

26 September 2025

Notice of Annual General Meeting & Proxy Form

Melbourne, Australia – Attached is a Notice of Meeting and Proxy Form in respect of the Annual General Meeting for SenSen Networks Limited (ASX:SNS) which is being held on Tuesday, 28 October 2025 at 10.00am AEDT.

This release is approved by the Board of SenSen Networks Limited.

For further information, please contact:

Leanne Ralph
Company Secretary
Email: info@sensen.ai

About SenSen Networks Limited

An innovator in smart urban management solutions, SenSen leads the way in AI technology with the pioneering Live Awareness AI Platform. This revolutionary system analyses data from cameras and sensors in real-world spaces, seamlessly integrating it with contextually significant digital enterprise data for a safer and more efficient global landscape.

SenSen's solutions are alleviating traffic congestion, enhancing road and personal safety, and elevating urban life in prominent cities like Chicago, Las Vegas, Vancouver, Calgary, Singapore, Adelaide, and Brisbane. Additionally, the company's AI-driven technology is generating substantial annual savings for major fuel retail brands, including AMPOL, Chevron and Liberty.

For more information on SenSen's innovative live awareness AI solutions, please visit www.sensen.ai.



Notice of 2025 Annual General Meeting & Explanatory Statement

SenSen Networks Limited
ACN 121 257 412

To be held at: In person - SenSen Networks Limited, 2/570 City Road, South Melbourne VIC 3205

Virtually - online (including to listen, vote and ask questions online during the meeting): The meeting ID is

https://us02web.zoom.us/webinar/register/WN_mjLHTaIDReq-ijwcWdWISA

To be held on: Tuesday, 28 October 2025

Commencing: 10.00am (AEDT)

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 this Notice of Annual General Meeting and Explanatory Statement.

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.

Chair's message

26 September 2025

Dear SenSen Shareholders,

On behalf of the Board, I am pleased to invite you to attend the 2025 Annual General Meeting (**Annual General Meeting**) of SenSen Networks Limited (**Company** or **SenSen**), which will be held on Tuesday, 28 October 2025 commencing at 10.00am (AEDT) at the Company offices at 2/570 City Road, South Melbourne VIC 3205.

The Annual General Meeting will also be held via an audio webcast to enable those Shareholders who are unable to attend in person, to participate in the Annual General Meeting. We do, however, encourage you to attend the Annual General Meeting in person if you are able to.

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_mjLHTaIDReq-ijwcWdWISA

Prior to attending the Annual General Meeting online, 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.

If you are unable to attend the AGM, I encourage you to vote online no later than 10.00am (AEDT) on Sunday, 26 October 2025.

Shareholders will have the opportunity to submit questions or make comments prior to the AGM or during the AGM, and details of how to do this are outlined in the attached Notice of Annual General Meeting and Explanatory Statement.

I also encourage you to read our 2025 Annual Report which provides a detailed overview of business performance last year, which can be found at <https://investorhub.sensen.ai/announcements>

Thank you for your continued support of SenSen. I look forward to the opportunity to provide you with a progress update and to hear your views at our AGM.

Yours sincerely,



Mark Brayan
Chair
SenSen Networks Limited

Participation in the AGM

The Annual General Meeting of SenSen Networks Limited (**SenSen or Company**) will be held on Tuesday, 28 October 2025 commencing at 10.00am (AEDT).

Shareholders can participate in the Annual General Meeting in the following ways (for further detail on voting procedures, please refer to Part B):

Before the Annual General Meeting

Notice of Annual General Meeting

Access online at <https://investorhub.sensen.ai/announcements>

Request a hard copy of the Notice of Annual General Meeting and Explanatory Statement at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Vote or appoint proxy

Return the hard copy Proxy Form or vote online at <https://investor.automic.com.au/#/loginsah>

To be valid, your vote or proxy appointment must be received by **10.00am (AEDT) on Sunday, 26 October 2025**

Ask a question or make a comment

Submit questions by emailing the Company Secretary at info@sensen.ai by **5.00pm (AEDT) on Tuesday, 21 October 2025**

At the AGM

Attend the AGM in person

The AGM will be held at the Company offices at 2/570 City Road, South Melbourne VIC 3205.

Shareholders, proxyholders, body corporate representatives or attorneys attending the Annual General Meeting in person will be able to ask questions or make a comment and vote at the Annual General Meeting.

Join online

To access the virtual meeting:

- Open your internet browser and go to investor.automic.com.au.
- 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 Annual General Meeting to ensure there is no delay in attending the virtual meeting.
- After logging in, a banner will display at the bottom of your screen to indicate that the Annual General Meeting is open for registration, click on "Register" when this appears. Alternatively, click on "Meetings" on the left-hand menu bar to access registration.
- Click on "Register" and follow the steps

Vote online

Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.

- Once you have registered via the portal, your voting card will appear on your screen.
- Once the Chair of the Annual General Meeting has declared the poll open for voting click on "Meeting open for voting" to be taken to the voting screen.
- Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

Ask a question or make a comment online

Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions or make comments.

- For further information on the live voting process, please see the **Virtual Meeting Registration and Voting Guide** below
- Questions will be read aloud at the Annual General Meeting.

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/>.

Part A – Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held on Tuesday, 28 October 2025 at 10.00am (AEDT) at the Company offices at 2/570 City Road, South Melbourne VIC 3205, and via an audio webcast (**Annual General Meeting**).

The Explanatory Statement accompanying this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement, Voting Procedures and the Proxy Form comprise part of this Notice.

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 D**.

Items of Business

1. Financial statements and reports

To receive and consider the Company's 2025 Annual Report, which comprises the Directors' Report, the Auditor's Report and the Financial Report for the financial year ending 30 June 2025.

2. Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an advisory 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 2025 as disclosed in the Directors' Report for the year ending 30 June 2025."

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 a company be adopted must be put to a vote. The vote on this resolution is advisory only and does not bind the Company.

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

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

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

- the person does so as a proxy;
- 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 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: Election of Ms Jennifer Martin as a Director of the Company**

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

"That Ms Jennifer Martin, being a Director who was appointed by the Board on 28 January 2025 and whose appointment as a Director expires at the conclusion of the Annual General Meeting and, being eligible, offers herself for election, be elected as a Director of the Company."

Short Explanation: This resolution is required as rule 69 of the Company's Constitution provides that any Director appointed to fill a casual vacancy or as an addition to the existing Directors holds office only until the next annual general meeting and is then eligible for re-election but is not taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Further, ASX Listing Rule 14.4 provides that a director 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 company.

4. **Resolution 3: Renewal of proportional takeover provision**

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

"That the proportional takeover provision in rule 163 of the Company's Constitution be renewed for a period of three years commencing from the date of the Meeting."

Short Explanation: Under the Corporations Act, the proportional takeover provisions expire three years from adoption or renewal. The Company is seeking shareholder approval to renew these provisions.

