

13 October 2017

Dear Shareholder,

On behalf of your Board of Directors, it is my pleasure to invite you to the 2017 Annual General Meeting of Senetas Corporation Limited.

#### MEETING DETAILS

**Date:** Thursday, 16 November 2017

**Time:** 10.30am (Australian Eastern Daylight Savings Time – Melbourne Time)

**Venue:** The Royce Hotel, 379 St Kilda Road, Melbourne

#### REGISTERING YOUR ATTENDANCE ON THE DAY

If you attend the meeting, you will need to register at one of the registration desks on the day. The registration desks will be open from 10.00am (Australian Eastern Daylight Savings Time – Melbourne time). Please bring your proxy form with you and we will scan the barcode to record your attendance.

#### NOTICE AND ANNUAL REPORT

Please review our notice of meeting attached to this letter. The full Annual Report can be viewed on the company's website at:

<http://www.senetas.com/investor/annual-reports/>

#### VOTING AT THE MEETING OR BY PROXY

You may vote on the items of business to be considered at the meeting, either in person at the meeting or by completing and returning the proxy form enclosed with this letter.

**The proxy form must be received by the Company by 10:30am on Tuesday, 14 November 2017 at:**

- the Company's share registry – Computershare Investor Services Pty Limited;
- by post – GPO BOX 242, Melbourne, Victoria, 3001;
- by fax – fax number +61 3 9473 2555, within Australia 1800 783 447;
- online – [www.investorvote.com.au](http://www.investorvote.com.au); or
- for Intermediary Online subscribers only (custodians) – [www.intermediaryonline.com](http://www.intermediaryonline.com)

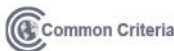
#### REFRESHMENTS

After the meeting, you are welcome to stay and enjoy some refreshments. The directors and management of Senetas look forward to seeing you on the day.

Yours sincerely



**Francis Galbally**  
Chairman



NATO Classification  
Restricted - Green

# SENETAS CORPORATION LIMITED

ACN 006 067 607

**Registered Office:** 312 Kings Way, South Melbourne, Victoria, 3205

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of Senetas Corporation Limited (Company) will be held at The Royce Hotel, 379 St Kilda Road, Melbourne on Thursday, 16 November 2017 at 10:30 am (Melbourne time).

### Business

#### 1 Financial Reports and Statements

To receive and consider the Financial Report of the Company and the Consolidated Financial Statements of the Company and the Company's controlled entities and Reports of the Directors and of the Auditor for the year ended 30 June 2017.

#### 2 Re-election of Directors

To consider and, if thought fit, to pass the following resolutions each as a separate ordinary resolution:

- (a) "That Mr Kenneth Gillespie, who retires in accordance with Rule 35(c) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."
- (b) "That Mr Lawrence David Hansen, who retires in accordance with Rule 35(c) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."

#### 3 Grant of Options to the Managing Director and Chief Executive Officer

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

"That approval is given, for the purposes of ASX Listing Rule 10.14 and all other purposes, for the Company to grant 2,000,000 options to the Managing Director and Chief Executive Officer, Mr Andrew Wilson, on the terms summarised in the Explanatory Memorandum accompanying the Notice of Meeting."

##### *Voting Exclusion*

*The Company will disregard any votes cast on Item 3:*

- *in any capacity by or on behalf of a director of the Company who is eligible to participate in the Senetas Employee Share Option Plan or any of their associates; or*
- *as a proxy by a member of key management personnel (KMP) at the date of the meeting or a closely related party of those KMP,*

*unless the vote is cast as a proxy for a person entitled to vote:*

- *in accordance with a direction on the proxy form; or*
- *by a person chairing the meeting pursuant to an express authorisation on the proxy form to exercise the proxy as they see fit, even though Item 3 is connected with the remuneration of the KMP.*

#### 4. Remuneration Report

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

"That the Remuneration Report of the Company for the year ended 30 June 2017 be adopted."

*Note: the vote on this resolution is advisory only and does not bind the directors or the Company.*

##### *Voting Exclusion*

*The Company will disregard any votes cast on Item 4:*

- *in any capacity by or on behalf of a member of KMP whose remuneration details are included in the Remuneration Report for the year ended 30 June 2017 or a closely related party of those KMP; or*
- *as a proxy by a member of KMP at the date of the meeting or a closely related party of those KMP,*

*unless the vote is cast as a proxy for a person entitled to vote:*

- *in accordance with a direction on the proxy form; or*
- *by a person chairing the meeting pursuant to an express authorisation on the proxy form to exercise the proxy as they see fit, even though Item 4 is connected with the remuneration of the KMP.*

**5 Non-executive Directors' Remuneration**

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

“That approval is given for the purposes of ASX Listing Rule 10.17, the Constitution of the Company and all other purposes, for the maximum aggregate amount of remuneration that may be paid to the Company’s non-executive directors for their services as directors in any financial year to be increased by \$250,000, from \$750,000 to \$1,000,000.”

