

## DIRECTORS' SHARE SALES

**Structural Monitoring Systems plc ("SMS" or "the Company") (ASX: SMN)** advises that Managing Director, Toby Chandler, has sold 1,836,875 shares in the Company at a weighted average price ("WAP") of \$1.642 per share. Following the sale, Mr Chandler still retains 4,858,405 shares, representing approximately 5% of the outstanding securities of the Company.

This is the first sale of any share held by Mr Chandler during his entire tenure as a shareholder, and Officer, of the Company. During that time, Mr Chandler has directly overseen a significant reorganization of the Company and its business model. As a result, SMS has been one of the best performing ASX companies over a multi-year time horizon, with a substantial global presence and clear opportunities for material growth and value appreciation. To date, well over \$150 million in capital value has been created for shareholders.

The Company also advises that Director, and CFO/COO, Mike Reveley, has sold 550,261 shares at a WAP of \$1.6300. Following the sale, Mr. Reveley still retains 2,933,374 shares, representing approximately 3% of the Company's outstanding shares. Non-Executive Director, Andy Chilcott, has sold 149,000 shares at a WAP of \$1.526, reducing his holding to 360,000 shares.

Messrs. Chandler, Reveley and Chilcott have now completed all their respective share sales, and still retain a significant proportion of their collective original shareholding in the Company. Additionally, there will be no further on-market sales in any capacity occurring for the foreseeable future. The Board, and the staff of SMS and AEM, look forward to working towards a demonstrably enhanced operational platform for the Company in 2016, and to a further material appreciation in the value of the Company's capital structure. Further, the Company looks forward to providing regular operational updates through the year, and maintaining a consistent communication platform with shareholders.

Relevant Change of Director's Interest Notices (Appendix 3Y) are attached.

**For further details please contact:**

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# 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 30/9/2001.

<b>Name of entity</b>	Structural Monitoring Systems plc
<b>ARBN</b>	106 307 322

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.

<b>Name of Director</b>	Mr Robert Michael Reveley
<b>Date of last notice</b>	3 December 2015

### 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.

<b>Direct or indirect interest</b>	Direct & Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	The securities are held by ABN Amro Clearing Sydney Nominees Pty Ltd as nominee, and beneficially owned by Mr Robert Michael Reveley.
<b>Date of change</b>	30 Dec 2015 – 6 Jan 2016
<b>No. of securities held prior to change</b>	3,483,635 CDI's (SMN)
<b>Class</b>	Chess Depositary Interests (SMN)
<b>Number acquired</b>	Nil
<b>Number disposed</b>	550,261 CDI's
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$896,925.43
<b>No. of securities held after change</b>	2,933,374 CDI's (SMN)
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On-market trade

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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**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.

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

**Part 3 – +Closed period**

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

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Introduced 30/9/2001.

<b>Name of entity</b>	Structural Monitoring Systems plc
<b>ARBN</b>	106 307 322

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.

<b>Name of Director</b>	Mr Toby Robert Chandler
<b>Date of last notice</b>	2 December 2015

### 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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	29 Dec 2015 – 6 Jan 2016
<b>No. of securities held prior to change</b>	6,136,947 CDI's (SMN)
<b>Class</b>	Chess Depositary Interests (SMN)
<b>Number acquired</b>	558,333 CDI's
<b>Number disposed</b>	1,836,875 CDI's
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	558,333 CDI's issued on the conversion of performance rights as per resolution passed by shareholders at the AGM held on 27 November 2015. 1,836,875 CDI's sold on-market for \$3,016,148.75
<b>No. of securities held after change</b>	4,858,405 CDI's (SMN)

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>558,333 CDI's issued on the conversion of performance rights as per resolution passed by shareholders at the AGM held on 27 November 2015.          1,836,875 CDI's sold on-market.</p>
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**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.

<p><b>Detail of contract</b></p>	<p>The Performance Rights vest upon the satisfaction of the following performance hurdle within 3 years of the issue of the Performance Rights:          The ordinary shares in the capital of the Company trade at a volume weighted average price of at least \$1.00 per ordinary share over a period of 7 consecutive trading days on which the ordinary shares actually trade.</p>
<p><b>Nature of interest</b></p>	<p>Direct</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>Mr Toby Robert Chandler</p>
<p><b>Date of change</b></p>	<p>5 January 2016</p>
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>Nil</p>
<p><b>Interest acquired</b></p>	<p>Nil</p>
<p><b>Interest disposed</b></p>	<p>558,333 Performance Rights</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>558,333 CDI's issued on the conversion of performance rights as per resolution passed by shareholders at the AGM held on 27 November 2015.</p>
<p><b>Interest after change</b></p>	<p>Nil</p>

**Part 3 – +Closed period**

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

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# Appendix 3Y

## Change of Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b>	Structural Monitoring Systems plc
<b>ARBN</b>	106 307 322

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.

<b>Name of Director</b>	Mr Andrew Chilcott
<b>Date of last notice</b>	2 December 2015

### 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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	30 Dec 2015 – 6 Jan 2016
<b>No. of securities held prior to change (post consolidation numbers)</b>	500,000 CDI's (SMN)
<b>Class</b>	Chess Depositary Interests (SMN)
<b>Number acquired</b>	Nil
<b>Number disposed</b>	149,000 CDI's
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$227,374
<b>No. of securities held after change (post consolidation numbers)</b>	351,000 CDI's (SMN)
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On-market trade

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**Change of Director's Interest Notice**

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**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.

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

**Part 3 – +Closed period**

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

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