



Notice of General Meeting & Explanatory Statement

SenSen Networks Limited
ACN 121 257 412

To be held at: SenSen Networks Limited, Level 1, 9 Harper Street
Abbotsford, Melbourne VIC 3067 Australia

And

Virtually - online (including to listen, vote and ask questions online during the Meeting): <https://web.lumiagm.com/304160806>

To be held on: 15 July 2021

Commencing: 11.00am (Melbourne time)

This Notice of General Meeting and Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Letter from the Executive Chairman

Dear Shareholders,

We are pleased to invite you to the General Meeting of SenSen Networks Limited (**Company**).

To ensure safety and enable participation of all shareholders, we are holding the General Meeting in person and also via a virtual platform. In order to attend, ask questions and vote virtually via the online platform at <https://web.lumiagm.com/304160806>, please use the following details:

- Your username is your SRN/HIN
- Your password is your postcode registered on your holding if you are an Australian shareholder
- Overseas shareholders should refer to the user guide which can be found at <http://www.computershare.com.au/virtualmeetingguide>

Participating in the General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the General Meeting.

Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary by email at dsmith@sensennetworks.com.

Background to the Resolutions

On 26 May 2021 the Company announced that it had entered into a Share Sale and Purchase Agreement for the acquisition of 100% of the issued share capital of Scancam Industries Pty Ltd ACN 165 634 293 (**Proposed Acquisition**).

For full detail on the Proposed Acquisition refer to the ASX Announcement lodged on 26 May 2021 - <https://www.sensennetworks.com/wp-content/uploads/2021/05/SenSen-Acquires-Scancam.pdf>.

Part of the consideration for the Proposed Acquisition is shares in the Company (**Consideration Shares**).

The Resolutions to be put to Shareholders at the General Meeting are as follows:

- **Resolution 1 and 2** seeks Shareholder approval for the ratification of the issue of Shares that were issued in the past 12 months under ASX Listing Rule 7.4;
- **Resolution 3** seeks Shareholder approval for the issue of the Consideration Shares to the sellers of the shares in Scancam Industries Pty Ltd ACN 165 634 293 under ASX Listing Rule 7.1; and
- **Resolution 4** seeks Shareholder approval of the proposed Incentive Plan of the Company under ASX Listing Rule 7.2 (exception 13).

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

With respect to the General Meeting, this booklet contains the following:

- The notice of meeting for the General Meeting which contains information about the business to be conducted at the General Meeting, including the Resolutions to be put to the General Meeting (see Part B);
- Information explaining the business to be conducted at the General Meeting (see the Explanatory Statement at Part D); and
- How to vote, or appoint a proxy to vote on the Resolutions to be passed at the General Meeting (see Part C).

Please read the whole of this booklet carefully as it provides important information on the General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary, Mr David Smith, on 03 9417 5368.

By order of the Board

Dated: 11 June 2021



Subhash Challa
Executive Chairman
SenSen Networks Limited

Important dates

Deadline for lodgement of proxy forms for the General Meeting	11.00am (Melbourne time) on 13 July 2021
General Meeting	11.00am (Melbourne time) on 15 July 2021
Anticipated issue date of the issue of the Consideration Shares	5 August 2021

*Dates are indicative only and subject to change. The occurrence of milestones after the General Meeting are conditional on the passing of the Resolutions at the General Meeting.

Part A – Glossary

\$	Australian dollars.
General Meeting	The General Meeting of Shareholders.
ASIC	The Australian Securities & Investments Commission.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The listing rules of the ASX.
Board	The board of directors of the Company.
Closely Related Party	<ul style="list-style-type: none"> • a spouse or child of the Shareholder; or • has the meaning given in section 9 of the Corporations Act.
Company	SenSen Networks Limited ACN 121 257 412.
Consideration Shares	The Shares to be issued to the sellers of 100% of the issued share capital in Scancam as party of the Proposed Acquisition.
Constitution	The constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Commonwealth) for the time being in force together with the regulations of the Corporations Act.
Directors	The directors of the Company.
Employee Incentive Plan	The employee incentive plan of the Company, to be put to Shareholders for approval by way of Resolution 4.
Explanatory Statement	The explanatory statement accompanying the Notice of General Meeting and contained in Part D .
Glossary	The glossary contained in Part A to this booklet.
Group	The Company and its Subsidiaries.
Key Management Personnel	Has the meaning given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Notice of General Meeting	The notice of the General Meeting accompanying the Explanatory Statement for the General Meeting and contained in Part B .
Part	A part of this booklet.
Proposed Acquisition	The proposed acquisition by the Company of 100% of the issued share capital in Scancam.
Proxy Form	<p>The online proxy form.</p> <p>If you require a paper proxy form please contact the Share Registry; Computershare Investor Services Pty Ltd on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or online at www.investorcentre.com/contact.</p> <p>Otherwise, please log your proxy vote online using the details outlined in the Notice & Access letter or using the personalised link which was sent to all holders that have elected to receive online communications for Notices of Meeting.</p>
Resolution(s)	The resolution(s) contained in the Notice of General Meeting.
Scancam	Scancam Industries Pty Ltd ACN 165 634 293.
Shareholders	The holders of all shares issued in the Company and Shareholder means any one of them.
Shares	All of the shares on issue in the share capital of the Company and Share means any one of them.
Share Sale and Purchase Agreement	The share sale and purchase agreement entered into between the Company (as the buyer) and all of the shareholders of Scancam documenting the Proposed Acquisition. Refer to the ASX Announcement issued on 26 May 2021 for more detail - https://www.sensennetworks.com/wp-content/uploads/2021/05/SenSen-Acquires-Scancam.pdf
Subsidiaries	Has the meaning given in section 9 of the Corporations Act.

