Notice of 2024 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): The meeting ID is https://us02web.zoom.us/webinar/register/WN_5sgOcP8WQL218l80ok767Q#/registration In person – SenSen Networks Limited, 2/570 City Road, South Melbourne VIC 3205
To be held on:	Tuesday, 22 October 2024
Commencing:	10:00am (Melbourne time)

More information regarding online participation at the Annual General Meeting (including how to vote and ask questions online during the Annual General Meeting) is available in Part C of this Notice of Annual General Meeting.

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 Chair

Dear Shareholders,

We are pleased to invite you to the Annual General Meeting of SenSen Networks Limited (**Company**). We are holding the Annual General Meeting both in person and via a virtual platform.

In order to attend, ask questions and vote virtually via the online platform, please pre-register at the following webinar link as follows:

https://us02web.zoom.us/webinar/register/WN_5sgOcP8WQL218l80ok767Q#/registration

Shareholders who wish to vote virtually on the day of the Annual General Meeting will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Annual General Meeting** to avoid any delays on the day of the Annual General Meeting. An account can be created via the following link investor.automic.com.au, and then clicking on "**Register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click "**Register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Meeting open for voting" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process, please see the **Virtual Meeting Registration and Voting** guide at https://www.automicgroup.com.au/virtual-agms/.

Questions

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, Mr Christian Stevens, by email at info@sensen.ai.

The Resolutions

This Annual General Meeting seeks the approval of Shareholders for the following:

Ordinary business

- **Resolution 1** – seeks Shareholder approval to adopt the Remuneration Report.
- **Resolution 2** – seeks Shareholder approval for the re-election of Mr David Smith as Director.
- **Resolution 3** – seeks Shareholder approval for the election of Mr Mark Brayan as Director and to ratify Mr Mark Brayan's appointment as Chairman.

Special business

- **Resolution 4 –** seeks Shareholder approval for the issue of Director Options to Mr Mark Brayan under ASX Listing Rule 10.11.

Contingent business

- **Resolution 5 –** seeks Shareholder approval for the Spill Meeting, being a conditional item, with respect to the adoption of the Remuneration Report.

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of approving 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 & Explanatory Statement, please do not hesitate to contact the Company Secretary, Mr Christian Stevens, on 03 9417 5368.

By order of the Board

Dated: 20 September 2024

Mark Brayan
Chair
SenSen Networks Limited

Important dates

Deadline for lodgement of proxy forms for the Annual General Meeting	10:00am (Melbourne time) on Sunday, 20 October 2024
Annual General Meeting	10:00am (Melbourne time) on Tuesday, 22 October 2024

Part A – Glossary

$	Australian dollars.
Annual General Meeting	The 2024 annual general meeting of Shareholders.
ASIC	The Australian Securities & Investments Commission.
Associate	Has the meaning given in section 9 of the Corporations Act.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The listing rules of the ASX.
Auditor's Report	Has the meaning given to that term in paragraph 1.1 of the Explanatory Statement.
Board	The board of Directors of the Company.
Business Day	Means a day which is not a Saturday, Sunday or public holiday in Melbourne, Victoria.
Chair	The chair of the Annual General Meeting and **Chairman** will have a corresponding meaning.
Closely Related Party	Means: • a spouse or child of the Shareholder; or • has the meaning given in section 9 of the Corporations Act.
Company or **SenSen**	SenSen Networks Limited ACN 121 257 412.
Constitution	The constitution of the Company.
Corporations Act	The *Corporations Act 2001* (Cth).
Corporations Regulations	The *Corporations Regulations 2001* (Cth).
Directors	The directors of the Company.
Director Options	The 2,900,000 options proposed to be issued to Director, Mark Brayan, as detailed in Resolution 4 and on the terms as detailed in Schedule 1, and **Director Option** means any one of them.
Directors' Report	Has the meaning given to that term in paragraph 1.1 of the Explanatory Statement.
Explanatory Statement	The explanatory statement accompanying the Notice of Annual General Meeting and contained in Part D to this booklet.
Financial Report	Has the meaning given to that term in paragraph 1.1 of the Explanatory Statement.
Glossary	The glossary contained in Part A to this booklet.
Key Management Personnel	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.
Notice of Annual General Meeting	The notice of the Annual General Meeting accompanying the Explanatory Statement for the Annual General Meeting and contained in Part B to this booklet.
Part	A part to this Notice of Annual General Meeting.
Proxy Form	The online proxy form. If you require a paper proxy form, please contact the Share Registry, Automic, at: meetings@automicgroup.com.au or on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or online at https://investor.automic.com.au/#/loginsah. Otherwise, please log your proxy vote online using the details outlined in the Notice & Access letter or using the personalised link which was sent to all holders that have elected to receive online communications for Notices of Meeting.
Related Party	Has the meaning given in section 228 of the Corporations Act.
Remuneration Report	Has the meaning given in section 9 of the Corporations Act.
Resolution(s)	The resolution(s) contained in the Notice of Annual General Meeting.
Shareholders	The holders of all Shares issued in the Company and **Shareholder** means any one of them.

