
7 August 2023
Australian Securities Exchange (ASX) Announcement

Notice of Extraordinary General Meeting and Proxy Form

Further to the announcement dated 3 August 2023, Sensera Limited advises that an Extraordinary General Meeting of Shareholders will be held at:

10.00am (Melbourne time)

Wednesday 6 September 2023

Henslow Pty Ltd

Level 7, 333 Collins St, Melbourne VIC 3000.

Shareholders are being asked to consider a single item of special business:

Resolution 1: Equal reduction of capital

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

'That for the purposes of Part 2J.1 of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for an equal reduction of capital of the Company. The reduction of the Company's capital is to be affected by the Company paying an aggregate amount of \$5,381,000 to the registered holders of fully paid ordinary shares in the Company in proportion to the number of ordinary shares held on the Record Date.'

In accordance with Listing Rule 3.17, the following documents are attached:

1. Notice of Extraordinary General Meeting;
2. Proxy Form, and
3. Letter to Shareholders which will be mailed today together with the Proxy Form.

The Notice of Extraordinary General Meeting is being made available to shareholders electronically.

This release was approved by the Board Chair.

For more information, please contact:

Jonathan Tooth

Board Chair

+61 419 550 664

jtooth@henslow.com

About Sensera Limited (ASX: SE1):

On 23 May 2022 shares in Sensera Limited (ASX: SE1) were suspended from Australian Securities Exchange (ASX) trading. For more information, please visit our website: www.sensera.com.

Any forward-looking statements in this announcement are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its directors and management.

Notice of extraordinary general meeting and explanatory memorandum

Sensera Limited ACN 613 509 041

Date: Wednesday 6 September 2023

Time 10.00am (Melbourne time)

Place of meeting: The meeting will be held at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria 3000

This document is important and requires your immediate attention. You should read the document in its entirety before you decide whether or not to vote in favour of the Resolution. If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser.

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of shareholders of Sensera Limited will be held at 10.00am (Melbourne time) on Wednesday 6 September 2023 at Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria 3000 (**Meeting**).

The business to be considered at the Meeting is set out below. Information on the Resolution to which the business relates is contained in the Explanatory Memorandum.

This Notice of Meeting should be read in conjunction with the Explanatory Memorandum.

Terms used in this Notice of Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary contained in the Explanatory Memorandum.

Special business

Resolution 1: Equal reduction of capital

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

'That for the purposes of Part 2J.1 of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for an equal reduction of capital of the Company. The reduction of the Company's capital is to be affected by the Company paying an aggregate amount of \$5,381,000 to the registered holders of fully paid ordinary shares in the Company in proportion to the number of ordinary shares held on the Record Date.'

Recommendation The Directors recommend that Shareholders vote in favour of Resolution 1.

Notes to Notice of Meeting

General

This Notice of Meeting (including the Explanatory Memorandum) is dated 7 August 2023.

This document is important. The Explanatory Memorandum provides additional information on matters to be considered at the Meeting and forms part of the Notice of Meeting. You should read this document in its entirety before deciding on how to vote on the Resolution to be considered at the Meeting.

A Proxy Form for the Meeting accompanies this Notice of Meeting. If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser.

Interpretation

Capitalised terms used in the Notice of Meeting are defined in the Glossary to this Notice of Meeting, or where the relevant term is first used.

Any documents reproduced in this Notice of Meeting may have their own defined terms, which are sometimes different from those in the Glossary.

All numbers are rounded unless otherwise indicated. A reference to \$ and cents is to Australian currency, unless otherwise stated. All times referred to in this Notice of Meeting are references to the time in Melbourne, Australia, unless otherwise stated.

A reference to a Section is to a section in the Explanatory Memorandum to this Notice of Meeting, unless otherwise stated.

Key dates

Date of this Notice of Meeting	7 August 2023
Deadline for receipt of Proxy Forms	10.00am 4 September 2023
Record date for determining eligibility to vote at the Meeting	7.00pm 4 September 2023
Time and date of the Meeting	10.00am 6 September 2023
Record date for Capital Return	7.00pm 12 September 2023
Payment date for Capital Return	19 September 2023

The above dates are subject to changes and are indicative only. Sensera reserves the right to vary the dates and time.

