

22 November 2021
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 virtually via a webinar conferencing facility at 10.30am (AEDT) on Thursday 23 December 2021.

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

1. Notice of Annual General Meeting; and
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:

Ralph Schmitt
Executive Director
+1 781 404 6500
info@sensera.com

Mark Pryn
Company Secretary
+61 3 8620 6400
info@sensera.com

About Sensera Limited (ASX: SE1):

Sensera Limited is an Internet of Things (IoT) sensor solution provider. The Company designs and manufactures MicroElectroMechanical Systems (MEMS) and sensors for applications that improve the way things are done.

Shares in Sensera Limited (ASX: SE1) are traded on the Australian Securities Exchange (ASX). For more information, please visit our website: www.sensera.com.

Any forward-looking statements in this announcement are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its directors and management.

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:

Date:	Thursday 23 December 2021
Time:	10.30am (Melbourne time)
Place of meeting:	Virtual meeting (https://web.lumiagm.com/353659632)

The Meeting will be held virtually due to circumstances arising from the COVID-19 pandemic, including uncertainty regarding government restrictions on gatherings.

Shareholders can participate in the Meeting via the Lumi AGM platform by computer through the following URL: <https://web.lumiagm.com/353659632>.

The 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 year ended 30 June 2021.

Resolution 1 - Adoption of Remuneration Report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) of the Corporations Act :

'That the Remuneration Report be adopted.'

Note: This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

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 the Remuneration Report is advisory only and does not bind the Directors of the Company or the Company.

Resolution 2 - Re-election of Mr Jonathan Tooth

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

'That Mr Jonathan Tooth, a Non-Executive Director, who retires by rotation in accordance with rule 59 of the Constitution, and being eligible, be re-elected as a Director of the Company.'

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

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

Special business

Resolution 3 - Ratification and approval of previous issue and allotment of Shares under placement

To consider and, if thought fit, to pass the following ordinary resolution:

'That for the purposes of Listing Rule 7.4 and for all other purposes, ratification and approval be given for the previous issue and allotment of 73,529,037 fully paid ordinary Shares at an issue price of A\$0.034 per share to professional and sophisticated investors under a private share placement, as detailed in the Explanatory Memorandum.'

The Directors recommend that you vote in favour of this resolution.

Resolution 4 – Issue of 18,382,262 unlisted investor options to share placement investors

To consider and, if thought fit, to pass the following ordinary resolution:

'That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 18,382,262 unlisted Investor Options to share placement investors, on the terms and conditions set out in the Explanatory Memorandum.'

The Directors recommend that you vote in favour of this resolution.

Resolution 5 – Issue of 36,764,524 unlisted broker options to the share placement lead manager; EverBlu Capital Pty Ltd

To consider and, if thought fit, to pass the following ordinary resolution:

'That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 36,724,524 unlisted Broker Options to the share placement lead manager, Everblu Capital Pty Ltd on the terms and conditions set out in the Explanatory Memorandum.'

The Directors recommend that you vote in favour of this resolution.

Resolution 6 - Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following special resolution:

'That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company having the additional capacity to issue Shares up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price per Share no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 7 - Approval of the sale of the main business undertaking under Listing Rule 11.2

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

'That for the purposes of and under Listing Rule 11.2 and for all other purposes, approval is given for the Company to sell substantially all of its micro-electromechanical systems design and fabrication assets and business for USD \$7,500,000-on the terms and conditions set out in the Explanatory Memorandum.'

The Directors recommend that you vote in favour of this resolution.

Dated: 18 November 2021

By order of the Board



Mark Pryn
Company Secretary

Voting exclusion statement

Corporations Act

Resolution 1: Directors' remuneration report

The Company will disregard votes cast by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Listing Rules

In accordance with Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

Resolution 3 - Ratification and approval of previous issue and allotment of Shares under placement

A person who participated in the issue and allotment of Shares under placement or any of their associates.

Resolution 4 – Issue of 18,382,262 unlisted Investor options to placement investors

A person who is expected to participate in the issue being those investors that participated in the issue and allotment of Shares under the placement or any of their associates.