5. **Resolution 4: Issue of Shares under the SenSen Incentive Plan for past performance to a Related Party for the purposes of ASX Listing Rule 10.14 – Dr. Subhash Challa**

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 129,857 Shares under the SenSen Incentive Plan to Dr. Subhash Challa (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Short explanation: This resolution is required under ASX Listing Rule 10.14 to approve the issue of securities, being 129,857 Shares, under the SenSen Incentive Plan to Dr. Subhash Challa (or his nominee), being a Director, for past performance.

ASX Voting Exclusion Statement: The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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 the holder to vote in that way.

Corporations Act voting prohibition statements: In accordance with section 250BD 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; or
- a Closely Related Party of such member.

However, the above does not prevent the casting of a vote 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.

6. Resolution 5: Grant of Performance Rights under the SenSen Incentive Plan for future performance to a Related Party for the purposes of ASX Listing Rule 10.14 – Dr. Subhash Challa

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 2 Performance Rights under the SenSen Incentive Plan to Dr. Subhash Challa (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Short explanation: This resolution is required under ASX Listing Rule 10.14 to allow the issue of securities, being 2 Performance Rights, under the SenSen Incentive Plan to Dr. Subhash Challa (or his nominee), being a Director, for future performance.

ASX Voting Exclusion Statement: The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the 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 the holder to vote in that way.

Corporations Act voting prohibition statements: In accordance with section 250BD 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; or
- a Closely Related Party of such member.

However, the above does not prevent the casting of a vote 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.

Part B – Voting Procedures

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 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, Ms Leanne Ralph 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. How to vote – before the AGM

Appointment of 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 lodgement process, please see the Online Proxy Lodgement 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 Proxy 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).

Proxy voting by the Chair

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.

6. Entitlement to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those that are registered Shareholders at 7:00 pm. AEDT on Sunday, 26 October 2025 (Entitlement Time).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting in respect of that Share.

7. All resolutions will be by poll

In accordance with clause 20.6 of the Company's Constitution (**Constitution**), the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

8. Enquiries

For all enquiries, please contact the Company Secretary, Ms Leanne Ralph, 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)

BY ORDER OF THE BOARD



Leanne Ralph
Company Secretary
26 September 2025

Part C – 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 (AEDT) on Tuesday, 28 October 2025 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 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 D**.

1. Item 1: Financial statements and reports

1.1 Purpose of Resolution

The 2025 Annual Report for the year ended 30 June 2025 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 2025 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 2025 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, 21 October 2025.

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 2025 is set out in the Directors' Report contained in the 2025 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 advisory resolution only and does not bind the Directors or the Company.

2.2 Voting consequences

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

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

2.3 Voting exclusion

A voting exclusion is provided for Resolution 1.

What this means for Shareholders: If you intend to appoint a member of the Key Management Personnel (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chair of the Annual General Meeting as your proxy, you can direct the Chair how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

2.4 Directors' recommendations

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 Resolution 1.

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: Election of Ms Jennifer Martin as a Director of the Company

3.1 Purpose of Resolution

Ms Jennifer Martin was elected by the Board as a Director of the Company on 28 January 2025.

Ms Martin retires from office under ASX Listing Rule 14.4 and rule 69.2 of the Constitution and offers herself for re-election as a Director.

This resolution is an ordinary resolution, requiring greater than 50% of votes cast by Shareholders to vote in favour of the resolution.

3.2 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, 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 election by Shareholders, 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.

3.3 Director resume

Ms Jennifer Martin is a Chartered Accountant with over 25 years' experience and a Graduate of the Australian Institute of Company Directors. She brings significant experience in financial management of technology and professional services organisations.

Jenny is currently Chief Financial Officer and Chief Operating Officer at Citadel Edge, a privately owned technology company previously listed on the ASX as The Citadel Group Limited (ASX:CGL). Jenny was deeply involved in the delisting and take private of The Citadel Group Limited and driving the growth agenda under private equity ownership. She also leads a number of cross functional teams, including finance, legal, people and culture, marketing, information technology and security operations.

Prior to this, she was CFO and Company Secretary at Barristers' Chambers Limited and Money3 Limited (now Solvar) (ASX:SVR), and held the positions of Group Financial Controller and Company Secretary at Southern Cross Media Group Limited (ASX:SXL). Jenny commenced her career at Deloitte.

Jenny has significant experience in scaling technology companies, having worked with Magentus (part of the Citadel Edge group of companies) to expand its footprint through the successful acquisition and integration of Wellbeing Software (a UK based company) and Genie Solutions, as well as international growth through scaling its world class pathology software into the UK market.

She has extensive experience in the development and execution of strategic plans, organisational transformation and operational excellence, along with significant M&A experience including two >\$200m strategic acquisitions, around 15 bolt on acquisitions, and the successful "take private" of The Citadel Group Limited, involving a Scheme of Arrangement and ASX delisting.

Her extensive experience in finance and governance, working with growing ASX listed businesses, has added significant value to the Board since her appointment in January 2025.

3.4 Director independence

The Board considers that Ms Martin is free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the exercise of her 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

The Board (with Ms Martin abstaining) recommends that Shareholders vote in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

4. Resolution 3: Renewal of proportional takeover provision

4.1 General

Rule 163 of the Company's Constitution contains proportional takeover approval provisions that prohibit SenSen from registering a transfer of Shares under a proportional takeover bid unless the bid is approved by resolution passed by Shareholders in a general meeting.

Under the Corporations Act, the proportional takeover approval provisions in a company's constitution must be renewed every three years or they will cease to have effect.

As the proportional takeover provisions in the Constitution have lapsed, the Company is seeking Shareholder approval, by special resolution, to refresh such provisions in accordance with the Corporations Act.

If Resolution 3 is approved by Shareholders, the proportional takeover provisions will be renewed and have effect on the terms set out in the amended Constitution until 28 October 2028.

This resolution is a special resolution, requiring greater than 75% of votes cast by Shareholders to vote in favour of the resolution.

4.2 Statement under the Corporations Act

The Corporations Act requires that the following information be provided to Shareholders when they are considering the renewal or refresh of proportional takeover provisions in a constitution.

4.3 What is a proportional takeover bid?

A proportional takeover bid is a takeover bid where an offer is made to each shareholder of a company to acquire a specified proportion only of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

4.4 The effect of the proportional takeover provisions

The effect of the proportional takeover provisions in rule 163 of the Company's Constitution is that if a proportional takeover bid is made for the Company, SenSen must refuse to register a transfer of Shares giving effect to any acceptance of any such bid unless the takeover bid is approved by Shareholders in general meeting.

In the event that a proportional takeover bid is made, the Directors must convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover bid. For the

resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates.

If no such resolution is voted on at least 14 days before the last day of the takeover bid period or such later date as approved by ASIC, the resolution will be deemed to have been approved. This effectively means that Shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

If the resolution is approved or deemed to have been approved, a transfer of Shares under the proportional takeover bid may be registered, provided it complies with the other provisions of the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of Shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on.