Majorities required for the Resolution to be passed

Resolution 1 is an ordinary resolution, which will be passed if more than 50% of the votes cast on the Resolution (either in person, proxy, attorney or by corporate representative) are in favour of the Resolution.

Entitlement to vote

The Company has determined under regulation 7.11.37 Corporations Regulations 2001 (Cth) that for the purpose of determining entitlement to vote and attend 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 4 September 2023. Transactions registered after that time will be disregarded in determining ability to attend and vote.

Proxies

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

- each Shareholder entitled to vote at the Meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder;
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportional number is specified, each proxy may exercise half of the Shareholder's votes; and
- a Shareholder may specify the way in which the proxy is to vote on the Resolution or may allow the proxy to vote at its discretion. If the way in which a proxy is to vote on the Resolution is specified by a Shareholder, the proxy may not vote on that Resolution except as specified by the Shareholder.

Voting of proxies

A proxy may decide whether to vote on any motion, except where the proxy is required by law or under the constitution of the Company to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, at least 48 hours before the time for holding the Meeting, being no later than 10.00am (Melbourne time) on 4 September 2023:

- **Online:** <https://www.votingonline.com.au/se1egm2023>
- **By Fax:** + 61 2 9290 9655
- **By Mail:** Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
- **In Person:** Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 Australia

Voting by corporate representatives

Corporate Shareholders or proxies wishing to vote by corporate representative should obtain an appointment of corporate representative form from the Share Registry and complete and sign the form in accordance with the corporate Shareholder's constitution or by a duly authorised attorney.

The corporate representative form and the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be received before the start or resumption of the meeting at which the representative is to vote, by post in the reply-paid envelope provided.

How the Chair will vote undirected proxies

If you return your Proxy Form but do not nominate a proxy, the Chair will be your proxy and will vote on your behalf as you direct on the Proxy Form. If your nominated representative does not attend the meeting then your proxy will revert to the Chair and he will vote on your behalf as you direct on the Proxy Form.

If a proxy is not directed how to vote on an item of business or Resolution, the proxy (including, if applicable, the Chair) may vote, or abstain from voting, as they think fit.

Except as prohibited above, if you appoint the Chair as your proxy (or if the Chair is appointed by default) and you do not direct the Chair how to vote on the Resolution, the Chair will vote your proxy in

favour of that item of business, even if the Chair has an interest in the outcome of the Resolution and votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

By order of the Board

A handwritten signature in blue ink, appearing to be 'Mark Pryn', is centered within a light blue rectangular box.

Mark Pryn
Company Secretary
Sensera Limited

Explanatory Memorandum to Notice of Meeting

1 About the Meeting

- 1.1 This Explanatory Memorandum accompanies the notice of Extraordinary General Meeting of the Company to be held at 10.00am (Melbourne time) on 6 September 2023. Instructions on how to vote at the Meeting are set out in the Notes to the Notice of Meeting and on the accompanying Proxy Form.
- 1.2 This document provides Shareholders with the information to assist them in deciding how to vote on the Resolution to be considered at the Meeting. This information is important. You should read this document carefully, and in its entirety, before deciding as to how to vote at the Meeting. If you have any queries about any matter contained in this document, please contact the Company for more information. Alternatively, seek independent professional advice on any aspects of which you are not certain.
- 1.3 You can view or download an electronic version of this Notice of Meeting at the Company's website at www.sensera.com.