Resolution 5 – Issue of 36,764,524 unlisted Broker options to the share placement lead manager; EverBlu Capital Pty Ltd

EverBlu Capital Pty Ltd and their associates, and

A person who participated in the issue and allotment of Shares under placement or any of their associates.

Resolution 6 - Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A

No one has been excluded from voting as the Company doesn't have any present intentions to make a placement under LR7.1A.

Resolution 7 - Approval of the sale of the main business undertaking under Listing Rule 11.2

The acquirer of Sensera's main undertaking and any other person who will obtain a material benefit as a result of the disposal of Sensera's main undertaking (except a benefit solely by reason of being a holder of ordinary securities), if the resolution is passed. Refer paragraph 73 for further information pursuant to the Listing Rules.

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Notes

- 1 Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise before 10.30am (Melbourne time) on Tuesday 21 December 2021.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- 4 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.
- 5 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 Tuesday 21 December 2021. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 6 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 virtually on Thursday 23 December 2021 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 Thursday 16 December 2021.
- 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.
- 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, makes no recommendation regarding this resolution.

Re-election of Directors

- 13 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 The Board has determined that Mr Jonathan Tooth will retire from office under rule 59(1) of the Constitution and stand for re-election.

Resolution 2: Re-election of Mr Jonathan Tooth, BA (Eco, Fin. St.), Non-Executive Director

- 17 Mr Jonathan Tooth retires from office under rule 59(1) of the Constitution and stands for re-election to the Board. He was originally appointed as a director on 6 July 2016.

Mr Tooth is an experienced director and provides strong corporate governance to the board. He is also chair of the Group's audit and risk committee. Mr Tooth is a director, corporate at Henslow. He has over 25 years' experience in corporate finance, capital raisings, placements and initial public offerings, corporate advice, and restructuring specifically in the small to middle market.

Mr Tooth has been a director of Generation Development Group Limited (ASX: GDG) since 1 May 2012, and was a director of Vita Life Sciences Limited (ASX: VLS), from 26 July 2012 to 28 May 2021.

Directors' Recommendation

The Directors (with Mr Jonathan Tooth abstaining) recommend the re-appointment of Mr Jonathan Tooth to the Board.

Background to capital raising under placement (Resolutions 3, 4 and 5)

- 18 On 2 August 2021, the Company announced a capital raising of AUD\$2.5 million by way of placement (**Placement**). The issue price was AUD\$0.034 per Share representing a 16% discount to the 15-day VWAP ending 28 July 2021. On 6 August 2021, the Placement was completed, and 73,529,037 fully paid ordinary shares (**Placement Shares**) were issued and allotted to professional and sophisticated investors.
- 19 The Placement Shares were issued from the Company's available capacity under ASX Listing Rule 7.1 (for 51,070,111 securities) and ASX Listing Rule 7.1A (for 22,458,926 securities).
- 20 The Placement funds are being used for business development and working capital after covering Placement costs.
- 21 The Placement terms included, subject to shareholder approval, a right for all Placement investors to be granted 1 free unlisted "investor" option for every 4 Placement Shares issued (**Investor Options**) with an exercise price of AUD\$0.085 and 24 months to expiry. The total number of Investor Options proposed for shareholder approval is 18,382,262.
- 22 Under the Placement terms, the Lead Manager, EverBlu Capital Pty Ltd received a fee of 6% of funds raised and, subject to shareholder approval, will also be granted 1 free unlisted "broker" option for every 2 placement shares issued (**Broker Options**) with an exercise price of AUD\$0.085 and 24 months to expiry. The total amount of Broker Options proposed for shareholder approval is 36,764,524.
- 23 Resolution 3 seeks Shareholder ratification and approval of the issue of the Placement Shares.
- 24 Resolution 4 seeks Shareholder approval to issue the unlisted Investor Options under ASX Listing Rule 7.1.
- 25 Resolution 5 seeks Shareholder approval to issue the unlisted Broker Options under ASX Listing Rule 7.1.

