



April 5, 2017

Dear Shareholders and Holders of CDIs,

You are cordially invited to attend an Extraordinary Meeting of Shareholders of eSense-Lab Ltd., to be held at 108 Outram Street, West Perth, Western Australia on May 10, 2017, at 3:00 p.m. Australian WST.

At the Extraordinary Meeting, shareholders will be asked to consider and vote on the matters listed in the enclosed Notice of Extraordinary Meeting of Shareholders. Holders of our CHES Depository Interests over ordinary shares (“CDIs”) will also be entitled to attend the Extraordinary Meeting, provided that they cannot vote at the meeting and if they wish to vote they must direct CHES Depository Nominees Pty Ltd (“CDN”), the holder of legal title of the CDIs, how to vote in advance of the meeting pursuant to the instructions set forth in the accompanying Proxy Statement. eSense’s board of directors recommends that you vote **FOR** all of the proposals listed in the Notice.

Whether or not you plan to attend the Extraordinary Meeting, it is important that the ordinary shares you hold or that underlie the CDIs you hold be represented and voted at the Extraordinary Meeting. Accordingly, after reading the enclosed Notice of Extraordinary Meeting of Shareholders and the accompanying Proxy Statement, if you are a holder of ordinary shares please sign and date the enclosed proxy card and return it via mail, fax or personal delivery in the envelope provided or over the Internet in accordance with the instructions on your proxy card, and if you are a holder of CDIs please sign and date the enclosed voter instruction form in the envelope provided and return it via mail, fax or personal delivery or over the Internet in accordance with the instructions on your voter instruction form.

We look forward to greeting as many of you as can attend the meeting.

Sincerely,

Dr. Brendan de Kauwe
Chairman of the Board of Directors



Notice of Extraordinary Meeting of Shareholders

108 Outram Street, West Perth, Western Australia

Tel: +61.8.9486.7244

NOTICE IS HEREBY GIVEN that an Extraordinary Meeting of Shareholders (the “**Extraordinary Meeting**”) of eSense-Lab Ltd. (“**eSense**” or the “**Company**”) will be held on May 10, 2017 at 3:00 p.m. Australian WST, at 108 Outram Street, West Perth, Western Australia.

The agenda of the Extraordinary Meeting will be as follows:

1. To ratify the election of each of Ms. Galit Assaf and Mr. Quentin Megson, members of our Board of Directors, as our external directors, to each serve for a term of three years commencing as of the date of the Extraordinary Meeting, or until their respective office is vacated in accordance with the Company’s Articles of Association or the Israel Companies Law; and
2. To act upon any other matters that may properly come before the Extraordinary Meeting or any adjournment thereof.

Only shareholders of record at the close of business on April 12, 2017 (the “**Record Date**”) will be entitled to notice of, and to vote at, the Extraordinary Meeting, or any adjournment or postponement thereof. Holders of our CHESSE Depository Interests over ordinary shares (“**CDIs**”) as of the Record Date will also be entitled to attend the Extraordinary Meeting, provided that they cannot vote at the Meeting and if they wish to vote they must direct CHESSE Depository Nominees Pty Ltd (“**CDN**”), the holder of legal title of the CDIs beneficially owned by the holders of the CDIs, how to vote in advance of the meeting pursuant to the instructions set forth in the accompanying proxy statement.

A proxy statement describing the various matters to be voted upon at the Extraordinary Meeting along with a proxy card enabling shareholders to indicate their vote on each matter and a voting instruction form for holders of CDIs to instruct CDN how to vote on each proposal, will be mailed on or about April 13, 2017 to all shareholders and holders of CDIs entitled to vote at the Extraordinary Meeting. Signed proxy cards must be received by Link Market Services, the Company’s share registry, at the address set forth on the proxy card no later than forty-eight (48) hours before the time fixed for the Extraordinary Meeting or presented to the chairman of the Extraordinary Meeting at the time of the Extraordinary Meeting in order for the proxy to be qualified to participate in the Extraordinary Meeting. Signed CDI voter instruction forms must be received by Link Market Services at the address set forth on the CDI voted instruction form no later than seventy-two (72) hours before the time fixed for the Extraordinary Meeting.

