

SENSERA LIMITED

ACN 613 509 041

Entitlement Offer information booklet

**4 for 9 pro rata non-renounceable entitlement offer at A\$0.11 per Share to raise
approximately A\$8.267 million before offer costs**

**The Entitlement Offer is fully underwritten, however, the Underwriter is not required to
subscribe for Shares if to do so would result in the underwriter having Voting Power in the
Company of 20% or greater**

Last date for acceptance and payment: 5.00pm (AEST) on Tuesday, 4 September 2018

**If you are an Eligible Shareholder, this is an important document that requires your
immediate attention. It should be read in its entirety. If, after reading this document you
have any questions about the securities being offered for issue under it or any other matter,
you should contact your stockbroker, solicitor, accountant or other professional adviser.**

Underwriter



Legal adviser



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IMPORTANT NOTICES

This Information Booklet is dated 15 August 2018. Capitalised terms in this section have the meaning given to them in this Information Booklet.

The Entitlement Offer is being made without a prospectus under section 708AA Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). This Information Booklet does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Information Booklet is important and should be read in its entirety before deciding to participate in the Entitlement Offer. This Information Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

Sensera may make additional announcements after the date of this Information Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration about whether you should participate in the Entitlement Offer.

No party other than Sensera has authorised or caused the issue of this Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information Booklet.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares or Top Up Shares through BPAY in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Information Booklet.

No overseas offering

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Information Booklet is not to be distributed in, and no offer of New Shares or Top Up Shares is to be made in countries other than Australia or New Zealand. The distribution of this Information Booklet (including an electronic copy) in other jurisdictions may be restricted by law and therefore persons who come into possession of this Information Booklet should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction outside Australia or New Zealand.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Sensera to lawfully receive your Application Monies.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing Sensera shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (New Zealand).

This document has not been registered, filed with or approved by a New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Definitions, currency and time

Defined terms used in this Information Booklet are contained in section 5. All references to currency are to Australian dollars and all references to time are to Australian Eastern Standard Time (**AEST**), unless otherwise indicated.

Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares. Sensera considers that it is not appropriate to give advice regarding the tax consequences of subscribing for New Shares under this Information Booklet or the subsequent disposal of any New Shares. Sensera recommends that you

consult your professional tax adviser in connection with the Entitlement Offer.

Privacy

Sensera collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Sensera.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Sensera (directly or through the Share Registry). Sensera collects, holds and will use that information to assess your Application. Sensera collects your personal information to process and administer your shareholding in Sensera and to provide related services to you. Sensera may disclose your personal information for purposes related to your shareholding in Sensera, including to the Share Registry, Sensera's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Sensera holds about you. To make a request for access to your personal information held by (or on behalf of) Sensera, please contact Sensera through the Share Registry.

Governing law

This Information Booklet, the Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Victoria, Australia. Each Applicant submits to the exclusive jurisdiction of the Victorian courts and courts competent to hear appeals from those courts.

No representations

No person is authorised to give any information or to make any representation in connection with the Entitlement Offer which is not contained in this Information Booklet. Any information or representation in connection with the Entitlement Offer not contained in the Information Booklet may not be relied upon as having been authorised by Sensera or any of its officers.

Past performance

Investors should note that Sensera's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) Sensera's future performance including Sensera's future financial position or share price performance.

Future performance

This Information Booklet contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of Sensera and certain plans and objectives of the management of Sensera. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Sensera, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, those forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Sensera. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Information Booklet in light of those disclosures.

Risks

Refer to the 'Risk factors' section in section 4 of this Information Booklet for a summary of general and specific risk factors that may affect Sensera.

Chairman's letter

15 August 2018

Dear Shareholder

I am pleased to write to you, as a valued shareholder of Sensera Limited (**Sensera**), and offer you the opportunity to participate in Sensera's recently announced 4 for 9 underwritten non-renounceable entitlement issue of new ordinary shares in Sensera (**New Shares**) at an issue price of A\$0.11 per New Share (**Entitlement Offer**).

The funds raised will be used to pay the final instalment of the nanotron GmbH purchase consideration to the nanotron vendors, for research and development activities, and to pay the offer costs and provide working capital to meet the Company's stated growth objectives, in particular the achievement of the FY19 revenue forecast of between US\$10.5m and US\$11.5m.

Further details of the use of funds and the expected outcomes for Sensera and its shareholders, are described in Sensera's investor presentation lodged with the Australian Securities Exchange (**ASX**) on 15 August 2018 (and included in this Information Booklet in section 2).

Equity Raising

On 15 August 2018, Sensera announced its intention to raise approximately \$8.83 million (before offer costs) through a placement to institutional and sophisticated investors (**Institutional Placement**) and the Entitlement Offer (together, the **Equity Raising**).

Under the Entitlement Offer, eligible shareholders have the opportunity to invest at the price of A\$0.11 per New Share, which is the same price as the institutional investor who participated in the Institutional Placement. The issue price of A\$0.11 per New Share represents a 24% discount to the closing price of Sensera shares on 10 August 2018 (being the last trading day before announcement of the Equity Raising).

The number of New Shares you are entitled to subscribe for under the Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is enclosed in this Information Booklet. If you take up your entitlement, you can also apply for additional shares under a 'top-up' facility (refer to section 3 of this Information Booklet for more information).

The Entitlement Offer is underwritten by Morgans Corporate Limited (the **Underwriter**). The Entitlement Offer is fully underwritten, however, the Underwriter is not required to subscribe for Shares if to do so would result in the Underwriter obtaining Voting Power in the Company of 20% or greater. Given the sub-underwriting arrangements that are in place, the Company does not expect this threshold will be exceeded and therefore expects the offer will be fully underwritten.

The Entitlement Offer is non-renounceable and therefore your entitlements will not be tradeable on ASX or otherwise transferable.

Other information

This Information Booklet contains important information, including:

- the investor presentation referred to above, which was released to ASX on 15 August 2018, and provides information on Sensera, the Entitlement Offer and key risks for you to consider;

- instructions on how to apply, detailing how to participate in the Entitlement Offer if you choose to do so, and a timetable of key dates;
- a personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions; and
- instructions on how to take up all or part of your Entitlement via BPAY.

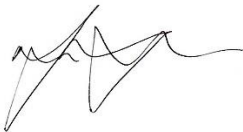
The Entitlement Offer closes at 5.00pm on 4 September 2018.

Please read in full the details on how to submit your application, which are set out in this Information Booklet. For further information regarding the Entitlement Offer, please call the Share Registry on 1300 737 760 (inside Australia) or +61 2 9290 9600 (outside Australia) or visit our website at www.sensera.com.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

On behalf of the Board of Sensera, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Matt Morgan', with a stylized, flowing script.

Mr Matt Morgan
Chairman

Summary of the Equity Raising

Institutional Placement	
Issue Price	A\$0.11 per Share
Size	5,136,364 Shares
Gross proceeds	A\$565,000
Entitlement Offer	
Ratio	4 New Shares for every 9 existing Sensera ordinary shares
Issue Price	A\$0.11 per New Share
Size*	75,159,192 New Shares
Gross proceeds*	A\$8,267,511
Total gross proceeds of the Equity Raising*	A\$8,832,511

*Note: Approximate only and subject to rounding

Key dates

Activity	Date
Announcement of the Entitlement Offer and completion of the Institutional Placement	15 August 2018
Mailing of the Entitlement Offer details in accordance with Appendix 3B	16 August 2018
Settlement date for Shares under the Institutional Placement	17 August 2018
Ex-date	17 August 2018
Shares issued under the Institutional Placement	20 August 2018
Record Date for Entitlement Offer (7.00pm AEST)	20 August 2018
Information Booklet and Entitlement and Acceptance Form despatched	23 August 2018
Entitlement Offer opens	23 August 2018
Closing date for acceptances under Entitlement Offer (5.00pm AEST)	4 September 2018
Announcement of results of Entitlement Offer and under-subscriptions	7 September 2018
Allotment of New Shares issued under the Entitlement Offer	11 September 2018
Despatch of holding statements for New Shares issued under the Entitlement Offer	12 September 2018
Normal ASX trading for New Shares issued under the Entitlement Offer commences	12 September 2018

Notes: All times are in Australian Eastern Standard Time (AEST).

This timetable is indicative only and subject to change. The Directors may vary these dates, in consultation with the Underwriter, subject to the Listing Rules. An extension of the Closing Date will delay the anticipated date for issue of the New Shares. The

Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer any time before the allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

Enquiries

For further information, telephone the Share Registry on 1300 737 760 (inside Australia) and +61 2 9290 9600 (outside Australia) between 8.30am and 5.00pm (AEST). Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser. If you have lost your Entitlement and Acceptance Form and would like a replacement form, you should contact the Share Registry on the phone numbers above.