Resolution 3: Ratification and approval of a previous issue and allotment of Shares under placement

- 26 The purpose of resolution 3 is for shareholders to ratify, under ASX Listing Rule 7.4 and for all other purposes, the previous issue of the Placement Shares.
- 27 ASX Listing Rule 7.1 (in combination with ASX Listing Rule 7.1A) limits the Company from issuing more than 25% of its issued capital without shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit. Listing Rule 7.4 can also be utilised to refresh the Company's 10% capacity under Listing Rule 7.1A.
- 28 Resolution 3 proposes the ratification and approval of the issue and allotment of the Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 29 Details of the issue are set out below:

Shares	
Issue date	6 August 2021
Number of securities	73,529,037 Shares
Issue price	AUD\$0.034 per Share

Total funds raised	AUD\$2,499,987 (before costs)
Terms of issue	The Shares rank equally with all existing Shares on issue.
Allottees	Professional and sophisticated investors under a private share placement.
Use of funds raised	Funds raised are being used for business development and working capital after covering Placement costs.

Directors' recommendation

- 30 The Directors recommend you vote in favour of this resolution.

Resolution 4 - Issue of 18,382,252 unlisted Investor Options

- 31 Resolution 4 seeks Shareholder approval to issue the Investor Options under ASX Listing Rule 7.1.
- 32 The effect of Resolution 4 will be to allow the Company to issue the Investor Options during the period of 3 months after the Meeting, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
- 33 Information required by ASX Listing Rule 7.1 and 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

Unlisted Investor options	
Maximum number to be issued	18,382,252 Options
Issue date	It is intended that the Investor Options will be issued on a date as soon as practicable after the Meeting, otherwise no later than 3 months after the date of the Meeting.
Consideration	The Investor Options will be issued for nil consideration. They are free Options to be issued on the basis of 1 free attaching Option for every 4 Placement Shares issued.
Terms and conditions	Noting the exercise price of AUD\$0.085 and the 24 month expiry date the Investor Options will otherwise be granted on the terms and conditions set out in Annexure 1. The terms of the Investor Options are the same as the terms of the Broker Options the subject of resolution 5.
Allottees	Professional and sophisticated investors, none of whom are related parties of the Company.
Use of funds raised	No funds will be raised from the issue of the Investor Options.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

Directors' recommendation

- 34 The Directors recommend you vote in favour of this resolution.

Resolution 5 - Issue of 36,764,524 unlisted Broker Options

- 35 Resolution 5 seeks Shareholder approval to issue the Broker Options under ASX Listing Rule 7.1.

- 36 The effect of Resolution 5 will be to allow the Company to issue the Broker Options during the period of 3 months after the Meeting, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

- 37 Information required by ASX Listing Rule 7.1 and 7.3

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

Broker options	
Maximum number to be issued	36,764,524 Options
Issue date	It is intended that the Broker Options will be issued on a date as soon as practicable after the Meeting, otherwise no later than 3 months after the date of the Meeting.
Consideration	The Broker Options will be issued for no cash consideration. They are proposed to be issued to Everblu Capital Pty Ltd (the lead manager to the Placement) in connection with the capital raising under the Placement on the basis of 1 free attaching Option for every 2 Placement Shares issued.
Terms and conditions	Noting the exercise price of AUD\$0.085 and the 24 month expiry date the Investor Options will otherwise be granted on the terms and conditions set out in Annexure 1. The terms of the Broker Options are the same as the terms of the Investor Options the subject of resolution 4.
Allottee	Everblu Capital Pty Ltd as lead manager for the Share Placement.
Use of funds raised	No funds will be raised from the issue of the Investor Options.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

Directors' recommendation

- 38 The Directors recommend you vote in favour of this resolution.

Resolution 6 - Approval of additional 10% placement capacity

- 39 Resolution 6 seeks Shareholder approval to permit Sensera to issue an additional 10% of its issued capital over a 12-month period in accordance with Listing Rule 7.1A (**Additional Placement Capacity**).
- 40 Shareholders should note that, resolution 7 at the Meeting relates to the sale of the Company's main undertaking. If Shareholders approve resolution 7, the Company will not be able to utilise the Additional Placement Capacity, even if shareholders approve resolution 6 at the Meeting.
- 41 Listing Rule 7.1 permits Sensera to issue a maximum of 15% of its capital in any 12-month period without requiring shareholder approval. Under Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis subject to the company obtaining shareholder approval.
- 42 Sensera is an eligible entity as at the date of this Notice of Meeting.
- 43 The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