The proportional takeover provisions do not apply to full takeover bids and, if refreshed, will only apply until 28 October 2028, unless again renewed by Shareholders by passing a special resolution.

4.5 Reasons for proposing the resolution

Without the proportional takeover approval provisions, a proportional takeover bid may result in control of the Company passing without Shareholders having the opportunity to dispose of all of their Shares to the bidder. This could result in control of SenSen passing to the bidder without the payment of an adequate control premium and with Shareholders left as a minority interest in the Company.

The proportional takeover provisions lessen this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. The Directors consider that it is appropriate for Shareholders to have this right.

4.6 No knowledge of any acquisition proposals

At the date of this Notice of Annual General Meeting and Explanatory Statement, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

4.7 Review of proportional takeover provisions

The Corporations Act requires Shareholders to be given a statement which examines the advantages and disadvantages, for Directors and Shareholders, of the proportional takeover provisions proposed to be renewed or refreshed. A statement of advantages and disadvantages is set out below.

4.8 Potential advantages and disadvantages

The refresh of the proportional takeover provisions will allow Directors to formally ascertain Shareholders' views on a proportional takeover bid. Otherwise, the Directors consider that the proposed refresh of the proportional takeover provisions has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved or rejected.

The potential advantages of the refresh of the proportional takeover provisions for Shareholders are:

- (a) they give Shareholders a say in determining whether a proportional takeover bid should proceed;
- (b) they may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;

- (c) they may assist Shareholders in not being locked in as a minority interest;
- (d) they increase Shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- (e) knowing the view of the majority of Shareholders may assist each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that bid.

However, the Directors note that refreshing the proportional takeover provisions may have the following disadvantages for Shareholders:

- (a) discourage the making of proportional takeover bids in respect of the Company and may reduce any speculative element in the market price of Shares arising from the possibility of a takeover bid being made;
- (b) depress the Share price or deny Shareholders an opportunity of selling some of their Shares at a premium;
- (c) reduce the likelihood of a proportional takeover bid being successful; and
- (d) be considered to constitute an unwarranted restriction on the ability of Shareholders to deal freely with their Shares.

However, the Directors do not perceive these or any other possible disadvantages as a justification for not refreshing the proportional takeover provisions so that they apply for the next three years and consider that the potential advantages of the proportional takeover provisions for Shareholders outweigh these possible disadvantages.

4.9 Directors' recommendations

The Board recommends that Shareholders vote in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

5. Resolution 4: Issue of Shares under the SenSen Incentive Plan for past performance to a Related Party for the purposes of ASX Listing Rule 10.14 – Dr. Subhash Challa

5.1 Purpose of resolution

Resolution 4 seek Shareholder approval for the issue of a total of 129,857 Shares (**Director Incentive Shares**) to Dr. Subhash Challa (or his nominee), a Director of the Company, under the SenSen Incentive Plan (**Director Incentive Share Issue**).

The Director Incentive Shares are being issued on the basis of the satisfaction of the following stretch target for the financial year ended 30 June 2025.

Name	Target	Actual	Target met	Remuneration to be received
Subhash Challa	Revenue target of \$16,395,021	\$15,359,069	No	Nil
	EBITDA excluding share-based payments target - (\$168,789)	\$3,056,474	Yes	\$3,636

The number of Director Incentive Shares to be issued was determined by dividing the incentive remuneration to be received by the five-day VWAP of the Company's share price ending on the day prior to the date of lodgement of the 30 June 2025 Annual Report, being \$0.028.

If Resolution 4 is passed, the Company will be able to proceed with the proposed issue of Director Incentive Shares and issue a total of 129,857 Director Incentive Shares to Dr. Subhash Challa (or his nominee).

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Director Incentive Shares to Dr. Subhash Challa (or his nominee).

5.2 Chapter 2E of the Corporations Act

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:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 issue of the Director Incentive Shares to Dr. Subhash Challa (or his nominee) constitutes giving a financial benefit to him. Dr. Subhash Challa is a Related Party of the Company by virtue of being a Director.

The Board has considered the Director Incentive Share Issue and, taking into account the circumstances of the Company and its Subsidiaries, the circumstances of Dr. Subhash Challa, and the remuneration practices of other similar entities, considers that the financial benefits provided to Dr. Challa by way of the issue of Director Incentive Shares (together with the other elements of his remuneration package) constitute reasonable remuneration.

All Directors, other than Dr. Subhash Challa, note that:

- the issue of the Director Incentive Shares to Dr. Subhash Challa are a means of retaining on the Board, persons of the calibre and with the skills and experience that Dr. Subhash Challa has and aligning the interests of Dr. Subhash Challa with those of Shareholders;
- the issue of the Director Incentive Shares is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Dr. Subhash Challa; and
- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Director Incentive Shares on the terms proposed.

5.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders.

Once shareholder approval is obtained under ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12, Exception 8 which provides that approval under ASX Listing Rule 10.11 is not required for an issue of equity securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under ASX Listing Rule 10.14.

Also, approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Incentive Shares as approval is being obtained under ASX Listing Rule 10.14. Accordingly, under ASX Listing Rule 7.2, Exception 14, the issue of the Director Incentive Shares to Dr. Subhash Challa (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 Information required pursuant to ASX Listing Rule 10.15

The following information is provided in accordance with ASX Listing Rule 10.15:

The names of the persons to whom the Company will issue the securities:	The person to participate in the Director Incentive Share Issue is Dr. Subhash Challa (or his nominee).								
Category in ASX Listing Rule 10.14.1-10.14.3 that the person falls within and why:	Dr. Subhash Challa falls within ASX Listing Rule 10.14.1 as he is a Director of the Company. His nominee (if applicable) would fall under ASX Listing Rule 10.14.2 as they would be an associate of Dr. Subhash Challa.								
Number and class of securities proposed to be issued under the scheme for which approval is being sought:	The number of Director Incentive Shares that may be acquired by Dr. Challa (or his nominee) under the SenSen Incentive Plan is 129,857 Director Incentive Shares, which are fully paid ordinary shares in the Company. This number was calculated on the basis as detailed in paragraph 5.1.								
If the person is a director under 10.14.1 or an associate of a director under rules 10.14.2 or 10.14.3, details of the directors' current remuneration package:	The current remuneration for Dr. Subhash Challa is detailed below: <table><tr><th>Director</th><th>Current total cash remuneration (inclusive of superannuation)</th><th>Other</th></tr><tr><td>Dr. Subhash Challa</td><td>\$405,454</td><td>\$190,788</td></tr></table>			Director	Current total cash remuneration (inclusive of superannuation)	Other	Dr. Subhash Challa	\$405,454	\$190,788
Director	Current total cash remuneration (inclusive of superannuation)	Other							
Dr. Subhash Challa	\$405,454	\$190,788							
The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities:	Dr. Subhash Challa was previously issued incentives under the current 2023 SenSen Incentive Plan as detailed below: <table><tr><th>Director</th><th>Security issued</th><th>Acquisition price</th></tr><tr><td>Dr. Subhash Challa</td><td>9 Performance Rights</td><td>Nil</td></tr></table>			Director	Security issued	Acquisition price	Dr. Subhash Challa	9 Performance Rights	Nil
Director	Security issued	Acquisition price							
Dr. Subhash Challa	9 Performance Rights	Nil							
If the securities are not fully paid ordinary securities: <ul style="list-style-type: none">A summary of the material terms of the securitiesAn explanation of why the type of security is being usedThe value the entity attributes to that security and its basis	N/A, the proposed Director Incentive Shares are fully paid ordinary shares to be issued on the same terms as all other ordinary shares on issue in the Company.								
The date or dates on or by which the entity will issue the securities:	It is proposed that Dr. Subhash Challa (or his nominee) will be issued the Director Incentive Shares as soon as practicable (and in any event within 3 years) after the date of the Annual General Meeting.								
The price at which the entity will issue the securities to the person under the scheme:	The Director Incentive Shares will be issued to Dr. Subhash Challa (or his nominee) for nil consideration, as part of his remuneration package.								
A summary of the material terms of the scheme:	A summary of the material terms of the SenSen Incentive Plan is set out in Schedule 1 to this Notice of Annual General Meeting and Explanatory Statement.								
A summary of the material terms of any loan that will be made to the person in relation to the acquisition:	No loan will be provided in relation to the acquisition of the Director Incentive Shares.								