1 Description and effect of the Offer

1.1 Overview

The Entitlement Offer is an non-renounceable offer of approximately 75,159,192 New Shares at A\$0.11 per New Share to raise approximately A\$8.267 million (before direct offer costs including fees paid to the Underwriter and advisers and to providers of specific services to cover share registry, printing and postage costs).

The proceeds of the Equity Raising will fund:

- (a) the final instalment of the nanotron GmbH purchase consideration payable to the nanotron vendors - anticipated to be A\$2.98 million;
- (b) research and development activities – anticipated to be A\$2.82 million; and
- (c) offer costs and working capital to meet the Company's intended growth objectives – anticipated to be A\$3.03 million

Eligible Shareholders who are on Sensera's share register on the Record Date are entitled to acquire 4 New Shares for every 9 Shares held on the Record Date (**Entitlement**).

Fractional Entitlements will be rounded down to the nearest whole number of New Shares.

The issue price of A\$0.11 per New Share represents a discount of 24% to the closing price of Sensera shares on 10 August 2018 (being the last trading day before announcement of the Equity Raising).

The Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on ASX, nor can they be transferred or otherwise disposed of.

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Information Booklet. Eligible Shareholders may subscribe for all or part of their Entitlement.

Shareholders will have their interest in Sensera diluted because of the issue of Shares under the Institutional Placement. In addition, Eligible Shareholders who do not take up all of their Entitlements will have their percentage shareholding in Sensera further diluted.

Eligible Shareholders should be aware that an investment in Sensera involves risks. The key risks identified by Sensera are summarised in section 4 of this Information Booklet.

1.2 Issue of additional Shares under the Top Up Facility

Any New Shares not taken up by the Closing Date may be made available to those Eligible Shareholders who took up their full Entitlement and applied for additional New Shares under the Top Up Facility.

There is no guarantee that those Shareholders will receive the number of New Shares applied for under the Top Up Facility, or any. The number of New Shares available under the Top Up Facility will not exceed the shortfall from the Entitlement Offer. The Directors reserve the right to allot and issue New Shares under the Top Up Facility at their discretion in consultation with the Underwriter.

1.3 Underwriting

Morgans Corporate Limited is Lead Manager to the Entitlement Offer and has underwritten the Entitlement Offer on the terms set out in the Underwriting Agreement. The Entitlement Offer is fully underwritten, however, the Underwriter is not required to subscribe for Shares if to do so would result in the Underwriter obtaining voting power in the Company of 20% or greater. Given the sub-underwriting arrangements that are in place (including those in respect of the Directors and their associated entities described in section 1.4 below), the Company does not expect this threshold will be exceeded and therefore expects the offer will be fully underwritten. Customary with these types of arrangements:

- (a) the Underwriting Agreement includes a number of termination events, including:
 - (i) market related termination events, including in the event that the S&P/ASX 200 All Ordinaries Index or the S&P/ASX 200 Index falls to a level that 90% or less of the level as at the close of trade on 15 August 2018;
 - (ii) a material adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of Sensera and its controlled entities;
 - (iii) change in Directors or senior management of the company that, in the Underwriters' reasonable opinion will have a materially adverse effect on the Company;
 - (iv) if the materials issued by the Company in connection with the Entitlement Offer, including this booklet, contain a false, untrue, inaccurate, misleading or deceptive statements or omit any relevant information required by law to be included;
 - (v) the proposed timetable for the Entitlement Offer is delayed for more than two Business Days (for certain dates) or at all (for key dates) without the prior consent of the Underwriter; and
 - (vi) other termination events usual for an underwriting agreement in the circumstances;
- (b) the Underwriter will receive:
 - (i) an underwriting fee of up to 3% of the gross proceeds of the Entitlement Offer other than proceeds from Directors, Sensera management or their related entities (excluding GST); and
 - (ii) a management fee of up to 3% of the gross proceeds of the Entitlement Offer (excluding GST);
- (c) the Underwriter is entitled to reimbursement of certain expenses; and
- (d) Sensera has provided warranties and agreed to indemnify the Underwriter and others against their losses in connection with the Entitlement Offer.

1.4 Sub-underwriting

The Underwriter has entered into sub-underwriting agreements with a range of parties, including entities associated with Directors Jonathan Tooth and Matt Morgan. Under these arrangements:

- (a) Matt Morgan's entity has agreed to subscribe for at least A\$50,000 (454,545 New Shares) of its Entitlement. If it fails to do so it is required to sub-underwrite that amount in any shortfall;
- (b) Jonathan Tooth's entity has agreed to subscribe for its full Entitlement of A\$97,973 (890,662 New Shares) and an additional amount up to A\$1,402,027 for up to 12,745,700 New Shares if there is a shortfall under the Offer.

In addition, Directors Ralph Schmitt and Camillo Martino have entered into an arrangement with a sub-underwriting entity, Employee Equity Administration Pty Ltd, an entity controlled by Company secretary, Philip Hains, under which they agree that, should that entity be required to subscribe for New Shares under its sub-underwriting agreement with the Underwriter, they agree to acquire, by way of transfer, the following:

- (c) for Ralph Schmitt – up to 681,818 Shares for up to A\$75,000; and
- (d) for Camillo Martino – up to 454,545 Shares for up to A\$50,000.

The total amount of the sub-underwriting that Employee Equity Administration Pty Ltd has agreed to provide is A\$238,000 (2,163,636 New Shares).

The table below sets out the potential increase in holdings for each of the Directors listed above should they subscribe for these Shares under the arrangements.

Director	Shares held at completion of Institutional Placement	Shares held if all Eligible Shareholders take up their Entitlement (including Directors that are Eligible Shareholders)	Shares held if Director subscribes for full amount committed under arrangements described above
Jonathan Tooth	2,004,000 (1.185%)	2,894,667 (1.185%)	15,640,363 (6.403%)
Matt Morgan	2,710,237 (1.603%)	3,914,787 (1.603%)	3,164,782 (1.296%)
Camillo Martino	Nil	Nil	454,545 (0.186%)
Ralph Schmitt	200,000 (0.118%)	200,000 (0.082%)*	881,818 (0.361%)

Notes:

Figures are approximate subject to rounding and determination of Eligible Shareholders on the Record Date

*Ralph Schmitt is an Ineligible Shareholder

The arrangements described above are on usual terms for agreements of this type based on industry standard Master ECM Terms dated 23 October 2017 available on the AFMA website at <http://www.afma.com.au/standards/documentation.html>. The Directors or their related entities or Employee Equity Administration Pty Ltd will not be entitled to any fees for sub-underwriting the offer.

1.5 Shortfall facility

A shortfall may arise if applications received for New Shares under the Entitlement Offer (including after the completion of the Top Up Facility (if any) and the Entitlements of Ineligible Shareholders) are less than the number of New Shares offered and the Underwriter or sub-underwriter does not acquire that shortfall under the Underwriting Agreement.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place Shortfall Shares within three months after the Closing Date to either existing or new Shareholders at their discretion. If issued, Shortfall Shares will be issued at a price not less than the Issue Price of New Shares under the Entitlement Offer. Shareholders will not receive any payment or value for the Entitlements not taken up under the Entitlement Offer that are subsequently taken up as Shortfall Shares.

1.6 Eligibility of Shareholders

The Entitlement Offer is being offered to all Eligible Shareholders.

An Eligible Shareholder is a Shareholder on the Record Date who:

- (a) has a registered address on the Sensera share register in Australia or New Zealand or is a Shareholder that Sensera has otherwise determined is eligible to participate;
- (b) is not in the United States and is not a person (including nominee or custodian) acting for the account or benefit of a person in the United States.
- (c) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.

The Entitlement Offer is not being extended to the Ineligible Shareholders because of the small number of those Shareholders, the number and value of the Shares they hold and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

1.7 Ranking of New Shares

The New Shares issued under the Entitlement Offer will be fully paid and rank equally with Existing Shares.

1.8 Allotment

Sensera will make an application within seven days from the date of this Information Booklet for quotation of the New Shares on ASX. It is expected that allotment of the New Shares under the Entitlement Offer will take place no more than six Business Days after the close of the Entitlement Offer.

Application Monies will be held by Sensera on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them before trading the New Shares. The sale by an Applicant of New Shares before receiving their holding statement is at the Applicant's own risk.

