

# Notice of Annual General Meeting

Sensera Limited ACN 613 509 041

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Notice is given that the Annual General Meeting of Sensera Limited ACN 613 509 041 (**Company** or **Sensera**) will be held at:

<b>Location</b>	Henslow Pty Ltd Level 7, 333 Collins St, Melbourne VIC 3000
<b>Date</b>	Friday, 30 November 2018
<b>Time</b>	9:30 am (Melbourne time)

## Ordinary Business

### Financial statements and reports

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2018.

### Resolution 1 - Directors' remuneration report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) of the *Corporations Act* :

- 1 *'That the Remuneration Report be adopted.'*

**Note:** This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

### Re-election of Directors

To consider and, if in favour, pass the following resolutions as ordinary resolutions:

### Resolution 2 - Re-election of Mr Camillo Martino

- 2 *'That Mr Camillo Martino, a Non-Executive Director, who retires by rotation in accordance with rule 57(2) of the Constitution, and being eligible, be re-elected as a Director of the Company.'*

**Note:** Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Camillo Martino abstaining) recommend that you vote in favour of this resolution.

### Resolution 3 - Re-election of Mr Matthew Morgan

- 3 *'That Mr Matthew Morgan, a Non-Executive Director, who retires by rotation in accordance with Listing Rule 14.5 and rule 59 of the Constitution, and being eligible, be re-elected as a Director of the Company.'*

**Note:** Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Matthew Morgan abstaining) recommend that you vote in favour of this resolution.

## Special business

### **Resolution 4 - Ratification and approval of previous issue of 23,333,333 Shares to professional and sophisticated investors**

To consider and, if thought fit, to pass the following ordinary resolution:

- 4        *'That for the purposes of Listing Rule 7.4 and for all other purposes, approval be given for the previous issue of 23,333,333 Shares issued at \$0.30 per Share to various professional and sophisticated investors.'*

The Directors recommend that you vote in favour of this resolution.

### **Resolution 5 - Ratification and approval of previous issue of Options to consultants**

To consider and, if thought fit, to pass the following ordinary resolution:

- 5        *'That for the purposes of Listing Rule 7.4 and for all other purposes, approval be given for the previous issue of 1,500,000 Options exercisable at \$0.40 per option within 36 months in relation to services provided to the Company as detailed in the Explanatory Memorandum.'*

The Directors recommend that you vote in favour of this resolution.

### **Resolution 6 - Ratification and approval of previous issue of Shares to Nanotron Vendors**

To consider and, if thought fit, to pass the following ordinary resolution:

- 6        *'That for the purposes of Listing Rule 7.4 and for all other purposes, approval be given for the previous issue of 3,975,952 Shares issued at \$0.32 per share to Nanotron vendors as part of the consideration for the acquisition of Nanotron Technologies GBMH.'*

The Directors recommend that you vote in favour of this resolution.

### **Resolution 7 - Ratification and approval of previous issue of Shares to consultants**

To consider and, if thought fit, to pass the following ordinary resolution:

- 7        *'That for the purposes of Listing Rule 7.4 and for all other purposes, approval be given for the previous issue of 132,593 Shares issued at \$0.27 per share in lieu of cash payment for consulting services provided to the Company.'*

The Directors recommend that you vote in favour of this resolution.

### **Resolution 8 - Ratification and approval of previous issue of 5,136,364 Shares to professional and sophisticated investors**

To consider and, if thought fit, to pass the following ordinary resolution:

- 8        *'That for the purposes of Listing Rule 7.4 and for all other purposes, approval be given for the previous issue of 5,136,364 Shares issued at \$0.11 per Share to various professional and sophisticated investors.'*

The Directors recommend that you vote in favour of this resolution.

## **Resolution 9 – Issue of 750,000 options to Mr Camillo Martino as part of director remuneration**

To consider and, if thought fit, to pass the following ordinary resolution:

- 9 'That, pursuant to Listing Rule 10.11, Shareholders approve the granting of 750,000 options to Mr Camillo Martino, Director, or his nominee, on the terms set out in the Explanatory Memorandum.'