44 For the purposes of Listing Rule 7.3A, Sensera provides the following information:

<p>Date by which the Company may issue the securities</p>	<p>The period commencing on the date of the annual general meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; (b) the time and date of the Company's next annual general meeting; and (c) the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2. <p>The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2. As set out above, resolution 7 at the Meeting seeks approval for the Company to dispose its main undertaking under ASX Listing Rule 11.2.</p>
<p>Minimum price at which the equity securities may be issued</p>	<p>Any equity securities issued under Listing Rule 7.1A.2 must be in a existing quoted class of the eligible entity's equity securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average price for the securities in that class calculated over the 15 trading days on which trades in that class where recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price, at which the securities are to be issued, is agreed by the entity and recipient of the securities; or (b) if the securities are not issued within ten trading days of the date in paragraph (a), the date on which the securities are issued.
<p>Purposes for which the equity securities may be issued.</p>	<p>Any equity securities issued under Listing Rule 7.1A will be for cash consideration. It is the Board's current intention that any equity funds raised under Listing Rule 7.1A will be applied as follows:</p> <ul style="list-style-type: none"> (a) potential acquisitions; (b) R&D activities; and (c) working capital.

<p>Risk of economic and voting dilution</p>	<p>An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and (b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date. <p>Under ASX Listing Rule 7.3A.4, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
<p>Details of Sensera's allocation policy for issues under approval</p>	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate; (b) the effect of the issue of the ASX Listing Rule 7.1A shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the ASX Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.</p>
<p>Previous approvals under ASX Listing Rule 7.1A</p>	<p>9 December 2020</p>

Information under Listing Rule 7.3A.6

- 45 As set out in paragraphs 19 to 26 above, On 2 August 2021, the Company announced a capital raising of AUD\$2.5 million by way of placement (**Placement**). The issue price was \$0.034 per Share representing a 16% discount to the 15-day VWAP ending 28 July 2021. On 6 August 2021, the Placement was completed, and 73,529,037 fully paid ordinary shares (**Placement Shares**) were issued and allotted to professional and sophisticated investors.

46 A total of 22,458,926 of the Placement Shares were issued from the Company's available capacity under ASX Listing Rule 7.1A representing 5.3% of the 422,056,295 equity securities on issue as the date of the previous Annual General Meeting.

47 The lead manager for the Share Placement was Everblu Capital Pty Ltd.

Information under Listing Rule 7.3A.4

49 The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A(2) as at the date of this notice.

50 In particular, it assumes that "A" is calculated upon resolution 3 being approved at the Annual General Meeting.

51 The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.

52 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price. All amounts are in AUD.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.008 50% decrease in Issue Price	\$0.015 Issue Price	\$0.030 100% increase in Issue Price
Current Variable A* 413,996,443	10% voting dilution	41,399,644	41,399,644	41,399,644
	Funds raised	\$310,497	\$620,995	\$1,241,985
50% increase in current Variable A* 620,994,665 Shares	10% voting dilution	62,099,466	62,099,466	62,099,466
	Funds raised	465,746	\$931,492	\$1,862,984
100% increase in current Variable A* 827,992,886	10% voting dilution	82,799,289	82,799,289	82,799,289
	Funds raised	\$620,995	\$1,241,985	\$2,483,979

*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2.

53 The table has been prepared on the following assumptions:

- Sensera issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval.
- No Options are exercised to convert into Shares before the date of the issue of the Shares

available under Listing Rule 7.1A.

- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular shareholder by reason of Share issue under Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting.
- (e) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of securities under Listing Rule 7.1A consists only of Shares.

54 The issue price is \$0.015, being the closing price of the shares on ASX on 8 November 2021.

Directors' recommendation

55 The Directors recommend that you vote in favour of this resolution.

Resolution 7 - Approval of the sale of the main business undertaking under Listing Rule 11.2

56 The Company, through its wholly owned subsidiary Sensera Inc based in Boston USA operates a micro-electromechanical systems design and fabrication business ("MicroDevices"). MicroDevices covers a broad class of technologies that make use of micromachined structures, sensors, and moving parts.