1.9 Capital structure

Subject to the rounding up/down of fractional Entitlements and depending on the number of Sensera options (if any) that are exercised before the Record Date, the capital structure of Sensera following the issue of New Shares is expected to be as follows:

Existing Shares on issue as at 15 August 2018 (announcement of the Entitlement Offer)	163,971,879
New Shares to be issued under the Institutional Placement	5,136,364
Approximate new Shares issued under the Entitlement Offer	75,159,192
Approximate total number of Shares after the Institutional Placement and Entitlement Offer	244,267,435

The above figures assume that no existing options over Sensera Shares will be exercised prior to the Record Date. There are 8,500,000 existing options, comprising:

- (a) 750,000 options exercisable at A\$0.400, expiring on 25 April 2019;
- (b) 1,750,000 options exercisable at A\$0.500, expiring on 25 April 2020;
- (c) 3,000,000 options exercisable at A\$0.350, expiring on 22 November 2022;
- (d) 1,500,000 options exercisable at A\$0.400, expiring on 15 August 2020; and
- (e) 1,500,000 options exercisable at A\$0.350, expiring on 17 December 2022.

The Options are held by senior management and consultants.

The board of Directors considers it is unlikely that any existing options will be exercised before the Record Date. In the event that any existing options are exercised, however, any proceeds raised will be applied to the general working capital of Sensera.

1.10 Effect on Sensera's financial position

Set out below is the consolidated balance sheet of Sensera as at 31 December 2017 (reviewed), 30 June 2018 (unaudited) and a pro-forma balance sheet assuming the total funds raised under the Equity Raising is A\$8.83 million (before offer costs) as at 31 December 2017 and 30 June 2018.

	31 December 2017 \$U.Sm	Pro Forma at 31 December 2017 \$U.Sm	30 June 2018 \$m	Pro Forma at 30 June 2018 \$U.Sm
Current assets	6.3	12.4	4.2	10.3
Non-current Assets	9.8	9.8	8.9	8.9
Total Assets	16.1	22.2	13.1	19.2
Current Liabilities	4.1	4.1	5.1	5.1
Non-current Liabilities	0.6	0.6	-	-
Total Liabilities	4.7	4.7	5.1	5.1
Net Assets	11.4	17.5	8.0	14.1

Note: The amount raised under the Equity Raising was translated to U.S dollars at the exchange rate of 0.7403 for the purpose of calculating the pro-forma balances.

1.11 Information Availability

Eligible Shareholders can obtain a copy of this Information Booklet from the Sensera website at www.sensera.com or by calling the Share Registry on 1300 737 766 (within Australia) or +61 2 9290 9600 (outside Australia) at any time from 8.30am to 5.00pm AEST during the Entitlement Offer period. Persons who access the electronic version of this Information Booklet should ensure that they download and read the entire Information Booklet. The electronic version of this Information Booklet will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the Share Registry.

2 Investor presentation



(ASX: SE1)

Ralph Schmitt,
CEO and MD

August 2018



An Internet of Things (IoT) solution provider that delivers sensor-based products transforming real-time data into meaningful information, action and value

1
Sensera Limited (ASX: SE1)


SENSERA CORPORATE INFORMATION

CAPITAL STRUCTURE AND VALUATION

Ordinary shares on issue	m	163.8
Share price (3 Aug 18)	A\$/share	0.145
Market capitalisation	A\$m	\$23.8m
Debt (as at 30 Jun 18)	A\$m	\$0.0m
Cash ¹ (as at 30 Jun 18)	A\$m	\$2.7m
Enterprise Value	A\$m	\$21.1m

TOP SHAREHOLDERS

Name	Shares Held (m)	% of Shares on Issue
Triton Systems, Inc	11.9	7.2%
JP Morgan Nominees	10.3	6.3%
Newburyport Capital	10.0	6.1%
Maple Management	9.7	5.9%
Top 20 Shareholders	75.1	45.8%

Notes:
1. At exchange rate of AUD/USD 0.74

SHARE PRICE / VOLUME HISTORY (A\$; MILLIONS)



BOARD OF DIRECTORS AND KEY EXECUTIVES

Name	Position
Ralph Schmitt	CEO and Managing Director
Matthew Morgan	Non-Executive Chairman
George Lauro	Non-Executive Director
Jonathan Tooth	Non-Executive Director
Camillo Martino	Non-Executive Director
David Garrison	Chief Financial Officer
Jens Albers	CEO, nanotron

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Sensera Limited (ASX: SE1)



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Sensera Limited (ASX: SE1)



EQUITY RAISING OVERVIEW

SENSERA INTENDS TO RAISE A\$8.832 MILLION TO COMPLETE THE NANOTRON ACQUISITION PAYMENTS AND FUND THE FY19 GROWTH PLANS

	SHARES	#
▪ Placement for A\$0.565 million to Institutional investors	Number of Shares on Issue	163.97
▪ Fully underwritten A\$8.267 million 4 for 9 non renounceable rights issue	Placement Shares Issued	5.14
▪ Ordinary shares issued for A\$0.11 per share; 28.1% discount to the 5 day vwap	Rights Issue Shares Issued	75.16
▪ Morgans Corporate Limited is Lead Manager and Underwriter		
▪ Board and Management subscribing for \$1.79m in the rights offer and general underwriting	Total Shares	244.67

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Sensera Limited (ASX: SE1)



USE OF FUNDS

Use of Funds	A\$ (m) ¹	US\$ (m)	Comment
Nanotron Payments	2.98	2.21	• Final payment of the purchase consideration to the nanotron shareholders
Working Capital ²	3.03	2.25	• Growth in sales and operations as per FY19 plan
Research & Development	2.82	2.09	• Chip, Sensor, Tag and Software Development
Total	8.83	6.54	

Note:

1. At exchange rate of AUD/USD 0.74 & Eur/USD 0.86
2. Working Capital includes capital raising costs

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Sensera Limited (ASX: SE1)



PRO FORMA BALANCE SHEET

US\$ (m)	Dec 17*	Pro Forma (Post Equity Raising)	June 18**	Pro Forma (Post Equity Raising)
Current assets	6.3	12.4	4.2	10.3
Non Current Assets	9.8	9.8	8.9	8.9
Total Assets	16.1	22.2	13.1	19.2
Current Liabilities	4.1	4.1	5.1	5.1
Non Current Liabilities	0.6	0.6	-	-
Total Liabilities	4.7	4.7	5.1	5.1
Net Assets	11.4	17.5	8.0	14.1

*Reviewed

**Unaudited - As per Appendix 4E released on 15 August 2018

***Exchange rate of AUD/USD 0.74

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Sensera Limited (ASX: SE1)



INDICATIVE OFFER TIMETABLE

Timetable	Date
Entitlement Offer Shareholder letters despatched	Wednesday, 15 August
Record Date for Entitlement Offer	7pm Monday, 20 August
Settlement of Placement & Institutional Entitlement Offer Securities	Monday, 20 August
Information Booklet and Entitlement & Acceptance Form Dispatched	Thursday, 23 August
Offer Open Date	Thursday, 23 August
Offer Closing Date	Thursday, 4 September
Settlement of New Securities Under the Entitlement Offer	Monday, 10 September
Allotment of New Securities Under the Entitlement Offer	Tuesday, 11 September
Dispatch of Holdings Statements for Entitlement Offer Securities	Tuesday, 11 September
Normal ASX Trading Commences for Entitlement Offer Securities	Wednesday, 12 September

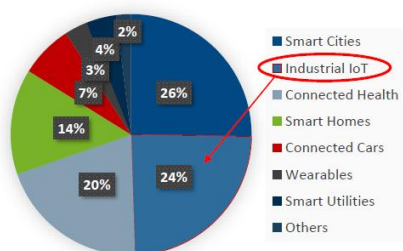
* The above timetable is indicative only and may be varied subject to the ASX Listing Rules

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Sensera Limited (ASX: SE1)



IoT VALUE CREATION THROUGH NETWORKED SENSORS



Industrial Internet of Things Market
Revenue, 2015-2021 (\$Million)



Source- IndustryARC Analysis and Expert Insights

DELIVERING "WHAT, WHEN, WHERE"

- ✓ MEMS STRUCTURES TO SENSORS
- ✓ WIRELESS LOCATION AWARENESS
- ✓ ANALYTICAL SOFTWARE

MEDTECH



\$1B MEMS TAM
9% AGR

MINING



\$3B Location TAM
7% AGR

ANIMAL HEALTH



\$7B Animal TAM
11 % AGR

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Sensera Limited (ASX: SE1)



SENSERA HIGHLIGHTS

REVENUE GROWTH SUPPORTING IMPROVED FINANCIALS

- FY19 >70% growth - FY18 US\$6.35M to FY19 US\$10.5M - \$11.5M
- Contracts in place to support growth
- Robust revenue pipeline through Tier 1 channel partners
- On track to operate on a cash flow positive basis by end of FY19