Shares	All of the ordinary shares on issue in the share capital of the Company, being ordinary shares, and **Share** means any one of them.
Spill Meeting	Has the meaning given to that term in paragraph 6.1 of the Explanatory Statement.
VWAP	Volume weights average price.

Part B – Notice of Annual General Meeting

Time and place

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

- Held: Virtually at:

  https://us02web.zoom.us/webinar/register/WN_5sgOcP8WQL218l80ok767Q#/registration

  and

  In person at 2/570 City Road, South Melbourne, VIC 3205

- Commencing at: 10:00am (Melbourne time) on Tuesday, 22 October 2024

Participate and vote online

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

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 online during the Annual General Meeting) is available at https://web.automic.com.au/er/public/api/documents/BCT?fileName=Virtual_Meeting___Shareholder_Registration___Voting_Guide_.pdf.

Please enter your pin contained in your Notice & Access letter or use the personalised link contained in the Notice of Annual General Meeting & Explanatory Statement 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 their questions to the Company Secretary, Mr Christian Stevens, on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia) or by email at info@sensen.ai.

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. Financial statements and reports

To receive and consider the Company's 2024 Annual Report, which comprises the Directors' Report, the Auditor's Report and the Financial Report for the financial year ending 30 June 2024.

2. 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 2024 as disclosed in the Directors' Report for the year ending 30 June 2024."

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.

It is noted that the remuneration report for the financial year ended 30 June 2023 was voted down at the 2023 annual general meeting. What this means is that if at least 25% of the votes cast on Resolution 1 to adopt the Remuneration Report for the financial year ended 30 June 2024 are cast against, then there will be a 'second strike' and Resolution 5 will be put to the Annual General Meeting. If fewer than 25% of the votes cast are against adopting the Remuneration Report, then there will be no second strike and Resolution 5 will not be put to the Annual General Meeting.

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.

3. Resolution 2: Re-election of Mr David Smith as a Director of the Company

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 ASX Listing Rule 14.5, 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 rule 73.1 of the Constitution provides that at each annual general meeting of the Company, ⅓ 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 ⅓, 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 ⅓ of the Directors retiring from office. In addition, rule 73.2 of the Constitution provides that the Director or Directors to retire at an annual general meeting are those who have been longest in office since their election.

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

4. Resolution 3: Election of Mr Mark Brayan as a Director of the Company and ratification of Mr Mark Brayan's appointment as Chairman

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

"That:

(a) Mr Mark Brayan, who retires in accordance with ASX Listing Rule 14.4 and rule 69.2 of the Constitution, being eligible, be re-elected as a Director; and

(b) Mr Mark Brayan, who was appointed as a Chairman in accordance with rule 50.1 of the Constitution, have his appointment as Chairman ratified and approved."

Short Explanation: This Resolution is required as rule 69.1 of the Constitution provides that the Board has the power at any time to appoint any other qualified person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. In addition, rule 69.2 states that such director will hold office until the next annual general meeting of the Company when that director may be re-elected.

