

30 October 2020

## NOTICE OF MEETING AND VIRTUAL MEETING GUIDE

SenSen Networks Limited (ASX:SNS) (**SenSen** or **Company**), is pleased to advise that it is convening its Annual General Meeting of Shareholders on Wednesday, 2 December 2020, at 11AM (Melbourne time) (**Meeting**).

In light of the evolving global outbreak of COVID-19 and the Australian Government's response in restricting indoor gatherings and implementing social distancing requirements, and the State Government's border restrictions, the Board of SenSen has resolved that special arrangements will apply to our upcoming Meeting.

**IN THE INTEREST OF PUBLIC HEALTH AND THE SAFETY OF OUR SHAREHOLDERS, THE COMPANY HAS DETERMINED TO NOT ALLOW SHAREHOLDERS TO PHYSICALLY ATTEND THE ANNUAL GENERAL MEETING.**

### IMPORTANT INFORMATION IN REGARD TO VOTING AT THE ANNUAL GENERAL MEETING

The Board considers that the health, safety and welfare of the Company's staff, shareholders and other stakeholders is of paramount importance. The Meeting will be accessible to all Shareholders virtually, further details of which are set out below.

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 (such poll to be taken electronically). Further details of the voting methods open to shareholders are set out in detail below.

**Shareholders are strongly encouraged to either vote prior to the Meeting or to appoint the Chair of the Meeting as their proxy**

### How Shareholders can participate

#### ***Voting virtually***

To vote at the Annual General Meeting virtually, login into <https://web.lumiagm.com> using your shareholder number (which can be found on the Proxy Form) on 2 December 2020, at 11AM (Melbourne time). Visit <https://web.lumiagm.com/309764101> on your smartphone, tablet or computer.

Participating in the Annual General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

#### ***Voting in person***

There will be no ability to attend the Annual General Meeting in person as the Annual General Meeting is being convened virtually.

#### ***Voting by proxy***

To vote by proxy, please complete the online form at online at [www.investorvote.com.au](http://www.investorvote.com.au).

## **Questions**

Shareholders will be given reasonable opportunity at the Meeting to raise questions and make comments on the 2020 Annual Report. 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, BDO Audit Pty Ltd, if the question is relevant to the content of the Auditor's Report or the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

COVID-19 is rapidly evolving and SenSen is following the health advice of the Australian Government. Shareholders are encouraged to monitor the Company's ASX announcements and website for any further updates in relation to arrangements for the Meeting.

## **Enquiries**

For all enquiries, please contact the Company Secretary, Mr David Smith on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia).

The Company's Notice of Meeting is attached.

Authorised for release by the Board

## **About SenSen Networks Limited**

SenSen is focused principally on the development, commercialisation and supply of innovative, data-driven business process enhancement solutions, designed to assist customers in their business operations and significantly improve business efficiency and productivity.

SenSen provides video analytics and artificial intelligence data analytics software solutions to customers in the intelligent transportation systems and gaming sectors located in Australia, Canada, Singapore, Europe, India, and UAE.

### **Disclaimer – forward-looking statements**

This release may contain forward-looking statements. These statements are based upon management's current expectations, estimates, projections and beliefs in regards to future events in respect to SenSen's business and the industry in which it operates. These forward-looking statements are provided as a general guide and should not be relied upon as an indication or guarantee of future performance. The bases for these statements are subjected to risk and uncertainties that might be out of control of SenSen Networks Limited and may cause actual results to differ from the release. SenSen Networks Limited takes no responsibility to make changes to these statements to reflect change of events or circumstances after the release.



## Notice of 2020 Annual General Meeting & Explanatory Statement

**SenSen Networks Limited**  
**ACN 121 257 412**

**To be held at:** Virtually - online (including to listen, vote and ask questions online during the Meeting): <https://web.lumiagm.com/309764101>

**To be held on:** Wednesday, 2 December 2020

**Commencing:** 11:00am (Melbourne time)

This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

## Letter from the Executive Chairman

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Dear Shareholders,

We are pleased to invite you to the Annual General Meeting of SenSen Networks Limited (**Company**).

To ensure safety and enable participation of all shareholders, we are holding the 2020 Annual General Meeting via a virtual platform. In order to attend, ask questions and vote virtually via the online platform at <https://web.lumiagm.com/309764101>, please use the following details:

- Your username is your SRN/HIN
- Your password is your postcode registered on your holding if you are an Australian shareholder
- Overseas shareholders should refer to the user guide which can be found at <http://www.computershare.com.au/virtualmeetingguide>

Participating in the Annual General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary by email at [dsmith@sensennetworks.com](mailto:dsmith@sensennetworks.com).

