



19 October 2023

Not for release to US wire services or distribution in the United States

Dear Shareholder,

NOTIFICATION TO INELIGIBLE SHAREHOLDERS

On Wednesday, 11 October 2023, SenSen Networks Limited (ASX: SNS) (**SenSen** or the **Company**) announced the launch of a A\$2.09 million entitlement offer of new fully paid ordinary shares (**New Shares**) at an offer price of A\$0.04 per New Share (**Entitlement Offer**).

The Entitlement Offer is comprised of a fully underwritten¹ 1-for-13 pro rata accelerated non-renounceable entitlement offer of New Shares to raise gross proceeds of approximately A\$2.09 million.

It is expected that approximately 52,442,066 New Shares will be issued under the Entitlement Offer (comprising approximately 7.7% of SenSen's existing issued capital). The Entitlement Offer is fully underwritten by Ankla Pty. Ltd., an entity within the Mizikovsky Group, SenSen's largest shareholder (**Underwriter**).

The Entitlement Offer is being made without a prospectus or disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* (**ASIC Instrument**).

The New Shares will rank equally in all respects with SenSen's existing shares. If an eligible shareholder's entitlement results in a fraction of a New Share, the shareholder's entitlement will be rounded up to the nearest whole number.

An offer booklet for the Entitlement Offer (**Offer Booklet**) will be lodged with the ASX and made available on Thursday, 19 October 2023 to eligible retail shareholders with a registered address in Australia, the UK, India or New Zealand as at 7.00pm (Melbourne time) on Monday, 16 October 2023 (**Record Date**) (**Eligible Shareholders**).

This notice is to inform you about the Entitlement Offer and explain why you will not be able to subscribe for New Shares under the Entitlement Offer.

Why am I not eligible to participate in the Entitlement Offer?

You are not eligible to participate in the Entitlement Offer because on the Record Date you did not satisfy one or both of the conditions below for an Eligible Shareholder:

- have an address on the SenSen register in Australia, the UK, India or New Zealand; and
- are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States.

Shareholders who are not Eligible Shareholders are ineligible shareholders (**Ineligible Shareholders**).

¹ Refer to the Offer Booklet for a description of the terms and conditions of the underwriting arrangement.

The restrictions upon eligibility under the Entitlement Offer arise because of legal and regulatory requirements in countries other than those listed above and the potential costs to the Company and complexity of complying with these legal and regulatory requirements compared to the relatively small number of shareholders in those countries, the relatively small number of existing Company shares they hold and the relatively low value of the New Shares to which those shareholders would otherwise be entitled.

The Company has determined, pursuant to ASX Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A of the Corporations Act, as modified by the ASIC Instrument, that it would be unreasonable to make or extend the offer to shareholders in certain countries under the Entitlement Offer.

According to our records, you do not satisfy the eligibility criteria above for an Eligible Shareholder and accordingly you are an Ineligible Shareholder. As such, the Company wishes to advise that in accordance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, the Entitlement Offer will not be extended to you and you will not be able to subscribe for any New Shares under the Entitlement Offer. You will not be sent the Offer Booklet relating to the Entitlement Offer.

No action required

This notice is to inform you about the Entitlement Offer and explain why you will not be able to subscribe for any New Shares under the Entitlement Offer. This notice is not an offer to issue entitlements or New Shares to you, nor an invitation for you to apply for entitlements or New Shares.

You are not required to do anything in response to this letter.

On behalf of the Board and management of the Company, we regret that you are not eligible to participate in the Entitlement Offer but thank you for your ongoing support of the Company.

Further Information

If you have any questions in relation to the above, please contact SenSen's Company Secretary, David Smith, at investors@sensen.ai during the offer period.

For other questions, you should consult your broker, solicitor, accountant, tax adviser, financial adviser, or other professional adviser.

Yours sincerely

Subhash Challa
Executive Chair
SenSen Networks Limited

Important information

Forward looking statements

This document contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this document are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of SenSen, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of SenSen's business strategies. The success of any of those

strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of SenSen, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this document. The forward-looking statements are based on information available to SenSen as at the date of this document. Except as required by law or regulation (including the ASX Listing Rules), none of SenSen, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

Not an offer in the United States

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