A statement as required under ASX Listing Rule 10.15.11:	<p>Details of any Director Incentive Shares issued under the SenSen Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Director Incentive Shares under the SenSen Incentive Plan after the resolution is approved and who were not named in the Notice of Annual General Meeting and Explanatory Statement will not participate until approval is obtained under that rule.</p>
Voting exclusion statement	Voting exclusion statements in respect of Resolution 4 is set out in the Notice of Annual General Meeting.

5.5 Directors' recommendations

Resolution 4 is an ordinary resolution and so it requires the approval of more than 50% of the votes cast by Shareholders.

The Board (with Dr. Subhash Challa abstaining) recommends that Shareholders vote in favour of Resolution 4 and refer to paragraph 5.2.

The Chair intends to vote all undirected proxies in favour of Resolution 4.

6. Resolution 5: Grant of Performance Rights under the SenSen Incentive Plan for future performance to a Related Party for the purposes of ASX Listing Rule 10.14 – Dr. Subhash Challa

6.1 Purpose of resolution

The Company has agreed, subject to obtaining Shareholder approval, that Dr. Subhash Challa (or his nominee), the Managing Director of the Company, be issued 2 Performance Rights pursuant to the SenSen Incentive Plan.

The purpose of the issue of the Performance Rights to Dr. Subhash Challa (or his nominee) is to further motivate and reward Dr. Subhash Challa to achieve a stretch performance for FY26.

The Performance Rights will be convertible into Shares in SenSen subject to satisfaction of stretch targets for FY26 linked to revenue and EBITDA (excluding the impact of share-based payment expense). Full detail is provided below.

If Resolution 5 is passed, the Company will be able to proceed with the proposed issue of 2 Performance Rights to Dr. Subhash Challa (or his nominee).

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the 2 Performance Rights to Dr. Subhash Challa (or his nominee).

6.2 Nature of the existing Performance Rights for FY26

For FY26, Dr. Subhash Challa already holds 3 Performance Rights. Those Performance Rights are convertible into Shares based on the satisfaction of the following targets:

- (a) continued service period;
- (b) revenue hurdles; and
- (c) EBITDA (excluding share-based payments expense) hurdles.

A snapshot of the targets is detailed below:

Allottee	Issue date	Target measures (1 Performance Right / Target Measure for each year)		
		Service recognition	Revenue Target	EBITDA excl. SBP
Dr. Subhash Challa 2025/2026	1/12/23	50%	40%	10%

The percentage eligible to be earned under the Performance Rights each year is as follows:

Name	Issue date	Salary	% eligible to be earned each year	Potential value of the Performance Rights each year
Dr. Subhash Challa	1/12/23	\$363,636	50%	\$181,818

Detail of each of the three targets is provided below:

Service recognition

Service	Percentage Rights Vesting
Less than 12 months (commences from commencement of employment with SenSen)	Nil
Threshold: 1 year to 3 years	75%
Target: 3 years	100%

In order to receive the above, Dr. Subhash Challa must continue to be retained by SenSen. This is assessed at 30 June each financial year.

Revenue Target

- (a) Revenue 25% greater than revenue hurdle established for FY2025 as recorded in the 30 June 2025 Annual Report, being \$19,198,836.
- (b) Continued service to vesting date.

EBITDA Target (excluding share based payments expense)

- (a) EBITDA (excluding share based payments expense) 25% greater than the EBITDA (excluding share based payments expense) hurdle established for FY2025 as recorded in the 30 June 2025 Annual Report, being \$3,820,593.
- (b) Continued service to vesting date.

6.3 New Performance Rights for FY26

By way of Resolution 6, an additional 2 Performance Rights will be issued, and will provide for a stretch target as follows:

Revenue Target

- (a) Revenue 35% greater than the revenue hurdle established for FY2025 as recorded in the 30 June 2025 Annual Report, being \$20,734,743.

EBITDA Target (excluding share-based payments expense)

- (a) EBITDA (excluding share-based payments expense) 35% greater than the EBITDA (excluding share based payments expense) hurdle established for FY2025 as recorded in the 30 June 2025 Annual Report, being \$4,126,240.

By way of example - If by the date of lodgement of the 30 June 2026 Annual Report, Dr. Subhash Challa has been retained throughout that period, and SenSen had revenue of \$20,734,743 or greater and EBITDA (excluding share-based payment expense) of \$4,126,240 or greater, then he would be eligible for the following:

Name	Target	Actual	Target met	Stretch target met	Remuneration to be received
Subhash Challa	Service recognition – Service over the year	Retained throughout period	Yes	N/A	\$90,909
	FY26 revenue target of \$20,734,743	\$20,734,743 or greater	Yes	Yes	\$72,727 Plus \$14,545 stretch target
	FY26 EBITDA excluding share based payment expense target of \$4,126,240	\$4,126,240 or greater	Yes	Yes	\$18,182 Plus \$3,636 stretch target

These 2 Performance Rights will be issued for nil consideration. The conversion price is based on a 5-day VWAP of SenSen's share price prior to the lodgement of the annual report and is based on the relevant percentage of Dr. Subhash Challa's salary as at 30 June 2025.

The number of Shares to be issued would then be determined by dividing the incentive remuneration to be received by the five-day VWAP of the Company's share price ending prior to the lodgement of the 30 June 2026 Annual Report.

6.4 Chapter 2E of the Corporations Act

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:

- (b) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (c) 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 issue of the Performance Rights to Dr. Subhash Challa (or his nominee) constitutes giving a financial benefit to him. Dr. Subhash Challa is a Related Party of the Company by virtue of being a Director.

