

15 August 2018

Letter to ineligible shareholders – Sensera Limited ACN 613 509 041 (ASX: SE1)

Dear Shareholder

Sensera Entitlement Offer – notice to ineligible 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 vendors;
- research and development activities; and
- offer costs and working capital to meet Sensera's intended growth objectives.

The Entitlement Offer is 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.

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**).

The Entitlement Offer is being made by Sensera without a disclosure document or product disclosure statement under section 708AA *Corporations Act 2001* (Cth) (**Corporations Act**) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84).

Documents relating to the Entitlement Offer were lodged with ASX on 15 August 2018 and are being mailed to Eligible Shareholders. Shareholder approval is not required for Sensera to make the offer under the Entitlement Offer.

Eligibility of shareholders to participate in the Entitlement Offer

Sensera has determined, under ASX Listing Rule 7.7.1(a) and section 9A(3) Corporations Act, that it would be unreasonable to make offers to shareholders in all countries in connection with the Entitlement Offer. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) Corporations Act, this letter is to inform you that Sensera has determined that you are not an Eligible Shareholder and therefore are ineligible to apply for New Shares under the Entitlement Offer.

You are not required to do anything in response to this letter.

The Entitlement Offer is only available to Eligible Shareholders. 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.

As you do not satisfy the criteria for eligibility, Sensera is unfortunately unable to extend the Entitlement Offer to you.

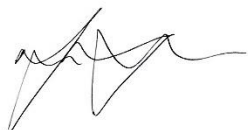
New Shares equivalent to the number of New Shares you would have been entitled to if you were an Eligible Shareholder will be allocated to Eligible Shareholders who subscribe for New Shares in excess of their entitlement under the Entitlement Offer or in accordance with the underwriting agreement.

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for these entitlements in respect of any New Shares that would have been offered to you if you were eligible.

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.



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 not 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 under 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.