Part B – Notice of General Meeting

Time and place

Notice is hereby given that the General Meeting of the Company will be held as follows:

Held:	Virtually at https://web.lumiagm.com/304160806 and In person at SenSen Networks Limited, Level 1, 9 Harper Street Abbotsford, Melbourne VIC 3067 Australia
Commencing at:	11.00am (Melbourne time) on 15 July 2021.

Due to the social distancing restrictions imposed by the Australian Government, the Directors have decided to convene the General Meeting partly **virtually**. We believe this is the required response to safeguard the health and safety of our Shareholders and people, and to ensure the Company's compliance with government regulations.

We appreciate the support and understanding of our Shareholders during this time and apologise for any inconvenience. Further details about the virtual meeting can be found in sections B, C, and D of the Notice of General Meeting.

Participate and vote online

In order to attend, ask questions and vote virtually via the online platform, please use the details set out in Section C of this Notice of Meeting.

Participating in the General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the General Meeting.

More information regarding virtual participation at the General Meeting (including how to vote and ask questions online during the General Meeting) is available at www.investorvote.com.au. Please enter your pin contained in your Notice & Access letter or use the personalised link contained in the Notice of Meeting email which was sent to all holders that have elected to receive online communications for Notices of Meeting.

Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary, Mr David Smith on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia).

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the matters to be considered at the General Meeting.

Defined terms

Defined terms used in this Notice of General Meeting have the meanings given to them in the Glossary accompanying this Notice of General Meeting at Part A.

SPECIAL BUSINESS

1. Resolution 1: Ratification of Shares - Placement

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 57,200,000 Shares issued under Listing Rule 7.1 at an issue price of \$0.125 per Share on the terms and conditions set out in the Explanatory Statement."

Short explanation

On 5 January 2021, the Company issued 57,200,000 Placement Shares to sophisticated and professional investors at an issue price of \$0.125 per Placement Share to raise a total of \$7,150,000 (before costs).

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities (which includes shares) during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

The Placement Shares were issued within the 15% Placement Capacity. Approval under ASX Listing Rule 7.4 is being sought to ratify the issue of the Placement and re-set the 15% Placement Capacity.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- any person who participated in the issue of these Shares; or
- an associate of that person or persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person or proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2: Ratification of Shares – consideration for SNAP acquisition

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 9,881,423 Shares issued under Listing Rule 7.1 at a deemed price of \$0.1012 per Share issued in consideration for the acquisition of the business of SNAP Network Surveillance Pty Ltd on the terms and conditions set out in the Explanatory Statement."

Short explanation

On 1 December 2020, the Company issued 9,881,423 Shares to Network Surveillance Pty Ltd at a deemed issue price of \$0.1012 per Share to acquire the business of Snap Network Surveillance Pty Ltd.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities (which includes shares) during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

The Placement Shares were issued within the 15% Placement Capacity. Approval under ASX Listing Rule 7.4 is being sought to ratify the issue of the Placement and re-set the 15% Placement Capacity.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- any person who participated in the issue of these Shares; or
- an associate of that person or persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person or proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3: Authority to issue the Consideration Shares

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue a maximum of 39,285,715 Consideration Shares to the shareholders of Scancam Industries Pty Ltd ACN 165 634 293 with such number being determined on application of the formula detailed in the Explanatory Statement and otherwise on the terms and conditions set out in the Explanatory Statement."

Short explanation

The Company will (subject to Shareholder approval) issue the Consideration Shares to the sellers of the shares in Scancam Industries Pty Ltd ACN 165 634 293 who are sophisticated or professional investors or who otherwise fall within an exception to disclosure under section 708 of the Corporations Act. The Consideration Shares are being issued as part consideration for the acquisition of Scancam.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities (which includes shares) during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**). Approval under ASX Listing Rule 7.1 is being sought as the number of Consideration Shares exceeds the Placement Capacity.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person or proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4: Approval of Employee Incentive Plan

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

"That for the purpose of Listing Rule 7.2, Exception 13(b) and for all other purposes, the Company hereby approves the Company's Employee Incentive Plan, the terms and conditions of which are summarised in the Explanatory Statement accompanying this Notice and the issue of equity securities under the Company's Employee Incentive Plan."