HIGH GROWTH MULTIBILLION \$ UNDERPENETRATED MARKETS

- Proven commercial adoption in multiple markets -- Medtech, Animal Health and Mining
- Low technology risk as deployed in 70+ mines and 400+ farms

TECHNOLOGY LEADERSHIP

- Innovative and unique MEMS capability
- Innovator in precise, real-time wireless location enabled sensors and systems

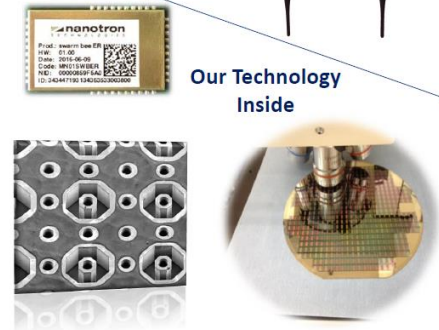
LONGER TERM OPPORTUNITY

- IoT wireless platform with analytical capability for operation and asset management
- Move from product sale model (Capex) to solution service model (Opex)

What our Customers See Outside



Our Technology Inside



*FY - 1 Jul to 30 Jun

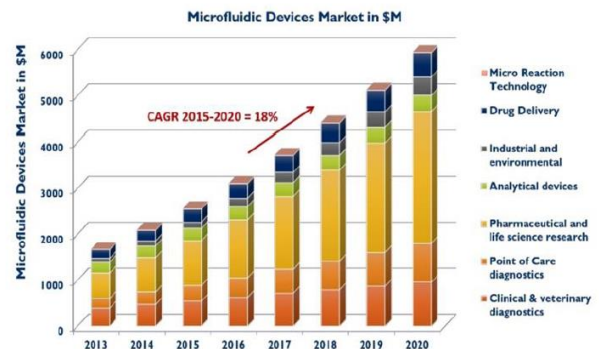
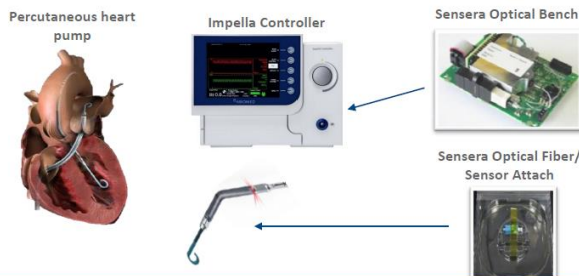
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Sensera Limited (ASX: SE1)



LEAD MARKET: MEDTECH

- Provide R&D and bespoke manufacturing service. Class 100, 1,000 and 10,000 cleanrooms for wafer processing and fiber optic and electro-optical micro assembly
- Commercialized Microfluidics devices (microstructures that capture fluids and analyze liquids) and organ-on-a-chip (enable test on devices instead of animals)
- Example win: Abiomed Impella® heart pump -- FDA approved April 2018



Microfluidics Device Market SAM \$4B in 2018

- ✓ 10/12 clients in Medtech
- ✓ 6/12 in production phase
- ✓ 6/12 in R&D phase
- ✓ 3-year multimillion \$ supply agreement

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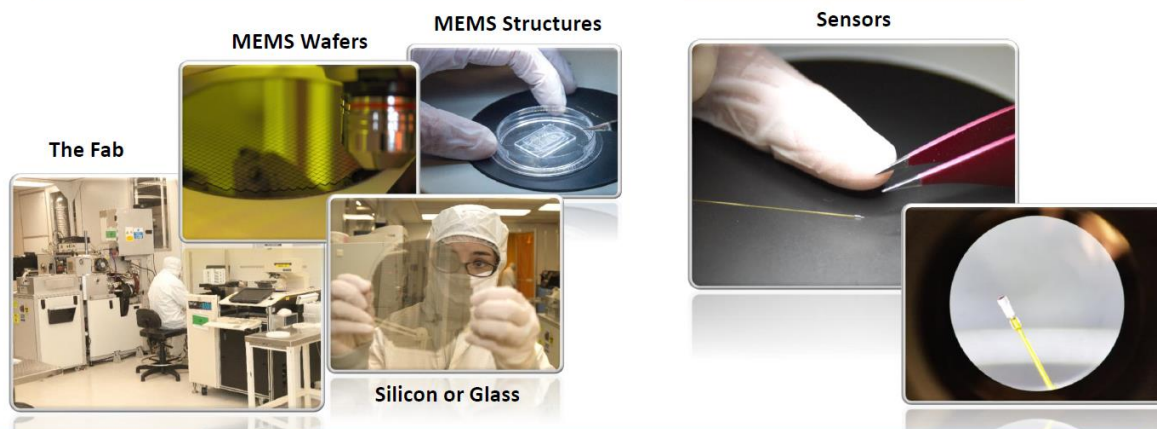
Sensera Limited (ASX: SE1)



MEMS AND SENSORS

MEMS or Micromachines are Structures to Capture Something Physical and Turn it into an Electrical or Mechanical Signal or Event

MEMS are Integrated into a Package to Create a Sensor

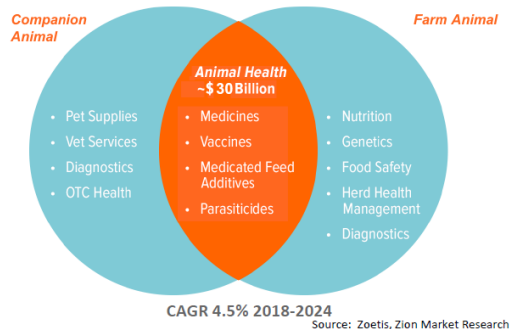
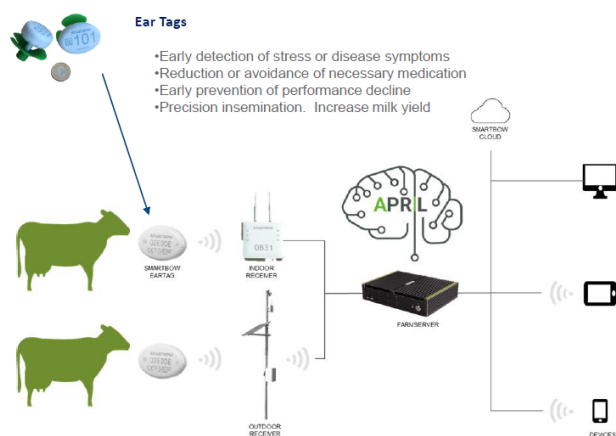


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Sensera Limited (ASX: SE1)

LEAD MARKET: ANIMAL HEALTH

- Exclusive provider of core technology to SMARTBOW GmbH/Zoetis Eartag LIFE product. Sensera is installed and live in hundreds of farms today



Current Serviceable Addressable Market (dairy cows)

- US\$3.8B
- US\$0.8B in tags
- US\$3B in location awareness anchors and software

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Sensera Limited (ASX: SE1)

LEAD MARKET: MINE SAFETY AND PRODUCTIVITY

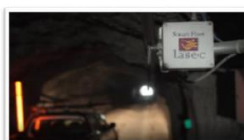
- Provide real-time high accuracy positioning for Collision Avoidance System (CAS) and Tracking of people and assets in harsh environment. Save lives and cost. Driving the Digital Mine thru improve equipment efficiency and automation.
- Installed and live in over 70 mines worldwide. Expanding to open cut mines and railway safety.
- Example wins: Turkey Park Thermic Mine 2,360 miners, 10km tunnels, 4 excavation blocks. Mexico Tizapa Silver Mine 650 miners, NOM-023-STPS-2012 compliance



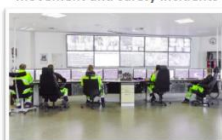
Tags provided upon entering the mine



Readers connected through mine network to central control room



Automatic monitoring of asset movement and safety incidents



Current TAM

- US\$3Bn
- 62K sites
- 10M miners

Current SAM

- US\$0.5Bn
- Underground coal and hard rock

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THE ANATOMY OF A TAG

THE INSTRUMENT FOR KNOWING WHERE AND WHEN

Specialized Tags



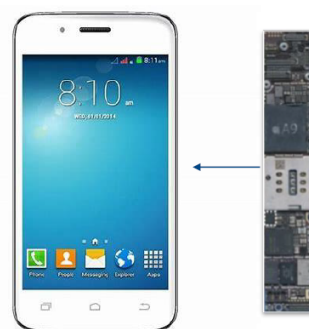
Sensor Fusion
Contextual Information by Adding
Sensor "Intelligence" to the Tag