### Background to the Resolutions

In addition to customary resolutions, this Annual General Meeting seeks the approval of Shareholders for:

- the approval of the re-election of Mr Subhash Challa and Mr David Smith as Directors;
- a number of updates to the Constitution of the Company.

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

With respect to the Annual General Meeting, this booklet contains the following:

- The notice of meeting for the Annual General Meeting which contains information about the business to be conducted at the Annual General Meeting, including the Resolutions to be put to the Annual General Meeting (see Part B);
- Information explaining the business to be conducted at the Annual General Meeting (see the Explanatory Statement at Part D); and
- How to vote, or appoint a proxy to vote on the Resolutions to be passed at the Annual General Meeting (see Part C).

Please read the whole of this booklet carefully as it provides important information on the Annual General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary, Mr David Smith, on 03 9417 5368.

By order of the Board

Dated: 30 October 2020

A handwritten signature in black ink, appearing to read 'Subhash Challa', written in a cursive style.

Subhash Challa  
**Executive Chairman**  
**SenSen Networks Limited**

## Important dates

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Deadline for lodgement of proxy forms for the Annual General Meeting	11:00am (Melbourne time) on 30 November 2020
Annual General Meeting	11:00am (Melbourne time) on 2 December 2020

## Part A – Glossary

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<b>\$</b>	Australian dollars.
<b>Annual General Meeting</b>	The 2020 annual general meeting of Shareholders.
<b>ASIC</b>	The Australian Securities & Investments Commission.
<b>ASX</b>	The Australian Securities Exchange operated by ASX Limited.
<b>ASX Listing Rules</b>	The listing rules of the ASX.
<b>Board</b>	The board of directors of the Company.
<b>Closely Related Party</b>	<ul style="list-style-type: none"> <li>• a spouse or child of the Shareholder; or</li> <li>• has the meaning given in section 9 of the Corporations Act.</li> </ul>
<b>Company</b>	SenSen Networks Limited ACN 121 257 412.
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Commonwealth) for the time being in force together with the regulations of the Corporations Act.
<b>Directors</b>	The directors of the Company.
<b>Explanatory Statement</b>	The explanatory statement accompanying the Notice of Annual General Meeting and contained in Part D.
<b>Glossary</b>	The glossary contained in Part A to this booklet.
<b>Group</b>	The Company and its Subsidiaries.
<b>Key Management Personnel</b>	Has the meaning given in the accounting standards as 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) of the Company.
<b>Notice of Annual General Meeting</b>	The notice of the Annual General Meeting accompanying the Explanatory Statement for the Annual General Meeting and contained in Part B.
<b>Part</b>	A part of this booklet.
<b>Proxy Form</b>	<p>The online proxy form.</p> <p>If you require a paper proxy form please contact the Share Registry; Computershare Investor Services Pty Ltd on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or online at <a href="http://www.investorcentre.com/contact">www.investorcentre.com/contact</a>,</p> <p>Otherwise, please log your proxy vote online using the details outlined in the Notice &amp; Access letter or using the personalised link which was sent to all holders that have elected to receive online communications for Notices of Meeting.</p>
<b>Resolution(s)</b>	The resolution(s) contained in the Notice of Annual General Meeting.
<b>Shareholders</b>	The holders of all shares issued in the Company and <b>Shareholder</b> means any one of them.
<b>Shares</b>	All of the shares on issue in the share capital of the Company and <b>Share</b> means any one of them.
<b>Subsidiaries</b>	Has the meaning given in section 9 of the Corporations Act.

## Part B – Notice of Annual General Meeting

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### Time and place

Notice is hereby given that the Annual General Meeting of the Company will be held as follows:

- **Held:** Virtually at <https://web.lumiagm.com/309764101>.
- **Commencing at:** 11:00am (Melbourne time) on 2 December 2020.

Due to the social distancing restrictions imposed by the Australian Government, the Directors have decided to convene the Annual General Meeting **virtually**. We believe this is the required response to safeguard the health and safety of our Shareholders and people, and to ensure the Company's compliance with government regulations.

We appreciate the support and understanding of our Shareholders during this time and apologise for any inconvenience. Further details about the virtual meeting can be found in sections B, C, and D of the Notice of Annual General Meeting.

### Participate and vote online

In order to attend, ask questions and vote virtually via the online platform, please use the details set out in Section C of this Notice of Meeting.

Participating in the Annual General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

More information regarding virtual participation at the Annual General Meeting (including how to vote and ask questions online during the Annual General Meeting) is available at [www.investorvote.com.au](http://www.investorvote.com.au). Please enter your pin contained in your Notice & Access letter or use the personalised link contained in the Notice of Meeting email which was sent to all holders that have elected to receive online communications for Notices of Meeting.

Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary, Mr David Smith on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia).

### Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

### Defined terms

Defined terms used in this Notice of Annual General Meeting have the meanings given to them in the Glossary accompanying this Notice of Annual General Meeting at Part A.

## ORDINARY BUSINESS

### 1. Agenda Item 1 - Financial statements and reports

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To receive and consider the Company's 2020 Annual Report, which comprises the Directors' Report, the Auditor's Report and the Financial Report for the financial year ending 30 June 2020.

### 2. Agenda Item 2 - Resolutions

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#### Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:



*"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2020 as disclosed in the Directors' Report for the year ending 30 June 2020."*

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

**Short Explanation:** This Resolution is required as a result of section 250R(2) of the Corporations Act, which requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote. The vote on this Resolution is advisory only and does not bind the Company.

**Voting exclusion statement:** In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the remuneration report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the remuneration report or a Closely Related Party of such a member; and
- either:
  - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
  - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to vote as the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

## **Resolution 2: Re-election of Mr Subhash Challa**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That Mr Subhash Challa who retires as a Director of SenSen Networks Limited in accordance with Rules 73.1 and 73.2 of the Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."*

**Short Explanation:** This Resolution is required as Rules 73.1 and 73.2 of the Company's Constitution provides that at each annual general meeting of the Company,  $\frac{1}{3}$  of the Directors for the time being or, if that number is not 3 or a multiple 3, then the number nearest to but not exceeding  $\frac{1}{3}$ , must retire from office but no Director may retain office for more than 3 years without submitting themselves for re-election even though the submission results in more than  $\frac{1}{3}$  of the Directors retiring from office.

## **Resolution 3: Re-election of Mr David Smith**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That Mr David Smith who retires as a Director of SenSen Networks Limited in accordance with Rules 73.1 and 73.2 of the Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."*

**Short Explanation:** This Resolution is required as Rules 73.1 and 73.2 of the Company's Constitution provides that at each annual general meeting of the Company,  $\frac{1}{3}$  of the Directors for the time being or, if that number is not 3 or a multiple 3, then the number nearest to but not exceeding  $\frac{1}{3}$ , must retire from office but no Director may retain office for more than 3 years without submitting themselves for re-election even though the submission results in more than  $\frac{1}{3}$  of the Directors retiring from office.

## **Resolution 4: Amendment to Constitution**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*"That for the purposes of section 136(2) of the Corporations Act, the Constitution of the Company be modified by making the amendments contained in the document tabled at the Annual General Meeting and signed by the Chairman for the purposes of identification".*

**Short Explanation:** This Resolution is required under section 136(2) of the Corporations Act to approve the amendment of a Company's constitution.

The proposed amendments to the Constitution are described in the Explanatory Memorandum accompanying this Notice of Meeting.

#### **Resolution 5: Renewal of proportional takeover approval provisions**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*"That the proportional takeover provisions contained in clause 163 of the Constitution be granted effect for a further three years, effective on the day on which this Resolution is passed".*

**Short Explanation:** Under the Corporations Act, the proportional takeover provisions expire three years from adoption or renewal and may then be renewed.

The Company is seeking shareholder approval to renew these provisions under the Corporation Act. The proportional takeover bid provisions are identical to those included in the Company's current Constitution which have not been the subject of a prior renewal.

### **OTHER BUSINESS**

To transact any other business which may be brought forward in accordance with the Constitution.

## Part C – How to vote

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If you are entitled to vote at the Annual General Meeting, you may vote by attending the meeting in person or by attorney, proxy or, in the case of corporate shareholders, corporate representative.

### 1. How to vote

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If you are entitled to vote at the Annual General Meeting, you may vote by attending the Annual General Meeting virtually or by attending the meeting by proxy by lodging your online Proxy Form at [www.investorvote.com.au](http://www.investorvote.com.au) outlined in the Notice & Access letter or use the personalised link which was sent to all holders that have elected to receive online communications for Notices of Meeting.

**Due to COVID-19, Shareholders can only participate in the Annual General Meeting virtually or voting by proxy rather than attending the Annual General Meeting in person.**

**Please note that if you intend to attend the meeting and/or vote at the meeting virtually, you will need your shareholder number (which can be found on your Proxy Form) for verification purposes.**

### 2. Your vote is important

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The business of the Annual General Meeting affects your shareholding and your vote is important.

### 3. Corporations

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To vote at the Annual General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Annual General Meeting evidence of his or her appointment, including any authority under which it is signed.

Alternatively, a corporation may appoint a proxy.