Shareholders and holders of CDIs wishing to express their position on an agenda item for the Extraordinary Meeting may do so by submitting a written statement to the Company's office at the above address no later than April 30, 2017.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to be 'B. de Kauwe', with a long horizontal flourish extending to the right.

Dr. Brendan de Kauwe
Chairman of the Board of Directors

West Perth, Western Australia
April 5, 2017



PROXY STATEMENT

This proxy statement (“**Proxy Statement**”) is being furnished to the holders of our ordinary shares and holders of our CHESS Depository Interests over ordinary shares (“**CDIs**”) in connection with an Extraordinary Meeting of Shareholders of eSense-Lab Ltd., to be held at 108 Outram Street, West Perth, Western Australia on May 10, 2017 (the “**Extraordinary Meeting**”), at 3:00 p.m. Australian WST and at any adjournment or postponement thereof, pursuant to the accompanying Notice of Extraordinary General Meeting of Shareholders.

The agenda of the Extraordinary Meeting will be as follows:

1. To ratify the election of each of Ms. Galit Assaf and Mr. Quentin Megson, members of our Board of Directors, as our external directors, to each serve for a term of three years commencing as of the date of the Extraordinary Meeting, or until their respective office is vacated in accordance with the Company’s Articles of Association or the Israel Companies Law; and
2. To act upon any other matters that may properly come before the Extraordinary Meeting or any adjournment thereof.

Currently, we are not aware of any other matters that will come before the Extraordinary Meeting. If any other matters properly come before the Extraordinary Meeting, the persons designated as proxies on the proxy cards intend to vote in accordance with their judgment on such matters.

ABOUT THE EXTRAORDINARY MEETING

Q: When and where is the Extraordinary Meeting of Shareholders being held?

A: The Extraordinary Meeting will be held on May 10, 2017, at 3:00 p.m. Australian WST at 108 Outram Street, West Perth, Western Australia.

Q: Who can attend the Extraordinary Meeting?

A: Any shareholder or holder of CDIs may attend. Current proof of ownership of the Company's shares or CDIs, as well as a form of personal photo identification, must be presented in order to be admitted to the Extraordinary Meeting. If your shares are held in the name of a bank, broker or other holder of record, you must bring a current brokerage statement or other proof of ownership with you to the Extraordinary Meeting.

Q: Who is entitled to vote?

A: Only holders of ordinary shares at the close of business on April 12, 2017 (the "**Record Date**") are entitled to vote at the Extraordinary Meeting. Holders of our CDIs cannot vote at the Meeting and if they wish to vote they must direct CDN how to vote in advance of the Extraordinary Meeting by returning their CDI voting instruction form and returning it in the enclosed, prepaid and addressed envelope.

Joint holders of ordinary shares should note that, pursuant to Article 28(d) of the Company's Articles of Association, the right to vote at the Extraordinary Meeting will be conferred exclusively upon the senior among the joint owners attending the Extraordinary Meeting, in person or by proxy, and for this purpose, seniority will be determined by the order in which the names appear in the Company's register of shareholders.

HOW TO VOTE YOUR SHARES

Q: How do I vote?

A: **Shareholders may vote by mail** by completing your proxy card and returning it in the enclosed, prepaid and addressed envelope. If you return a signed card but do not provide voting instructions, your shares will be voted as recommended by the board of directors of the Company (the "**Board**"). **Holders of our CDIs can vote by directing CDN how to vote** in advance of the Extraordinary Meeting by returning their CDI voting instruction form and returning it in the enclosed, prepaid and addressed envelope.

Shareholders may vote in person. Ballots will be passed out at the Extraordinary Meeting to any shareholder who wants to vote at the Extraordinary Meeting. If you choose to do so, please bring the enclosed proxy card or proof of identification. If your shares are held directly in your name, you may vote in person at the Extraordinary Meeting. However, if your shares are held by a bank, broker or other nominee, you must first obtain a signed proxy from such entity and vote. Holders of our CDIs can attend the Extraordinary Meeting but they cannot vote at the Extraordinary Meeting.