The Board has considered the Performance Rights and, taking into account the circumstances of the Company and its Subsidiaries, the circumstances of Dr. Subhash Challa, and the remuneration practices of other similar entities, considers that the financial benefits provided to Dr. Subhash Challa by way of the issue of the 2 Performance Rights (together with the other elements of his remuneration package) constitutes reasonable remuneration.

All Directors, other than Dr. Subhash Challa, notes that:

- (a) the grant of the 2 Performance Rights to Dr. Subhash Challa is a means of retaining on the Board, persons of the calibre and with the skills and experience that Dr. Subhash Challa has and aligning the interests of Dr. Subhash Challa with those of Shareholders;
- (b) the grant of the Performance Right is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if cash remuneration were given to those Directors; and

- (c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights on the terms proposed.

6.5 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders.

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 the Company.

ASX Listing Rule 10.12, Exception 8 provides that approval under ASX Listing Rule 10.11 is not required for an issue of equity securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under ASX Listing Rule 10.14.

Also, approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Performance Rights as approval is being obtained under ASX Listing Rule 10.14. Accordingly, under ASX Listing Rule 7.2, Exception 14, the issue of the Performance Rights to Dr. Subhash Challa (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.

6.6 Information required pursuant to ASX Listing Rule 10.15

The following information is provided in accordance with ASX Listing Rule 10.15:

The names of the persons to whom the Company will issue the securities:	The person to participate in the grant of Performance Rights is Dr. Subhash Challa (or his nominee).								
Category in ASX Listing Rule 10.14.1-10.14.3 that the person falls within and why:	Dr. Subhash Challa falls within ASX Listing Rule 10.14.1 as he is a Director of the Company. His nominee (if applicable) would fall under ASX Listing Rule 10.14.2 as they would be an associate of Dr. Subhash Challa.								
Number and class of securities proposed to be issued under the scheme for which approval is being sought:	<p>The number of Performance Rights that may be acquired by Dr. Subhash Challa (or his nominee) under the SenSen Incentive Plan is 2 Performance Rights, which will be convertible into Shares in SenSen subject to satisfaction of stretch targets for FY26 linked to revenue and EBITDA (excluding the impact of share-based payment expense).</p> <p>This number was calculated on the basis as detailed in paragraph 6.3.</p>								
If the person is a director under 10.14.1 or an associate of a director under rules 10.14.2 or 10.14.3, details of the directors' current remuneration package:	<p>The current remuneration for Dr. Subhash Challa is detailed below:</p> <table><tr><th>Director</th><th>Current total cash remuneration (inclusive of superannuation)</th><th>Other</th></tr><tr><td>Dr. Subhash Challa</td><td>\$405,454</td><td>\$190,788</td></tr></table>			Director	Current total cash remuneration (inclusive of superannuation)	Other	Dr. Subhash Challa	\$405,454	\$190,788
Director	Current total cash remuneration (inclusive of superannuation)	Other							
Dr. Subhash Challa	\$405,454	\$190,788							
The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities:	<p>Dr. Subhash Challa was previously issued incentives under the current 2023 SenSen Incentive Plan as detailed below:</p> <table><tr><th>Director</th><th>Securities issued</th><th>Acquisition price</th></tr><tr><td>Dr. Subhash Challa</td><td>9 Performance Rights</td><td>Nil</td></tr></table>			Director	Securities issued	Acquisition price	Dr. Subhash Challa	9 Performance Rights	Nil
Director	Securities issued	Acquisition price							
Dr. Subhash Challa	9 Performance Rights	Nil							
If the securities are not fully paid ordinary securities:	<p>Refer to paragraph 6.3 for details of the terms of the Performance Rights.</p> <p>A summary of the material terms of the SenSen Incentive Plan is set out in Schedule 1 to this Notice of Annual General Meeting and Explanatory Statement.</p>								

<ul style="list-style-type: none"> • A summary of the material terms of the securities • An explanation of why the type of security is being used • The value the entity attributes to that security and its basis 	<p>Performance Rights are proposed to be issued as these will convert into Shares on satisfaction of various hurdles relating to service, revenue and EBITDA excluding share based payments expense. Refer to paragraph 6.4 for detail on the rationale for the issue.</p> <p>SenSen attributes the following value to the 2 Performance Rights: \$18,181.</p> <p>The financial value is calculated by way of the amount that may be received by Dr. Subhash Challa should the stretch targets for revenue and EBITDA be achieved.</p> <p>If the hurdles are achieved the incentive is paid via a share issue based on the five-day VWAP of the Company's share price prior to the lodgement of the 30 June 2026 Annual Report.</p>
The date or dates on or by which the entity will issue the securities:	It is proposed that Dr. Subhash Challa (or his nominee) will be issued the Performance Rights as soon as practicable (and in any event within 3 years) after the date of the Annual General Meeting. They are then convertible into Shares as detailed above.
The price at which the entity will issue the securities to the person under the scheme:	The Performance Rights will be issued to Dr. Subhash Challa (or his nominee) for nil consideration, as part of his remuneration package.
A summary of the material terms of the scheme:	<p>A summary of the material terms of the SenSen Incentive Plan is set out in Schedule 1 to this Notice of Annual General Meeting and Explanatory Statement.</p> <p>Refer to paragraph 6.3 for detail of the Performance Rights stretch targets.</p>
A summary of the material terms of any loan that will be made to the person in relation to the acquisition:	No loan will be provided in relation to the acquisition of the Performance Rights.
A statement as required under ASX Listing Rule 10.15.11:	<p>Details of any Performance Rights issued under the SenSen Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the SenSen Incentive Plan after the resolution is approved and who were not named in the Notice of Annual General Meeting and Explanatory Statement will not participate until approval is obtained under that rule</p>
Voting exclusion statement	Voting exclusion statements in respect of Resolution 5 is set out in the Notice of Annual General Meeting.

6.7 Directors' recommendations

Resolution 5 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Board (with Dr. Subhash Challa abstaining) recommends that Shareholders vote in favour of Resolution 5 and refer to paragraph 6.4.

The Chair intends to vote all undirected proxies in favour of Resolution 5.

