

15 August 2018

## **Letter to eligible shareholders – Sensera Limited ACN 613 509 041 (ASX: SE1)**

Dear Shareholder

### **Sensera Entitlement Offer – notice to eligible shareholders**

Sensera Limited (**Sensera**) today announces its intention to raise approximately \$8.83 million through:

- an \$8.267 million underwritten 4 for 9 pro rata non-renounceable entitlement offer of fully paid ordinary shares in Sensera (**New Shares**) (**Entitlement Offer**); and
- a \$565,000 placement to institutional and sophisticated investors (**Institutional Placement**).

The purpose of the Institutional Placement and Entitlement Offer is to fund:

- the final instalment of the nanotron GmbH purchase consideration payable to the nanotron vendor;
- research and development activities; and
- offer costs and working capital to meet Sensera's intended growth objectives.

The Entitlement Offer has been fully underwritten by Morgans Corporate Limited (**Underwriter**), however, the Underwriter is not required to subscribe for New Shares if to do so would result in the Underwriter obtaining voting power in Sensera of 20% or greater.

### **Summary of key terms of the Entitlement Offer**

Under the Entitlement Offer, Eligible Shareholders (defined below) will be invited to subscribe for 4 New Shares for every 9 existing Sensera ordinary shares held at 7.00pm AEST on 20 August 2018 (**Record Date**) at an offer price of \$0.11 per New Share (**Entitlement**).

### **Eligibility of shareholders to participate in the Entitlement Offer**

You are being sent this letter because Sensera believes you are an Eligible Shareholder. An Eligible Shareholder means a holder of Sensera Shares at 7.00pm (AEST) on the Record Date who:

- has a registered address in Australia or New Zealand or is a Shareholder that Sensera has otherwise determined is eligible to participate;
- is not in the United States and is not a nominee, custodian or other person acting for the account or benefit of a person in the United States; and
- 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 being made by Sensera without a disclosure document or product disclosure statement under section 708AA *Corporations Act 2001* (Cth) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). Shareholder approval is not required for Sensera to make the offer under the Entitlement Offer.

## Ineligible shareholders

If you are not an Eligible Shareholder you cannot participate in the Entitlement Offer. Sensera will notify those shareholders who are not Eligible Shareholders.

## Further details about the Entitlement Offer

Eligible Shareholders who take up their full Entitlement, may subscribe for additional New Shares from a pool of those not taken up by Eligible Shareholders as at the closing date of the Entitlement Offer (**Top Up Facility**). There is no guarantee that applicants under the Top Up Facility will receive the number of New Shares applied for under the Top Up Facility, or any. The Directors reserve the right to allot and issue New Shares under the Top Up Facility at their discretion.

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

Fractional Entitlements will be rounded down to the nearest whole number of New Shares and holdings on different registers or sub-registers will not be aggregated to calculate Entitlements.

## Information Booklet

Please find enclosed an information booklet and personalised Entitlement and acceptance form which contain important information about the Entitlement Offer and sets out the number of New Shares you are entitled to purchase under the Entitlement Offer. A copy of the information booklet is also available on the ASX website at [www.asx.com.au](http://www.asx.com.au) and Sensera's website at <http://sensera.com/>.

## Key dates<sup>1</sup>

Sensera expects the Entitlement Offer to be conducted according to the following timetable.

Event	Date
Announcement of the Entitlement Offer	15 August 2018
Mailing of the Entitlement Offer details	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	12 September 2018

<sup>1</sup>All dates are indicative only and subject to change. Sensera and Morgans Corporate Limited reserve the right to withdraw or vary the timetable without notice.

Event	Date
commences	

*This Timetable is indicative only. The Directors may vary these dates, in consultation with the Underwriters, subject to the Listing Rules. The last date to extend the Closing Date is 30 August 2018. An extension of the closing date will delay the anticipated date for issue of the New Shares.*

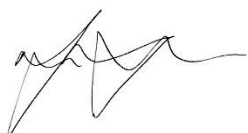
*The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer any time before the allotment and issue of the New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.*

## Further information

Should you have any queries about this matter, please contact the Share Registry on 1300 737 760 (inside Australia) and +61 2 9290 9600 (outside Australia) between 8.30am and 5.00pm (AEST).

On behalf of the Directors, I thank you for your continued support of Sensera.

Yours sincerely



Matthew Morgan  
Chairman  
Sensera Limited

## About Sensera Limited

Sensera Limited ("Sensera") is an Internet of Things (IoT) solution provider that delivers sensor-based products transforming real-time data into meaningful information, action and value. Sensera designs and manufactures hardware and software across the vertical technology spectrum from unique structures as MicroElectroMechanical Systems (MEMS) and sensors, as well as wireless networked systems and software that when combined, drive an entire IoT platform solution. For more information, please visit <http://sensera.com/>.

## Important information

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, the New Shares have been, and will not be, registered under the United States Securities Act of 1933 (the 'US Securities Act') or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements in the Entitlement Offer may only be taken up by, and the New Shares in the Entitlement Offer may only be offered or sold to, directly or indirectly, certain persons outside the United States in 'offshore transactions' (as defined in Rule 902(h) of Regulation S under the US Securities Act) in reliance on Regulation S under the US Securities Act.