Note: if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

## **Resolution 10: Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A**

To consider and, if in favour, to pass the following resolution as a special resolution:

- 10 *'That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve Sensera having the additional capacity to issue Shares up to 10% of the issued capital of Sensera (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'*

The Directors recommend that you vote in favour of this resolution.

Dated: 24 October 2018

By order of the Board



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**Phillip Hains**  
Company Secretary

# Voting exclusion statement

## Corporations Act

<b>Resolution 1: Directors' remuneration report</b>	The Company will disregard votes cast by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.
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## Listing Rules

In accordance with Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of::

<b>Resolution 4 - Ratification and approval of previous issue of 23,333,333 Shares to professional and sophisticated investors</b>	A person who participated in the issue and their associates
<b>Resolution 5: Ratification and approval of previous issue of Options to consultants</b>	A person who participated in the issue and their associates
<b>Resolution 6: Ratification and approval of previous issue of Shares to Nanotron Vendors</b>	A person who participated in the issue and their associates
<b>Resolution 7 - Ratification and approval of previous issue of Shares to consultants</b>	A person who participated in the issue and their associates
<b>Resolution 8 - Ratification and approval of previous issue of 5,136,364 Shares to professional and sophisticated investors</b>	A person who participated in the issue and their associates
<b>Resolution 9 - Issue of 750,000 options to Mr Camillo Martino as part of director remuneration</b>	Mr Camillo Martino or/and his closely related party
<b>Resolution 10: Approval of additional 10% capacity to issue shares under Listing rule 7.1A</b>	A person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed and their associates

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

- 1 it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 2 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## Notes

- 1 Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- 4 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- 5 The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of determining a conference to vote and attend at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Melbourne time) on Wednesday 28 November 2018. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 10 If you have any queries on how to cast your votes then call the Company Secretary on 03 9824 5254 during business hours.

# Explanatory Memorandum

Sensera Limited ACN 613 509 041

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This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held at Level 7, 333 Collins St, Melbourne VIC 3000 on Friday 30 November 2018 at 9:30 am (Melbourne time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

## Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, Shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor, Grant Thornton, if the question is relevant to:
  - (a) the content of the auditor's report; or
  - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

**Note:** Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

- 5 Written questions for the auditor must be delivered by 5.00pm (Melbourne time) on Friday 23 November 2018.
- 6 Please send any written questions for Grant Thornton to:  
*The Company Secretary*  
*Sensera Limited*  
*Level 3, 62 Lygon St*  
*Carlton, VIC 3053*

## Resolution 1: Remuneration Report

- 7 The Remuneration Report is contained in the Annual Report, which is available on the Sensera website at [www.sensera.com](http://www.sensera.com).
- 8 The Corporations Act requires that the Remuneration Report be put to the vote of Shareholders for adoption.
- 9 The resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining Sensera's remuneration

policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

10 The Remuneration Report:

- (a) reports and explains the remuneration arrangements in place for executive Directors, senior management and non-executive Directors;
- (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers within Sensera; and
- (c) discusses the relationship between the Board policies and Sensera performance.

11 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

**Directors' Recommendation**

12 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution.

**Re-election of Directors**

13 Rule 59(1) of the Constitution requires that, at every annual general meeting, one-third of the Directors (excluding the Managing Director) must retire from office and stand for re-election.

14 The Directors to retire under rule 59(1) are those who have been in office the longest since being appointed. As between Directors who were elected on the same day, the Directors to retire are (in default of agreement between them) determined by ballot.

15 Rule 57(2) of the Constitution requires that a director appointed to fill a casual vacancy or as an addition to the existing directors will hold office until the next annual general meeting when the director may be re-elected but will not be taken into account in determining the number of directors who must retire by rotation.

16 The Board has determined that the following Directors will retire from office under rule 57 (2) and 59(1) of the Constitution and stand for re-election:

- (a) Mr Camillo Martino, and
- (b) Mr Matthew Morgan.

**Resolution 2: Re-election of Mr Camillo Martino, BSEE, MBA, GAE, Non-Executive Director**

17 Mr Camillo Martino retires from office under rule 57(2) of the Constitution and stands for re-election to the Board. He was appointed as a Director by the Board on 1 July 2018.

18 Mr Martino helped to power the growth of wired and wireless connectivity solution provider Silicon Image for more than 5 years, culminating in its sale in 2015 for US\$607 million. Mr. Martino holds a Bachelor of Applied Science from the University of Melbourne and a Graduate Diploma (in Digital Communications) from Monash University in Australia. Following a successful career as a chief executive officer and C-suite technology executive, Mr Martino currently serves as a board member and executive advisor to high technology companies. He is a member of the Board of Directors of Cypress Semiconductor (NASDAQ: CY) and MagnaChip Semiconductor Corporation (NYSE: MX).

### **Directors' Recommendation**

- 19 The Directors (with Mr Camillo Martino abstaining), recommend the re-appointment of Camillo Martino.

### **Resolution 3: Re-election of Mr Matthew Morgan, BA(Eco, Fin. St.) Non-Executive Director**

- 20 Mr Matthew Morgan retires from office under Listing Rule 14.5 and rule 59(1) of the Constitution and stands for re-election to the Board. He was appointed as a Director on 6 July 2016.
- 21 Matthew has over 11 years of executive management experience in private equity funded portfolio companies and 8 years as a venture capitalist. He is the Principal of Millers Point Company, an advisory business that provides consulting and advisory services to emerging companies with high growth or turnaround objectives. He is a former venture capitalist at Queensland Investment Corporation and is experienced in capital raisings, mergers and acquisitions and has held executive positions in a variety of private equity funded organisations. He was a co-founder of Diversa Ltd (ASX:DVA) a financial service business acquired by OneVue Holdings Ltd (ASX:OVH). Matthew holds a B.Commerce, B. AppSc and an MBA from the Queensland University of Technology. He was also the first Australian to be awarded a Kauffman Fellowship.

### **Directors' Recommendation**

- 22 The Directors (with Mr Matthew Morgan abstaining), recommend the re-appointment of Mr Matthew Morgan to the Board.

### **Resolutions 4, 5, 6, 7 and 8: Ratification and approval of previous issue of securities**

- 23 The purpose of Resolution 4, 5, 6, 7 and 8 are for Shareholders to approve, pursuant to Listing Rule 7.4, previous allotments and Share and Option issues, which will otherwise count toward the 15% limit under Listing Rule 7.1.
- 24 Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of the shares on issue at the commencement of that 12 month period.
- 25 The aggregate allotments and issue of securities detailed in resolutions 4, 5, 6, 7 and 8 will not have exceeded the 15% threshold. However, Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the company's 15% capacity and enabling it to issue further securities up to that limit.
- 26 The resolutions propose the approval of the previous allotments and issue of Shares and Options for the purpose of satisfying the requirements of Listing Rule 7.4.

### **Resolution 4: Ratification and approval of previous issue of 23,333,333 Shares to professional and sophisticated investors**

- 27 In compliance with the information requirements of Listing Rule 7.5, members are advised of the following particulars in relation to the allotment and issue of Shares for the purpose of resolution 4:



<b>Date of issue</b>	29 November 2017
<b>Number of Shares issued</b>	23,333,333
<b>Issue price</b>	\$0.30 per share
<b>Terms of Shares</b>	Ordinary fully paid shares
<b>Persons to whom Shares were issued</b>	Sophisticated and professional investors.
<b>Intended use of funds</b>	To support investment in Sensera's business development activities and to fund work in progress, R&D and part of the consideration of the Nanotron acquisition.

#### **Directors' recommendation**

- 28 The Directors recommend that you vote in favour of this resolution.

#### **Resolution 5: Ratification and approval of previous issue of Options to consultants**

- 29 In compliance with the information requirements of Listing Rule 7.5, members are advised of the following particulars in relation to the allotment and issue of Options for the purpose of resolution 5:

<b>Date of issue</b>	8 December 2017
<b>Issue Price</b>	Nil
<b>Number of options issued, exercise price and term of issue</b>	1,500,000 Options to acquire 1,500,000 Shares exercisable at \$0.40 per option expiring on 15 August 2020
<b>Persons to whom Options were issued</b>	Various advisers and consultants
<b>Intended use of funds</b>	Issue for nil consideration for services rendered. Proceeds from the exercise of options will be applied towards the Company's working capital requirements.

#### **Directors' recommendation**

- 30 The Directors recommend that you vote in favour of this resolution.

#### **Resolution 6: Ratification and approval of previous issue of Shares to Nanotron Vendors**

- 31 In compliance with the information requirements of Listing Rule 7.5, members are advised of the following particulars in relation to the allotment and issue of Shares for the purpose of resolution 6:

<b>Date of issue</b>	21 August 2018
<b>Number of Shares issued</b>	3,975,952 Shares
<b>Issue price</b>	Deemed issue price of \$0.32 per share
<b>Terms of Shares</b>	Fully paid ordinary shares
<b>Persons to whom Shares were issued</b>	The Vendors of the Nanotron acquisition.
<b>Intended use of funds</b>	No funds were raised, shares were issued as part of the consideration to acquire the Nanotron business, as per the terms of

	the sale agreement signed between the Company and the Nanotron's Vendors.
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#### **Directors' recommendation**

- 32 The Directors recommend that you vote in favour of this resolution.

#### **Resolution 7: Ratification and approval of previous issue of Shares to consultants**

- 33 In compliance with the information requirements of Listing Rule 7.5, members are advised of the following particulars in relation to the allotment and issue of Shares for the purpose of resolution 7:

<b>Date of issue</b>	15 June 2018
<b>Number of Shares issued</b>	132,593 Shares
<b>Issue price</b>	Deemed issue price of \$0.27 per share
<b>Terms of Shares</b>	Fully paid ordinary shares
<b>Persons to whom Shares were issued</b>	Various advisers and consultants
<b>Intended use of funds</b>	No funds were raised, issue in lieu of cash payments for services.

#### **Directors' recommendation**

- 34 The Directors recommend that you vote in favour of this resolution.

#### **Resolution 8: Ratification and approval of previous issue of 5,136,364 Shares to professional and sophisticated investors**

- 35 In compliance with the information requirements of Listing Rule 7.5, members are advised of the following particulars in relation to the allotment and issue of Shares for the purpose of resolution 8:

<b>Date of issue</b>	20 August 2018
<b>Number of Shares issued</b>	5,136,364 Shares
<b>Issue price</b>	\$0.11
<b>Terms of Shares</b>	Fully paid ordinary shares
<b>Persons to whom Shares were issued</b>	Sophisticated and professional investors.
<b>Intended use of funds</b>	Funds raised from this issue, along with the proceeds from the Entitlement Offer will be used to fund the final instalment of the Nanotron purchase consideration payable to the Nanotron vendors, R&D activities, offer costs and other working capital requirements.

#### **Directors' recommendation**

- 36 The Directors recommend that you vote in favour of this resolution.

#### **Resolution 9: Issue of 750,000 options to Mr Camillo Martino as part of director remuneration**

- 37 Under ASX Listing Rule 10.11, shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on ASX Listing Rule 7.2, Exception 14 as an exception to any

requirement that may otherwise apply requiring shareholder approval under ASX Listing Rule 7.1. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

- 38 Resolution 9 seeks shareholder approval to issue a maximum of 750,000 options to the Company's Non-Executive Director, Mr Camillo Martino, as part of his remuneration as agreed between the Company and Mr Martino in his Appointment Letter.
- 39 The Board has formed the view that the issue of options to Mr Martino does not require shareholder approval under section 208 of the Corporations Act, as the issue of the options constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.
- 40 Shareholder approval is sought for the grant of the following options as detailed below:
- (a) each option is to acquire one Share;
  - (b) the options are issued for nil consideration;
  - (c) the exercise price will be \$0.35 per option;
  - (d) the options will not be transferable;
  - (e) it is intended that the options will be issued within 30 days after the Annual General Meeting, but in any event no later than 12 months after the Annual General Meeting; and
  - (f) the options will have an expiry date of on or before 2 July 2023.

#### **Directors' recommendation**

- 41 The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

#### **General Terms of the issue of options**

- 42 The other general terms for the options to be issued under Resolution 5 are:
- (a) if there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, the rights attaching to the options issued pursuant to Resolution 9 will be changed to the extent necessary to comply with the Listing Rules applying to a re-organisation of capital at the time of the re-organisation;
  - (b) the options do not entitle Mr Martino to participate in any new issues by the Company without exercising the options;
  - (c) the options do not confer on Mr Martino any rights to a change in the exercise price of the options or a change to the number of underlying securities over which the options can be exercised except:
    - (i) in the case of a pro rata issue to the holders of shares (except a bonus issue) in which case the exercise price of each option shall be reduced in accordance with the formula contained in Listing Rule 6.22.2; and
    - (ii) in the case of a bonus issue to the holders of Shares, in which case the number of Shares over which each option is exercisable shall be increased by the number of Shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue;
  - (d) all shares issued pursuant to the exercise of options will, subject to the Constitution of the Company, rank in all respects (other than in respect of dividends, rights issues or bonus

issues declared prior to allotment) equally with the existing Shares at the date of issue and allotment; and

- (e) the options will not be quoted on ASX. The Company intends to apply to ASX for quotation of any Shares acquired on exercise of the options.

#### **Listing Rule 10.13 disclosures**

43 The following information are required under Listing Rule 10.13:

- (a) The options are issued to Mr Camillo Martino;
- (b) The maximum number of securities to be issued are 750,000 unlisted options;
- (c) The options will be issued within 30 days from the date of this meeting;
- (d) Mr Camillo Martino is a director of Sensera Limited;
- (e) The options are issued for nil consideration, with \$0.40 exercise price and expiring in 60 months from grant date.
- (f) A voting exclusion statement is included in this Notice on page 4.
- (g) There will be no funds raised, any proceeds from the exercise of options will be applied towards the Company's working capital requirements.

#### **Resolution 10 Approval of additional 10% placement capacity**

44 Resolution 9 seeks Shareholder approval to permit Sensera to issue an additional 10% of its issued capital over a 12 month period in accordance with Listing Rule 7.1A (**Additional Placement Capacity**).

45 Listing Rule 7.1 permits Sensera to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. Under Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis subject to the company obtaining shareholder approval.

46 Sensera is an eligible entity as at the date of this Notice of Meeting.

47 The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

#### **(A x D) – E**

**A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of

fully paid shares under the entity's 15% capacity pursuant to Listing Rule 7.1 without Shareholder approval; and

(D) less the number of fully paid shares cancelled in the 12 months.

**D** is 10%.

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

48 For the purposes of Listing Rule 7.3A, Sensera provides the following information:

<b>Minimum price at which the equity securities may be issued</b>	<p>The issue price of each share must be no less than 75% of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price, at which the securities are to be issued, is agreed; or</li> <li>(b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.</li> </ul>
<b>Risk of economic and voting dilution</b>	<p>An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> <li>(a) the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and</li> <li>(b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date.</li> </ul> <p>Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
<b>Date by which the Company may issue the securities</b>	<p>The period commencing on the date of the annual general meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>(a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and</li> <li>(b) the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2.</li> </ul> <p>The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.</p>
<b>Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration</b>	<p>It is the Board's current intention that any funds raised under an issue of equity securities will be applied as follows:</p> <ul style="list-style-type: none"> <li>(a) potential acquisitions;</li> <li>(b) R&amp;D activities; and</li> <li>(c) other working capital requirements;</li> </ul>