57 The MicroDevices business is the sole and main undertaking of the Company.

58 As announced to ASX on 22 November 2021 Sensera Inc is proposing to sell to Abiomed Inc. (**Abiomed**) substantially all of its MicroDevices assets and business for USD\$7,500,000 (the **Transaction**) under an asset purchase agreement (**Asset Purchase Agreement**)

59 Abiomed Inc. (NASDAQ: ABMD) is a US listed, world leading, heart pump provider with a market capitalisation of USD\$13.0bn. and annual sales of USD\$841m. Abiomed has been a major customer of the Company for over six years purchasing sensors and optical benches as heart pump components.

60 ASX Listing Rule 11.2 requires a listed company to obtain shareholder approval to dispose of its main undertaking. The Transaction is a disposal of Sensera's main business undertaking for these purposes.

61 Resolution 7 seeks the required approval to the Transaction under and for the purposes of ASX Listing Rule 11.2. If Resolution 7 is passed Sensera will be able to proceed with the Transaction settlement subject to any conditions being satisfied.

62 Following completion of the Transaction, the Company will cease to own an operating business. The disposal by Sensera of its main undertaking under the Transactions will enliven the requirements of ASX Listing Rule 12.1 and 12.2, which oblige a listed entity to satisfy ASX on an ongoing basis that the level of its operations is sufficient, and its financial condition adequate, to warrant its continued listing and continued quotation of its securities. Under Listing Rule 12.3, ASX will, in the absence of any other reason to suspend the quotation of the Sensera's securities, generally continue the quotation of its securities for up to six months to allow it time to identify, and make an announcement of its intention to acquire, a suitable new business.

63 If Sensera is not able to make an announcement of its intention to acquire a new business within six months of completing the disposal of its main undertaking, ASX will generally exercise its discretion under Listing Rule 12.3 to suspend the quotation of its securities at the end of that six-month period. The suspension will continue until the Sensera makes an announcement acceptable to ASX about its

future activities. If the Company does propose to enter into a new transaction, it will consult with ASX. The Sensera Board will make further announcements around these matters in due course.

- 64 Paragraph 71 below contains a pro forma statement of financial position showing the effect of the Transaction.
- 65 The Company has liaised with ASX and the expectation is that, consistent with ASX guidance and subject to any intervening circumstances, the Company will have until 22 May 2022 (being the date that is 6 months from the date of signing the Asset Purchase Agreement) to establish or find an alternative business or to consider delisting and winding up before ASX will suspend quotation of its securities
- 66 If Resolution 7 is not approved by Shareholders, Sensera will be not able to proceed with the Transaction and will continue to operate its main business undertaking. However, to continue those operations, the Directors expect that the Company will need to carefully consider appropriate financing options to broaden the customer base and achieve improved economies of scale through higher volumes. This may not be able to be achieved on terms acceptable to the Company or at all.

Summary of key terms of the Transaction

- 67 The key terms of the Asset Purchase Agreement and Transaction are as follows:- material terms
- (a) **(Sale and purchase)** Sensera Inc. agrees to sell and Abiomed agrees to purchase Sensera's tangible and intangible assets, including equipment, contract rights and selected accounts receivable balances, used in the Business.
 - (b) **(Shareholder approval)** Completion of the Transaction is subject to Sensera obtaining approval of its Shareholders for resolution 7 at the Meeting.
 - (c) **(Consideration)** The consideration payable for the assets and Business is USD\$7,500,000;
 - (d) **(Conditions to completion)** Completion of the Transaction is conditional on:
 - (i) certain key employees agreeing to employment agreements with Abiomed from completion and no less than 90% of Sensera, Inc's employees agreeing to transfer their employment to Abiomed from completion;
 - (ii) Sensera, Inc obtaining necessary consents;
 - (iii) Abiomed entering into a new lease for Sensera's Inc's manufacturing facility on terms and for a time period acceptable to Abiomed;
 - (iv) Sensera Inc obtaining a corporate tax lien waiver from the Massachusetts Department of Revenue and any other tax clearance certificate required to protect Abiomed from liability for Sensera Inc's tax obligations;
 - (v) Sensera Inc repaying (at completion) all amounts owed to Farnam, Inc. (and the release of any associated security interests) in connection with the assets being sold to Abiomed. This amount is expected to be approximately USD\$1,920,000;Failure to complete these conditions by 31 January 2022 will give rise to a termination event under the Asset Purchase Agreement.
 - (e) **(Parent company indemnification)** Sensera has agreed to indemnify Abiomed for breach of certain obligations of Sensera, Inc. under the Asset Purchase Agreement, including for breaches of the warranties and representations; and
 - (f) **(Representations, warranties and indemnities)** Sensera, Inc. has given

