

2 April 2019

Seeing Machines Limited

Issue of Shares and Total Voting Rights

Seeing Machines Limited (AIM: SEE, "Seeing Machines" or the "Group"), the advanced computer vision technology company that designs AI-powered operator monitoring systems to improve transport safety, announced that the Board has issued a total of 24,575,681 new ordinary shares of no par value in the Group ("**New Ordinary Shares**") for the benefit of key members of staff for previously announced performance awards under the terms of the Group's Long Term Incentive ("**LTI**") scheme (the "**Award**").

The New Ordinary Shares, which rank pari passu with the existing Ordinary Shares in Seeing Machines, will be held in the existing Group trust (the "**Trust**") until such time as the beneficiaries of the Award exercise the performance rights and options. On the exercise of such performance rights and options, the Trust will transfer the shares to the relevant beneficiary and a separate announcement will be released at that time. Following this issue, the Trust holds a total of 73,496,563 ordinary shares of no par value, representing 3 per cent. of the enlarged issued share capital of the Group.

Of the New Ordinary Shares issued under the Award, a total of 5,702,597 New Ordinary Shares have been issued for the benefit of executive directors and persons discharging managerial responsibilities and are specified below.

Director / PDMR	No. of New Ordinary Shares
Ken Kroeger, CEO	4,081,737
Nick DiFiore, GM (Automotive)	1,620,860

Further, a total of 410,337 New Ordinary Shares have been issued to Ken Kroeger, CEO, in respect of the period from 29 January 2018 to 31 July 2018 as remuneration for time served as Chairman, calculated at the issue price of 6.75 pence being the volume weighted average closing share price on AIM taken over the 5 trading days from 19 to 25 September 2018 (then converted using the current foreign exchange rate, of 1 GBP = 1.80591 AUD). Following this issue, Mr Kroeger is interested in a total of 9,141,730 ordinary shares of no par value, representing 0.4 per cent. of the enlarged issued share capital of the Group.

Application has been made for 24,986,018 New Ordinary Shares to be admitted to trading on AIM and admission is expected to occur on 8 April 2019 ("Admission"). Following Admission, the total issued share capital of the Group will be 2,312,811,918 Ordinary Shares with no Ordinary Shares held in treasury. Therefore, the total number of voting rights in the Group post Admission will be 2,312,811,918 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.

Enquiries:

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Canaccord Genuity Limited (Joint Broker) Simon Bridges/Richard Andrews	+44 20 7523 8000
Instinctif Partners Adrian Duffield/Kay Larsen/Chantal Woolcock	+44 20 7427 1412



This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) No. 596/2014. Upon the publication of this announcement, this inside information is now considered to be in the public domain.

About Seeing Machines - 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 globally.

1.	Details of the person discharging managerial responsibilities/person closely associated					
a)	Name:	Mr Kenneth Kroeger				
2.	Reason for the notification					
a)	Position/status:	CEO				
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:	549300LNJJPZ2SU7A197				
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 2)				
c)	Price(s) and volume(s):	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>No par value</td> <td>4,081,737</td> </tr> </tbody> </table>	Price(s)	Volume(s)	No par value	4,081,737
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d)	Aggregated information:	Single transaction as in 4 c) above				

	<ul style="list-style-type: none"> • Aggregated volume: • Price: 	
e)	Date of the transaction:	2019-04-01
f)	Place of the transaction:	Outside a trading venue

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a)	Description of the financial instrument, type of instrument: Identification code:	Ordinary shares ISIN: AU0000XINAJ0				
b)	Nature of the transaction:	Issue of shares in lieu of remuneration				
c)	Price(s) and volume(s):	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>6.75 pence</td> <td>410,337</td> </tr> </tbody> </table>	Price(s)	Volume(s)	6.75 pence	410,337
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1.	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name:	Mr Nick DiFiore
2.	Reason for the notification	
a)	Position/status:	GM, Automotive

b)	Initial notification/Amendment:	Initial Notification				
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