Short Explanation: Listing Rule 7.2 Exception 13 provides that an issue of securities under an incentive scheme will not reduce the 15% placement capacity in Listing 7.1 if within 3 years before the issue date of those securities the Shareholders have approved the issue of equity securities under the incentive scheme as an exception to Listing Rule 7.1 and the notice of meeting includes all required information.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- A person who is eligible to participate in the Company's Employee Incentive Plan; or
- an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person or proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Constitution.

Part C – How to vote

If you are entitled to vote at the General Meeting, you may vote by attending the meeting in person or by attorney, proxy or, in the case of corporate shareholders, corporate representative.

1. How to vote

If you are entitled to vote at the General Meeting, you may vote by attending the General Meeting:

- in person; or
- virtually; or
- by proxy by lodging your online Proxy Form at www.investorvote.com.au outlined in the Notice & Access letter or use the personalised link which was sent to all holders that have elected to receive online communications for Notices of Meeting.

Please note that if you intend to attend the meeting and/or vote at the meeting virtually, you will need your shareholder number (which can be found on your Proxy Form) for verification purposes.

2. Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

3. Corporations

To vote at the General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the General Meeting evidence of his or her appointment, including any authority under which it is signed.

Alternatively, a corporation may appoint a proxy.

4. Voting virtually

To vote at the General Meeting virtually, login into <https://web.lumiagm.com> using your shareholder number (which can be found on the Proxy Form) on the date and at the time and place set out above. The details are as follows:

- Visit <https://web.lumiagm.com/304160806> on your smartphone, tablet or computer
- Your username is your SRN/HIN. Any shareholders unable to locate their SRN/HIN should contact Computershare Investor Services by phoning +61 1300 552 270
- Your password is your postcode registered on your holding if you are an Australian shareholder
- Overseas shareholders should refer to the user guide which can be found at <http://www.computershare.com.au/virtualmeetingguide>

Participating in the General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the General Meeting.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide which can be found at <http://www.computershare.com.au/virtualmeetingguide>.

Please note, Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary, Mr David Smith on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia).

5. Voting in person

You may attend the meeting in person at the address detailed in this Notice of Meeting.

6. Voting by proxy

General

To vote by proxy, please complete online at www.investorvote.com.au.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the chair, who must vote the proxies as directed. Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

7. Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the General Meeting are those that are registered Shareholders at 7:00 p.m. (Sydney time) on 13 July 2021. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

8. Voting procedure – on a poll

Every question arising at this General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the virtual meeting or by proxy will have one vote for each voting share held by that person.

9. Enquiries

For all enquiries, please contact the Company Secretary, Mr David Smith on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia).

Part D – Explanatory Statement

This Explanatory Statement forms part of the Notice of General Meeting convening the General Meeting of Shareholders of the Company to be held commencing at 11am (Melbourne time) on 15 July 2021 either in person at SenSen Networks Limited, Level 1, 9 Harper Street Abbotsford, Melbourne VIC 3067 Australia or via a virtual meeting platform.

This Explanatory Statement is to be read in conjunction with the Notice of General Meeting.

Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the General Meeting.

The Directors recommend Shareholders read the Notice of General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of General Meeting.

Defined terms

Defined terms used in this Explanatory Statement have the meanings given to them in the Glossary accompanying this Explanatory Statement at Part A.

Further information

If you have any queries in respect to any of the matters set out in this booklet, please contact the Company Secretary, Mr David Smith on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia).

1. Resolution 1 – Ratification of the issue of Shares - Placement

1.1 General

On 5 January 2021 (**Issue Date**), the Company issued 57,200,000 ordinary shares at \$0.125 each (**Placement Shares**) to raise a total of \$7,150,000 (before costs).

The funds raised from the issue of the Placement Shares were used for the purposes set out below.

The Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Resolution 1 is an ordinary resolution.

1.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issue under ASX Listing Rule 7.1.