<b>Details of Sensera's allocation policy for issues under approval</b>	<p>The Company reserves the right to issue shares for non-cash consideration, including for payment of service or consultancy fees and costs.</p>
	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> <li>(a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate;</li> <li>(b) the effect of the issue of the ASX Listing Rule 7.1A shares on the control of the Company;</li> <li>(c) the financial situation and solvency of the Company; and</li> <li>(d) advice from corporate, financial and broking advisers (if applicable).</li> </ul> <p>The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the ASX Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.</p>
<b>Previous approvals under ASX Listing Rule 7.1A</b>	<p>10 November 2017</p>

#### Information under Listing Rule 7.3A.6(a)

- 49 The table below shows the total number of equity securities issued in the past 12 months preceding the date of the AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

<b>Equity securities on issue at the commencement of the 12 month period</b>	<p>162,763,333 (being 159,763,333 fully paid ordinary shares and 3,000,000 options to acquire shares)</p>
<b>Equity securities issued in the prior 12 month period</b>	<p>90,504,101 (being 84,504,101 fully paid ordinary shares and 6,000,000 Unlisted Options)</p>
<b>Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period</b>	<p>55.60%</p>

#### Information under Listing Rule 7.3A.6(b)

- 50 A table sets out specific details for each issue of equity securities that has taken place in the 12 month period preceding the date of the AGM is included in the Annexure on page 18 and 19.

## Information under Listing Rule 7.3A.2

- 51 The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A(2) as at the date of this notice.
- 52 In particular, it assumes that "A" is calculated upon resolutions 4, 5, 6, 7 and 8 being approved at the Annual General Meeting.
- 53 The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- 54 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.06 50% decrease in Issue Price	\$0.12 Issue Price	\$0.24 100% increase in Issue Price
<b>Current Variable A* 244,267,434</b>	10% voting dilution	24,426,743	24,426,743	24,426,743
	Funds raised	\$1,465,605	\$2,931,209	\$5,862,418
<b>50% increase in current Variable A* 366,401,151 Shares</b>	10% voting dilution	36,640,115	36,640,115	36,640,115
	Funds raised	\$2,198,407	\$4,396,814	\$8,793,628
<b>100% increase in current Variable A* 488,534,868 Shares</b>	10% voting dilution	48,853,487	48,853,487	48,853,487
	Funds raised	\$2,931,209	\$5,862,418	\$11,724,837

\*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2.

- 55 The table has been prepared on the following assumptions:
- (a) Sensera issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval.
  - (b) No Options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
  - (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- (d) The table does not show an example of dilution that may be caused to a particular shareholder by reason of Share issue under Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting.
- (e) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of securities under Listing Rule 7.1A consists only of Shares.
- (g) The issue price is \$0.12, being the closing price of the shares on ASX on 12 October 2018.

**Directors' recommendation**

- 56 The Directors recommend that you vote in favour of Resolution 10.



# Glossary

Sensera Limited ACN 613 509 041

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<b>Annual General Meeting or AGM</b>	means the Company's annual general meeting the subject of this Notice of Meeting.
<b>Annual Report</b>	means the 2018 Annual Report of the Company.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as the context requires.
<b>Board</b>	means the board of directors of the Company.
<b>Company or Sensera</b>	means Sensera Limited ACN 613 509 041.
<b>Constitution</b>	means the constitution of the Company from time to time.
<b>Control</b>	has the meaning set out in section 50AA of the Corporations Act.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Corporations Regulations</b>	means the <i>Corporations Regulations 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Explanatory Memorandum</b>	means the explanatory memorandum attached to the Notice of Meeting.
<b>Key Management Personnel</b>	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Notice of Meeting</b>	means this notice of meeting and includes the Explanatory Memorandum.
<b>Remuneration Report</b>	means the section of the Directors' report for the 2018 financial year that is included under section 300A(1) Corporations Act.
<b>Shares</b>	means fully paid ordinary shares in the Company.
<b>Options</b>	means unlisted options to acquire Shares in the Company.
<b>Shareholder</b>	means a person who is the registered holder of Shares.