### 4. Voting virtually

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To vote at the Annual General Meeting virtually, login into <https://web.lumiagm.com> using your shareholder number (which can be found on the Proxy Form) on the date and at the time and place set out above. The details are as follows:

- Visit <https://web.lumiagm.com/309764101> on your smartphone, tablet or computer
- Your username is your SRN/HIN. Any shareholders unable to locate their SRN/HIN should contact Computershare Investor Services by phoning +61 1300 552 270
- Your password is your postcode registered on your holding if you are an Australian shareholder
- Overseas shareholders should refer to the user guide which can be found at <http://www.computershare.com.au/virtualmeetingguide>

Participating in the Annual General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide which can be found at <http://www.computershare.com.au/virtualmeetingguide>.

Please note, Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary, Mr David Smith on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia).

## **5. Voting in person**

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There will be no ability to attend the Annual General Meeting in person as the Annual General Meeting is being convened virtually.

## **6. Voting by proxy**

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### **General**

To vote by proxy, please complete online at [www.investorvote.com.au](http://www.investorvote.com.au).

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- 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 Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the chair, who must vote the proxies as directed. Further details on these changes are set out below.

### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## **7. Eligibility to vote**

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders at 7:00 p.m. (Sydney time) on Monday 30 November 2020. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

## **8. Voting procedure – on a poll**

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Every question arising at this Annual General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the virtual meeting or by proxy will have one vote for each voting share held by that person.

## **9. Enquiries**

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For all enquiries, please contact the Company Secretary, Mr David Smith on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia).

## **Part D – Explanatory Statement**

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This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held commencing at 11:00am (Melbourne time) on Wednesday, 2 December 2020 and via a virtual meeting platform.

This Explanatory Statement is to be read in conjunction with the Notice of Annual General Meeting.

### **Purpose**

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the Annual General Meeting.

The Directors recommend Shareholders read the Notice of Annual General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

### **Defined terms**

Defined terms used in this Explanatory Statement have the meanings given to them in the Glossary accompanying this Explanatory Statement at Part A.

### **Further information**

If you have any queries in respect to any of the matters set out in this booklet, please contact the Company Secretary, Mr David Smith on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia).

## **1. Agenda Item 1 – Financial statements and reports**

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### **1.1 Purpose of Resolution**

The 2020 Annual Report for the year ending 30 June 2020 includes the Directors' Reports, the Auditor's Report and the Financial Report (which includes the financial statements and directors' declaration).

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.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the annual general meeting on the 2020 Annual Report.

### **1.2 Questions to the Chairman**

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on the 2020 Annual Report.

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, BDO Audit Pty Ltd, if the question is relevant to:

- the content of the Auditor's Report; or
- the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

*Note: Under section 250PA(1) 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.*

Written questions for the auditor must be delivered by Thursday, 26 November 2020.

## **2. Resolution 1: Adoption of Remuneration Report**

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### **2.1 Purpose of Resolution**

The Remuneration Report of the Company for the financial year ending 30 June 2020 is set out in the Directors' Report contained in the 2020 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

The Corporations Act at section 250R(2) requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

This Resolution is an ordinary resolution.

### **2.2 Voting consequences**

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company.

However, Part 2G.2, division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting, then:

- if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and
- if at the next Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

### **2.3 Voting exclusion and Directors' recommendations**

Resolution 1 of the Annual General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

### **3. Resolution 2 and Resolution 3: Re-election of Subhash Challa and David Smith**

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#### **3.1 Purpose of Resolution**

Mr David Smith and Mr Subhash Challa were both re-elected as a Directors in 2017.

Subhash Challa and David Smith retire in accordance with Rule 73.1 and 73.2 of the Constitution, and being eligible, offers themselves for re-election as a Director.

These Resolution are both ordinary resolutions.

#### **3.2 The law**

Rule 73.1 and 73.2 of the Company's Constitution provides that at each annual general meeting of the Company,  $\frac{1}{3}$  of the Directors for the time being or, if that number is not 3 or a multiple of 3, then the number nearest to but not exceeding  $\frac{1}{3}$ , retire from office but no Director may retain office for more than 3 years without submitting themselves for re-election even though the submission results in more than  $\frac{1}{3}$  of the Directors retiring from office. The Director(s) to retire at an annual general meeting are those that have been longest in office since election.

Under Rule 69.2 of the Company's Constitution, the election of a Director (previously appointed by the Board) at the next annual general meeting is not taken into account in determining the number of Directors who are to retire by rotation at that meeting.

ASX Listing Rule 14.4 provides that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Mr Jason Ko was re-elected as a Director at the 2019 annual general meeting of the Company on 29 November 2019.

Mr Zenon Pasieczny and Ms Heather Scheibenstock were re-elected as Directors at the 2018 annual general meeting of the Company on 31 October 2018.

