

2 October 2019
Australian Securities Exchange (ASX) Announcement

Sensera Secures A\$9.4M in Debt and Equity to Pay Down Existing Financing and Accelerate Growth

Highlights:

- **Sensera has executed a binding term sheet for a 4-year, A\$6.4M debt facility**
- **In addition, the company has completed a A\$3M equity raising at \$0.08 per share**
- **Share purchase plan available to eligible investors at the placement price, capped at A\$1M**
- **Funds from the capital raising initiative will be used to accelerate growth and retire the existing purchase order finance facility with Timelio**

Sensera Limited (ASX: SE1, "Sensera" or "the Company") is pleased to announce that it has secured a A\$6.4M, four-year secured debt facility under a binding term sheet with PURE Asset Management Pty Ltd and Altor Credit Partners Pty Ltd (a wholly owned subsidiary of Altor Capital Pty Ltd), both are unrelated parties to the Company. The arrangements include the grant of warrants to the lenders to acquire ordinary shares in the Company at a price of \$0.18 per share. A summary of key terms of the debt facility is provided below.

In addition to the debt facility, the Company has raised A\$3M via a placement of 37.5M ordinary fully paid shares to professional and sophisticated investors at \$0.08 per share. The placement price represents a 16.7% discount to the last price of \$0.096 per share ("Placement"). Morgans Corporate Limited and Altor Capital Pty Ltd were lead managers to the placement. Both the warrants (other than those set out below which are subject to shareholder approval) and placement shares will be issued out of the Company's available capacity under ASX Listing Rules 7.1 (for 40.9M securities) and 7.1A (for 27.3M securities).

The funds raised from the issue of the shares will be used to capitalise on the Company's growing order book and to refinance A\$2.9M of purchase order financing with Timelio Pty Ltd.

The Company expects this initiative to provide enough capital to achieve positive cash flow and remove any cash constraints on achieving sustainable revenue growth and profit. The business has significant product and customer expansion potential that the capital injection will unlock.

In addition to the Placement, the Company is offering a non-underwritten Share Purchase Plan ("SPP") at a purchase price of A\$0.08 per share. Each shareholder on the register as at 7:00pm (AEST) on October 1, 2019, who have a registered address in Australia or New Zealand and meet certain eligibility criteria will be able to subscribe for up to A\$30,000 of new shares (free of transaction and brokerage costs), subject to the terms of the SPP. The amount raised under the SPP will be capped at A\$1 million. The new securities to be issued under the SPP will rank equally with existing Sensera fully paid ordinary shares. Subscriptions under this offer may be subject to scale back.

Further information in relation to the SPP, including terms and conditions, will be outlined in a separate SPP offer document which will be despatched to eligible shareholders within the next 10 business days.

Sensera Chief Executive Officer, Ralph Schmitt, commented:

"We are pleased to have secured this capital injection led by PURE Asset Management. This funding adds the strength in our cash position required to execute our immediate and future growth strategy."

"We have been diligent in identifying how we can add necessary capital to Sensera's balance sheet while minimising shareholder dilution. This structure represents our best opportunity to achieve this objective while removing any constraints in our business expansion."

"The exercise price of the Warrants underlines the Company's and its incoming investors' mutual belief in Sensera's progress and path to profitability. We are also pleased with the support from new and existing shareholders via the Placement. The success of this capital raising demonstrates the confidence in the business to execute on its strategy. We look forward to reinforcing our existing shareholders' support through the SPP, the details which will be released to shareholders shortly."

PURE Asset Management Director, Mike Henshaw, said:

"The miniaturisation of technology is proliferating at an astounding rate, with each new technological breakthrough expanding the scope for automation and actionable data insights. Sensera has a customer list that is diverse and cutting edge, the quality of which validates the Company's technology as world-leading. Many customers are selling into markets that are rapidly expanding, with the commensurate underpinning of Sensera's forward order book a key attraction for PURE. We think this management team has achieved a lot on a limited budget; we are excited to see what they will accomplish now they are fully funded."

Altor Capital Chief Investment Officer, Ben Harrison, commented:

"We believe Sensera is on an exciting growth trajectory, and now being fully funded, is in a strong position to capitalise on the tailwinds supporting its leading products and solutions. We look forward to supporting the Company as both a shareholder and secured debt holder."

Key Terms

- A\$6.4M secured term loan debt facility
- 4-year maturity
- 11.75% p.a. interest rate, payable quarterly or, if shareholders do not approve the grant of the warrants described below at the AGM, an interest rate of 17% p.a. will apply.
- 35.6M (4.9M of which are subject to obtaining shareholder approval at the AGM or capacity otherwise becoming available under the ASX listing rules) detached warrants with a 4-year expiry with an exercise price at the lower of
 - i. \$0.18 or;
 - ii. The theoretical ex-rights price ("TERP") of any future capital raise to increase shares on issue by more than 15%
- Early repayment penalties ratcheting down from 8% to 2% of the facility amount as it gets closer to the maturity date
- First ranking general security interest over the assets of the Company and its United States subsidiary, Sensera Inc
- Corporate guarantees over assets of the Company and its subsidiaries and standard covenants applied

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About Sensera Limited (ASX: SE1):

Sensera is an Internet of Things (IoT) solution provider that delivers sensor-based products transforming real-time data into meaningful information, action and value. The company designs and manufactures hardware and software across the vertical technology spectrum from unique structures as MicroElectroMechanical Systems (MEMS) and sensors, as well as wireless networked systems and software that when combined, drive an entire IoT platform solution.

Shares in Sensera Limited (ASX: SE1) are traded on the Australian Securities Exchange (ASX). 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.

About PURE Asset Management

PURE Asset Management is a specialist provider of hybrid capital to Australia's most compelling emerging growth companies. Founded in 2018, PURE funds working capital, acquisitions and buybacks via structures that are less dilutive than equity capital, offering companies an alternative to direct equity markets.

For more information, please visit www.puream.com.au

About Altor Capital

Altor Capital is a boutique alternative investment manager and corporate advisory firm providing debt and equity capital to emerging companies. Altor Capital prides itself on its partnership approach with clients and investee companies.