Schedule 1 – Summary of the terms of the SenSen Incentive Plan

Eligibility	The SenSen Networks Limited (Company) Employee Incentive Plan (Plan) is open to any Eligible Employee. Eligible Employee means directors and employees who are declared by the Board in its sole and absolute discretion to be eligible to receive grants of employee incentives, including Options, Performance Rights and/or Incentive Shares, under the Plan.
Securities	The Plan sets out the terms for the issue of Options (an option to subscribe for, acquire and/or be allocated one share), Performance Rights (a right granted under the Plan to be issued one share) and Incentive Shares (any shares issued as a result of an offer being accepted by a participant) (collectively, Employee Incentives) to Eligible Employees.
Maximum allocation	<p>An offer of Employee Incentives may only be made under the Plan if the aggregation of the following:</p> <ul style="list-style-type: none"> • number of Shares that may be issued if each outstanding Option and Performance Right were exercised; plus • the number of Incentive Shares issued, <p>pursuant to the Plan or any other group employee incentive scheme during the previous 3 years does not exceed 5% of the total number of shares on issue at the time of the proposed issue.</p> <p>For the avoidance of doubt:</p> <ul style="list-style-type: none"> • the percentage detailed above excludes any Performance Rights, Options or Incentive Shares issued under section 708 of the Corporations Act or to Participants lawfully made outside of Australia; • the percentage detailed above excludes any Performance Rights where payment is not required from an Eligible Employee; and • where an Employee Incentive lapses without being exercised, the Employee Incentive concerned shall be excluded from any calculation.
Offer	<p>The Board may make an offer to the Eligible Employee (Offer).</p> <p>An Offer must be set out in an offer letter delivered to the Eligible Employee and it may specify:</p> <ul style="list-style-type: none"> • the number of Options, Performance Rights or Incentive Shares; • the conditions on the Offer (Offer Conditions); • the date on which Employee Incentives are granted to a Participant (Grant Date); • the fee payable by a Participant on the grant of Employee Incentives (Fee) (if any); • the performance requirements (as specified in the offer letter) which must be met prior to the vesting of an Employee Incentive (Performance Criteria) (if any); • the time-based requirements or conditions (as specified in the Offer) which must be met prior to Employee Incentives (as applicable) vesting in a Participant (Vesting Conditions) (if any); • the exercise price payable (if any) by a Participant to acquire a share upon the exercise of an Option as specified in the Offer (Exercise Price); • the period up to the Expiry Date during which a vested Option may be exercised (Exercise Period) (if applicable); • the period in which the Performance Criteria must be satisfied in respect of an Employee Incentive (Performance Period) (if applicable); and • the date when an Offer lapses (Expiry Date) and the period commencing on the Grant Date and ending on the Expiry Date (Term) (if applicable). <p>An Offer must be accompanied by an application by an Eligible Employee to participate in the Plan (Application), the terms and conditions of the relevant Employee Incentive and a copy of the Plan. Once the Application has been returned to the Company, the Eligible Employee becomes a participant in the Plan (Participant).</p>

	<p>A person to whom an Offer is made may accept the Offer by completing the Application and giving it to the Board by 5:00pm on the last day of the acceptance period specified in the offer letter.</p>
Quotation	<p>The Company will not seek official quotation of any Options, Performance Rights or Incentive Shares.</p> <p>The Company must use all reasonable endeavours to obtain the grant of quotation of Incentive Shares or Shares issued on exercise of Options or conversion of Performance Rights under this Plan on the ASX and, subject to the ASX Listing Rules, on any other exchange on which Shares are quoted. This is subject to there being no applicable trading restrictions under the Plan, the ASX Listing Rules or the Corporations Act.</p>
Lapse of Options and performance Rights	<p>Subject to the discretion of the Board, a Participant's Options and/or Performance Rights shall automatically be cancelled for no consideration on the earliest to occur of the following:</p> <ul style="list-style-type: none"> • subject to the Good Leaver and Bad Leaver provisions, ten (10) business days after the cessation of employment, contractual engagement or office of a Participant with the Company or any member of the group such that the Participant is no longer an employee, contractor or officer of any member of the group or the Company; • where fraudulent or dishonest actions have occurred; • if applicable Performance Criteria and/or Vesting Conditions are not achieved by the relevant time; • if the Board determines in its reasonable opinion that the applicable Performance Criteria and/or Vesting Conditions have not been met or cannot be met prior to the Expiry Date or the end of the Performance Period (as applicable); • the Expiry Date; • where the Board has determined that the Participant has, by any act or omission, brought the group into disrepute or acted contrary to the interests of the Company or the group; • the receipt by the Company of notice from the Participant (after the death or total and permanent disablement of the Participant (Special Circumstance)) that the Participant has elected to surrender the Employee Incentives; or • any other circumstances specified in any offer letter pursuant to which the Employee Incentives were issued. <p>An Offer of Options, Performance Rights and/or Incentive Shares can lapse before any of the securities detailed in such Offers are issued in the absolute discretion of the Board.</p> <p>The Board may decide to allow a Participant to:</p> <ul style="list-style-type: none"> • with respect to Options - retain and exercise any or all of their Options, whether or not the Vesting Conditions or Performance Criteria (as applicable) have been satisfied, and whether or not the Options would otherwise have lapsed, provided that no Options will be capable of exercise later than the relevant Expiry Date for those Options; • with respect to Performance Rights - retain any Performance Rights regardless of: <ul style="list-style-type: none"> ○ the expiry of the Performance Period to which those Performance Rights relate; or ○ any failure by the Participant to satisfy in part or in full the Performance Criteria or Vesting Conditions (as applicable) specified by the Board in respect of those Performance Rights; <p>in which case, the Board may:</p> <ul style="list-style-type: none"> ○ determine that any or all of those retained Performance Rights shall vest and the corresponding shares shall be provided to the Eligible Employee; or ○ determine a new Performance Period or Vesting Conditions (as applicable) for those retained Performance Rights and notify the Participant of the determination as soon as practicable; and • with respect to Incentive Shares – once Incentive Shares are issued, they cannot lapse. They can, however, be treated in accordance with the buy-back provisions of the Plan.

Rights attaching to shares	Any Shares allotted, issued or transferred by the Company to a Participant under the Plan will rank equally with all existing Shares on and from the date of allotment, issue or transfer in respect of all rights, bonus issues and dividends which have a record date for determining entitlements on or after the date of allotment, issue, or transfer of those Shares.
Good Leaver and Bad Leaver	<p>Good Leaver</p> <p>Where a Participant who holds Employee Incentives becomes a good leaver as determined by the Board when the Participant ceases employment with the Company (Good Leaver):</p> <ul style="list-style-type: none"> all vested Options which have not been exercised in accordance with the rules in respect to the operation of the Plan (Rules) will continue in force and remain exercisable for 90 days after the date the Participant becomes a Good Leaver, unless the Board determines otherwise in its sole and absolute discretion, after which the Options will lapse; and the Board may at any time, in its sole and absolute discretion (subject to the <i>Corporations Act 2001</i> (Cth) and ASX Listing Rules), do one or more of the following: <ul style="list-style-type: none"> permit unvested Employee Incentives held by the Good Leaver to vest; permit such unvested Employee Incentives held by the Good Leaver or his or her nominee(s) to continue to be held by the applicable holder, with the Board having the discretion to amend the vesting criteria (including any Offer Conditions, Performance Criteria or Vesting Conditions) or reduce the exercise period of such unvested Employee Incentives; or determine that the unvested Employee Incentives will lapse. <p>However, this is subject to where a person is a Good Leaver due to a Special Circumstance, the nominated beneficiary shall be entitled to benefit from any exercise of the above discretionary powers by the Board.</p> <p>Bad Leaver</p> <p>Where a Participant who holds Employee Incentives ceases employment with the Company and becomes a bad leaver, including for fraudulent or dishonest actions, unless otherwise determined by the Board (Bad Leaver):</p> <ul style="list-style-type: none"> unless the Board determines otherwise, in its sole and absolute discretion, all vested and unvested Employee Incentives will lapse; and the Board may determine to exercise the right to buy back any shares issued upon exercise of an Option or conversion of a Performance Rights in accordance with the terms of the Plan.
Fraudulent or dishonest actions	<p>The Board may (in its absolute discretion) deem all Employee Incentives held by the Participant or former Participant to be automatically forfeited if, in the reasonable opinion of the Board, a Participant:</p> <ul style="list-style-type: none"> acted fraudulently or dishonestly; wilfully breaches his or her duties to the Company or any member of the group; has, by any act or omission, in the opinion of the Board (determined in its absolute discretion), brought the Company, the group, its business or reputation into disrepute or is contrary to the interest of the Company or the group; commits any material breach of the provisions of any employment contract entered into by the Participant with any member of the group; commits any material breach of any of the policies of the group or procedures or any laws, rules or regulations applicable to the Company or the group; is subject to allegations, has been accused of, charged with or convicted of fraudulent or dishonest conduct in the performance of the Participant's (or former Participant's) duties, which in the reasonable opinion of the relevant directors of the group effects the Participant's suitability for employment with that member of the group, or brings the Participant or the relevant member of the group into disrepute or is contrary to the interests of the Company or the group; is subject to allegations, has been accused of, charged with or convicted of any criminal offence which involves fraud or dishonesty or any other criminal offence which Board determines (in its absolute discretion) is of a serious nature;

