

**Seeing Machines Limited**  
**Key Staff Recognised**

**15 June 2018**

Seeing Machines Limited (AIM: SEE) (“**Seeing Machines**” or the “**Company**”), an industry leader in computer vision technologies which enable machines to see, understand and assist people, is pleased to announce that it has made a conditional award of performance rights in respect of up to 63,176,250 ordinary shares in the Company (“**Ordinary Shares**”) to six key members of staff (the “**Award**”), including Paul Angelatos, SVP and GM Fleet, Rail and Off-Road Applications.

This one-off Award is in recognition of those individuals’ significant contribution, expertise, experience and performance in the Company’s current achievements, including recently announced automotive OEM programs, as well as retaining this talent for future delivery of current projects and winning new programs. The performance rights issued pursuant to the Award will vest annually in three equal tranches (subject to continued employment) with the first vesting in October 2018. In the case of the two founders included in this group of individuals, Seeing Machines’ Chief Technology Officer and Chief Scientific Officer, the Award will be accelerated to vest in three tranches starting in October 2018, and be fully vested by 1 April 2019.

Each performance right entitles the holder to receive one fully paid Ordinary Share in the Company at no cost.

The maximum number of Ordinary Shares which may be issued to these staff pursuant to the Award, represents 2.8% percent of the Company’s total issued shares.

As the Award does not involve the immediate issue of any new shares, there is no immediate change to the total issued shares or voting rights in the Company.

***Enquiries:***

**Seeing Machines Limited** [www.seeingmachines.com](http://www.seeingmachines.com)

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Adrian Duffield/Kay Larsen/Chantal Woolcock

**The information communicated in this announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) No. 596/2014.**

### About Seeing Machines

Seeing Machines (LSE: SEE) is an industry leader in computer vision technologies which enable machines to see, understand and assist people. The Company deploys its FOVIO machine learning vision platform to deliver real-time understanding of drivers through AI analysis of heads, faces and eyes for Driver Monitoring Systems (DMS), which monitor driver attention state including drowsiness and distraction. DMS is increasingly considered a core automotive safety technology as well as an enabling technology for ADAS/Autonomous Driving. The Company's pioneering commercial fleet solution (Guardian) delivers an after-market, in-cabin safety intervention system with 24/7 monitoring and cloud analytics services delivered on a telematics SaaS basis. The Company also serves Aviation, Rail and Off-Road markets, and they are seeking to innovate in new markets. Based in Canberra, Australia with the intention to grow in the USA and Europe, the Company delivers multi-platform solutions from embedded software and processors to aftermarket system and service solutions to industry leaders globally. [www.seeingmachines.com](http://www.seeingmachines.com).

1.	<b>Details of the person discharging managerial responsibilities/person closely associated</b>	
a)	Name:	Mr Paul Angelatos
2.	<b>Reason for the notification</b>	
a)	Position/status:	SVP and GM - Fleet Rail and Off-Road Applications (PD MR)
b)	Initial notification/Amendment:	Initial Notification
3.	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name:	Seeing Machines Limited
b)	LEI:	549300LNJJPZ2SU7A197
4.	<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 instrument:	Performance rights (option to acquire ordinary shares of no par value subject to vesting conditions over 3 years)
	Identification code:	ISIN: AU0000XINAJ0

b)	Nature of the transaction:	Issue of performance rights under the Company's Employee Benefits Plan (Award 1)	
c)	Price(s) and volume(s):		
		<b>Price(s)</b>	<b>Volume(s)</b>
		nil	11,148,750
d)	Aggregated information: <ul style="list-style-type: none"> <li>• Aggregated volume:</li> <li>• Price:</li> </ul>	Single transaction as in 4 c) above	
e)	Date of the transaction:	15 June 2018	
f)	Place of the transaction:	Outside a trading venue	