ASX Listing Rule 14.4 provides that a director appointed as an addition to the board must not hold office without re-election past the next annual general meeting.

Further, the ratification in this Resolution is required as rule 50.1 of the Constitution states that if the Directors have appointed one (1) of their number as a chairperson of their meeting, the person appointed must preside as chairperson at every general meeting.

SPECIAL BUSINESS

5. Resolution 4: Issue of Director Options to a Related Party of the Company, Mr Mark Brayan, under ASX Listing Rule 10.11

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to issue up to 2,900,000 Director Options to Mr Mark Brayan and, upon exercise of those Director Options, the acquisition of the ordinary shares underlying those Director Options, in accordance with the terms specified in the accompanying Explanatory Statement."

Short explanation: This Resolution is required under ASX Listing Rule 10.11 to allow the issue of securities, in the form of up to 2,900,000 Director Options, to Mr Mark Brayan (or his nominee), being a Director.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- Mr Mark Brayan (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of such person or persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to

CONTINGENT BUSINESS

6. Resolution 5: Spill Meeting with respect to the adoption of the Remuneration Report (Conditional Item)

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

"That, subject to and conditional on at least 25% of the votes cast on the resolution at Resolution 1 being cast against the adoption of the Remuneration Report:

(a) *an extraordinary general meeting of the Company, being a Spill Meeting, be held within 90 days of the passing of this resolution;*

(b) *all of the Directors in office when the Board resolution to approve the Directors' Report for the financial year ended 30 June 2024 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*

(c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to vote at the Spill Meeting."*

Short explanation: Resolution 5 is a conditional item and will only be put to the Annual General Meeting if at least 25% of the votes cast on Resolution 1 to adopt the Remuneration Report for the financial year ended 30 June 2024 are cast against. If fewer than 25% of the votes cast are against adopting the Remuneration Report, then there will be no second strike and Resolution 5 will not be put to the Annual General Meeting.

The Chair intends to vote all undirected proxies **AGAINST** Resolution 5.

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 a 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.

OTHER BUSINESS

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

Part C – How to vote

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

1. How to vote

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.

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

To vote by proxy, please use one of the methods detailed in item 5 below.

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

2. Corporations

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.

3. Voting virtually

Shareholders who wish to vote virtually on the day of the Annual General Meeting will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "**Register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click "**Register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting, click on "Meeting open for voting" to be taken to the voting screen.
6. Select your voting direction and click "Confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process, please see the **Virtual Meeting Registration and Voting** guide at https://www.automicgroup.com.au/virtual-agms/.

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, Edge or Firefox. Please ensure your browser is compatible.

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 their questions to the Company Secretary, Mr. Christian Stevens, on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia) or by email at info@sensen.ai.

4. Voting in person

You may attend the Annual General Meeting and vote in person. To vote in person, attend the meeting on the date and at the time and place set out above.

5. Voting by proxy

All Shareholders who are entitled to participate in and vote at the Annual General Meeting have the right to appoint a proxy to participate in the Annual General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process, please see the **Online Proxy Lodgment** guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy Form must be received no later than 48 hours before the commencement of the Annual General Meeting. **Proxy Forms received later than this time will be invalid.**

You can direct your proxy on how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the voting form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed on how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed on how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the Key Management Personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Annual General Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

1. Eligibility to vote

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. (Melbourne time) on Sunday, 20 October 2024. 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.

2. Voting procedure – on a poll

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, in person or by proxy will have one vote for each voting share held by that person.

3. Enquiries

For all enquiries, please contact the Company Secretary, Mr. Christian Stevens, on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia) or by email at info@sensen.ai.

For any queries relating to voting, please contact If there are any queries in relation to voting specifically, please contact Automic at:

WEBSITE:

https://automicgroup.com.au/

BY EMAIL:

meetings@automicgroup.com.au

PHONE:

1300 288 664 (within Australia)
+61 2 9698 5414 (overseas)

Part D – Explanatory Statement

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 10:00am (Melbourne time) on Tuesday, 22 October 2024 both in person 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 of any of the matters set out in this booklet, please contact the Company Secretary, Mr Christian Stevens, on (03) 9417 5368 (within Australia) and +61 3 9417 5368 (outside Australia) or by email at info@sensen.ai.