Q: Can I change my vote or revoke my proxy?

A: **Yes.** You may change your vote or revoke your proxy by no later than forty-eight (48) hours before the time fixed for the Extraordinary Meeting. If you are a shareholder, you may do this by lodging a written notice of revocation or a new proxy card with Link Market Services, the Company's Share Registry, or by attending the Extraordinary Meeting and voting in person (attendance at the Extraordinary Meeting will not cause your previously granted proxy to be revoked unless you specifically so request). If you are a holder of CDIs, you may change your voting instructions at any time prior to the vote at the Extraordinary Meeting by lodging a new CDI voting instruction form with Link Market Services by no later than seventy-two (72) hours before the time fixed for the Extraordinary Meeting.

Q: How are my votes cast when I submit a proxy vote or, if I am a holder of CDIs, when I submit my voting instructions to CDN?

A: If you a shareholder, when you submit a proxy vote you appoint the chairperson at the meeting (expected to be Brendan de Kauwe) as your representative at the Extraordinary Meeting unless you appoint someone else to serve as your proxy. Your shares will be voted at the Extraordinary Meeting as you have instructed. Upon the receipt of a properly submitted proxy card, which is received in time (by 3:00pm WST, on May 8, 2017, forty-eight (48) hours prior to the Extraordinary Meeting) and not revoked prior to the Extraordinary Meeting or presented to the chairperson at the Extraordinary Meeting, the persons named as proxies will vote the ordinary shares represented thereby at the Extraordinary Meeting in accordance with the instructions indicated on the proxy card.

If you are a holder of CDIs, your votes are effectively 'cast' when you submit your voting instructions to CDN by the provision of a completed CDI voting instruction form to Link Market Services, which will direct CDN how to vote the ordinary shares underlying the CDIs held by you.

Q: What does it mean if I receive more than one proxy card or CDI voting instruction form?

A: It means that you have multiple accounts at the transfer agent or with brokers. Please sign and return all proxy cards and CDI voting instruction forms to ensure that all of your shares are voted.

ABOUT THE VOTING PROCEDURE AT THE EXTRAORDINARY MEETING

Q: What constitutes a quorum?

A: To conduct business at the Extraordinary Meeting, two or more shareholders must be present, in person or by proxy, representing not less than 25% of the ordinary shares outstanding (including outstanding shares underlying CDIs) as of the Record Date, that is, a quorum.

Ordinary shares represented in person or by proxy (including shares representing CDIs that are voted by CDN), as well broker non-votes and shares that abstain or do not vote with respect to one or more of the matters to be voted upon will be counted for purposes of determining whether a quorum exists. “Broker non-votes” are shares held in a street name by a bank or brokerage firm that indicates on its proxy that it does not have discretionary authority to vote because the nominee does not have discretionary voting power with respect to a particular matter and has not received instructions from the beneficial owner on that particular matter. On all matters considered at the Extraordinary Meeting, abstentions and broker non-votes will be treated as neither a vote “for” nor “against” the matter, although they will be counted as present in determining if a quorum is present.

Q: What happens if a quorum is not present?

A: If a quorum is not present, the Extraordinary Meeting will be adjourned to the same day at the same time the following week.

Q: How will votes be counted?

A: Each outstanding ordinary share (including each ordinary share underlying a CDI) is entitled to one vote. The Company’s Articles of Association do not provide for cumulative voting.

Each of Proposal 1.A (ratification of the election of Galit Assaf as an external director) and Proposal 1.B (ratification of the election of Quentin Megson as an external director) requires, in addition to the affirmative vote of a simple majority of the ordinary shares of the Company voted in person or by proxy or voting instruction card at the Extraordinary Meeting on the proposal, that either: (1) a simple majority of shares voted at the Extraordinary Meeting, *excluding* the shares of Controlling Shareholders and of shareholders who have a personal interest in the appointment (other than a personal interest that does not result from the shareholder’s relationship with a Controlling Shareholder), be voted “FOR” these proposed resolutions, or (2) the total number of shares of non-Controlling Shareholders and of shareholders who do not have a personal interest in the resolution (excluding a personal interest that is not a result of the shareholder’s relationship with a Controlling Shareholder) voted against the election of the external director does not exceed two percent of the outstanding voting power in the Company.