To that end, Resolution 1 seeks Shareholder approval to the issue of the Placement Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 1 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

1.3 Technical information required by ASX Listing Rule 7.5

For the purposes of Listing Rule 7.5, information regarding the issue of the Placement Shares is provided as follows:

The names of the persons to whom the Company issued the securities:	The Placement Shares were issued to sophisticated and professional investors none of whom are related parties or associates of related parties of the Company. With the exception of the below, no one subscriber of Placement Shares was issued with more than 1% of the Company's current issued share capital. <ul style="list-style-type: none"> VGI Partners Asian Investments Limited Fund was issued 40,000,000 Placement Shares 7.72% of current issued capital).
The number of securities issued:	57,200,000 Shares (being the Placement Shares) were issued by the Company pursuant to Listing Rule 7.1.
The date on which the securities were issued:	The Placement Shares were issued by the Company on 5 January 2021.
The issue price:	The issue price was \$0.125 per Placement Share, being \$7,150,000 in total before costs.
The terms of the securities:	The Placement Shares comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
The intended use of the funds raised:	Funds from the Placement were used to fund SenSen's strategic business plan to accelerate revenue and enhance the Company's delivery capabilities to its global customers, especially in the USA.
If the securities were issued under an agreement, a summary of the material terms of the agreement:	The Placement Shares were issued under placement agreements that detailed: <ul style="list-style-type: none"> The price of each Placement Share; The proposed issue date of each Placement Share.
Voting exclusion statement:	A voting exclusion statement is contained in Resolution 1.

1.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 1.

Resolution 1 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 1.

2. Resolution 2 – Ratification of the issue of Shares - consideration for SNAP acquisition

2.1 General

On 1 December 2020 (**Issue Date**), the Company issued 9,881,423 ordinary shares at a deemed price of \$0.1012 each (**SNAP Shares**) being \$1,000,000 in total. The SNAP Shares were issued as consideration for the acquisition of the business of Snap Network Surveillance Pty Ltd.

The SNAP Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Resolution 2 is an ordinary resolution.

2.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the SNAP Shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issue under ASX Listing Rule 7.1.

To that end, Resolution 2 seeks Shareholder approval to the issue of the SNAP Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 2 is passed, the issue of the SNAP Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 2 is not passed, the issue of the SNAP Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

2.3 Technical information required by ASX Listing Rule 7.5

For the purposes of Listing Rule 7.5, information regarding the issue of the SNAP Shares is provided as follows:

The names of the persons to whom the Company issued the securities:	The SNAP Shares were issued to SNAP Network Surveillance Pty Ltd ACN 138 594 386.
The number of securities issued:	9,881,423 Shares (being the SNAP Shares) were issued by the Company pursuant to Listing Rule 7.1.
The date on which the securities were issued:	The SNAP Shares were issued by the Company on 1 December 2020.
The issue price:	The deemed issue price was \$ \$0.1012 per SNAP Share being \$1,000,000 in total issued as consideration for the acquisition of Snap Network Surveillance Pty Ltd.
The terms of the securities:	The SNAP Shares comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
The intended use of the funds raised:	The SNAP Shares were issued as consideration for the acquisition of Snap Network Surveillance Pty Ltd.
If the securities were issued under an agreement, a summary of the material terms of the agreement:	<p>The SNAP Shares were issued under a Business Purchase Agreement. This is summarised below:</p> <ul style="list-style-type: none"> • <u>Consideration</u>: A\$1,000,000 by way of the issue of fully paid ordinary shares in SenSen (Consideration Shares). • <u>Price</u>: \$0.1012 per Consideration Share (the VWAP of SenSen's fully paid ordinary shares during the seven business days ending on the date prior to the completion). • <u>Number of shares</u>: 9,881,423 (determined by dividing A\$1,000,000 by the Price) • <u>Escrow</u>: 50% of the Consideration Shares are escrowed for 6 months from the Completion Date and the remaining 50% of the Consideration Shares are escrowed for 12 months from the Completion Date. • <u>Completion Date</u>: 1 December 2020. • <u>Conditions Precedent</u>: The following conditions have been satisfied: <ul style="list-style-type: none"> ○ no breach of the Business Purchase Agreement by Snap; ○ no Material Adverse Change; ○ two Snap employees have accepted offers of SenSen employment; ○ Snap obtained special majority approval of its Board and the consent from all parties holding notes in the Seller to enter into the Business Purchase Agreement.
Voting exclusion statement:	A voting exclusion statement is contained in Resolution 2.

2.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 2.

Resolution 2 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 2.

3. Resolution 3 – Authority to issue the Consideration Shares

3.1 General

Subject to Shareholder approval, the Company intends to issue Consideration Shares to each of the shareholders of Scancam as part acquisition of 100% of the issued share capital of Scancam (**Propose Acquisition**).

The number of Consideration Shares that will be issued in total, will be determined by dividing \$5,500,000 by the VWAP of the Shares of the Company during the seven Business Days ending on the last calendar day prior to the Completion Date.

The number of Consideration Shares to be issued is subject to a minimum price for the VWAP of \$0.14 and a maximum price for the VWAP of \$0.215. As such, the maximum number of Consideration Shares that may be issued is 39,285,715 and the minimum number of Consideration Shares that may be issued is 25,581,396. This reflects a maximum of 7.05% shares and a minimum of 4.59% shares on a post issue basis.

For full detail on the Proposed Acquisition of Scancam, refer to the ASX Announcement dated 26 May 2021 at <https://www.sensennetworks.com/wp-content/uploads/2021/05/SenSen-Acquires-Scancam.pdf>

Resolution 3 is an ordinary resolution.

3.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the Consideration Shares does not fall within any of these exceptions and may exceed the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to the issue of the Consideration Shares under and for the purposes of ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Consideration Shares. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares or the Proposed Acquisition.

3.3 Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Placement Options is provided as follows:

The names of the persons to whom the Company will issue the securities:	The Consideration Shares will be issued to the shareholders of Scancam, being the holders of 100% of the issued share capital in Scancam. These sellers are either sophisticated or professional investors or otherwise fall within an exception to disclosure under section 708 of the Corporations Act.
Maximum number of securities:	<p>The number of Consideration Shares that will be issued in total, will be determined by dividing \$5,500,000 by the VWAP of the Shares of the Company during the seven Business Days ending on the last calendar day prior to the completion date for the Proposed Acquisition.</p> <p>The number of Consideration Shares to be issued is subject to a minimum price for the VWAP of \$0.14 and a maximum price for the VWAP of \$0.215.</p>

	As such, the maximum number of Consideration Shares that may be issued is 39,285,715 and the minimum number of Consideration Shares that may be issued is 25,581,396. This reflects a maximum of 7.05% shares and a minimum of 4.59% shares on a post issue basis.
The date on which the securities are proposed to be issued:	The Consideration Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules). It is intended that the Consideration Shares will be issued on 5 August 2021.
The issue price:	The Consideration Shares will be issued at the VWAP of the Shares of the Company during the seven Business Days ending on the last calendar day prior to the completion date for the Proposed Acquisition. The VWAP is subject to a minimum of VWAP \$0.14 and a maximum VWAP of \$0.215.
The terms of the securities:	The Consideration Shares comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
The intended use of the funds raised:	The Consideration Shares are proposed to be issued as part consideration for the acquisition of 100% of the issued share capital in Scancam.
If the securities are being issued under an agreement, a summary of the material terms of the agreement:	<p>The Consideration Shares are to be issued the terms of the Share Sale and Purchase Agreement. A summary of the material terms is provided below:</p> <ul style="list-style-type: none"> • <u>Up-Front Consideration:</u> A\$6,500,000 will be paid on Completion by: <ul style="list-style-type: none"> ○ Up-front cash consideration of A\$1,000,000; and ○ Up-front non-cash consideration of A\$5,500,000 worth of ordinary shares in SenSen (Consideration Shares). The number of Consideration Shares to be issued will be determined by dividing A\$5,500,000 by the Volume Weighted Average Price (VWAP) of SenSen's fully paid ordinary shares during the seven days ending on the last calendar day prior to the Completion Date. The number of Consideration Shares to be issued is subject to a minimum price for the VWAP of \$0.14 and a maximum price for the VWAP of \$0.215. • <u>Escrow:</u> Approximately 51% of the Consideration Shares will be escrowed for 6 months from the date of issue and the remaining 49% of the Consideration Shares will be escrowed for 12 months from the date of issue. • <u>Deferred Consideration:</u> payable in either cash or ordinary shares in SenSen (in the absolute discretion of the SenSen Board), up to a maximum of A\$4,163,380 over two payments, should the audited business annual recurring revenue of the Company (ARR) reach A\$3,000,000 within a 24 month period, commencing immediately after the Completion Date. • <u>Completion Date:</u> Completion will be on the day which is 5 Business Days after the end of the calendar month on which the last of the Conditions is either satisfied or waived or any other time and date that the Company and the Sellers agree. As such, it is anticipated that the Completion Date will be 5 August 2021. • <u>Conditions Precedent:</u> SenSen and Scancam are only obliged to complete the Proposed Acquisition if the following conditions are satisfied or waived: <ul style="list-style-type: none"> ○ Shareholder approval – The Company receives shareholder approval under ASX Listing Rule 7.1 for the issue of the Consideration Shares (this Resolution 3). ○ No breach by the Sellers or Company – as at the date of completion, the Sellers or SenSen have not materially breached any warranties. ○ Material Contract consents – each counterparty under each Scancam material contract has (Material Contract) (if required under the express terms of the Material Contract) given written consent before completion

	<p>that it will not exercise its contractual right to terminate such Material Contract (if any) in respect of the transfer of the Scancam shares, on conditions acceptable to the Company (acting reasonably).</p> <ul style="list-style-type: none"> o Escrow Deeds – the Escrow Deeds relating to the escrow of the Consideration Shares are duly executed and a copy delivered to the Company. o No material adverse change has occurred for either the Company or Scancam.
Voting exclusion statement:	A voting exclusion statement is contained in Resolution 3.

3.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 3.

Resolution 3 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 3.

4. Resolution 4: Approval of Employee Incentive Plan

4.1 General

A key component of remuneration provided to senior employees and executives are long-term incentives, long-term incentives ensure employees have part of their remuneration align with shareholder success.

One of the key foundations of the Company's equity incentive program is the Company's Employee Incentive (**Plan**). The Plan is designed to:

- (a) assist in the reward, retention and motivation of 'eligible employees';
- (b) link the reward of 'eligible employees' to Shareholder value creation; and
- (c) align the interests of 'eligible employees' with Shareholders by providing an opportunity to 'eligible employees' to earn rewards via an equity interest in the Company based on creating Shareholder value.

The Plan has not previously been put to Shareholders for approval.

4.2 Shareholder Approval

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval.

Pursuant to Listing Rule 7.2, Exception 13, an issue under an employee incentive plan will not count toward a company's 15% limit provided:

- (a) the holders of the entity's ordinary securities have approved the issue of equity securities under the employee incentive plan as an exception to Listing Rule 7.2.
- (b) The notice of meeting for the shareholder approval includes:
 - (i) a summary of the terms of the scheme;
 - (ii) the number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;

- (iii) the maximum number of equity securities proposed to be issued under the scheme following the approval; and
- (iv) a voting exclusion statement.

In the event approval under Listing Rule 7.2 Exception 13 is not obtained, any issue of securities under the Company's Plan will count toward a company's 15% limit.

Approval is sought under Listing Rule 7.2 Exception 13 and the following information is included for compliance with Listing Rule 7.2, Exception 13.

A summary of the terms of the scheme:	Please refer to paragraph 3.3 below for a summary of the Employee Incentive Plan.
The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule:	<p>The Plan has not previously been approved by Shareholders.</p> <p>Under the former Long Term Incentives Plan approved by shareholders at the 2017 Annual General Meeting, the following securities have been issued:</p> <ul style="list-style-type: none"> • 11,100,000 Incentive Options issued in 2017; • 2,435,068 LTI Incentive Shares issued in 2018; • 15,854,256 Performance Options issued in 2018; • 3,153,235 Incentive Shares issued in 2019; and • 3,371,052 Incentive Shares issued in 2020.
The maximum number of equity securities proposed to be issued under the scheme following the approval:	The maximum number of Options and Performance Rights to be issued under the Employee Incentive Plan for the three years following Shareholder approval is a total of 25,000,000 Performance Rights and Options.
A voting exclusion statement:	A voting exclusion statement is contained in Resolution 4.

4.3 Summary of the Terms of the Plan

A summary of the terms of the Employee Incentive Plan is provided below:

Eligibility	<p>The Plan is open to any Eligible Employee. An Eligible Employee is:</p> <p>Eligible Employee means:</p> <ul style="list-style-type: none"> • Directors and Employees who are declared by the Board in its sole and absolute discretion to be eligible to receive grants of Employee Incentives under the Plan; or • any other person who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Employee Incentives, <p>under the Plan.</p>
Securities	The Plan sets out the terms for the issue of Options and Performance Rights to Eligible Employees.
Maximum allocation	An Offer of Options or Performance Rights may only be made under the Plan if the number of Shares that may be acquired on exercise of the Options and Performance Rights when aggregated with the number of Shares issuable if each outstanding Option and Performance Right were exercised and the number of Shares issued pursuant to the Plan, or any other Group employee incentive scheme during the previous 3 years, does not exceed 5% of the total number of Shares on issue at the time of the proposed issue.

<p>Offer</p>	<p>The Board may make an Offer to the determined Eligible Employee.</p> <p>An Offer must be set out in an Offer Letter delivered to the Eligible Employee. The Offer Letter may specify:</p> <ul style="list-style-type: none"> • the number of Options or Performance Rights; • the conditions on the Offer (Offer Conditions); • the Grant Date; • the Fee (if any); • the Performance Criteria (if any); • the Vesting Conditions (if any); • the Exercise Price (if any); • the Exercise Period (if applicable); • the Performance Period (if applicable); and • the Expiry Date and Term (if applicable). <p>An Offer must be accompanied by an Application, the terms and conditions of the relevant Employee Incentive and a copy of this Plan.</p> <p>A person to whom an Offer is made may accept the Offer by completing the Application and giving it to the Board by 5:00pm on the last day of the acceptance period specified in the Offer Letter.</p>
<p>Lapse of Options and performance Rights</p>	<p>Subject to the discretion of the Board, a Participant's Options and/or Performance Rights shall automatically be cancelled for no consideration on the earliest to occur of the following:</p> <ul style="list-style-type: none"> • ten (10) business days after the cessation of employment, contractual engagement or office of a Participant with the Company or any member of the Group such that the Participant is no longer an employee, contractor or officer of any member of the Group or the Company; • where fraudulent or dishonest actions have occurred under clause 13; • if applicable Performance Criteria and/or Vesting Conditions are not achieved by the relevant time; • if the Board determines in its reasonable opinion that the applicable Performance Criteria and/or Vesting Conditions have not been met or cannot be met prior to the Expiry Date or the end of the Performance Period (as applicable); • the Expiry Date; • where the Board has determined that the Participant has, by any act or omission, brought the Group into disrepute or acted contrary to the interests of the Company or the Group; • the receipt by the Company of notice from the Participant (after a Special Circumstance has arisen with respect to the Participant) that the Participant has elected to surrender the Employee Incentives; or • any other circumstances specified in any Offer Letter pursuant to which the Employee Incentives were issued. <p>The Board may decide to allow a Participant to:</p> <ul style="list-style-type: none"> • With respect to Options - retain and exercise any or all of their Options, whether or not the Vesting Conditions or Performance Criteria (as applicable) have been satisfied, and whether or not the Options would otherwise have lapsed, provided that no Options will be capable of exercise later than the relevant Expiry Date for those Options; and • With respect to Performance Rights - retain any Performance Rights regardless of: <ul style="list-style-type: none"> ○ the expiry of the Performance Period to which those Performance Rights relate; or

	<ul style="list-style-type: none"> ○ any failure by the Participant to satisfy in part or in full the Performance Criteria or Vesting Conditions (as applicable) specified by the Board in respect of those Performance Rights; <p>in which case, the Board may:</p> <ul style="list-style-type: none"> ○ determine that any or all of those retained Performance Rights shall vest and the corresponding Shares shall be provided to the Eligible Employee; or ○ determine a new Performance Period or Vesting Conditions (as applicable) for those retained Performance Rights and notify the Participant of the determination as soon as practicable.
Rights attaching to Shares	Any Shares allotted, issued or transferred by the Company to a Participant under the Plan will rank equally with all existing Shares on and from the date of allotment, issue or transfer in respect of all rights, bonus issues and dividends which have a record date for determining entitlements on or after the date of allotment, issue, or transfer of those Shares.
Good Leaver and Bad Leaver	<p>Good Leaver</p> <p>Where a Participant who holds Employee Incentives becomes a Good Leaver:</p> <ul style="list-style-type: none"> • all vested Options which have not been exercised in accordance with these Rules will continue in force and remain exercisable for 90 days after the date the Participant becomes a Good Leaver, unless the Board determines otherwise in its sole and absolute discretion, after which the Options will lapse; and • the Board may at any time, in its sole and absolute discretion (subject to the Corporations Act and ASX Listing Rules), do one or more of the following: <ul style="list-style-type: none"> ○ permit unvested Employee Incentives held by the Good Leaver to vest; ○ permit such unvested Employee Incentives held by the Good Leaver or his or her nominee(s) to continue to be held by the applicable holder, with the Board having the discretion to amend the vesting criteria (including any Offer Conditions, Performance Criteria or Vesting Conditions) or reduce the exercise period of such unvested Employee Incentives; or ○ determine that the unvested Employee Incentives will lapse. <p>Where a person is a Good Leaver due to a Special Circumstance, the Nominated Beneficiary shall be entitled to benefit from any exercise of the above discretionary powers by the Board.</p> <p>Bad Leaver</p> <p>Where a Participant who holds Employee Incentives becomes a Bad Leaver:</p> <ul style="list-style-type: none"> • unless the Board determines otherwise, in its sole and absolute discretion, all vested and unvested Employee Incentives will lapse; and • the Board may determine to exercise the right to buy back any Shares issued upon exercise of an Option or conversion of a Performance Rights in accordance with the terms of the Plan.
Fraudulent or dishonest actions	<p>The Board may (in its absolute discretion) deem all Employee Incentives held by the Participant or Former Participant to be automatically forfeited if, in the reasonable opinion of the Board, a Participant:</p> <ul style="list-style-type: none"> • acted fraudulently or dishonestly; • wilfully breached his or her duties; • brought the Company into disrepute; • committed a material breach; • is subject to allegations;

	<ul style="list-style-type: none"> • has been accused of, charged with or convicted of fraudulent or dishonest conduct in the performance of the Participant's (or Former Participant's) duties; • has committed any wrongful or negligent act or omission which has caused any member of the Group substantial liability; • has become disqualified from managing corporations; • has committed serious or gross misconduct or wilful disobedience; • has engaged in a transaction which involves a conflict of interest; • has acted in such a manner that could reasonably be seen as being inconsistent with the culture and values of the Company; or • any other act that the Board determines in its absolute discretion to constitute fraudulent or dishonest by the Participant.
Buy-back	<p>Employee Incentives issued pursuant to this Plan will be subject to the Company's right to Buy-Back and may at any time be immediately Bought-Back by the Company:</p> <ul style="list-style-type: none"> • if the Participant holding the Employee Incentives ceases employment or office where the Offer Conditions, Performance Criteria and/or Vesting Conditions attaching to the Employee Incentives have not been met by the time of cessation; • the bad leaver provisions in clause 12.2 apply; • the fraudulent or dishonest actions provisions in clause 13 apply; or • the Options or Performance Rights have lapsed according to clause 8.
Amendment	<p>The Board may at any time amend these Rules or the terms and conditions upon which any Employee Incentives have been issued under the Plan.</p> <p>No amendment to these Rules or to Employee Incentives granted under the Plan may be made if the amendment, in the opinion of the Board, materially reduces the rights of any Participant in respect of Employee Incentives granted to them prior to the date of the amendment, other than an amendment introduced primarily to comply with present or future legislation governing the Plan, to correct a manifest error, to allow the implementation of trust arrangement, to comply with Applicable Laws or to take into consideration adverse taxation implications or an amendment agreed to in writing.</p>
Termination and suspension	<p>The Board may at any time terminate or amend the Plan or suspend the operation of the Plan for such period or periods as it thinks fit.</p>
Terms and conditions of Options	<p>(Entitlement) Each vested Option entitles the Participant holding the Option to subscribe for, or to be transferred, one Share on payment of the Exercise Price.</p> <p>(Exercise Period) The Exercise Period will be determined by the Board.</p> <p>(Conditions for Vesting and Exercise) The Board will determine prior to an Offer being made and specify in the Offer any Performance Criteria and/or Vesting Conditions attaching to the Options.</p> <p>(Adjustment for reorganisation) The number of Options held by a Participant under the Plan may, in the sole and absolute discretion of the Board, be determined to be such number as is appropriate and so that the Participant does not suffer any material detriment following any variation in the share capital as allowed under the ASX Listing Rules.</p> <p>(Participant rights) A Participant who holds Options is not entitled by virtue of holding those Options to:</p> <ul style="list-style-type: none"> • notice of, or to vote or attend at, a meeting of the Shareholders; or • receive any dividends declared by the Company, • participate in any new issues of securities offered to Shareholders during the term of the Performance Rights, or

	<ul style="list-style-type: none"> • cash for the Options or any right to participate in surplus assets of profits of the Company on winding up, <p>unless and until the Options are exercised and the Participant holds Shares.</p> <p>(Assignment) Options granted under this Plan may not be assigned, transferred, encumbered with a Security Interest in or over them, unless prior Board consent is obtained or such assignment or transfer occurs by force of law upon the death or total and permanent disablement of a Participant to the Participant's legal personal representative.</p>
<p>Terms and conditions of Performance Rights</p>	<p>(Entitlement) The Board may offer Performance Rights to any Participant in its sole discretion. Each Performance Right confers an entitlement to be provided with one Share.</p> <p>(Performance Criteria/Vesting Conditions and variation to Performance Criteria/Vesting Conditions) The Board will determine prior to an Offer being made and specify in the Offer any Performance Criteria, Vesting Conditions, Performance Period or Expiry Date attaching to the Performance Rights.</p> <p>(Lapse of Performance Rights) Where Performance Rights have not satisfied the Performance Criteria by the end of the Performance Period or the Expiry Date (whichever occurs earlier) those Performance Rights will automatically lapse.</p> <p>(Adjustment for reorganisation) If there is any reorganisation of the issued share capital of the Company, the terms of Performance Rights and the rights of the Participant who holds such Performance Rights will be varied, including an adjustment to the number of Performance Rights, in accordance with the Listing Rules that apply to the reorganisation as allowed under the ASX Listing Rules.</p> <p>(Participant rights) A Participant who holds Performance Rights is not entitled by virtue of holding those Performance Rights to:</p> <ul style="list-style-type: none"> • notice of, or to vote or attend at, a meeting of the Shareholders; or • receive any dividends declared by the Company, • participate in any new issues of securities offered to Shareholders during the term of the Performance Rights, or • cash for the Performance Rights or any right to participate in surplus assets of profits of the Company on winding up, <p>unless and until the Performance/ Vesting Conditions are satisfied and the Participant holds Shares.</p> <p>(No transfer of Performance Rights) Unless otherwise determined by the Board, Performance Rights cannot be transferred to or vest in any person other than the Participant.</p>



4.4 Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 4.

Resolution 4 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 4.

Need assistance? **Phone:**
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia) **Online:**
www.investorcentre.com/contact**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **11:00 am (AEST) on Tuesday, 13 July 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 185270

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of SenSen Networks Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of SenSen Networks Limited will be a hybrid meeting and held at SenSen Networks Limited, Level 1, 9 Harper Street, Abbotsford, VIC 3067 on Thursday, 15 July 2021 at 11:00 am (AEST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Ratification of Shares - Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of Shares – consideration for SNAP acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Authority to issue the Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
---------------------------------------	---------------------------------------

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically