

---

**7 October 2022**  
**Australian Securities Exchange (ASX) Announcement**

## Notice of Annual General Meeting and Proxy Form

Sensera Limited advises that the Annual General Meeting of Shareholders will be held at:

	10.30am (Melbourne time)
	Wednesday 9 November 2022
	Henslow Pty Ltd Level 7, 333 Collins St, Melbourne VIC 3000.

Shareholders can attend the meeting online or in person. All shareholders attending the meeting can vote and ask questions.

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

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

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

**For more information, please contact:**

**Jonathan Tooth**  
Board Chair  
+61 419 550 664  
[jtooth@henslow.com](mailto: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](http://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 Annual General Meeting

Sensera Limited ACN 613 509 041

---

Notice is given that the Annual General Meeting of Sensera Limited ACN 613 509 041 (**Company** or **Sensera**) will be held at:

	10.30am (Melbourne time)
	Wednesday 9 November 2022
	Henslow Pty Ltd Level 7, 333 Collins St, Melbourne VIC 3000

Shareholders can also participate in the Meeting online through the following URL:  
<https://web.lumiagm.com/323-053-482>.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and enclosed proxy form. If you are unable to attend the AGM to vote, the Board encourages you to lodge your votes by proxy. ASX takes no responsibility for the contents of this notice.

## Ordinary Business

### Financial statements and reports

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2022.

**Note:** No resolution is required for this item of business.

### Resolution 1 - Adoption of Remuneration Report

To consider and, if in favour, pass the following as a non-binding resolution:

*'That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2022.'*

**Note:** Restrictions on voting apply to this resolution.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Under the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors of the Company or the Company.

## Resolution 2 - Re-election of Mr Simon Peeke

To consider and, if in favour, pass the following as an ordinary resolution:

*'That Mr Simon Peeke, a Non-Executive Director who retires by rotation in accordance with rule 59 of the Constitution, and being eligible and offers himself for re-election, be re-elected as a Director.'*

**Note:** Further information about the candidate appears in the Explanatory Memorandum.

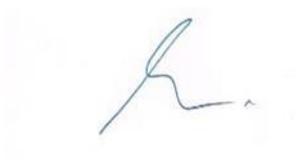
The Directors (with Mr Simon Peeke abstaining) recommend that you vote in favour of this resolution.

## Special business

There is no special business for this meeting.

Dated: 07 October 2022

By order of the Board



---

**Mark Pryn**  
Company Secretary

# Voting prohibition and exclusion statements

## Corporations Act

	<p>A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of the following persons:</p> <ul style="list-style-type: none"><li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li><li>(b) a Closely Related Party of such a member.</li></ul> <p>However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"><li>(c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or</li><li>(d) the voter is the chair of the meeting and the appointment of the chair as proxy:<ul style="list-style-type: none"><li>(i) does not specify the way the proxy is to vote on Resolution 1; and</li><li>(ii) expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.</li></ul></li></ul>
--	--

## Notes

- 1 The AGM will be held at the offices of Henslow Pty Ltd, located at Level 7, 333 Collins Street, Melbourne, Victoria 3000.
- 2 Shareholders should read the Notice of Meeting and the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.
- 3 If you cannot attend the AGM, we encourage you to submit a proxy and any questions ahead of the meeting via the methods set out above.
- 4 The Company has determined under regulation 7.11.37 Corporations Regulations 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 Monday 7 November 2022. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 5 All resolutions at this annual general meeting are ordinary resolutions, which require the support of more than 50% of the votes cast in order for the resolution to be approved. All resolutions at the meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the meeting by appointing a proxy or by poll during the meeting.
- 6 In accordance with section 249L of the Corporations Act, Shareholders are advised that:
  - (a) each Shareholder has the right to appoint a proxy;
  - (b) the proxy need not be a Shareholder of the Company; and

- (c) 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 the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.
- 7 If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form. In accordance with section 250B(1) of the Corporations Act, to be effective, the proxy must be received by the Company no later than 10.30am (Melbourne time) on Monday 7 November 2022.
- 8 A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution 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 only vote on that item in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.
- 9 If a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, subject to the Corporations Act, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll.
- 10 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- 11 If you have any queries on how to cast your votes then call the Company Secretary on 03 9820 6400 during business hours.

# Explanatory Memorandum

Sensera Limited ACN 613 509 041

---

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held at Henslow Pty Ltd, Level 7, 333 Collins St, Melbourne VIC 3000 on Wednesday 9 November 2022 at 10.30am (Melbourne time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

## Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, Grant Thornton, if the question is relevant to:
  - (a) the content of the auditor's report; or
  - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

**Note:** Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

- 5 Written questions for the auditor must be delivered by 5.00pm (Melbourne time) on Wednesday 2 November 2022.
- 6 Please send any written questions for Grant Thornton to:  
*The Company Secretary  
Sensera Limited  
Level 14, 440 Collins St  
Melbourne, VIC 3000.*

## Resolution 1: Remuneration Report

- 7 The Remuneration Report is contained in the Annual Report, which is available on the Sensera website at [www.sensera.com](http://www.sensera.com) and from the ASX announcements platform (ASX code: SE1).
- 8 The Corporations Act requires that the Remuneration Report be put to the vote of Shareholders for adoption.
- 9 The resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining Sensera's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.
- 10 The Remuneration Report:
- (a) reports and explains the remuneration arrangements in place for executive Directors, senior management and non-executive Directors;
  - (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers within Sensera; and
  - (c) discusses the relationship between the Board policies and Sensera performance.
- 11 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

### Directors' Recommendation

- 12 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, abstains from making a recommendation regarding this resolution.

**Note:** If you appoint the chair of the meeting as your proxy, and you do not provide voting directions, the chair is entitled to cast your vote in accordance with her stated intentions, even though the resolution is connected directly or indirectly with the remuneration of the chair, being a member of the KMP. The chair of the meeting intends to vote all available proxies in favour of Resolution 1. If you appoint another Director or member of the KMP as your proxy for this resolution, you MUST direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on nominating a proxy given in the Notice of Meeting.

## Re-election of Directors

- 13 Listing Rule 14.15 requires that any entity which has directors must hold an election at each annual general meeting. Rule 59(1) of the Constitution requires that, at every annual general meeting, one-third of the Directors (excluding the Managing Director) must retire from office and stand for re-election.
- 14 The Directors to retire under rule 59(1) are those who have been in office the longest since being appointed. As between Directors who were elected on the same day, the Directors to retire are (in default of agreement between them) determined by ballot.
- 15 Rule 57(2) of the Constitution requires that a director appointed to fill a casual vacancy or as an addition to the existing directors will hold office until the next annual general meeting when the director may be re-elected but will not be taken into account in determining the number of directors who must retire by rotation.
- 16 As no current Director will have held office for 3 years without re-election as at the date of the AGM, the Board has determined that Mr Simon Peeke will retire from office under rule 59(1) of the Constitution and stand for re-election.

## **Resolution 2: Re-election of Mr Simon Peeke, B.Bus (Monash), CPA - Non-Executive Director**

- 17 Mr Simon Peeke retires from office under rule 59(1) of the Constitution and being eligible and offering himself for election, stands for re-election to the Board. He was originally appointed as a Director to fill a casual vacancy on 20 October 2020 and was elected as a Director at the Company's annual general meeting on 9 December 2020.
- 18 Prior to becoming a Director of the Company, Mr Peeke had been working with Sensera in an investor relations capacity and supporting the finance team. Based in Melbourne, Mr Peeke has a strong financial background coupled with over 20 years of operating experience both at CFO and CEO levels. Mr Peeke founded a consulting business in 2015 aimed at providing strategic financial and structuring advice for small cap and privately owned businesses.

### **Directors' Recommendation**

The Directors (with Mr Simon Peeke abstaining) recommend the re-election of Mr Simon Peeke to the Board.

# Glossary

Sensera Limited ACN 613 509 041

---

<b>Annual General Meeting or AGM</b>	means the Company's annual general meeting the subject of this Notice of Meeting.
<b>Annual Report</b>	means the financial statements of the Company and the reports of the Directors and the Auditors for the financial year ended 30 June 2022.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as the context requires.
<b>Board</b>	means the board of directors of the Company.
<b>Chair</b>	means the chair of the Company.
<b>Closely Related Party of a member of the Key Management Personnel</b>	means a spouse or child of the member; or a child of the member's spouse; or a dependent of the member or the member's spouse; or anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or a company the member controls; or a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
<b>Company or Sensera</b>	means Sensera Limited ACN 613 509 041.
<b>Constitution</b>	means the constitution of the Company from time to time.
<b>Control</b>	has the meaning set out in section 50AA of the Corporations Act.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Corporations Regulations</b>	means the <i>Corporations Regulations 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Explanatory Memorandum</b>	means the explanatory memorandum attached to the Notice of Meeting.
<b>Key Management Personnel</b>	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Notice of Meeting</b>	means this notice of meeting and includes the Explanatory Memorandum.
<b>Remuneration Report</b>	means the section of the Directors' report for the financial year ended 30 June 2022 that is included under section 300A(1) Corporations Act.
<b>Resolution</b>	means a resolution set out in the Notice of Meeting.
<b>Shares</b>	means fully paid ordinary shares in the Company.
<b>Shareholder</b>	means a person who is the registered holder of Shares.

**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 10:30am (AEDT) on Monday 7 November 2022.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/se1agm2022>

**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 **10:30am (AEDT) on Monday, 7 November 2022.** 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/se1agm2022>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 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 Annual General Meeting of the Company to be held at the **Henslow Pty Ltd, Level 7, 333 Collins St, Melbourne Vic 3000** and virtually via <https://web.lumiagm.com/323-053-482> on **Wednesday, 9 November, 2022 at 10:30am (AEDT)** 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 is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**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.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-elect Mr Simon Peeke as a Director	<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 / / 2022

## Letter to Shareholders

### 2022 Annual General Meeting

The 2022 Annual General Meeting ("Meeting") for Sensera Limited (the "Company") will be held as a hybrid meeting at:

	10.30am (Melbourne time)
	Wednesday 9 November 2022
	Henslow Pty Ltd Level 7, 333 Collins St, Melbourne VIC 3000.

Shareholders can attend the Meeting online or in person. All shareholders attending the Meeting can vote and ask questions.

Shareholders can attend the Meeting online by entering the following URL into their browser:  
<https://web.lumiagm.com/323-053-482>.

You can log in to the Meeting by entering:

1. Your **username**, which is your **Voting Access Code (VAC)**, which can be located on the first page of your proxy form or Notice of Meeting email.
2. Your **password**, which is the **postcode** registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
3. If you have been nominated as a third party proxy, please contact Boardroom Pty Limited on 1300 737 760 or via [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au).

The Notice of Annual General Meeting, which is available electronically, sets out the details of the resolutions. A copy of the **Notice of Annual General Meeting** can also be accessed from the Company's website at <http://sensera.com/investors/>.

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 on all resolutions using the proxies filed prior to the Meeting.

Yours faithfully

Mark Pryn  
Company Secretary