The term “**Controlling Shareholder**” means a shareholder or holder of CDIs having the ability to direct the activities of a company, other than by virtue of being an office holder. A shareholder or holder of CDIs is presumed to be a Controlling Shareholder if the shareholder holds 50% or more of the voting rights in a company or has the right to appoint the majority of the directors of the company or its general manager.

Under the Israel Companies Law 5759-1999 (the “**Israel Companies Law**”), a “**personal interest**” of a shareholder or holder of CDIs (i) includes a personal interest of such individual and any member of the family of such individuals, family members of such

individual's spouse, or a spouse of any of the foregoing, or a personal interest of a company with respect to which the individuals (or such family member) serves as a director or chief executive officer, beneficially owns at least 5% of the shares or has the right to appoint a director or chief executive officer, and (ii) excludes an interest arising solely from the ownership of our ordinary shares. Under the Israel Companies Law, in the case of a person voting by proxy for another person, "personal interest" includes a personal interest of either the proxy holder or the shareholder granting the proxy, whether or not the proxy holder has discretion how to vote. If you do not have a personal interest in this matter, you may assume that using the form of proxy enclosed herewith or form of voter instruction for holders of CDIs to instruct CDN how to vote will not create a personal interest. To avoid confusion, in the form of proxy card and form of voter instruction card, we refer to such a personal interest as a "personal benefit or other interest".

The Israel Companies Law requires that each shareholder or holder of CDIs voting on the proposal indicate whether or not the shareholder or holder of CDIs is a Controlling Shareholder (as defined above) or has a personal interest in the proposed resolution. The enclosed form of proxy and enclosed form of voter instruction card includes a box you can mark to confirm that you are not a "Controlling Shareholder" and do not have a personal interest in this matter. If you do not mark this box, your vote will not be counted.

It is highly unlikely that any of the Company's public shareholders or holders of CDIs has a personal interest in any of the proposals. If you are unable to make this confirmation, please contact Steven Wood, the Company Secretary, at + 61.8.9322.7600.

On all matters considered at the Extraordinary Meeting, abstentions and broker non-votes will not be treated as either a vote "FOR" or "AGAINST" the matter.

Q: How will my shares be voted if I do not provide instructions on the proxy card?

A: If you are the record holder of your shares and do not specify on your proxy card how you want to vote your shares, your shares will be voted "FOR" the ratification of the election of each of Ms. Galit Assaf and Mr. Quentin Megson, members of our Board of Directors, as our external directors, to each serve for a term of three years commencing as of the date of the Extraordinary Meeting, or until their respective office is vacated in accordance with the Company's Articles of Association or the Israel Companies Law.

POSITION STATEMENTS

Q: Can a shareholder express an opinion on a proposal prior to the Extraordinary Meeting?

A: Shareholders and holders of CDIs wishing to express their position on an agenda item for the Extraordinary Meeting may do so by submitting a written statement to the Company's registered office at C/- Otsana Capital, 108 Outram Street, West Perth, WA 6005 no

later than April 30, 2017. Position statements must be in English and otherwise must comply with applicable law. We will make publicly available any valid position statement that we receive.

HOW TO FIND VOTING RESULTS

Q: Where do I find the voting results of the Extraordinary Meeting?

A: The Company will announce the results of the Extraordinary Meeting by an ASX announcement available on the ASX market announcements platform immediately following the conclusion of the meeting, in accordance with the requirements of ASX Listing Rule 3.13.2.

**BENEFICIAL OWNERSHIP OF SECURITIES BY CERTAIN
BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information as of April 5, 2017, concerning the number of ordinary shares beneficially owned, directly or indirectly, by (i) each person or entity known to us to beneficially own 5% or more of our outstanding shares and (ii) by all of our current directors and officers as a group.

Name	Number of Shares	Percentage of Shares (1)
Benjamin Karasik	6,298,226	10.18%
Efraim Malik	3,843,988	6.21%
Nitzan Orgal	3,622,515	5.86%
All of our officers and directors as a group (2)	5,577,732	9.02%

- (1) All percentage information is based on 61,861,311 ordinary shares (including ordinary shares underlying CDIs) outstanding as of April 5, 2017.
- (2) Consists of 5,577,732 ordinary shares underlying CDIs.

MATTERS SUBMITTED TO SHAREHOLDERS

PROPOSAL 1

RATIFICATION OF ELECTION OF EXTERNAL DIRECTORS

Companies incorporated under the laws of Israel whose shares have been offered to the public, such as us, are required by the Israel Companies Law to have at least two external directors. To qualify as an external director, an individual may not have, and may not have had at any time during the previous two years, any “affiliations” with the company or its “affiliates,” as such terms are defined in the Israel Companies Law. In addition, no individual may serve as an external director if the individual’s position or other activities create or may create a conflict of interest with his or her role as an external director. For a period of two years from termination from office, a former external director may not serve as a director or employee of the company or provide professional services to the company for compensation.

Pursuant to the Israel Companies Law, the external directors are required to be elected by the shareholders, for up to two three-year terms. All of the external directors of a company must be members of its audit committee and compensation committee, and each other committee of a company’s Board of Directors that is authorized to execute powers of the Board of Directors must include at least one external director. In addition, an external director must serve as the chairman of each of the audit committee and compensation committee.

In anticipation of our initial public offering, Ms. Galit Assaf and Mr. Quentin Megson were each appointed to our Board of Directors effective December 5, 2016 and our shareholders determined that they would serve as our external directors. The Companies Law requires that our shareholders ratify the election of Ms. Assaf and Mr. Megson as our external directors within three months following our initial public offering. It is proposed that our current shareholders ratify the election of Ms. Assaf and Mr. Megson as external directors for a term of three years, commencing as of the date of the Extraordinary Meeting.

A brief biography of each of Ms. Galit Assaf and Mr. Quentin Megson is set forth below:

Ms. Assaf has extensive experience in managerial and directorship roles within Israeli companies and government. Ms. Assaf is currently the Director of global bank transfers with Payoneer, an online payment services company. Ms. Assaf is also currently a director and member of the audit and finance committee of Zur Shamir Holdings Ltd., an Israel-based company engaged in finance, insurance and real estate. Ms. Assaf has also held the position of chief financial officer (as well as acting chief executive officer and deputy chief executive officer) and chair of the finance committee of the NTA – Metropolitan Mass Transit System, a government owned organisation with the responsibility of designing, building and financing the Israeli mass transit systems for the Tel Aviv area. Ms. Assaf has also held the position of chair of the finance committee for the Port of Hadera, and has been on the board of the Jerusalem Development Authority, and a member of the audit committee for KANAT – Insurance Fund for Natural Risks in Agriculture. Ms. Assaf holds a M.A. in Public Policy from Tel-Aviv University,

as well as a M.A. and B.A. in each of Economics and Business Administration from Hebrew University of Jerusalem.

Mr. Megson has 25 years' experience in the finance and management sector in Australia. His initial role was as a tax advisor for a major accounting firm before moving to a medium tier accounting firm as a partner. Since 2005, Mr Megson has held various roles with ASX-listed company TFS Corporation Ltd (ASX:TFC), which is involved in the establishment of sandalwood plantations and the processing of the wood to the end product. Mr. Megson's roles with TFS have included chief financial officer, company secretary and general manager of communications and human relations. Mr. Megson is currently the general manager of operations and corporate services of TFS. Mr. Megson holds a Bachelor of Commerce degree and is a Chartered Accountant.

Each of Ms. Assaf and Mr. Megson has certified to us that he or she complies with all qualifications of an external director under the Israel Companies Law.

Proposed Resolutions

You are requested to adopt the following resolutions:

"1.a. RESOLVED, that Ms. Galit Assaf be elected as an external director, to serve for a term of three years commencing as of the date of the Extraordinary Meeting, or until her office is vacated in accordance with the Company's Articles of Association of the Israel Companies Law, 5759-1999"; and

"1.b. RESOLVED, that Mr. Quentin Megson be elected as an external director, to serve for a term of three years commencing as of the date of the Extraordinary Meeting, or until his office is vacated in accordance with the Company's Articles of Association of the Israel Companies Law, 5759-1999".

Vote Required

Approval of each of the resolutions set forth above requires, in addition to the affirmative vote of a simple majority of the ordinary shares of the Company voted in person or by proxy or voting instruction card at the Extraordinary Meeting on the proposal, that either: (1) a simple majority of shares voted at the Extraordinary Meeting, *excluding* the shares of Controlling Shareholders and of shareholders who have a personal interest in the appointment (other than a personal interest that does not result from the shareholder's relationship with a Controlling Shareholder), be voted "FOR" these proposed resolutions, or (2) the total number of shares of non-Controlling Shareholders and of shareholders who do not have a personal interest in the resolution (excluding a personal interest that is not a result of the shareholder's relationship with a Controlling Shareholder) voted against the election of the external director does not exceed two percent of the outstanding voting power in the Company.

Board Recommendation

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “**FOR**” THE ADOPTION OF EACH OF THE FOREGOING RESOLUTIONS.

PROPOSALS OF SHAREHOLDERS

Any shareholder or holder of CDIs who intends to present a proposal at the Extraordinary Meeting must satisfy the requirements of the Israel Companies Law. Under the Israel Companies Law, only shareholders or holders of CDIs who hold at least 1% of our outstanding voting power are entitled to request that the Board includes a proposal in a shareholders meeting, provided that such proposal is appropriate for consideration by shareholders at such meeting. Such shareholders or holders of CDIs may present proposals for consideration at the Extraordinary Meeting by submitting their proposals in writing to our Chairman of the Board of Directors, Mr. Brendan de Kauwe, at the following address: 108 Outram Street, West Perth, Western Australia, 6005. For a shareholder proposal to be considered for inclusion in the Extraordinary Meeting we must receive the written proposal no later than April 19, 2017 and such proposal should be made in the manner set forth in Article 22(c) of our Articles of Association and in accordance with the provisions of the Israel Companies Law. If our Board determines that a shareholder proposal is appropriate for inclusion in the agenda of the Meeting, it will be announced on the ASX market announcements platform and we will amend this Proxy Statement, the proxy card and the voting instruction form for holders of CDIs and mail such revised documents to our shareholders and holders of CDIs. In such event, it is also possible that we may be required to postpone the date of the Extraordinary Meeting.

Likewise, under the Israel Companies Law and our Articles of Association, nominations for directors may be made by any shareholder or holder of CDIs holding at least 1% of our outstanding voting power, and a shareholder may make such a nomination only if a written notice of a shareholder’s intention to make such nomination has been provided to our Chairman of the Board of Directors, Mr. Brendan de Kauwe, at the address set forth above. Any such notice must include certain information, the consent of the proposed director nominee(s) to serve as our director(s) if elected and a declaration signed by the nominee(s) declaring that there is no limitation under the Israel Companies Law preventing their election and that all of the information that is required to be provided to us in connection with such election under the Israel Companies Law and under our Articles of Association has been provided.

OTHER BUSINESS

The Board knows of no other matter to come before the Extraordinary Meeting. However, if any matters requiring a vote of the shareholders arise, it is the intention of the persons named in the attached form of proxy to vote such proxy in accordance with their best judgment, including any matters or motions dealing with the conduct of the Meeting.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to be 'B. de Kauwe', written in a cursive style.

Dr. Brendan de Kauwe
Chairman of the Board of Directors

West Perth, Western Australia
April 5, 2017