Abiomed certain representations and warranties regarding the assets being sold and the Business usual for a transaction of this type, including in relation to ownership of intellectual property, compliance with law, environmental matters, employment matters and key contracts relating to the Business. Claims for a breach of warranty or representation can be made at any time up to 24 months after the completion of the Transaction. Other than in respect of certain fundamental warranties, or claims based on fraud or wilful misrepresentation, the aggregate damages that may be claimed for breach of the representations and warranties is limited to USD\$1,000,000.

Changes to the Board or senior management as a consequence of the Transaction

- 68 Under the Asset Purchase Agreement Abiomed Inc will offer employment to all key staff including senior management. Sensera's Executive Director Mr Ralph Schmitt and Chief Operating Officer Mr Tim Stucchi are expected to continue in their current roles until Transaction completion. Thereafter Mr Stucchi is expected become an Abiomed Inc employee, whereas Mr Schmitt is expected to step down from executive and director duties.
- 69 There are no other proposed changes to the Sensera Board or senior management arising as part of the Transaction.

Transaction fees

- 70 There are no fees paid or payable by Sensera to any person for finding, arranging or facilitating the Transaction.

Likely effect of the Transaction on Sensera's financial position and financial performance

- 71 The following table summarises the likely effect of the Transaction on Sensera's consolidated total assets, total equity interests, annual revenue, annual expenditure and Annual profit before as set out in the audited consolidated financial report for the year ended 30 June 2021.

A	B	C	D	E
	Before	Impact	After	% change
Calculation and source	From audited financial report 30-Jun-21	Projection	B+/-C	C/B

Financial Position - \$US

Total consolidated assets	3,786,261	4,688,531	8,474,792	124%
Total equity interests / (deficiency)	(1,436,726)	4,535,047	3,098,321	316%

Annual Financial Performance - \$US

Revenue	2,951,429	(2,951,429)	-	100%
Expenditure	(6,249,465)	5,741,500	(507,965)	92%
Finance charges (1)	(1,060,810)	171,021	(889,789)	16%
Other income / gains and (losses) (2)	(115,949)	(596,388)	(712,337)	514%
Loss before income tax	(4,474,795)	2,364,704	(2,110,091)	53%

Notes on amounts in the "after transaction" column:

1. The finance charges relate to borrowings that were fully paid out during the financial year ended 30 June 2021.
2. Other income / gains and losses comprise a US\$952,402 loss on the remeasurement of warrant derivatives and a US\$240,065 gain on the sale of subsidiary. The warrant derivatives are shown under the heading of non-current warrant liabilities in the statement of financial position.

Pro forma statement of financial position

72 A pro forma statement of financial position showing the audited consolidated balances as at 30 June 2021 adjusted for the Transaction and related costs is set out below.

	Consolidated as at 30-Jun-21 (Audited) \$US	Business sale agreement (1)	Sale costs (2)	Proforma as at 30-Jun-21 \$US
Current assets				
Cash and cash equivalents	787,266	7,500,000	(100,000)	8,187,266
Trade and other receivables	272,804	-	-	272,804
Inventories	394,608	(394,608)	-	-
Other current assets	115,730	(101,008)	-	14,722
Total current assets	1,570,408	7,004,384	(100,000)	8,474,792
Non-current assets				
Property, plant and equipment	394,936	(394,936)	-	-
Right-of-use assets and lease liabilities	1,742,489	(1,742,489)	-	-
Intangible assets	78,428	(78,428)	-	-
Total non-current assets	2,215,853	(2,215,853)	-	-
Total assets	3,786,261	4,788,531	(100,000)	8,474,792
Liabilities				
Current liabilities				
Trade and other payables	1,145,094	-	-	1,145,094
Lease liabilities (3)	779,260	1,140,740	-	1,920,000
Employee benefit obligations	85,106	-	-	85,106
Other liabilities - gov't (5)	620,925	-	-	620,925
Total current liabilities	2,630,385	1,140,740	-	3,771,125
Non-current liabilities				
Lease liabilities (3)	987,256	(987,256)	-	-
Warrant liabilities (4)	1,605,346	-	-	1,605,346
Total non-current liabilities	2,592,602	(987,256)	-	1,605,346
Total liabilities	5,222,987	153,484	-	5,376,471
Net assets/(liabilities)	(1,436,726)	4,635,047	(100,000)	3,098,321
Equity				
Issued capital (6)	32,392,028	-	-	32,392,028
Reserves	(243,356)	-	-	(243,356)
Accumulated losses	(33,585,398)	4,635,047	(100,000)	(29,050,351)
Total equity/(deficiency)	(1,436,726)	4,635,047	(100,000)	3,098,321

Notes

1. The Transaction (business sale agreement) sale price is US\$7,500,000 less estimated Transaction related net assets of \$2,864,953. Subject to the Listing Rules, the Transaction proceeds less net

current liabilities (current assets less current liabilities) and less on going overheads of Sensera will be available for alternative business investments

2. Estimated Transaction costs are US\$100,000 comprising professional fees and allowances for employee retention and any applicable US transfer taxes.
3. The equipment lease has early repayment terms which will result in a payout value of approximately US\$1,920,000.
4. Warrant liabilities comprise financial liability relating to the fair value of the share warrants issued by Sensera. This a non-cash liability which will unwind over the period up to the share warrants being exercised or expiring.

Subsequent events

5. Current liabilities as at 30 June 2021 include "other liabilities -gov't" relating to the US Payroll Protection Program totalling US\$620,925. Subsequent to 30 June 2021, this liability was formally forgiven by the US Government and will be recorded as revenue for the year ending 30 June 2022.
6. On 6 August 2021, Sensera completed a US\$1,717,470 private placement (net of costs) comprising 73,529,037 fully paid ordinary shares at A\$0.034 each. See resolution 3 for further details regarding the placement.

Voting exclusion statement

- 73 ASX Listing Rule 11.2 requires Sensera to provide a Voting Exclusion Statement as defined in ASX Listing Rule 14.11. ASX Listing Rule 14.11.1 and 14.11.2 defines an Excluded Person as a person who might obtain a benefit, except solely in the capacity of a holder of ordinary securities, if the resolution is passed. If any person meets these criteria Sensera is required to provide the names of these people and disregard any votes cast in favour of the resolution by or on behalf of any such excluded person or an associate of any such excluded person.
- 74 Sensera has reviewed these listing rules and has determined that no person meets the definition of Excluded Person for the purposes of this transaction, so no listed names have been provided in the Voting Exclusion Statement.

Indicative Transaction timetable

- 75 An indicative timetable for the completion of the transaction and associated corporate actions is set out below.

Event	Indicative dates
Transaction announcement	18-Nov-21
Notice of meeting release	22-Nov-21
Shareholders Meeting (AGM)	23-Dec-21
Transaction settlement	03-Jan-22

The timetable is indicative only and may be varied by Sensera.

- 76 On the day of the Meeting seeking approval for the Transaction, the Company intends to seek ASX's consent to place the Company's shares in a trading halt. The shares will remain in trading halt until after Sensera has made an announcement confirming the result of the Shareholder vote.

Directors' recommendation

- 77 The Directors recommend that you vote in favour of this resolution.

Glossary

Sensera Limited ACN 613 509 041

Annual General Meeting or AGM	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2021 Annual Report of the Company.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as the context requires.
Board	means the board of directors of the Company.
Company or Sensera	means Sensera Limited ACN 613 509 041.
Constitution	means the constitution of the Company from time to time.
Control	has the meaning set out in section 50AA of the Corporations Act.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Key Management Personnel	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).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Remuneration Report	means the section of the Directors' report for the 2021 financial year that is included under section 300A(1) Corporations Act.
Shares	means fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.