2 Background

- 2.1 Sensera is listed on the official list of ASX (**Official List**). Securities in the Company have been suspended from trading on ASX since 23 May 2022.
- 2.2 On Tuesday 4 January 2022, the Company successfully completed the sale of its MicroDevices business and as a result, the Company ceased to have any operational assets. Subsequently the Board looked at all expenses and reduced these to the extent possible and focused its efforts on sourcing a new business with a view to undertaking a reverse takeover (**RTO**) and re-compliance listing on ASX.
- 2.3 On 31 August 2022, the Company announced that following consultation with ASX and receipt of in-principle advice regarding elements of a proposed RTO transaction structure, the Company determined that it was unlikely that the RTO would proceed. Expenses in excess of \$400,000 were incurred in reaching this juncture.
- 2.4 During the period up to December 2022, the Board explored alternative RTO transactions and also assisted in the restructuring of the initial RTO opportunity. In late December 2022, Sensera was advised that a revised structure with the initial RTO opportunity was acceptable to ASX. Sensera subsequently commenced work in February 2023, but after 4 months little progress was achieved, and no agreement could be reached on valuation with the RTO suitor.
- 2.5 In early June 2023, the Board made the decision to withdraw from the RTO opportunity and look at the option of returning capital to Shareholders, delisting the Company from ASX and winding up the affairs of the Company.
- 2.6 The purpose of the Meeting is to consider and pass a resolution to give effect to an equal reduction of the Company's capital. At the Company's annual general meeting to be held in October 2023, the Company will seek the approval of shareholders to delist the Company from ASX and commence a voluntary winding up of the Company.

3 Resolution 1: Equal reduction of capital

3.1 Resolution 1 is an ordinary resolution to approve an equal reduction of the Company's capital under Chapter 2J.1 of the Corporations Act, pursuant to which an aggregate amount of \$5,381,000 will be paid to Shareholders.

Reasons for the reduction of capital

3.2 In the opinion of the Board, the Company has capital in excess of what is needed for the Company's ongoing operations for the foreseeable future. Accordingly, the Company proposes to return to Shareholders an aggregate amount of amount of \$5,381,000 by way of an equal capital reduction under Chapter 2J.1 of the Corporations Act.

3.3 Based on the Company's capital structure as at the date of this Notice of Meeting, an amount of 1.3 cents per Share is anticipated to be returned to Shareholders. The date and time for determining which Shareholders will participate in the Capital Return is 12 September 2023, which is the next Business Day after the EGM (**Record Date**). The number of issued Shares will not change as a result of the Capital Return.

3.4 Whilst it is the intention of the Company to distribute a significant portion of available funds to Shareholders pursuant to the Capital Return, the Company is withholding a certain amount to ensure that the Capital Return does not materially prejudice the Company's ability to pay its creditors and ongoing costs up to the date of the Company being wound up, including any residual liabilities.

3.5 At the Company's upcoming annual general meeting to be held in October 2023, Shareholders will be asked to approve a voluntary winding up of the Company. If the voluntary winding up is approved, on conclusion of the winding up the Company intends to make a final payment to Shareholders to distribute any and all remaining cash in the Company. The exact amount and timing of the final payment to Shareholders is currently unknown but is estimated to be approximately 0.12 cents per Share based on the capital structure of the Company as at the date of this Notice of Meeting and projected costs of the winding up process.

What approvals are required?

3.6 The Capital Return will constitute an equal reduction of capital for the purposes of the Corporations Act as:

- (a) it relates only to ordinary shares;
- (b) it applies to each holder of ordinary shares in proportion to the number of ordinary shares they hold; and
- (c) the terms of the reduction will be the same for each holder of ordinary shares.

3.7 Section 256B(1) of the Corporations Act permits a company to reduce its share capital, including by returning capital in cash or in kind, if the reduction:

- (a) is fair and reasonable to the company's shareholders as a whole;
- (b) does not materially prejudice the company's ability to pay its creditors; and
- (c) is approved by shareholders under section 256C of the Corporations Act.

3.8 Resolution 1 seeks the approval of Shareholders as required under section 256C of the Corporations Act.

Calculation of the amount of the Capital Return

- 3.9 The following table shows how the Company has calculated the total amount available for the Capital Return and the estimated residual payment to Shareholders on completion of the winding up of the Company.

Funds available	\$000's	Cents per Share
Net Assets and Funds available at 30 June 2023 (Unaudited)	6,523	1.58
Interest revenue	66	0.01
Net out goings	(486)	(0.12)
Funds available for Capital Return, voluntary winding up and residual costs	6,103	1.47
Capital Return	(5,381)	(1.30)
Wind up costs	(200)	(0.05)
Residual payment	(522)	(0.12)
	0	0

Is the Capital Return fair and reasonable to Shareholders?

- 3.10 The Board considers that the Capital Return is fair and reasonable to Shareholders as it will apply to all Shareholders equally having regard to the number of Shares held by each of them at the Record Date.

Is there any material prejudice to creditors?

- 3.11 The Directors have carefully reviewed the Company's assets, liabilities and expected cash flows, and believe that the Capital Return will not materially prejudice the Company's ability to pay its creditors. The Directors have also satisfied themselves as to the solvency of the Company following the implementation of the Capital Return.

Who will participate in the Capital Return?

- 3.12 Subject to Shareholder approval, the Capital Return will be made to all Shareholders who are Shareholders on the Record Date.
- 3.13 The amount payable in respect of each Share on issue on the Record Date will be calculated by dividing \$5,381,000 by the total number of Shares on issue on the Record Date, with the amount per Share to be rounded up or down to the nearest hundredth of a cent, applying standard rounding techniques.
- 3.14 If the Capital Return is approved by Shareholders, payment will be made to entitled Shareholders:
- (a) with a registered address in Australia, by direct credit in accordance with the constitution of the Company. For entitled Shareholders who have a registered address in Australia

but who have not provided the Share Registry with their direct credit instructions for payment, the Company may make payment by cheque; and

- (b) with a registered address outside of Australia, by cheque.

Timetable for Capital Return

- 3.15 Subject to Shareholder approval, the proposed Capital Return is expected to take effect in accordance with the timetable included in the Notes to the Notice of Meeting.

Tax treatment of the Capital Return

- 3.16 The Capital Return should be treated as a return of capital, and not as a dividend for income tax purposes. The following section contains a general description of the Australian tax consequences that arise for Shareholders as a result of the return of capital. The tax consequences for a Shareholder with respect to the Capital Return may vary depending upon a Shareholder's individual circumstances. The information set out below is provided as a general guide only and does not constitute tax advice. Shareholders should consult their own tax adviser as to the potential tax consequences for them with respect to the Capital Return.
- 3.17 For Shareholders who are residents of Australia for Australian tax purposes who hold their investment on capital account:
 - (a) No part of the capital reduction should be treated as a dividend for income tax purposes.
 - (b) The cost base of each Share will be reduced by the amount of the return of capital for the purpose of calculating any capital gain or loss on the ultimate disposal of the Share.
 - (c) An immediate capital gain will arise for Shareholders to the extent that the cost base of the Share is less than the amount of the return of capital. A CGT discount may be applied against the capital gain (after reduction of total capital gains by capital losses) where the Shareholder is an individual, complying superannuation entity or trustee, the Shares have been held for at least 12 months and certain other requirements have been met.
- 3.18 For Shareholders who are not residents for Australian tax purposes, no Australian capital gain or loss should arise as a consequence of the return of capital. Non-resident Shareholders should seek advice in relation to the specific tax consequences arising from the return of capital under the laws of their country of residence.

Shareholder's tax position

- 3.19 The tax treatment description above is generic and not intended to be comprehensive. It only addresses Australian income tax considerations.
- 3.20 The taxation implications for Shareholders will depend on their particular circumstances. Shareholders should seek independent professional tax advice in relation to their tax position based on their particular circumstances, including under the laws of the country where they are resident for tax purposes.
- 3.21 The Company and its advisers do not accept any liability or responsibility in respect of any statement concerning the taxation consequences of the Capital Return or in respect of the taxation consequences themselves.

Effect of the Capital Return on the Company

- 3.22 The capital structure of the Company at the date of this Notice of Meeting is as follows:
 - (a) 413,996,443 Shares;

- (b) 69,755,556 warrants exercisable over an equivalent number of Shares. The holder of a warrant is not entitled to receive any amount under the Capital Return, unless the warrant is exercised by the holder and new Shares are issued on or before the Record Date; and
 - (c) 55,146,781 options exercisable over an equivalent number of Shares. The holder of an option is not entitled to receive any amount under the Capital Return, unless the option is exercised by the holder and new Shares are issued on or before the Record Date.
- 3.23 If the Capital Return is implemented, the capital of the Company will be reduced by \$5,381,000. After the proposed Capital Return, the number of Shares on issue will remain the same but the capital of the Company will be reduced by the amount of the Capital Return. As no Shares will be cancelled in connection with the Capital Return, the Capital Return will not affect the number of Shares held by each Shareholder or control of the Company.

Why you might vote against the Capital Return

- 3.24 Shareholder may choose to vote against Resolution 1 approving the Capital Return as:
- (a) they believe the Company should continue to investigate options to deploy the Company's cash reserves in a new business venture or undertake an RTO transaction to re-establish liquidity in the Company's securities; and
 - (b) the tax consequences of the Capital Return may not suit the current financial position of the Shareholder.

Recommendation of the Directors

- 3.25 The Directors are of the opinion that the proposed Capital Return is fair and reasonable to Shareholders as a whole and does not materially prejudice the Company's ability to pay its creditors.
- 3.26 For the reasons set out in the Notice of Meeting and this Explanatory Memorandum, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

Other information

- 3.27 In accordance with section 256C(5) of the Corporations Act, a copy of this Notice of Meeting has been lodged with ASIC.
- 3.28 Except as set out in this Notice of Meeting, in the opinion of the Directors, there is no other information material to the making of a decision on how to vote in relation to Resolution 1, being information that is within the knowledge of any Director which has not been previously disclosed to Shareholders.

Glossary

ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning set out in Divisions 2 of Part 1.2 of the Corporations Act.
ASX	means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as the context requires.
Board	means the board of directors of Sensera at the date of this Notice of Meeting.
Chair	means the chair of Sensera, who is currently Jonathan Tooth.
Company or Sensera	means Sensera Limited ACN 613 509 041.
Constitution	means the constitution of Sensera.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the Corporations Regulations 2001 (Cth).
Directors	means the directors of Sensera at the date of this Notice of Meeting.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Extraordinary General Meeting or EGM or Meeting	means the Extraordinary General Meeting of Shareholders of Sensera to which this Notice of Meeting relates, which has been convened to be held as a hybrid meeting at 10.00am (Melbourne time) on 6 September 2023.
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this notice of extraordinary general meeting and includes the Explanatory Memorandum.
Official List	means the official list of ASX.
Proxy Form	means the proxy form accompanying this Notice of Meeting.
Share	means a fully paid ordinary share in Sensera.
Share Registry	means Boardroom Pty Limited.
Shareholder	means a person who is the registered holder of Shares.
Record Date	means the record date for eligibility to participate in the Capital Return, being 12 September 2023.
Resolution	means the resolution set out and explained in the Notice of Meeting.

Letter to Shareholders

2023 Extraordinary General Meeting

An Extraordinary General Meeting (“Meeting”) for Sensera Limited (the “Company”) will be held at:

10.00am (Melbourne time)

Wednesday 6 September 2023

Henslow Pty Ltd

Level 7, 333 Collins St, Melbourne VIC 3000.

Shareholders are being asked to consider a single item of special business:

Resolution 1: Equal reduction of capital

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

‘That for the purposes of Part 2J.1 of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for an equal reduction of capital of the Company. The reduction of the Company’s capital is to be affected by the Company paying an aggregate amount of \$5,381,000 to the registered holders of fully paid ordinary shares in the Company in proportion to the number of ordinary shares held on the Record Date.’

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

All shareholders attending the Meeting in person can vote and ask questions.

The Notice of Extraordinary General Meeting is available electronically. A copy of the **Notice of Extraordinary General Meeting** can be accessed from the Company’s website at <http://sensera.com/investors/> under the ASX announcements section.

Shareholders are encouraged to submit their proxies as early as possible. To lodge your proxy, please follow the directions on your personalised proxy form (enclosed).

The Company will conduct a poll for the resolution using the proxies filed prior to the Meeting.

Yours faithfully



Mark Pryn
Company Secretary

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
- ☎ **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 10.00am (Melbourne Time) on Monday 4 September 2023.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/se1egm2023>

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:

- 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.
- 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 **10.00am (Melbourne Time) on Monday, 4 September 2023.** 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/se1egm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 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 Extraordinary General Meeting of the Company to be held at **Level 7, 333 Collins Street, Melbourne Vic 3000 on Wednesday 6 September, 2023 at 10.00am (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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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.

Resolution 1	Equal Reduction of Capital	For	Against	Abstain*
		<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 / / 2023