Mr David Smith and Mr Subhash Challa were both re-elected as Directors at the 2017 annual general meeting.

Given there are five Directors, this means that one Director must retire. However, as no Director may retain office for more than 3 years without submitting themselves for re-election even though the submission results in more than  $\frac{1}{3}$  of the Directors retiring from office, then both Mr David Smith and Mr Subhash Challa must both retire and stand for re-election.

#### **3.3 Directors' resume**

##### **Subhash Challa - Executive Chairman & CEO**

Subhash founded SenSen Networks in 2007 as a spin-off from the University of Technology Sydney where he was Professor of Computer Systems. Subhash is a world-leading authority in data fusion specialising in the analysis and fusion of video and sensor data.

Born and raised in Hyderabad, India, Subhash received his PhD from Queensland University of Technology, Brisbane, Australia in 1999. Part of his PhD studies were conducted at Harvard University (1997). He started his professional career as a Research Fellow at the University of Melbourne in 1998 where he led a number of defence industry projects. Subhash received the Tan-Chin Tau Fellowship in Engineering from Nanyang Technological University in Singapore (2003) where he worked with NTU researchers on traditional and underwater robotics. He holds a Bachelor's Degree in Electrical Engineering from JNTU, Kukatpally, India.



Subhash was the Professor of Computer Systems Engineering at the University of Technology Sydney from 2004-2007 where he mentored several doctoral students to completion in the areas of Bayesian Estimation Theory, Object Tracking, Sensor Networks, Computer Vision, License Plate Recognition, Facial Recognition and Data Fusion. He has co-authored more than 150 papers and is co-author of the reference text, 'Fundamentals of Object tracking' Cambridge University Press, 2011) unifying disparate advances in estimation theory and object tracking into a recursive Bayesian framework.

Subhash left his successful career in academia to join SenSen full-time as CEO in January 2012. He has led the development of the company's video-IoT platform SenDISA and pioneered applications in diverse market segments. As the CEO and CTO of the company, he led SenSen to win a number of innovation awards including iAwards Victoria for SenFORCE and SenSIGN products in 2014 and 2017 respectively; Parking Australia Innovation Award in 2015; and Security Industry Innovation Award in 2014.

Subhash is a regular speaker at international industry and academic conferences, and is a charter member of entrepreneurship organisation TIE.

#### **David Smith - Executive Director, COO and Company Secretary**

David was previously an investment banker with more than 20 years experience, working in both the capital markets and M & A globally. He was regularly ranked as one of the Top 10 Australian Investment Bankers in annual surveys, and raised more than \$4 billion for corporate clients. With an extensive background in advising companies across all sectors, including technology, industrials and resources, David has been integrally involved in the evolution of numerous emerging companies into multi-billion dollar enterprises.

David is also a Non-Executive Director of RAW Capital Partners Holdings Limited, a UK based, international asset management business.

David completed his B Econ from the University of Sydney and a Dip Mgmt - Exec MBA from Australian Graduate School of Management, Sydney.

### **3.4 Directors' recommendations and interests**

Resolution 2 and 3 of the Annual General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Board (with Subhash Challa and David Smith abstaining) recommend that shareholders vote in favour of Resolutions 2 and 3.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 2 and 3.

## **4. Resolution 4 – Approval for modification of Constitution**

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### **4.1 General**

The Company is currently governed by its existing Constitution which has been in effect since the Company was initially listed on the ASX.

Under section 136(2) of the Corporations Act, it is proposed to amend the Company's Constitution by special resolution of shareholders. The rationale and a summary of the key changes proposed by Resolution 6 are set out below.

### **4.2 Overview of regulatory approval requirements**

Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its constitution by special resolution.

### **4.3 Summary of proposed amendments**

The proposed amendments to the Company's Constitution are contained in the Schedule to this Notice of Meeting. In essence the changes are to:

- allow, where permitted by law, general meetings of the Company to take place electronically, whether in addition to a physical meeting location or wholly electronically;
- require that all ASX Listing Rule resolutions be decided on a poll;
- include a new provision in order to comply with the requirements of ASX Guidance Notes 11, paragraph 5.1 with respect to restricted securities; and
- allow, where permitted by law, the Company and its Directors, secretary, and Shareholders (and their proxies) to execute documents electronically.

### **4.4 Effective Date**

Under section 137(a), the modification is effective on the date on which the resolution is passed if it specifies no later date.

Given no later date is specified in the Resolution, the modification is effective on the date the Resolution is passed.

### **4.5 Obtaining a copy of the Constitution**

A copy of the modified constitution:

- will be available on the Company's website in mark-up;
- will be sent to any Shareholder on request; and
- will also be available for inspection at the office of the Company during normal business hours prior to the Annual General Meeting.