# Annexure

Information under Listing Rule 7.3A.6(b)

Date of issue	Number issued	Class and type of equity security	Summary of terms	Names of persons who received securities or basis on which those persons were determined	Price at which equity securities were issued	Discount to market price (if any):	For cash issues			
							Total cash consideration received:	Amount of cash consideration spent:	Use of cash consideration :	Intended use for remaining amount of cash (if any):
30-Nov-17	3,000,000	Unlisted Options	3,000,000 Options to acquire 3,000,000 Shares exercisable at \$0.35 per option expiring on 29 November 2022	Ralph Schmitt – CEO as part of his remuneration	Nil consideration	N/A	N/A			
8-Dec-17	1,500,000	Unlisted Options	1,500,000 Options to acquire 1,500,000 Shares exercisable at \$0.40 per option expiring on 15 August 2020	Various advisors to the Company in lieu of cash payment for services	Nil consideration	N/A	N/A			
4-Jan-18	3,975,952	Ordinary shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Nanotron Vendors as part of the consideration to acquire Nanotron	Deemed issue price of \$0.32 per share	Nil	N/A			
4-Jan-18	100,000	Ordinary shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Issue under ESOP to a consultant as part of the employment contract	Deemed issue price of \$0.30 per share	Nil	N/A			
11-Sep-18	75,159,192	Ordinary shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Allotment of shares under the Entitlement Offer as announced on 15 August 2018	\$0.11	Nil	\$8,267,511	(*)		

(\*) - Cash when raised is held in a common bank account and is not tracked separately.

Date of issue	Number issued	Class and type of equity security	Summary of terms	Names of persons who received securities or basis on which those persons were determined	Price at which equity securities were issued	Discount to market price (if any):	For cash issues			
							Total cash consideration received:	Amount of cash consideration spent:	Use of cash consideration :	Intended use for remaining amount of cash (if any):
15-Jun-18	132,593	Ordinary Shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Various advisors to the Company in lieu of cash payment for services	Deemed issue price of \$0.27 per share	N/A	N/A			
15-Jun-18	1,500,000	Unlisted Options	1,500,000 Options to acquire 1,500,000 Shares exercisable at \$0.35 per option expiring on 17 December 2022	David Garrison – CFO as part of his remuneration	Nil consideration	N/A	N/A			
20-Aug-18	5,136,364	Ordinary shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Sophisticated and professional investors	\$0.11	Nil	\$565,000	(*)	Funds raised from this issue, along with the proceeds from the Entitlement Offer will be used to fund the final instalment of the Nanotron purchase consideration payable to the Nanotron vendors, R&D activities, offer costs and other working capital requirements. Rights Issue	

(\*) - Cash when raised is held in a common bank account and is not tracked separately.

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:30am (Melbourne Time) on Wednesday, 28 November 2018.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/senseraagm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:30am (Melbourne Time) on Wednesday, 28 November 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/senseraagm2018>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM****STEP 1 APPOINT A PROXY**

I/We being a member/s of **Sensera Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **at Henslow Pty Limited, Level 7, 333 Collins Street, Melbourne, Victoria 3000 on Friday, 30 November 2018 at 9:30am (Melbourne Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 9, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 9 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 9). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Camillo Martino as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Matthew Morgan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification and approval of previous issue of 23,333,333 Shares to professional and sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification and approval of previous issue of Options to consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification and approval of previous issue of Shares to Nanotron Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification and approval of previous issue of Shares to consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification and approval of previous issue of 5,136,364 Shares to professional and sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Issue of 750,000 options to Mr Camillo Martino as part of director remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018

SAMPLE