ORDINARY BUSINESS

1. Agenda Item 1 – Financial statements and reports

1.1 Purpose of Resolution

The 2024 Annual Report for the year ended 30 June 2024 includes the report of the Directors (**Directors' Report**), the auditor's report (**Auditor's Report**) and the financial report (**Financial Report**) (which includes the financial statements and directors' declaration).

The Corporations Act requires that the Directors' Report, 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 2024 Annual Report.

1.2 Questions to the Chair

Shareholders will be given reasonable opportunity at the Annual General Meeting to raise questions and make comments on the 2024 Annual Report.

In addition to asking questions at the Annual General Meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, Hall Chadwick (NSW), 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

Annual General Meeting is held. As such, written questions for the auditor must be delivered by 5:00pm on Tuesday, 15 October 2024.

2. Resolution 1: Adoption of Remuneration Report

2.1 Purpose of Resolution

The Remuneration Report of the Company for the financial year ended 30 June 2024 is set out in the Directors' Report contained in the 2024 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.

Section 250R(2) of the Corporations Act requires that a resolution that a remuneration report of a company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Annual General Meeting.

This Resolution is an ordinary resolution.

2.2 Voting consequences

At last year's annual general meeting, 54.24% of the votes cast on the resolution to adopt the 2023 remuneration report were against the resolution. Accordingly, the Company received a "first strike". The Directors take Shareholders' concerns about executive remuneration seriously and made several changes in its Board composition and remuneration during 2024 with a view to addressing the concerns that led to the "first strike" at last year's annual general meeting.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Annual General Meeting when reviewing the Company's remuneration policies. This vote is advisory only and does not bind the Directors or the Company. However, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at this Annual General Meeting, Resolution 5 will be put to the Annual General Meeting and Shareholders will be required to vote on a resolution (a "**spill resolution**") that another meeting be held within 90 days at which all of the Directors must be offered up for election.

The operation and consequences of a "spill resolution" are set out in Resolution 5 below.

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.

As Resolution 1 relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with section 250R(2) of the Corporations Act, makes no recommendations regarding this Resolution.

The Chair 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: Re-election of Mr David Smith as a Director of the Company

3.1 Purpose of Resolution

Mr David Smith was re-elected as a Director at the 2022 annual general meeting.

Mr David Smith retires in accordance with rules 73.1 and 73.2 of the Constitution, and being eligible, offers himself for re-election as a Director.

This Resolution is an ordinary resolution.

3.2 The law

Rule 73.1 of the Constitution provides that at each annual general meeting of the Company, ⅓ 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 ⅓, 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 ⅓ of the Directors retiring from office. In addition, rule 73.2 of the Constitution provides that the Director(s) to retire at an annual general meeting are those that have been longest in office since election.

ASX Listing Rule 14.5 requires that a listed company must have at least one director stand for election or re-election at each annual general meeting.

Mr Zenon Pasieczny was re-elected as a Director at the 2023 annual general meeting, Mr Mark Brayan's re-election is discussed in Resolution 3 and Mr Subhash Challa is the Managing Director and therefore is not subject to the rotation provisions.

Given there are four Directors (subject to Mr Mark Brayan's election as Director), this means that one Director must retire. A decision was made that Mr David Smith, who last retired at the 2022 annual general meeting, would retire at the 2024 Annual General Meeting and stand for re-election.

3.3 Director resume

Mr David Smith – non-executive Director

Mr David Smith is a non-executive Director and chair of the Audit & Risk Committee at SenSen Networks Limited. He was previously the Chief Operating Officer since the Company's ASX listing, where he was responsible for the company's day-to-day operational, financial and risk management of the Company, as well as the governance and compliance functions.

Mr Smith has 25 years of experience as a senior corporate executive, investment banker, and as a director, operating in international capital markets, mergers and acquisitions and companies in the technology, resources, financial services, logistics, education and telecommunications sectors.