### **4.6 Voting exclusion and Directors' recommendations**

The Directors recommend that Shareholders approve Resolution 4.

Resolution 4 is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 4.

## **5. Resolution 5 – Renewal of proportional takeover approval provisions**

### **5.1 General**

Clause 163 of the Company's Constitution includes proportional takeover provisions which enable the Company to refuse to register shares acquired under a proportional takeover bid unless shareholders approve the bid. Under the Corporations Act, proportional takeover provisions expire three years from adoption or renewal and may then be renewed.

The Company is seeking shareholder approval to renew these provisions under the Corporation Act. The proportional takeover bid provisions are identical to those included in the Company's current Constitution which have not been the subject of a prior renewal.

A proportional takeover offer is a takeover offer where the offer made to each shareholder is only for a proportion of that shareholder's shares, and not for the shareholders entire shareholding.

## 5.2 Information requirements

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion or renewal of a proportional takeover provision in the Constitution. The following information comprises the statement required under section 648G(5) of the Corporations Act.

- Effect of the provision

If a takeover offer is made under a proportional takeover bid for a class of the Company's securities, the Directors must ensure that a resolution to approve the takeover bid (**Approval Resolution**) is voted by the shareholders of the class of shares being bid, not less than 14 days before the last day of the bid period (**Deadline**).

The only persons entitled to vote on the Approval Resolution are those persons who, as at the end of the day on which the first offer under the takeover bid was made, held shares included in the bid class in respect of which the offer was made. The bidder under the takeover bid and its associates are not entitled to vote on the Approval Resolution.

Each person entitled to vote has one vote for each share in the relevant class held by the person at that time. The vote on the approval Resolution is decided on a simple majority. The Approval Resolution will be taken to have been passed if more than 50% of votes are cast in favour of the Approval Resolution, otherwise it is taken to have been rejected.

The Directors will breach the Corporations Act if they fail to ensure the Approval Resolution is voted on. However, if the Approval Resolution is not voted on as at the end of the day before the Deadline, the Approval Resolution is taken to have been passed.

If the Approval Resolution is passed (or taken to have been passed) by the shareholders, the transfer resulting from the bid must be registered if they comply with other provisions of the Corporations Act and the Constitution.

If the Approval Resolution is rejected, binding acceptances must be rescinded as soon as practicable after the Deadline, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn at the end of the Deadline. The proportional takeover provisions do not apply to full takeover bids.

Rule 163 will expire three years after its reinsertion into the Constitution, unless renewed by a further special resolution of shareholders.

- Reasons for proposing this special resolution

A proportional takeover bid involves an offer for only a proportion of each shareholder's securities, this may allow control of the Company to pass without shareholders having the chance to sell all their securities to the bidder and assist a bidder to take control of the company without payment of an adequate control premium.

Shareholders, other than the bidder and its associates, may be exposed to the risk of being left as a minority in the Company as well as the loss of potential to receive an adequate control premium for their remaining shares. The proportional takeover provisions lessen these risk because they allow shareholders to decide whether a proportional takeover bid is acceptable in principle, is appropriately priced and should be permitted to proceed.

- Knowledge of acquisition proposals

At the date this Notice of Meeting was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

- Potential advantages and disadvantages

While the proportional takeover provisions have previously been in force under the Constitution, there have been no full or proportional takeover bids for the Company at any time since it listed as "Orpheus Energy Limited" in 2011. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and shareholders respectively.

The Directors consider that the proposed renewal of the proportional takeover provisions has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved.

The potential advantages of the proposed renewal of the proportional takeover provisions for shareholders are:

- Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- The provisions may assist shareholders to avoid being locked in as a minority;
- The bargaining power of shareholders is increased, and may assist in ensuring that any proportional takeover bid is adequately priced; and
- Knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to approve or reject that offer.

The potential disadvantages of the proposed renewal of the proportional takeover provisions for shareholders are:

- It may discourage offers of proportional takeover bids for shares in the Company and may depress the share price;
- Shareholders may lose an opportunity of selling some of their shares at a premium; and
- The likelihood of a proportional takeover bid being successful may be reduced.

The Directors consider that the potential advantages of the proportional takeover provisions for shareholders outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid should be permitted to proceed.

- Shareholders may act

If the special resolution to renew the proportional takeover provisions in Rule 163 of the Constitution is passed, shareholders who together hold not less than 10% (by number) of the issued securities in a class of securities in the Company to which the provisions apply may, within 21 days after the day on which the special resolution is passed, apply to the Court to have the proportional takeover provisions set aside to the extent to which it relates to that class of shareholders.

