board director with significant expertise in the technology sector. He is currently Chairman of PainChek Limited, listed on the Australian Stock Exchange (ASX).

John has been non-executive director and Chair of several ASX-listed and high-growth companies throughout his career, which began in audit and investment banking, involved rising through various positions at large organisations, and eventually becoming Vice President and Head of Investment Banking at Bank of America Asia in 1989.

From there, John joined the Australian Technology Group where he identified and managed investments into early-stage technology companies and went on to co-found the venture capital firm, Technology Venture Partners, in 1997, establishing a 20 year career of investing in, advising and directing technology companies.

John holds an Honours Degree in Law from Edinburgh University and is a member of the Australian Institute of Company Directors. He is also a CA and a Member of the Institute of Chartered Accountants of Scotland.

Directors' Recommendation

The Board unanimously (with Mr. Murray abstaining) supports the re-election of Mr. Murray and recommends that shareholders vote in favour of this resolution.