RF Module

Application Specific Tags

Location: Chirp or Ultra Wideband (UWB)
Sensors : Gyro, Accelerometer → Gas

The Worlds Most Deployed Tag



Mobile Phone = Commodity Tag

Location: GPS, WIFI or Bluetooth
Sensors : Gyro, Accelerometer

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WHAT'S NEXT: MOVING UP THE VALUE CHAIN

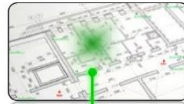
1. SELL DATA AND SOLUTIONS IN ADDITION TO HARDWARE

Location Analytics being driven with IOT software platform

- ClearBlade partnership announced April 2018
- First implementation deployed in the Healthcare indoor positioning market

Location as a Service (LAAS)

- Location Analytics is the first step toward fully functional LAAS solutions
- Customers can choose Opex vs. Capex spend
- Plug and play solution gives faster time to revenue



2. SENSOR FUSION: INTEGRATION + LOCATION

- Input more context information
 - e.g. Gas sensors for mining and animal health integrated with location awareness technology
- Size so small that it can be integrated in the Tags (enabled by MEMS)
- Not randomly placed...Now mobile and on the "High Value" assets (ie. People)
- Lower cost than today's fixed sensors or other methods

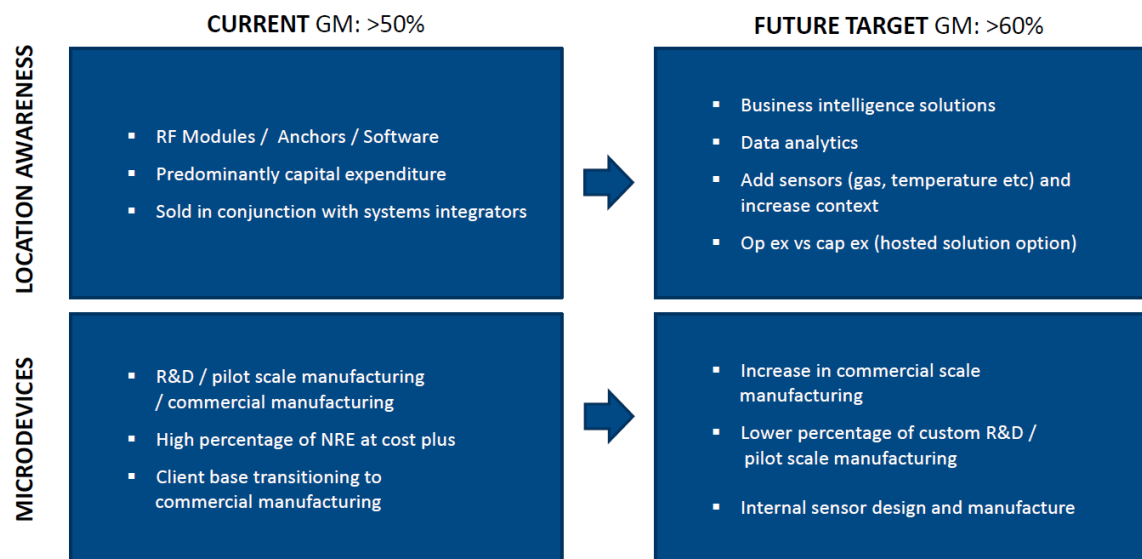


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IMPROVED FINANCIAL MODEL: REVENUE AND MARGIN IMPACT



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FY19 OUTLOOK

- **RAMP FY19 REVENUES SIGNIFICANTLY**
 - Meet contractual demand for existing animal health, mining and Medtech customers
 - Ensure robust and cost effective supply chain
- **OPERATING CASH FLOW POSITIVE BY THE END OF FY19**
 - Revenue and profit growth ahead of opex
 - Prudent spending whilst meeting existing demand and filling pipeline
- **CLOSE ON PARTNERSHIPS FOR KEY CAPABILITIES**
 - Software infrastructure and applications
 - Extend RF capabilities to address existing infrastructure
 - Moves Sensera towards being a total solutions provider

US\$	FY18	FY19 Projected	Comments
Revenue	\$6.35M	\$10.5 - \$11.5M	<ul style="list-style-type: none"> ▪ Location - SmartBow contract and mining growth ▪ Microdevices - Abiomed contract and multiple customer ramps
Op Ex	\$8.5M	+15%	<ul style="list-style-type: none"> ▪ R&D: Further chip and software dev. ▪ GTM* staff increases
Profit/ Loss	(\$6.9M)	-30%	<ul style="list-style-type: none"> ▪ End of FY19 expect to be operating at cash flow positive

*Go to market

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Sensera Limited (ASX: SE1)



SUMMARY

- **ROBUST FY19 AND FY20 GROWTH**
 - Booking and contracts in place
 - FY19 year-on-year sales growth over 70%
 - Healthy mix of revenue from diverse markets
 - Cash flow positive by FY19 end
- **DIFFERENTIATED AND DEFENSIBLE TECHNOLOGY**
 - Develop hardware further with new sensor IP
 - Add software to offer complete data analytics
 - Emerge with higher recurring revenue from a hosted solution
- **GO-TO-MARKET (GTM) INVESTMENT**
 - Replicate existing wins to drive proliferation in lead markets
 - Leverage existing technologies to expand into new markets
 - Increase pipeline to ensure year-on-year growth
- **COMPELLING STOCK VALUATION**
 - < 3x FY19 revenue



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Sensera Limited (ASX: SE1)



RISKS

The risk factors summarised in this section may materially affect the financial performance of Sensera and the market price of its shares. To that extent, the shares in Sensera carry no guarantee with respect to the payment of dividends or return on capital.

Potential investors should note that risks are associated with any investment in the stock market. Returns from investments in Sensera will depend on the conditions of the market as well as the performance of Sensera. There are a number of risk factors, both relating to the general business environment and specific to Sensera, which may adversely impact on the operating performance, financial position and prospects of Sensera. Potential investors should consider that an investment in Sensera is speculative and should consult their professional advisers before deciding whether to apply for shares in Sensera.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed:

A. Specific Risks

Ability to commercialise technology	<p>Development and commercialisation of technology involves long lead times. While development of the Company's technology is well advanced, there are risks associated with the continuing development and commercialisation of this technology including:</p> <ul style="list-style-type: none">• uncertainty regarding the outcome of the Company's licencing, marketing and sales programs;• difficulties and delays in further development of technology;• uncertainty regarding the speed of uptake of new technologies and of products utilising those technologies. <p>While the Company has secured key customers in relation to a number of its products, the ongoing and future demands for Sensera products and solutions, in existing and target industries, is yet to be fully established and is uncertain. There is a risk that the Company may not be able to obtain and maintain market share or that there is sufficient demand for the Company's product for revenue or profit to be sustainable in the long term.</p>
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Sensera Limited (ASX: SE1)



Competition	The Company competes with other businesses and companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies, or with new companies that enter the industry.
Manufacturing & product liability risk	Although the Company has policies and procedures in place to extensively test its products, there can be no assurance that manufacturing defects will not arise in the Company products. The Company is likely to be adversely impacted by any manufacturing defects. Even after obtaining the required approvals, certifications and licences, there is no assurance that unforeseen adverse events or manufacturing defects will not arise in the Company's products.
Litigation risk	The Company is exposed to possible litigation risks including contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in future which may result in litigation. Any such claim or dispute, if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.
Intellectual property	There is no assurance at any time that any intellectual property right sought to be secured can be formally established or adequate measures taken by the Company to protect its proprietary technology or information. Contractual relationships between the Company and its clients are underpinned by agreements with provisions relating to ownership of intellectual property and warranties in respect of third party intellectual property interests. The ability of the Company to respond to third party claims, if any, will depend on the Company's ability to enforce those contractual arrangements.
Litigation risk	The Company is exposed to possible litigation risks including contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in future which may result in litigation. Any such claim or dispute, if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

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Sensera Limited (ASX: SE1)



Intellectual property	There is no assurance at any time that any intellectual property right sought to be secured can be formally established or adequate measures taken by the Company to protect its proprietary technology or information. Contractual relationships between the Company and its clients are underpinned by agreements with provisions relating to ownership of intellectual property and warranties in respect of third party intellectual property interests. The ability of the Company to respond to third party claims, if any, will depend on the Company's ability to enforce those contractual arrangements.
Uncertainty of future profitability or dividends	The Company's ability to operate profitably in the future will depend on its ability to distribute its products, sell to its current customer base and attract new customers. This will depend on the ultimate demand for its products and solutions by consumers which cannot be guaranteed. The Directors are unable to give any assurance regarding the payment of dividends in the future, if at all.
Additional requirements for capital	The capital requirements of the Company depend on numerous factors. Depending on the amount of revenue generated by the Company's operations, the Company may require further financing in addition to the amount raised under the Offer. Any additional equity shareholding will dilute shareholdings, and debt financing, if available, may involve restrictions on financial and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

B. General Risks

General market and share price risk	General economic factors such as interest rates, exchange rates, inflation, business and consumer confidence and general market factors may have an adverse impact on Sensera's performance, prospects or value of its assets. The market price of Sensera shares will fluctuate due to various factors, many of which are non-specific to Sensera, including recommendations by brokers and analysts, Australian and international general economic conditions, inflation rates, interest rates, exchange rates, changes in government, fiscal and monetary and regulatory policies, changes to laws, global investment markets, global geo-political events and hostilities, investor perceptions and other factors that may affect Sensera's financial performance and position. In the future, these factors may cause Sensera shares to trade at or below their issue price.
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3 How to apply

3.1 Shareholder's choices

The number of New Shares to which Eligible Shareholders are entitled under the Entitlement Offer (i.e. their Entitlement) is shown on the accompanying Entitlement and Acceptance Form. Eligible Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for additional New Shares under the Top Up Facility (refer to section 3.2);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement lapses (refer to section 3.3); or
- (c) allow their Entitlement to lapse (refer to section 3.4).

Ineligible Shareholders may not take up any of their Entitlements.

Sensera reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Entitlement Offer is **5.00pm (AEST) on 4 September 2018** (however, that date may be varied by Sensera, in accordance with the Listing Rules and the Underwriting Agreement).

3.2 Taking up all of your Entitlement and participating in the Top Up Facility

If you wish to take up your Entitlement in full, follow the instructions set out in the Entitlement and Acceptance Form.

If you have applied to take up all of your Entitlement, you may also apply for additional New Shares under the Top Up Facility.

To apply, please either:

- (a) pay the relevant Application Monies through BPAY; or
- (b) return your completed Entitlement and Acceptance Form together with a cheque for your Application Monies

Section 3.6 contains further details regarding payment options.

You may take up all of your Entitlement by payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is being made through BPAY, you do not need to return the Entitlement and Acceptance Form. Your payment must be received by no later than **5.00pm (AEST) on 4 September 2018**.

To pay by cheque you must return your completed Entitlement and Acceptance Form with a cheque for the amount shown on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than **5.00pm (AEST) on 4 September 2018** at the address set out below:

Sensera Limited

C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

If you do not return the Entitlement and Acceptance Form, amounts received by Sensera in excess of the Issue Price multiplied by your Entitlement (**Excess Amount**) may be treated as an application to apply for as many additional New Shares under the Top Up Facility as your Excess Amount will pay for in full.

If you apply for additional New Shares under the Top Up Facility and your application is successful (in whole or in part) your New Shares will be issued at the same time that other New Shares are issued under the Entitlement Offer. There is no guarantee you will receive any New Shares under the Top Up Facility. The Directors reserve their right to allot and issue New Shares under the Top Up Facility at their discretion.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the closing date of the offer.

3.3 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, either pay the relevant Application Monies by BPAY in accordance with the instructions on the Entitlement and Acceptance Form or complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and return with a cheque following the other steps required under section 3.2 and 3.6.

If payment is made through BPAY and Sensera receives an amount that is less than the Issue Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

3.4 Allow your Entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

3.5 Consequences of not accepting your Entitlement

If you do not accept all of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Entitlement Offer (or New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired by the Underwriter or sub-underwriter or under the Top Up Facility.

3.6 Payment

The consideration for the New Shares (including under the Top Up Facility) is payable in full on application by a payment of \$0.11 per New Share.

You may apply for Shares and pay your Application Monies by BPAY. Follow the instructions on the Entitlement and Acceptance Form, which includes the Biller Code and your unique Customer Reference Number (**CRN**).

You should be aware that you will only be able to make a payment via BPAY if you are the holder of an account with an Australian financial institution which supports BPAY transactions.

When completing your BPAY payment, please make sure you use the specific Biller Code and your unique CRN provided on the Entitlement and Acceptance Form. If you do not use the correct CRN your Application will not be recognised as valid. It is your responsibility to ensure that payments are received by 5.00pm (Sydney time) on the Closing Date. Your bank, credit union or building society may impose a limit on the amount which you can transact on BPAY, and policies with respect to processing BPAY transactions may vary between banks, credit unions or building societies. The Company accepts no responsibility for any failure to receive Application Monies or payments by BPAY before the Closing Date arising as a result of, among other things, processing of payments by financial institutions.

Payment may also be made by sending the completed Entitlement and Acceptance Form accompanied by a cheque for the Application Monies. Cheques must be drawn in Australian currency on an Australian bank and made payable to '**Sensera Limited – Entitlement Offer**' and crossed 'Not Negotiable' and sent to the address set out in section 3.2

Eligible Shareholders must not forward cash by mail. Receipts for payment will not be issued.

3.7 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms of this Information Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended, or under the laws of any other jurisdiction outside Australia or New Zealand; and
- (c) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

3.8 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer.

3.9 Notice to Nominees and Custodians

Nominees and custodians may not distribute any part of this Information Booklet or any Entitlement and Acceptance Form in any country outside Australia, except to beneficial holders of Shares in New Zealand or any other country to the extent Sensera may determine it is lawful and practical.

4 Principal risk factors

References to Sensera in this section include its subsidiaries.

4.1 General market risks

Investors should be aware that the market price of Sensera's securities may be influenced by a number of factors. General movements in local and international stock markets, exchange rates, prevailing economic conditions, investor sentiment and interest rates could all affect the market price of Sensera's securities. These risks apply generally to any investment on the stock market.

In addition to the general risks associated with investing in the stock market, there are risks specific to investing in any particular entity. Some risks may be outside Sensera's control and not capable of mitigation. If in doubt about the general or specific risks associated with Sensera's securities, you should seek advice from your professional advisers.

An investment in Sensera should be considered speculative and you should consult your professional advisers before deciding whether to apply for New Shares.

Investment risks

Factors affecting the price at which Sensera Shares are traded on ASX could include domestic and international economic conditions. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment.

Macro economic risks

Sensera's operational and financial performance is affected by the Australian and other international economies. General and business conditions, inflation, interest rates, monetary and fiscal policy, political circumstances and currency exchange rates are all matters which may affect Sensera's operating and financial performance.

Taxation risks

A change to the current taxation regime in Australia or in overseas jurisdictions in which Sensera operates may affect Sensera and its shareholders.

Accounting standards

Australian accounting standards are set by the Australian Accounting Standards Board (**AASB**) and are outside Sensera's control. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in Sensera's financial statements.

4.2 Specific risks

Below is an analysis of some of the specific business risks facing Sensera in the conduct of its activities. Sensera operates two businesses, Microdevices and Nanotron and some risks are specific to the individual businesses and for the sake of completeness these are split out under specific risks where warranted. Sensera is exposed to risks relevant to many businesses, including increasing competition, information systems failure risk and protection of intellectual property. This section is intended to be a concise summary of the key risks to Sensera's business – not an exhaustive list of all possible risks.

Ability to commercialise technology

Development and commercialisation of technology involves long lead times. While development of the Company's technology is well advanced, there are risks associated with the continuing development and commercialisation of this technology including:

- (a) uncertainty regarding the outcome of the Company's licencing, marketing and sales programs;
- (b) difficulties and delays in further development of technology;
- (c) uncertainty regarding the speed of uptake of new technologies and of products utilising those technologies.

The Company's future performance will be dependent on its ability to design, develop, manufacture, assemble, test, market and support its current products, as well as to continue developing new products and enhancing its current products, in a timely and cost effect manner on behalf of its customers.

The sales potential of the Company's products and solutions is still being developed. While the Company has secured key customers in relation to a number of its products, the ongoing and future demands for Sensera products and solutions, in existing and target industries, is yet to be fully established and is uncertain. There is a risk that the Company may not be able to obtain and maintain market share or that there is sufficient demand for the Company's product for revenue or profit to be sustainable in the long term.

The Company's existing sales and contractual relationships gives it confidence in its ability to achieve sales and maintain a customer base within its target industries, notwithstanding the risks outlined above.

The Company's ability to expand its business within these markets is subject to various regulations and protocols relating specifically to each of these sectors. Variation to these regulations and protocols may also impact upon the Company's ability to execute its market strategies.

Competition

The Company competes with other businesses and companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. In the MicroDevices division, due to the Company's specialist business model and relatively small scale product manufacturing, competing businesses may have a larger range of product types and technologies and therefore be considered more appealing by consumers. There can be no assurance that the Company can compete effectively with these companies, or with new companies that enter the industry. .