On an application, the Court may make an order setting aside the proportional takeover provisions if it is satisfied that it is appropriate in all the circumstances to

do so. Otherwise the Court must discuss the application. Unless and until an application is final determined by the making of an order setting aside the proportional takeover provision, the Company is taken for all purposes to have validly included the proportional takeover provision applying to that class of shareholders.

### **5.3 Voting exclusion and Directors' recommendations**

The Directors recommend that Shareholders approve Resolution 5.

Resolution 5 is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chairman of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 5.

## Schedule – Summary of propose changes to the Constitution

### Voting on a poll

It is proposed that the Constitution be amended to include a new provision that any resolution to be put to Shareholders for the purposes of the ASX Listing Rules be voted on a poll.

This amendment is required to align the Constitution with ASX Guidance Note 35.

It is proposed that a new clause at clause 54(b) be inserted into the Constitution as follows:

*"A poll must be demanded by the chairperson where a poll is required to comply with the requirements of the Listing Rules."*

### Restricted Securities

It is proposed that the Constitution include a new provision in order to comply with the requirements of ASX Guidance Note 11, paragraph 5.1 with respect to restricted securities.

It is proposed that clause 161 of the Constitution be replaced with the following:

*"For so long as the Company has Restricted Securities on issue, the following applies:*

- (a) a holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;*
- (b) If the Restricted Securities are in the same class as quoted securities of the Company, the holder of those Restricted Securities will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those Restricted Securities;*
- (c) The Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or the ASX;*
- (d) A holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX; and*
- (e) If a holder of Restricted Securities breaches a Restriction Deed or a provision of this Constitution restricting a disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect to those Restricted Securities for so long as the breach continues."*

### Electronic signatures

It is proposed that the Constitution be updated to include the following provisions to allow it to continue to sign and deliver documents electronically.

- A new clause 3.10 be added into the Constitution as follows:

*"Without limiting any other method of signing or delivery permitted by law:*

*(a) Where this Constitution refers to or contemplates the signing of a document (including notices, resolutions, proxy forms, consents and resignations) by:*

*(i) a chairperson, Director, secretary or Shareholder;*

(i) a person consenting to be or resigning as a Director, secretary or public officer of the Company; or

(ii) a Shareholder's proxy, attorney or body corporate representative,

the electronic signature, whether digital or encrypted, of that person has the same force and effect as his or her manual or 'wet ink' signature.

(b) Transmission by electronic means of any signed document (whether signed in accordance with rule 3.10(a) or otherwise) has the same effect as physical delivery of the paper document bearing an original manual or 'wet ink' signature of the signatory."

#### Virtual meetings

It is proposed that the Constitution be updated to include provision to allow it to continue to hold general meetings virtually:

- The definition of 'member present' in clause 3.1 be amended to mean (with the proposed amendment in italics and underlined):

"means a Member present at any general meeting of the Company in person, electronically via any platform approved by the Board, ~~or~~ by proxy or attorney or, in the case of a body corporate, by a duly appointed representative."

- A new definition for 'Relevant Law' be inserted into clause 3.1:

"means the Law, the Listing Rules, this Constitution, tax laws, and any subordinate legislation, orders, rulings or other binding instruments passed or made by the federal or a State government, Australian Securities and Investments Commission, or the Australian Taxation Office to clarify or expand this definition."

- A new clause 3.9 be inserted into the Constitution as follows:

"Subject to any Relevant Laws, a reference in this Constitution to:

(a) meetings, includes a reference to that meeting being held wholly or partly online, virtually or electronically but does not include any live stream, recording or broadcast of that meeting which does not permit attendees to engage and participate in the meeting;

(b) the presence of an individual, includes a reference to that individual presence electronically or virtually through the use of any technology; and

(c) the attendance of an individual, includes a reference to that individual attending a meeting, venue or any other applicable place electronically or virtually through the use of any technology."

- Clause 7.2(a) be amended as follows (with the proposed amendment in italics and underlined):

"a quorum is constituted by two Members present (including electronically) (unless one person holds the whole of the issued shares of the class, in which case a quorum is constituted by one Member); and"

- Clause 10.1(d) be amended as follows (with the proposed amendment in italics and underlined):

"any one of the joint holders may vote at any meeting either personally (including if attending electronically) or by proxy, in respect of the share as if that person were solely entitled to the share, but if more than one of the joint holders are present at any meeting personally (including if attending electronically) or by proxy the Holder present whether in person or

electronically whose name stands first in the Register in respect of the share is alone entitled to vote in respect of the share; and"

- A new clause 41.3 be inserted as follows:

*"A general meeting (including the annual general meeting) may be held electronically and from more than one location"*

- Clause 45.2 be amended as follows (with the proposed amendment in italics and underlined):

"If a body corporate is a Member it may also, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative either at a particular general meeting or at all general meetings of the Company or of any class of Members. Where a person so authorised is present at a general meeting (*including if present electronically*), the body corporate is deemed to be personally present at the meeting."