	<ul style="list-style-type: none"> • has committed any wrongful or negligent act or omission which has caused any member of the group substantial liability; • has become disqualified from managing corporations in accordance with Part 2D.6 of the Corporations Act or has committed any act that, pursuant to the Corporations Act, may result in the Participant being banned from managing a corporation; • has committed serious or gross misconduct, wilful disobedience or any other conduct justifying termination of employment without notice; • has wilfully or negligently failed to perform their duties under any employment contract entered into by the Participant with any member of the group; • has engaged in a transaction which involves a conflict of interest to their employment with the Company resulting in the Participant or former Participant obtaining a personal benefit; • has acted in such a manner that could reasonably be seen as being inconsistent with the culture and values of the Company; or • any other act that the Board determines in its absolute discretion to constitute fraudulent or dishonest by the Participant or former Participant.
Buy-back	<p>Employee Incentives issued pursuant to this Plan will be subject to the Company's right to buy-back and may at any time be immediately bought-back by the Company:</p> <ul style="list-style-type: none"> • if the Participant holding the Employee Incentives ceases employment or office where the Offer Conditions, Performance Criteria and/or Vesting Conditions attaching to the Employee Incentives have not been met by the time of cessation (as determined by the Board in its sole discretion); • the bad leaver provisions set out in the Plan apply; • the fraudulent or dishonest actions provisions set out in the Plan apply; • the Options, Performance Rights or offer of Incentive Shares have lapsed; or • if the Board determines in its reasonable opinion that the applicable Performance Criteria and/or Vesting Conditions have not been met by the end of the Expiry Date. <p>Unless determined otherwise by the Board in its absolute discretion, the total price on which all Employee Incentives held by a Participant may be bought-back by the Company is an aggregate of \$1.00 for all the relevant Employee Incentives.</p>
Amendment	<p>The Board may at any time amend these Rules or the terms and conditions upon which any Employee Incentives have been issued under the Plan.</p> <p>No amendment to these Rules or to Employee Incentives granted under the Plan may be made if the amendment, in the opinion of the Board, materially reduces the rights of any Participant in respect of Employee Incentives granted to them prior to the date of the amendment, other than an amendment introduced primarily to comply with present or future legislation governing the Plan, to correct a manifest error, to allow the implementation of a trust arrangement, to comply with applicable laws or to take into consideration adverse taxation implications or an amendment agreed to in writing.</p> <p>The Board may from time to time amend the terms of the Plan as they will apply in particular jurisdictions or circumstances by means of an addendum to the rules.</p>
Termination and suspension	<p>The Board may at any time terminate or amend the Plan or suspend the operation of the Plan for such period or periods as it thinks fit.</p>
Terms and conditions of Options	<p>(Entitlement) Each vested Option entitles the Participant holding the Option to subscribe for, or to be transferred, one share on payment of the Exercise Price.</p> <p>(Exercise Period) The Exercise Period will be determined by the Board in its sole and absolute discretion.</p> <p>(Conditions for Vesting and Exercise) The Board will determine prior to an Offer being made and specify in the Offer any Performance Criteria and/or Vesting Conditions attaching to the Options. Options will only vest and be exercisable if the applicable Performance Criteria and/or Vesting Conditions (if any) have been satisfied, waived by the Board, or are deemed to have been satisfied under the rules. In the event of a liquidity event, the Board in its absolute discretion may waive any vesting or exercise criteria in respect of some or all Options held by a Participant.</p>

(Cashless exercise of Options) Subject to the discretion of the Board, the Participant may elect to set off the Exercise Price for the Options against the number of shares they are entitled to receive upon exercise, in which case the holder would receive shares to the value of the surplus after the Exercise Price has been set off (**Cashless Exercise Facility**). However, if the Cashless Exercise Facility is elected, the Participant will only be issued the number of shares equal in value to the difference between the total Exercise Price otherwise payable on the Options being exercised and the then market value of the shares. If the difference is zero or negative, then a Participant will not be entitled to use the Cashless Exercise Facility.

(Shares issued on exercise) Shares issued on the exercise of the Options rank equally with all existing shares.

(Quotation of the Shares issued on exercise) If admitted to the official list of ASX at the time, the Company will apply to ASX for quotation of the shares issued upon the exercise of the Options.

(Adjustment for reorganisation) The number of Options held by a Participant under the Plan may, in the sole and absolute discretion of the Board, be determined to be such number as is appropriate and so that the Participant does not suffer any material detriment following any variation in the share capital of the Company arising from a reduction, subdivision or consolidation of share capital, from a reorganisation of share capital, from a distribution of assets in specie, from the payment of a dividend (otherwise than in the ordinary course) of an amount substantially in excess of the Company's normal distribution policy, or from any issue of ordinary shares or other equity securities or instruments which convert into ordinary shares by way of capitalisation of profits or reserves.

(Adjustment for rights Issue) If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will be reduced according to the formula provided in the terms.

(Adjustment for bonus Issue) If the Company makes a bonus issue of shares or other securities to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment), the number of shares which must be issued on the exercise of a Participant's Options will be increased to the number of shares which the Participant would have received if the Participant had exercised those Options before the record date for the bonus issue, and no change will be made to the Exercise Price.