Industry competition may require the Company to reduce the price at which consumers can purchase its products as a means of retaining its current customers and attracting new customers. The Company will attempt to address reduced profit margins from product sales by reducing its operating and/or manufacturing costs. There is a risk, however, that the Company's net sales growth and revenue stream will suffer if the Company cannot effectively reduce its cost and keep its product prices competitive. There is also a risk that the Company's competitors may develop products that cause the Company's products to become obsolete or unattractive to its current customers or potential consumers.

Engineering risk

The Company has been, and may in future be, engaged by a customer to design and develop a solution in accordance with customer specifications. There is a risk that the Company will not be able to deliver the outputs agreed upon with its customers, for example where the specification provided by the customer is not feasible in practice or the manufacture of the developed product is too complex for consistent performance to be assured.

In the MicroDevices division, although the Company will generally receive payment for attempting to provide a solution to the customer, the primary revenue received and anticipated to be received by the Company comes from the manufacture of products. The Company will not manufacture products where no solution is identified or, where one of the Company's competitors identifies the solution to the customer's problem, it is highly unlikely the Company will then be engaged to manufacture the product for the customer.

Manufacturing and product liability risk

In the MicroDevices division the Company's manufacturing efficiency has been, and will continue to be, an important factor in its future profitability. The Company may not be able to maintain or increase its manufacturing operations and any disruption to the Company's operations could have a material adverse effect on Sensera's efficiencies, ability to deliver to customers, operating results and financial conditions.

Although the Company has policies and procedures in place to extensively test its products, there can be no assurance that manufacturing defects will not arise in the Company products. The Company is likely to be adversely impacted by any manufacturing defects. The Nanotron division utilises third party manufacturing facilities to manufacture its products and in certain cases parts of the manufacturing process for the MicroDevices division are outsourced to third parties. There is a risk that these could be disrupted and may not be able to source alternate methods of creating its product on terms that are commercially viable or within time frames required to secure ongoing support of its customers.

Even after obtaining the required approvals, certifications and licences, there is no assurance that unforeseen adverse events or manufacturing defects will not arise in the Company's products. Any such events could expose the Company to product liability claims or litigation which may result in the revocation of approvals or certifications and/or monetary damages being awarded against the Company. In such circumstances, the Company's insurance coverage or ability to claim defects against its third party manufacturers may be ineffective. Any such claim on insurance would also be likely to have a detrimental effect on the Company's reputation and revenues.

There is also the risk that demand for the Company's product may reach a level where the manufacturing capacity of the Company and its third party manufacturers is unable to keep up, resulting in customer dissatisfaction and potential loss of opportunities by being unable to adequately service prospective customers.

Management growth

There is a risk that the Company will not be able to manage rapid growth of the business. The capacity of the Company to properly implement and manage business growth may affect the Company's financial performance. This may result in the share price decreasing to a price which is less than the issue price of New Shares.

There is no guarantee that, should demand for the Company's product reach a level where its current manufacturing efficiency is insufficient to meet demand, the Company will be able to expand or upgrade existing facilities, build or obtain new facilities or develop manufacturing technology to meet such demand.

Key personnel

The success of the Company depends to a significant extent on the ability, performance and experience of its key personnel. The loss of key personnel or an inability to recruit or retain suitable replacement or additional personnel may impact the Company's ability to develop and implement its strategies which may have an adverse effect on its future financial performance.

In addition, the competition for skilled technical and commercial staff in the industry in which the Company operates is significant. As the Company expands it will require additional personnel who may be difficult to secure or may not perform to expectations. The success of the Company also depends on its ability in the future to attract and retain experienced and high-performing technical staff.

There is a risk that measures put in place to recruit and retain such staff may be costly and may not be effective which have a material adverse effect on the Company business, operations and financial performance.

All key management are under formal contracts. The Company also has adopted an Employee Security Option Plan to allow it to appropriately incentivise management and key staff and will regularly review its remuneration practices to ensure it remains attractive and competitive to potential future staff.

Change in strategy

The Company's strategies may evolve over time due to review and assessment of, amongst other things, market trends, technical challenges, changes in regulations, the level of market acceptance in particular jurisdictions and the emergence of new or improved technology. As a result, the current strategies, approached, products and plans of the Company may not reflect the strategies, approaches, markets and products pursued by the Company at a later date.

Changes in technology

The Company's success will depend, in part, on its ability to expand its products and grow its business in response to changing technologies, user and third party service providers' demands and competitive pressures. Failure to do so may impact the success of the Company. Further, the cost of responding to changing technologies is unpredictable and may impact the Company's profitability or, if such cost is prohibitive, may reduce the Company's capacity to expand or maintain its business.

Should the Company fail to develop new technologies, or anticipate or react to changes in existing technologies, either within or outside of its industry, development of new products may be materially delayed, which could result in a reduction in net sales and a loss of market share. The Company's financial performance is dependent on its ability to design, develop, manufacture, assemble, test, market and support new products and product enhancements in a timely and cost-effective manner.

Uncertainty of future profitability or dividends

The Company's ability to operate profitably in the future will depend on its ability to distribute its products, sell to its current customer base and attract new customers. This will depend on the ultimate demand for its products and solutions by consumers which cannot be guaranteed.

Other factors that will determine the Company's profitability are its ability to manage its costs, to execute its development and growth strategies, economic conditions in the markets the Company operates, competitive factors and regulatory developments. Accordingly, the extent of future

profits, if any, and the time required to achieve a sustained profitability is uncertain. Moreover, the level of such profitability cannot be predicted.

Where the Company is in a position to pay dividends, the amount, timing and payment of future dividends is dependent on a range of factors including future capital and R&D requirements, as well as the overall financial position of the Company. The Directors are unable to give any assurance regarding the payment of dividends in the future, if at all.

Intellectual property

Some of the engineering and production undertaken by the Company are skill-based and involve expertise, using widely known, non proprietary principles and processes. For this aspect of the Company's business, the Company does not rely on or use its own or third parties' intellectual property to conduct its business, and does not require or currently hold substantive intellectual property for its activities.

In the case of the Nanotron division, the Company relies on a combination of patents, trade secrets, copyright and other intellectual property rights together with licences, non-disclosure and confidentiality agreements to establish and protect its proprietary rights. There is no assurance that the measures taken by the Company will be adequate to protect its proprietary technologies or that these proprietary rights will not be challenged by third parties. In addition, these proprietary rights may not prevent the independent development of competing technologies or the sale of competing products.

The Company may create intellectual property or seek to acquire or obtain licences of intellectual property rights in the future. The Company may not be able to complete the acquisition or license of novel products on commercially viable terms. If the Company does create, acquire or obtain licences of intellectual property, it will be necessary to develop a strategy for securing the Company's rights, which strategy may be dependent on as yet unknowns cost or be subject to challenge by third parties.

There is no assurance at any time that any intellectual property right sought to be secured can be formally established or adequate measures taken by the Company to protect its proprietary technology or information.

Contractual relationships between the Company and its clients are underpinned by agreements with provisions relating to ownership of intellectual property and warranties in respect of third party intellectual property interests. The ability of the Company to respond to third party claims, if any, will depend on the Company's ability to enforce those contractual arrangements.

Reliance on third parties

The Company has engaged third parties to manufacture its products and outsources certain manufacturing activities at its microfabrication facility. Accordingly, the success of the Company may depend in part on the performance of these third parties, with underperformance likely leading to customer dissatisfaction and potentially, claims in relation to any defective products sold by the Company.

The Company is also reliant on third parties for supply of the raw products required to make its products. The Company's operations will be adversely effected if it is unable to obtain adequate supplies in a timely manner or if the costs charged by third parties for supplying such materials becomes prohibitive.

The engagement of these third parties will also likely involve the payment of fees and commissions which may reduce the profit margins of the Company.

Litigation risk

The Company is exposed to possible litigation risks including contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in future which may result in litigation. Any such claim or dispute, if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

Additional requirements for capital

The capital requirements of the Company depend on numerous factors. Depending on the amount of revenue generated by the Company's operations, the Company may require further financing in addition to the amount raised under the Offer. Any additional equity shareholding will dilute shareholdings, and debt financing, if available, may involve restrictions on financial and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

Currency risk

The Company is raising funds under the Offer in Australian dollars. The primary customer markets for the Company's products are in the US and Europe and therefore, the Company's expenditure may be incurred in US, Euro or Australian currency and revenue is expected to be predominantly received and made in US dollars and Euro. As a result, the Company may be adversely affected by fluctuations in the Euro, US dollar and Australian dollar exchange rates including risks on conversion of the proceeds of the offer to other currencies.