- Clause 46.1 be amended as follows (with the proposed amendment in italics and underlined):

"No business may be transacted at any general meeting unless a quorum of Members is present (*including in person, electronically, electronically, or by proxy*) at the time when the meeting proceeds to business."

- Clause 46.2 be amended as follows (with the proposed amendment in italics and underlined):

"Except as provided in rules 7 and 47, until the Company in general meeting otherwise decides. Two Members present *in accordance with rule 46.1 above* constitute a quorum except that one Member shall constitute a quorum where such Member is in accordance with this Constitution and the Law the sole Member of the Company."

- Clause 46.3 be amended as follows (with the proposed amendment in italics and underlined):

"For the purpose of determining whether a quorum is present in accordance with rule 46.2 a person attending *in person, attending electronically, or* as a proxy (including each proxy of a Member appointing more than one proxy) or attorney or as a representative of a body corporate that is a Member, is deemed to be a Member."

- Clause 47 be amended as follows (with the proposed amendment in italics and underlined):

"If a quorum is not present *either in person and/or electronically or by proxy* and electronically within 15 minutes after the time appointed for the meeting:

(a) where the meeting was convened upon the requisition of Members the meeting is dissolved; or

(b) in any other case:

(i) the meeting stands adjourned to the same Business Day in the next week at the same time and place, or to such other day, time and place as the Directors may, by notice to the Members, determine; and

(ii) if at the adjourned meeting a quorum is not present *either in person, electronically and/or by proxy* within 15 minutes after the time appointed for the meeting, the meeting shall be dissolved.

- Clause 50.3 be amended as follows (with the proposed amendment in italics and underlined):



"Where a general meeting is held and:

- (a) a chairperson or deputy chairperson has not been appointed as referred to in rules 50.1 and 50.2; or
- (b) the chairperson or deputy chairperson is not present (*either in person or electronically*) within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Directors present (*including if attending electronically*), may appoint one of their number as a chairperson and in default of their doing so the Members present (*including if attending electronically*) may appoint one of the Directors to be chairperson, and, if no Director present *either in person or electronically*, is willing to take the chair, must appoint one ~~4~~ of their number to be chairperson."

- Clause 51.1 be amended as follows (with the proposed amendment in italics and underlined):



"The chairperson of a meeting may with the consent of any meeting at which a quorum is present (*whether the quorum is formed in person, electronically, by proxy, or in person, by proxy and electronically*), adjourn the meeting from time to time and from place to place as the meeting determines, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place."
- Clause 52.2 be amended as follows (with the proposed amendment in italics and underlined):

"No person is entitled to vote unless the person is a Member and present in person (*including if attending electronically*) or by proxy or attorney or is the representative of a body corporate which is a Member."
- Clause 52.3 be amended as follows (with the proposed amendment in italics and underlined):

"Subject to the rights or restrictions attached to any class or classes of shares, on a show of hands every Member present in person (*including if attending electronically*) or by proxy has one vote."
- Clause 52.4 be amended as follows (with the proposed amendment in italics and underlined):

"Subject to rule 52.3 on a poll every Member present (*including if attending electronically*) or by proxy has one vote for each fully paid share and a fraction of a vote for each partly paid share held by the Member in the Company. The fraction must be equivalent to the proportion which any amount paid (not credited) is of the total amounts paid (if any) and payable (excluding amounts credited). In this rule, amounts paid in advance of a call are ignored when calculating the proportion which has been paid unless the contrary is expressly provided by rule 23."
- Clause 58 be amended as follows (with the proposed amendment in italics and underlined):

"In the case of joint holders of any shares any one may vote but the vote of the person first named in the Register who tenders a vote, whether in person (*including if attending electronically*) or by proxy or attorney, must be accepted to the exclusion of the votes of the other joint holders. Several executors or administrators of a deceased Member, for the purposes of this rule 58, are deemed joint holders."

**Need assistance?** **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia) **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **11:00 am (Melbourne Time) on Monday, 30 November 2020.**

## Proxy Form

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

#### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

#### PARTICIPATING IN THE MEETING

##### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

### Lodge your Proxy Form:

#### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 184827**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

#### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

#### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of SenSen Networks Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of SenSen Networks Limited to be held as a virtual meeting on Wednesday, 2 December 2020 at 11:00am (Melbourne time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Subhash Challa as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr David Smith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Renewal of proportional takeover approval provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically