

ASX RELEASE



ASX Code: ESE

21 February 2018

CHANGE OF DIRECTOR'S INTERESTS NOTICES

Life sciences company **eSense-Lab Ltd** ("**eSense**" or the "**Company**") (ASX: ESE) refers to the Appendices 3Y for Mr Haim Cohen, Mr Ilan Saad and Mr Eran Gilboa and the Appendix 3X for Mr Benjamin Karasik lodged together with this letter on 21 February 2018, and advises as follows:

- The Appendices 3Y relate to a change in the notifiable interests of the relevant Directors which occurred on 29 January 2018 following the conversion of certain Class C Performance Rights held by those Directors into CDI's and Class E Performance Rights, as announced on 29 January 2018.
- The Appendix 3X relates to the appointment of Mr Benjamin Karasik as a Director, as announced on 9 February 2018.
- The Appendices 3Ys and the Appendix 3X were due to be lodged with ASX earlier this month. However, they have been lodged late due the Board resolving on 8 February 2018 to effectively 'cancel' the conversion of the Class C Performance Rights, and the subsequent work undertaken by the Board to determine the most efficient means of doing so. As announced on 19 February 2018, the relevant Directors have agreed to place the relevant CDIs and Class E Performance Rights in trust (while waiving all rights arising from such securities) in order to effectuate the Board's decision. As such, the Directors continue to have 'notifiable interests' in these securities for the purposes of the ASX Listing Rules.
- Directors are required to notify the Company of any changes to their interests in the Company's securities within the timeframes set out in Listing Rule 3.19A. In this instance, the Appendices 3Y and the Appendix 3X have been lodged late for the reason outlined above.
- The Company is mindful of its disclosure obligations under the ASX Listing Rules, including the requirement under Listing Rule 3.19B to make appropriate arrangements with all Directors to ensure compliance with Listing Rule 3.19A.

Yours sincerely

Ian Pamensky
Company Secretary

FOR FURTHER INFORMATION:

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About eSense-Lab

eSense-Lab Ltd (ASX: ESE) is a life sciences company specialising in the commercialisation of the phytochemical profiling of plants. The Company combines genetics, mRNA, protein expression and phytochemical profiles to generate a comprehensive model of rare or high value plants. eSense-Lab can then use this model to 'reverse engineer' a terpene profile, which is a naturally occurring formulation of different individual terpenes which together account for many of the plant's health and medical benefits, whilst also exactly replicating the flavour, fragrance and other desired characteristics of the targeted plant, at a more sustainable and cheaper cost.

To learn more about eSense-Lab, visit www.esense-lab.com

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	eSense-Lab Ltd
ABN	ARBN 616 228 703

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Benjamin Karasik
Date of appointment	9 February 2018

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
6,298,226 ordinary (to be settled in the form of CHESS Depository Interests (CDI's) 4,296,915* ordinary (to be settled in the form of CHESS Depository Interests (CDI's) 4,296,915 – Class D Performance Rights 2,896,497* – Class E Performance Rights
<i>* As announced on 19 February 2018, the relevant Directors have agreed to place the relevant CDIs and Class E Performance Rights in trust (while waiving all rights arising from such securities) in order to effectuate the Board's decision to cancel the conversion of the Class C Performance Rights. As such, the Directors continue to have 'notifiable interests' in these securities for the purposes of the ASX Listing Rules. The applicable CDIs and Class E Performance Rights will be held in trust until the earlier to occur of (i) a resolution of an authorized body of the Company to release such securities from the trust, or (ii) the Company receiving AUD \$1,000,000 pursuant to binding distribution contracts for the Company's reconstructed terpene profiles signed by the Company between February 10, 2017 and February 10, 2018.</i>

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities
NIL	NIL

Part 3 – Director's interests in contracts – Not Applicable

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	eSense-Lab Ltd
ABN	ARBN 616 228 703

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Ilan Saad
Date of last notice	14/02/2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	25 January 2018
No. of securities held prior to change	153,759* ordinary (to be settled in the form of CHESS Depository Interests (CDI's)) 1* – Ordinary Share (Common Stock) 500,000 – Class A Performance Rights 500,000 – Class B Performance Rights 104,901 – Class C Performance Rights 104,901 – Class D Performance Rights <i>*The App3X combined the CDI's and Common Stock</i>
Class	CDI's Class E Performance Rights
Number acquired	CDI's - 104,901 Class E Performance Rights – 70,712
Number disposed	-

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	CDI's – Nil - Conversion of Class C Performance Rights Class E Performance Rights – Nil – Issue of Class E Performance Rights on Conversion of Class C Performance Rights to CDI's.
No. of securities held after change	153,759 ordinary (to be settled in the form of CHESS Depository Interests (CDI's)) 104,901** ordinary (to be settled in the form of CHESS Depository Interests (CDI's)) 1 – Ordinary Share (Common Stock) 500,000 – Class A Performance Rights 500,000 – Class B Performance Rights Nil – Class C Performance Rights 104,901 – Class D Performance Rights 70,712** – Class E Performance Rights <i>** As announced on 19 February 2018, the relevant Directors have agreed to place the relevant CDIs and Class E Performance Rights in trust (while waiving all rights arising from such securities) in order to effectuate the Board's decision to cancel the conversion of the Class C Performance Rights. As such, the Directors continue to have 'notifiable interests' in these securities for the purposes of the ASX Listing Rules. The applicable CDIs and Class E Performance Rights will be held in trust until the earlier to occur of (i) a resolution of an authorized body of the Company to release such securities from the trust, or (ii) the Company receiving AUD \$1,000,000 pursuant to binding distribution contracts for the Company's reconstructed terpene profiles signed by the Company between February 10, 2017 and February 10, 2018.</i>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	-
If prior written clearance was provided, on what date was this provided?	-

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	eSense-Lab Ltd
ABN	ARBN 616 228 703

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Haim Cohen
Date of last notice	14/02/2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	25 January 2018
No. of securities held prior to change	1,123,626* ordinary (to be settled in the form of CHESS Depository Interests (CDI's) 1* – Ordinary Share (Common Stock) 500,000 – Class A Performance Rights 500,000 – Class B Performance Rights 766,586 – Class C Performance Rights 766,586 – Class D Performance Rights *The App3X combined the CDI's and Common Stock
Class	CDI's Class E Performance Rights
Number acquired	CDI's - 766,586 Class E Performance Rights – 516,746
Number disposed	-

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	CDI's – Nil - Conversion of Class C Performance Rights Class E Performance Rights – Nil – Issue of Class E Performance Rights on Conversion of Class C Performance Rights to CDI's.
No. of securities held after change	1,123,626 ordinary (to be settled in the form of CHESS Depository Interests (CDI's)) 766,586** ordinary (to be settled in the form of CHESS Depository Interests (CDI's)) 1 – Ordinary Share (Common Stock) 500,000 – Class A Performance Rights 500,000 – Class B Performance Rights Nil – Class C Performance Rights 766,586 – Class D Performance Rights 516,746 – Class D Performance Rights <i>** As announced on 19 February 2018, the relevant Directors have agreed to place the relevant CDIs and Class E Performance Rights in trust (while waiving all rights arising from such securities) in order to effectuate the Board's decision to cancel the conversion of the Class C Performance Rights. As such, the Directors continue to have 'notifiable interests' in these securities for the purposes of the ASX Listing Rules. The applicable CDIs and Class E Performance Rights will be held in trust until the earlier to occur of (i) a resolution of an authorized body of the Company to release such securities from the trust, or (ii) the Company receiving AUD \$1,000,000 pursuant to binding distribution contracts for the Company's reconstructed terpene profiles signed by the Company between February 10, 2017 and February 10, 2018.</i>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	-
If prior written clearance was provided, on what date was this provided?	-

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Introduced 30/09/01 Amended 01/01/11

Name of entity	eSense-Lab Ltd
ABN	ARBN 616 228 703

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Eran Gilboa
Date of last notice	14/02/2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	25 January 2018
No. of securities held prior to change	2,847,187* ordinary (to be settled in the form of CHESS Depository Interests (CDI's) 1* – Ordinary Share (Common Stock) 500,000 – Class A Performance Rights 500,000 – Class B Performance Rights 1,942,471 – Class C Performance Rights 1,942,471 – Class D Performance Rights *The App3X combined the CDI's and Common Stock
Class	CDI's Class E Performance Rights
Number acquired	CDI's - 1,942,471 Class E Performance Rights – 1,309,395
Number disposed	-

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	CDI's – Nil - Conversion of Class C Performance Rights Class E Performance Rights – Nil – Issue of Class E Performance Rights on Conversion of Class C Performance Rights to CDI's.
No. of securities held after change	2,847,187 ordinary (to be settled in the form of CHESS Depository Interests (CDI's)) 1,942,471** ordinary (to be settled in the form of CHESS Depository Interests (CDI's)) 1 – Ordinary Share (Common Stock) 500,000 – Class A Performance Rights 500,000 – Class B Performance Rights Nil – Class C Performance Rights 1,942,471 – Class D Performance Rights 1,309,395** – Class E Performance Rights <i>** As announced on 19 February 2018, the relevant Directors have agreed to place the relevant CDIs and Class E Performance Rights in trust (while waiving all rights arising from such securities) in order to effectuate the Board's decision to cancel the conversion of the Class C Performance Rights. As such, the Directors continue to have 'notifiable interests' in these securities for the purposes of the ASX Listing Rules. The applicable CDIs and Class E Performance Rights will be held in trust until the earlier to occur of (i) a resolution of an authorized body of the Company to release such securities from the trust, or (ii) the Company receiving AUD \$1,000,000 pursuant to binding distribution contracts for the Company's reconstructed terpene profiles signed by the Company between February 10, 2017 and February 10, 2018.</i>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	

+ See chapter 19 for defined terms.

Appendix 3Y
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No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	-
If prior written clearance was provided, on what date was this provided?	-

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