(Change of Control) Where the Company announces a change of control event (i.e. approval of a scheme of arrangement, a takeover bid, a person acquiring more than 50.1% of the issued shares or the sale of the business (**Change of Control Event**)) has occurred or is likely to occur:

- a Participant may exercise their Options regardless of the Vesting Conditions having been satisfied, provided that no Option will be capable of exercise later than the Expiry Date; and
- if the Board has procured an offer for all holders of Options on like terms to the terms proposed in relation to issued shares under the Change in Control Event and this offer has not been accepted by the end of the offer period, the Options will lapse within 10 days of the end of that offer period.

(Participant rights) A Participant who holds Options is not entitled by virtue of holding those Options to:

- notice of, or to vote or attend at, a meeting of the shareholders of the Company; or
- receive any dividends declared by the Company,
- participate in any new issues of securities offered to shareholders during the term of the Performance Rights, or
- cash for the Options or any right to participate in surplus assets or profits of the Company on winding up,

unless and until the Options are exercised and the Participant holds shares in the Company.

(Quotation of Options) The Company will not seek official quotation of any Options.

(Assignment) Options granted under this Plan may not be assigned, transferred, encumbered with a security interest in or over them, unless prior Board consent is obtained or such assignment or transfer occurs by force of law upon the death or total

	and permanent disablement of a Participant to the Participant's legal personal representative.
Terms and conditions of Performance Rights	<p>(Entitlement) The Board may offer Performance Rights to any Participant in its sole discretion. Each Performance Right confers an entitlement to be provided with one Share, credited as fully paid, at no cost, upon the full satisfaction of the Performance Criteria and/or Vesting Conditions specified by the Board in relation to that Performance Right.</p> <p>(Performance Criteria/Vesting Conditions and variation to Performance Criteria/Vesting Conditions) The Board will determine prior to an Offer being made and specify in the Offer any Performance Criteria, Vesting Conditions, Performance Period or Expiry Date attaching to the Performance Rights. The Performance Rights will only vest and entitle the Participant to be issued Shares if the applicable Performance Criteria and/or Vesting Conditions (if any) have been satisfied prior to the end of the Performance Period, waived by the Board, or are deemed to have been satisfied under the rules.</p> <p>(Satisfaction of Performance Criteria) The Board will determine in its sole discretion whether (and, where applicable, to what extent) the Participant has satisfied the Performance Criteria and/or Vesting Conditions (if any) applicable to the Performance Rights at the end of the Performance Period. After making that determination the Board must allot and issue, or transfer, the number of Shares which the Participant is entitled to acquire upon satisfaction of the Performance Criteria and/or Vesting Conditions for the relevant number of Performance Rights held.</p> <p>(Lapse of Performance Rights) Where Performance Rights have not satisfied the Performance Criteria by the end of the Performance Period or the Expiry Date (whichever occurs earlier), those Performance Rights will automatically lapse.</p> <p>(Shares issued on conversion) Shares issued on the satisfaction of the Performance Criteria and/or Vesting Conditions attaching to the Performance Rights rank equally with all existing shares.</p> <p>(Quotation of the shares issued on conversion) If admitted to the official list of ASX at the time, the Company will apply to ASX for quotation of the shares issued upon the vesting of the Performance Rights.</p> <p>(Adjustment for reorganisation) If there is any reorganisation of the issued share capital of the Company, the terms of Performance Rights and the rights of the Participant who holds such Performance Rights will be varied, including an adjustment to the number of Performance Rights, in accordance with the Listing Rules that apply to the reorganisation.</p> <p>(Adjustment for rights issue) If, during the term of any Performance Right, the Company makes a pro rata issue of securities to the shareholders by way of a rights issue, a Participant shall not be entitled to participate in the rights issue in respect of any Performance Rights. A Participant will not be entitled to any adjustment to the number of Shares they are entitled to or adjustment to any Performance Criteria and/or Vesting Conditions which is based, in whole or in part, upon the Company's share price, as a result of the Company undertaking a rights issue.</p> <p>(Adjustment for bonus issue) If, during the term of any Performance Rights, shares are issued pro rata to shareholders generally by way of bonus issue, the number of Performance Rights to which the Participant is then entitled, shall be increased to a number equal to the number of shares which the Participant would have been entitled to receive if the Performance Rights then held by the Participant had vested immediately prior to the record date for the bonus issue.</p> <p>(Change of Control) Where the Company announces a change of control event has occurred or is likely to occur, all granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether any Performance Criteria or Vesting Conditions have been satisfied.</p> <p>(Participant rights) A Participant who holds Performance Rights is not entitled by virtue of holding those Performance Rights to:</p> <ul style="list-style-type: none"> • notice of, or to vote or attend at, a meeting of the shareholders; or • receive any dividends declared by the Company, • participate in any new issues of securities offered to shareholders during the term of the Performance Rights, or • cash for the Performance Rights or any right to participate in surplus assets of profits of the Company on winding up,

unless and until the Performance/ Vesting Conditions are satisfied and the Participant holds shares.

(Quotation) The Company will not seek official quotation of any Performance Rights.

(No transfer of Performance Rights) Unless otherwise determined by the Board, Performance Rights cannot be transferred to or vest in any person other than the Participant.

Part D – Glossary

\$	Australian dollars.
Annual General Meeting	The 2025 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.
Closely Related Party	Means: <ul style="list-style-type: none"> • 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 <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	The <i>Corporations Regulations 2001</i> (Cth).
Directors	The current directors of the Company.
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 C 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 D 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 or Notice	The notice of the Annual General Meeting accompanying the Explanatory Statement for the Annual General Meeting and contained in Part A to this booklet.
Part	A part to this Notice of Annual General Meeting.
Performance Rights	A performance right to be issued under the SenSen Incentive Plan convertible into Shares on satisfaction of certain targets as detailed in section 6 of the Explanatory Statement.
Proxy Form	<p>The online proxy form.</p> <p>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.</p> <p>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.</p>
Related Party	Has the meaning given in section 228 of the Corporations Act.
Remuneration Report	The remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2025.
SenSen Incentive Plan	The incentive plan of the Company summarised in Schedule 1 .

Shareholders	The holders of all Shares issued in the Company and Shareholder means any one of them.
Shares	The ordinary shares on issue in the share capital of the Company and Share means any one of them.

Proxy Voting Form

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

Your proxy voting instruction must be received by **10:00am (AEST) on Sunday, 26 October 2025**, 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://automicgroup.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 (AEST) on Tuesday, 28 October 2025 and physically at 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.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

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, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4 and 5 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 Automatic, 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.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Ms Jennifer Martin as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Renewal of proportional takeover provision	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Issue of Shares under the SenSen Incentive Plan for past performance to a Related Party for the purposes of ASX Listing Rule 10.14 – Dr. Subhash Challa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Grant of Performance Rights under the SenSen Incentive Plan for future performance to a Related Party for the purposes of ASX Listing Rule 10.14 – Dr. Subhash Challa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director and Sole Company Secretary

Securituholder 2

Director

Securituholder 3

Director / Company Secretary

Contact Name:

[illegible]

Email Address:

[illegible]

Contact Daytime Telephone

[illegible]

Date (DD/MM/YY)

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