Debt collection risk

Customers may be slow, or fail, to pay the Company causing a cash flow issue for the Company. Where a customer fails to pay, the Company may be required to engage in litigation to recover the funds due to it. As with any litigation, there can be no guarantee of success. In addition, sources of funds being relied upon by customers for payment to the Company, such as government budget allocations and grants, may be unpredictable and variable.

International agreements

The Company has entered, and may in future enter into, contractual relations with parties that are domiciled in foreign jurisdictions. There is scope for changes in contract law, property law and intellectual property that is beyond the control of the Company and may affect the Company's ability to carry on its business, including the enforceability of its contractual arrangements.

Potential acquisitions

As part of its business strategy, the Company may make acquisitions of, or significant investment in, complementary companies or prospects. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

5 Definitions

These definitions are provided to assist the understanding some of the expressions used in this Information Booklet.

Term	Definition
Sensera	means Sensera Limited ACN 613 509 041.
A\$	means Australian dollars.
AEST	means Australian Eastern Standard Time.
Applicant	means an Eligible Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or has arranged for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application	means the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application Monies	means the aggregate amount of money payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Business Day	means a business day as defined in the Listing Rules.
Closing Date	means 4 September 2018, being the day the Entitlement Offer closes, or any other date that the Directors in their absolute discretion determine, subject to the Listing Rules.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of Sensera.
Eligible Shareholder	means a Shareholder as at the Record Date who is not an Ineligible Shareholder.
Entitlement	means the right to subscribe for New Shares under the Entitlement Offer.
Entitlement and Acceptance Form	means the Entitlement and Acceptance Form accompanying this Information Booklet.
Entitlement Offer	means the non-renounceable entitlement offer to Eligible Shareholders to subscribe for 4 New Shares for every 9 Shares of which the Shareholder is the registered holder on the Record Date, at the Issue Price pursuant to this Information Booklet.
Equity Raising	means the Entitlement Offer and the Institutional

Term	Definition
	Placement.
Existing Shares	means the Shares already on issue in Sensera as at the Record Date.
Ineligible Shareholder	means a Shareholder as at the Record Date whose registered address is not located in Australia or New Zealand.
Information Booklet	means this document.
Institutional Placement	means the offer of New Shares to an institutional investor announced on 15 August 2018 and expected to settle on 17 August 2018.
Investor Presentation	means the presentation to investors, in section 2 of this Information Booklet.
Issue Price	means \$0.11 per New Share.
Listing Rules	means the official listing rules of ASX.
New Shares	means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the shortfall from the Entitlement Offer issued under the Top Up Facility or to the Underwriter or sub-underwriter.
Record Date	means 7.00pm AEST on 20 August 2018.
Shareholders	mean holders of Shares.
Shares	means fully paid ordinary shares in the capital of Sensera.
Share Registry	means Boardroom Pty Limited ACN 003 209 836.
Shortfall Shares	means those New Shares not taken up by Eligible Shareholders under the Entitlement Offer, together with those New Shares to which any Ineligible Shareholders would otherwise have been entitled.
Top Up Facility	means the facility described in section 1.2 under which certain Eligible Shareholders may apply for New Shares in excess of their Entitlement.
Top Up Shares	means extra Shares a Shareholder may apply for in excess of their Entitlement under the Top Up Facility.
Underwriter	means Morgans Corporate Limited ACN 010 539 607.
Underwriting Agreement	means the underwriting agreement dated 15 August 2018 between Sensera and the Underwriter.
Voting Power	has the meaning given to that term in section 9 Corporations Act.

6 Corporate information

Company

Sensera Limited
Level 3, 62 Lygon Street
Carlton VIC 3053
Tel: +61 3 9824 5254
www.sensera.com

Underwriter

Morgans Corporate Limited
ABN 32 010 539 607
Level 29, 123 Eagle St,
Brisbane QLD 4000
Tel: 1800 658 206
www.morgans.com.au

Directors

Mr Matt Morgan - Chairman
Mr Ralph Schmitt - Chief Executive Officer and
Managing Director
Mr Jonathan Tooth - Non Executive Director
Mr George Lauro - Non Executive Director
Mr Camillo Martino - Non Executive Director

Lawyers

McCullough Robertson Lawyers
Level 11, 66 Eagle Street
Brisbane QLD 4000
Tel: +61 7 3233 8888
www.mccullough.com.au

Company Secretary

Mr Phillip Hains

Share Registry

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
Tel: +61 2 9290 9600
www.boardroomlimited.com.au

RIGHTS ISSUE ENTITLEMENT AND ACCEPTANCE FORM

Entitlement No.

Subregister

SRN/HIN.

Number of Shares held at 7pm
(Sydney time) on 20 August
2018

Offer Closes: 5pm (Sydney time) 4 September 2018

NON-RENOUNCEABLE ISSUE OF UP TO 75,159,192 NEW SHARES AT AN ISSUE PRICE OF \$0.11 EACH ON THE BASIS OF 4 NEW SHARES FOR EVERY 9 ORDINARY SHARES HELD, PAYABLE IN FULL UPON ACCEPTANCE OF THIS OFFER.

A Rights Acceptance

If you wish to accept your **FULL ENTITLEMENT** please complete and return this form **WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW**. The return of this form by the close date with payment will constitute acceptance of the Offer. Your signature is only required when an alteration to your address is indicated by you over the page.

Entitlement to New Shares on the basis of 4 New Shares for every 9 Ordinary Shares held	Price Per Share	Amount Payable for Full Acceptance, at \$0.11 per New Share
	\$0.11 per Share =	

If you wish to accept **PART OF YOUR ENTITLEMENT** ONLY please complete this form showing in the box below the **NUMBER OF NEW SHARES BEING ACCEPTED** and the appropriate amount payable.

Number of New Shares accepted	Price per Share	Amount Enclosed
	\$0.11 per Share =	\$

B Apply for Additional New Shares (if available)

If you wish to apply for Additional New Shares in addition to your Entitlement above please insert the number of Additional New Shares in the box below and the appropriate amount payable. These Additional New Shares will only be allotted if available.

Number of Additional New Shares Applied for	Price Per Additional New Share	Amount Enclosed
	\$0.11	\$

C Payment

Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the Sensera Limited Share Registry. Payments cannot be made at any bank.

Payment Option 1 - BPAY



Biller Code:

Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Application Form
- If paying by BPAY the amount of your payment received in the account divided by the issue price will be deemed to be the total number of shares you are applying for.

Payment Option 2 – Cheque (Record cheque details below)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT \$AUD
				\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "Sensera Limited – Entitlement Offer" and crossed "Not Negotiable".
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

THIS FORM CONTINUES OVERLEAF

D Contact Details

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

By submitting this Application Form or by using the BPAY facility to accept the Offer, I/We represent and warrant that I/we have read and understood the Offer Document to which this Application Form relates and declare that this Application is completed and lodged according to the Offer Document and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Sensera Limited and agree to the terms and conditions of the Offer under this Offer Document. I/We represent and warrant that I/we have not relied on any other information provided by the Company other than as set out in this Offer Document when making my/our decision to invest.

LODGEMENT INSTRUCTIONS TO APPLICANTS

Please read these instructions carefully

ACCEPTANCE OF YOUR ENTITLEMENT IN FULL OR PART

Multiply the number of New shares (and Additional New Shares, if any) for which you are accepting by \$0.11 then fill in the acceptance details, where necessary, in the space provided on the front of this form.

If you do not deal with your entitlement it will lapse at 5.00 pm (Sydney time) on 4 September 2018.

PAYMENT

Cheque or Draft

Complete your cheque or bank draft details on the front of this form and send your cheque/bank draft and completed form to:

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Telephone No. 1300 737 760 (within Australia) + 61 2 9290 9600 (International)
Facsimile No. 02 9279 0664

All cheques or bank drafts (expressed in Australian currency) are to be made payable to "Sensera Limited – Entitlement Offer" and crossed "Not Negotiable".

BPAY

If you make payment using BPAY you must contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information: www.bpay.com.au. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY before 5.00 pm (Sydney time) on 4 September 2018.

PAYMENT - OVERSEAS RESIDENT

Overseas shareholders who are entitled to apply for shares must obtain a draft in Australian currency payable to a bank in Australia, or where the shareholder has an account with a bank in Australia, by cheque drawn on that bank within Australia.

The Australian currency draft should be attached to your completed form and the document mailed to Boardroom Pty Limited at the above address.

OVERSEAS SHAREHOLDERS ARE ADVISED TO ENSURE THEIR DOCUMENTS ARE POSTED TO AUSTRALIA BY AIRMAIL.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

INTERPRETATION

Terms used in this Entitlement and Acceptance Form have the same meaning as defined in the Offer Document.

CHANGES OF ADDRESS SUPPORTED BY YOUR SIGNATURE(S)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/privacy.html>).