Annexure 1 - Option terms

The following terms and conditions apply to the Options the subject of Resolutions 4 and 5.

- 1 Each option, upon its exercise, entitles the option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- 2 The Options have an exercise price of \$0.085 (Exercise Price) and an expiry date of 5.00pm (AEST) 24 months after the grant date (Expiry Date).
- 3 The Options are exercisable at any time on or prior to the Expiry Date. If an Option is not exercised before the Expiry Date, it will automatically lapse (and thereafter be incapable of exercise).
- 4 The Options may be exercised by notice in writing to the Company (Notice of Exercise) and payment of the Exercise Price for each Option being exercised.
- 5 A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt by the Company as cleared funds of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
- 6 Shares issued on exercise of the Options rank equally with the then shares of the Company.
- 7 Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- 8 The Shares will be issued, within 15 business days after the later of the following:
 - (i) the Exercise Date; and
 - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, the Company will:
 - (ii) allot and issue the Shares pursuant to the exercise of the Options;
 - (iii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
 - (v) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- 9 The options do not provide any entitlement to dividends.
- 10 The options do not entitle the option holder to participate in any new issues by the Company without exercising the options.
- 11 In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), options will be treated in the following manner:
 - i. in the event of a consolidation of the share capital of the Company, the number of options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - ii. in the event of a subdivision of the share capital of the Company, the number of options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

- For personal use only
- iii. in the event of a return of the share capital of the Company, the number of options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - iv. in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of options and the exercise price of each Option will remain unaltered;
 - v. in the event of a pro-rata cancellation of shares in the Company, the number of options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each option will be amended in inverse proportion to that ratio; and
 - vi. in the event of any other reorganisation of the issued capital of the Company, the number of options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the option holder which are not conferred on shareholders.
- 12 The Options are transferable in accordance with relevant market rules and corporate regulations.
- 13 The Options will not be quoted on ASX. The Company intends to apply to ASX for quotation of any Shares acquired on exercise of the options.

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 Tuesday 21 December 2021.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/se1agm2021>

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:

- (a) 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.
- (b) 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 on Tuesday 21 December 2021 (AEDT)**. 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/se1agm2021>
- 📠 **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

☐**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 **Virtually on Thursday 23 December, 2021 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.

Chair of the Meeting 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 these Resolutions 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 Resolutions 1 & 4). 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	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-elect Mr Jonathan Tooth as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification and approval of a previous issue and allotment of Shares under placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of 18,382,262 unlisted investor options to share placement investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of 36,764,524 unlisted broker options to the share placement lead manager; Everblu Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of the sale of the main business undertaking under Listing Rule 11.2	<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 / / 2021

Letter to Shareholders

2021 Annual General Meeting

The 2021 Annual General Meeting Sensera Limited (the "Company") will be held virtually at <https://web.lumiagm.com/353659632> at 10.30am (Melbourne time) on Thursday 23 December 2021 ("Meeting"). The Meeting is being held virtually due to Federal and State Government restrictions regarding gatherings and COVID-19.

Details on the Resolutions being put to Shareholders this year, and how to attend and vote at the Meeting, are set out in the Notice of Annual General Meeting. A copy of the **Notice of Annual General Meeting** and the **Virtual Meeting Instructions** can be accessed from the Company's website at <http://sensera.com/investors/>

The Company will conduct a poll on all resolutions in the Notice using the proxies filed prior to the Meeting.

Shareholders are encouraged to submit their proxies as early as possible. To lodge your proxy, please follow the directions on your personalised proxy form, which is enclosed.

Shareholders can participate in the Annual General Meeting online from their computer, by entering the URL into their browser: <https://web.lumiagm.com/353659632>

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.

Attending the meeting online enables shareholders to view the Annual General meeting live, ask written or verbal questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Yours faithfully

A handwritten signature in blue ink, appearing to be "Mark Pryn", is written over a faint, light blue circular stamp.

Mark Pryn
Company Secretary