Mr Smith has raised more than $4 billion for corporate clients, including managing or co-managing over 30 IPOs on the ASX, winning the 2008 Corporate Deal of the Year Award and being regularly ranked in the top 20 bankers in Australia. He has extensive background in advising companies in various sectors and has been integrally involved in numerous emerging companies which have evolved into large successful businesses. Mr Smith is very familiar with the regulatory environments in Australia and other jurisdictions including the US, UK, Canada, Singapore, India, Hong Kong and Indonesia.

Mr Smith is a non-executive director of RAW Capital Partners Holdings Limited, an international asset management business located in the UK and Guernsey, which is focused on funds management and investments in enabling technology and disruptive businesses.

Mr Smith holds a Bachelor of Economics from the University of Sydney and a Diploma in Management – Executive MBA from the Australian Graduate School of Management Sydney, and is a member of the Australian Institute of Company Directors.

3.4 Director independence

The Board considers that Mr David Smith is free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the exercise of his unfettered and independent judgement and is able to fulfil the role of an independent

Director for the purpose of the ASX Corporate Governance Principles and Recommendations.

3.5 Directors’ recommendations and interests

Resolution 2 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 Mr David Smith abstaining) recommends that Shareholders vote in favour of Resolution 2.

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

4. Resolution 3: Election of Mr Mark Brayan as a Director of the Company and ratification of Mr Mark Brayan's appointment as Chairman

4.1 Purpose of Resolution

Mr Mark Brayan was elected as a Director and Chairman of the Company on 1 May 2024.

Mr Mark Brayan retires from office under ASX Listing Rule 14.4 and 69.2 of the Constitution and offers himself for re-election as a Director.

This Resolution is an ordinary resolution.

4.2 The law

Rule 69.1 of the Constitution provides that the Directors may at any time appoint any other qualified person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not exceed the maximum number fixed under the Constitution. In addition, rule 69.2 of the Constitution provides that a director appointed under rule 69.1 of the Constitution, holds office only until the next annual general meeting of the Company and is then eligible for re-election but 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 who was appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Rule 50.1 of the Constitution states that if the Directors have appointed one (1) of their number as a chairperson of their meetings, the person appointed must preside as chairperson at every general meeting. As such, Mr Mark Brayan was appointed as Chairman of the Company on 1 May 2024 and therefore must preside as the Chair for the Annual General Meeting.

4.3 Director resume

Mr Mark Brayan – non-executive Director

Mr Mark Brayan is a proven leader of technology businesses including artificial intelligence, software, services and outsourcing in his various roles as CEO, managing director and as a non-executive director in both public and private companies.

He has a track record of high profitable growth and value creation, managing and expanding Australian companies globally, including a strong emphasis on the US. From 2015-2023, he was the CEO and managing director of Appen Limited (ASX: APX), the world’s leading provider of artificial intelligence training data and testing services. Mr Brayan successfully transformed Appen Limited from a provider of language data and services to the world’s leading artificial intelligence data and services company through a mix of organic growth, strategic acquisitions, new product and service development and new market entry.

Mr Brayan has mergers and acquisitions, investor relations and capital markets experience and a successful track record with technology company founders. He holds an MBA from the Australian Graduate School of Management and a First-Class Honours Bachelor of Surveying from the University of New South Wales.

Mr Brayan is also presently a non-executive director of Integrated Research (ASX: IRI), an Australian-based leading global provider of performance management solutions.

4.4 Director independence

The Board considers that Mr Brayan is free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the exercise of his unfettered and independent judgement and is able to fulfil the role of an independent Director for the purpose of the ASX Corporate Governance Principles and Recommendations.

4.5 Voting exclusion and Directors' recommendations

The Board (with Mr Mark Brayan abstaining as a Director and Chair) recommends that Shareholders vote in favour of Resolution 3.

Resolution 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.

All undirected proxies will be voted in favour of Resolution 3.

SPECIAL BUSINESS

5. Resolution 4: Issue of Director Options to a Related Party of the Company, Mr Mark Brayan, under ASX Listing Rule 10.11

5.1 General

Resolution 4 seeks Shareholder approval for the issue of a total of up to 2,900,000 Director Options to Mr Mark Brayan (or his nominee), being a Director of the Company (**Director Option Issue**), for the purposes of ASX Listing Rule 10.11. The Options are being issued as a cost-effective way to incentivise Mr Mark Brayan to strengthen the financial performance of the Company and, consequently, to increase the share price in a manner which is consistent with the strategic goals and targets of the Company.

The Board considers that the Director Option Issue is an appropriate incentive in the circumstances, and given that they will be exercisable at a price higher than the current trading price of the Company, these Director Options are in the Company's interests as the issue aligns the interests of those Directors with the interests of Shareholders in order to maximise Shareholder value.

Resolution 4 is an ordinary resolution.

5.2 Regulatory requirements

<u>ASX Listing Rule 10.11</u>

ASX Listing Rule 10.11 requires a listed entity to obtain shareholder approval for the issue of securities to a Related Party, which includes a director of a Company.

The Director Option Issue falls within ASX Listing Rule 10.11 and therefore requires the approval of Shareholders.

<u>Chapter 2E of the Corporations Act</u>

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a Related Party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls with an exception set out in section 210 to 216 of the Corporations Act.

The non-associated Directors on the Board have separately considered the Director Option Issue and, taking into account the circumstances of the Company and its subsidiaries, the circumstances of the Directors, and the remuneration practices of other similar entities, considers that the financial benefits provided to the Director by way of the issue of Director Options (together with the other elements of their relevant remuneration packages) constitute reasonable remuneration. Accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

If Resolution 4 is passed, the Company will be able to proceed with the proposed Director Option Issue of up to 2,900,000 Director Options to Mr Mark Brayan.

If Resolution 4 is not passed, the Company will not be able to proceed with the Director Option Issue to Mr Mark Brayan.

5.3 Information required pursuant to ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 4 (being the information required to be disclosed for the purposes of ASX Listing Rule 10.11):

<table>
<tr><td>The name of the person to whom the Company will issue the securities:</td><td>The person to participate in the Director Options Issue is Mr Mark Brayan (or his nominee).</td></tr>
<tr><td>Which category in Listing Rules 10.11.1 – 10.11.5 the person falls within and why:</td><td>Mr Mark Brayan falls within ASX Listing Rule 10.11.1 as he is a Director of the Company. His nominee (if applicable) would fall under ASX Listing Rule 10.11.4, as an associate of Mr Mark Brayan.</td></tr>
<tr><td>Number and class of securities to be issued to the person:</td><td>The maximum number of options that may be issued to Mr Mark Brayan (or his nominee) is 2,900,000 options.</td></tr>
<tr><td>If the securities are not fully-paid ordinary securities, a summary of the material terms of the securities:</td><td>The Director Options will be issued on the following terms:
<table>
<tr><th>Number of Director Options</th><th>Issue date</th><th>Exercise Price</th><th>Expiry Date</th></tr>
<tr><td>1,500,000</td><td>Following Shareholder approval</td><td>0.04 per Director Option</td><td>3 years following the date of issue</td></tr>
<tr><td>800,000</td><td>Following Shareholder approval</td><td>0.075 per Director Option</td><td>3 years following the date of issue</td></tr>
<tr><td>600,000</td><td>Following Shareholder approval</td><td>0.10 per Director Option</td><td>3 years following the date of issue</td></tr>
</table>
The Director Options terms are set out in Schedule 1 to this Notice of 2024 Annual Meeting & Explanatory Statement.</td></tr>
<tr><td>The date or dates on or by which the entity will issue the securities:</td><td>It is proposed that Mr Mark Brayan (or his nominee) will be issued the Director Options as soon as practicable (and in any event within 1 month) after the date of the Annual General Meeting.</td></tr>
</table>

<table>
<tr><td>The price at which the entity will issue the securities:</td><td colspan="3">The Director Options will be issued to Mr Mark Brayan (or his nominee) for nil cash consideration as they are being issued as part of his remuneration.</td></tr>
<tr><td>The purpose of the issue, including the intended use of any funds raised:</td><td colspan="3">The proposed issue is being made to remunerate and incentivise Mr Mark Brayan.</td></tr>
<tr><td rowspan="3">If the issue is intended to remunerate or incentivise a director, details of their current total remuneration package:</td><td colspan="3">The current total remuneration package for Mr Mark Brayan is as follows:</td></tr>
<tr><td>Director</td><td>Current total remuneration package</td><td>Long term and short term incentives</td></tr>
<tr><td>Mr Mark Brayan</td><td>$90,000 per annum</td><td>Nil, although the proposed issue of the Director Options, the subject of Resolution 4, will be classified as a long term incentive.</td></tr>
<tr><td>If the securities are issued under an agreement, a summary of its material terms:</td><td colspan="3">No agreement has been entered into with Mr Mark Brayan with respect to these Director Options; however, the issue of the Director Options was captured by the Company and agreed by Mr Mark Brayan in his Letter of Appointment – Non-Executive Director & Chairman.</td></tr>
<tr><td>Voting exclusion statement:</td><td colspan="3">Voting exclusion statement in respect of Resolution 4 is set out in the Notice of Annual General Meeting.</td></tr>
</table>

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options as approval is being obtained under ASX Listing 10.11. Accordingly, under ASX Listing Rule 7.2, Exception 14, the issue of Director Options to Mr Mark Brayan (or his nominee) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

5.4 Directors' Recommendation and voting requirements

Resolution 4 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 does not make any recommendation to Shareholders with respect to Resolution 4 since this Resolution 4 concerns a Director's remuneration.

A voting exclusion statement is contained after Resolution 4. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

All available and undirected proxies will be voted in favour of Resolution 4.

CONTINGENT BUSINESS

6. Resolution 5: Spill Meeting with respect to the adoption of the Remuneration Report (Conditional Item)

6.1 Purpose of Resolution

At the 2023 annual general meeting, more than 25% of the votes cast on the resolution to adopt remuneration report for the financial year ended 30 June 2023 were against adopting the report and the Company received a “first strike”.

Resolution 5 is a conditional item and will only be put to the Annual General Meeting if at least 25% of the votes cast on Resolution 1 to adopt the Remuneration Report for the financial year ended 30 June 2024 are cast against. If fewer than 25% of the votes cast are against adopting the Remuneration Report, then there will be no second strike and Resolution 5 will not be put to the Annual General Meeting.

If put to the Annual General Meeting, the spill resolution will be considered as an ordinary resolution.

If this resolution is passed and becomes effective, an extraordinary general meeting of Company (the **Spill Meeting**) must be held within 90 days of the date of the Annual General Meeting in order to consider the composition of the Board. At the Spill Meeting, all the Directors who were in office when the Board resolution to approve the Directors' Report (including the Remuneration Report) for the year ended 30 June 2024 was passed will automatically vacate office at the conclusion of the Spill Meeting unless they stand for re-election and are re-elected at the Spill Meeting. The Directors who were in office when the Board resolution to approve such Directors' Report was passed are:

(a) Zenon Stanley Pasieczny;

(b) Subhash Challa;

(c) David Edward Smith; and

(d) Mark Brayan.

Even if Mr David Smith and Mr Mark Brayan are re-elected at this Annual General Meeting, they will need to be re-elected at the Spill Meeting in order to remain in office. If any additional directors were to be appointed before the Spill Meeting, they would not need to stand for election at the Spill Meeting.

If there are fewer than three directors appointed immediately after the Spill Meeting, the statutory vacancies will be filled by those directors who received the highest number of votes even if they didn't receive enough votes to be formally elected.

When considering this item of business, the Directors suggest that Shareholders consider:

(a) the additional costs that will be incurred if the Company is required to hold and call a Spill Meeting;

(b) the potential disruption to the Board of a Spill Meeting and the impact this may have on the Company;

(c) the skills and experience held by the current Board that are required to provide effective oversight of the Company; and

(d) that there is no assurance that any or all of the directors would stand for re-election at the Spill Meeting.

6.2 Voting exclusion and Director's recommendations

Any member of the Company's Key Management Personnel and their Closely Related Parties are not entitled to vote on this resolution in any capacity.

However, any such person may vote as a proxy for another person who is entitled to vote on this resolution if the proxy appointment directs them how to vote on the resolution. In addition, this prohibition does not apply to the Chairman of the meeting acting as proxy for a person entitled to vote where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy even though the resolution is connected with the remuneration of Key Management Personnel.

Having regard to the matters set out above, the Board does not consider the proposed resolution to be in the best interests of the Company or its Shareholders. The Board recommends that Shareholders vote **AGAINST** any spill resolution put to the vote at the AGM.

The Chair of the Meeting intends to vote undirected proxies against this Resolution.

Schedule 1 – Director Options

The terms of the Director Options are as follows:

(a) Each Director Option will have the following Exercise Price:

Number of Director Options	Issue date	Exercise Price	Expiry Date
1,500,000	Following Shareholder approval	0.04 per Director Option	3 years following the date of issue
800,000	Following Shareholder approval	0.075 per Director Option	3 years following the date of issue
600,000	Following Shareholder approval	0.10 per Director Option	3 years following the date of issue

(b) Each Director Option will automatically lapse if not exercised on or before the date expiring 3 years following the date of issue (**Expiry Date**).

(c) Each Director Option shall entitle the holder to subscribe for and be issued one Share upon exercise of the Director Option and payment to the Company of the Exercise Price.

(d) A Director Option may be exercised by the option holder at any time prior to the Expiry Date by sending a completed and signed notice of exercise, together with the payment of the Exercise Price and the certificate for the Director Options, to the Company. The Director Options may be exercised in whole or in part.

(e) A notice of exercise is only effective when the Company has received the full amount of the Exercise Price in cash or cleared funds.

(f) Subject to any restrictions in the ASX Listing Rules, within ten Business Days of receipt of a properly executed notice of exercise and the required exercise moneys, the number of Shares specified in the notice of exercise will be issued.

(g) Shares issued pursuant to the exercise of the Director Options will rank equally with the then issued Shares of the Company.

(h) The Company undertakes to apply for official quotation by the ASX of all Shares issued pursuant to the exercise of any Director Options, within three Business Days of the date of issue of those new Shares.

(i) In the event of any reorganisation (including consolidation, subdivision, reduction, cancellation or return) of the issued capital of the Company before the expiry of any Director Options, all rights of the option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(j) If, from time to time before the expiry of the Director Options, the Company makes an issue of Shares to its Shareholders by way of a bonus issue, other than in lieu of a dividend payment, then upon exercise of a Director Option the option holder will be entitled to have issued to it (in addition to the Shares which it is otherwise entitled to have issued to it upon such exercise) additional Shares in the Company. The number of additional Shares is the number of Shares which would have been issued to the option holder if the Director Options had been exercised before the record date for the bonus issue.

(k) The Director Options do not confer the right to a change in Exercise Price, or a change to the number of underlying securities over which it can be exercised, other than under paragraphs (i) and (j) above.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

SenSen Networks Limited | ABN 67 121 257 412

Your proxy voting instruction must be received by **10.00am (AEDT) on Sunday, 20 October 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au/

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of SenSen Networks Limited, to be held virtually at **10.00am (AEDT) on Tuesday, 22 October 2024 and physically at SenSen Networks Limited, 2/570 City Road, South Melbourne VIC, 3205** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of Resolutions 1 - 4, and against Resolution 5.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Mr David Smith as a Director of the Company			
3	Election of Mr Mark Brayan as Director and to ratify Mr Mark Brayan's appointment as Chairman			
4	Issue of Director Options to a Related Party of the Company, Mr Mark Brayan, under ASX Listing Rule 10.11			
5	CONDITIONAL ITEM Spill Meeting with respect to the adoption of the Remuneration Report			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).