*Voting Exclusion*

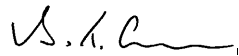
*The Company will disregard any votes cast on Item 5:*

- *in any capacity by or on behalf of a director of the Company or any of their associates; or*
- *as a proxy by a member of KMP at the date of the meeting or a closely related party of those KMP, unless the vote is cast as a proxy for a person entitled to vote:*
- *in accordance with a direction on the proxy form; or*
- *by a person chairing the meeting pursuant to an express authorisation on the proxy form to exercise the proxy as they see fit, even though Item 5 is connected with the remuneration of the KMP.*

The Explanatory Memorandum and accompanying Notes attached to this Notice are incorporated into, and form part of, this Notice.

Dated this 13 October 2017

By Order of the Board



**Brendan Case**  
Company Secretary

## Notes

- (1) Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that, for the purposes of this meeting, all ordinary shares in the Company shall be taken to be held by the persons who hold ordinary shares as registered shareholders at 7.00 pm (Melbourne time) on Tuesday, 14 November 2017 (Effective Time).
- (2) All holders of ordinary shares in the Company as at the Effective Time are entitled to attend and vote at this meeting and may appoint an individual or a body corporate as proxy to attend this meeting and vote on behalf of the shareholder (provided a valid proxy form is received by the Company by the time specified in paragraph (11) below). Share transfers registered after the Effective Time will be disregarded in determining entitlements to attend and vote at the meeting. Shareholders who are unable to attend the meeting are encouraged to appoint a proxy to attend and vote on their behalf.
- (3) A proxy need not be a shareholder of the Company.
- (4) The proxy form personalised to you and sent with this Notice should be used for this meeting.
- (5) Each shareholder who is entitled to cast 2 or more votes at this meeting may appoint 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a shareholder does not specify the proportion or number of that shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half the votes. An additional proxy form will be supplied by the Company's share registry on request.
- (6) If your proxy chooses to vote, he/she must vote in accordance with your directions. If you do not mark a box, your proxy may vote as they choose on that item (subject to any voting restrictions that apply to your proxy). However, members of the KMP (except for the person chairing the meeting) and their closely related parties are not permitted to vote your proxy on Items 3, 4 and 5 unless you have directed them how to vote. Similarly, any director eligible to participate in the Senetas Employee Share Option Plan and their associates will not be able to vote your proxy on Item 3 and no director (or an associate of a director) will be able to vote your proxy on Item 5, unless you direct them how to vote. If you intend to appoint such a person as your proxy, please ensure you direct them how to vote on Items 3, 4 and 5.
- (7) You may appoint the Chairman of the Meeting as your proxy. In addition, the Chairman of the Meeting is deemed to be appointed as your proxy where a signed proxy form is returned which does not contain the name of the proxy or where your proxy does not attend the meeting, or where the person appointed on the form has been directed to vote but either does not attend the meeting or does not vote on a poll on the resolution. If the Chairman of the Meeting is your proxy (or becomes your proxy by default), by completing and returning the proxy form you will be taken to have expressly authorised him to exercise your proxy in relation to Items 3, 4 and 5 even though the resolutions are connected directly or indirectly with the remuneration of a member of KMP. The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.
- (8) In the case of an individual shareholder, a proxy must be signed by the individual or his or her attorney duly authorised in writing. In the case of a body corporate which is a shareholder, a proxy must be executed by the body corporate in accordance with the Corporations Act and the body corporate's constitution, or signed by a duly authorised officer/s, agent/s or attorney.
- (9) If a shareholder is a body corporate or appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - a. appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
  - b. provides satisfactory evidence of the appointment of its corporate representative prior to the start of the meeting (or adjourned or postponed meeting) in the manner specified in paragraph (11). If such evidence is not received, then the body corporate (through its representative) will not be permitted to act.
- (10) Any shareholder may, by power of attorney, appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company as specified in paragraph (11).
- (11) The be effective, proxies and powers of attorneys granted by shareholders must be received by the Company by 10:30am (Melbourne time) on Tuesday, 14 November 2017 at the Company's share registry – Computershare Investor Services Pty Limited, in one of the following ways;
  - i. by post – GPO BOX 242, Melbourne, Victoria, 3001;
  - ii. by fax – fax number +61 3 9473 2555, within Australia 1800 783 447;
  - iii. online – [www.investorvote.com.au](http://www.investorvote.com.au); or
  - iv. for Intermediary Online subscribers only (custodians) – [www.intermediaryonline.com](http://www.intermediaryonline.com)

## EXPLANATORY MEMORANDUM

### Business

#### ITEM 1 - FINANCIAL REPORTS AND STATEMENTS

The *Corporations Act 2001* (Cth) (Corporations Act) requires:

- the reports of the directors and auditor; and
- the annual financial report, including the consolidated financial statements of the Company and its controlled entities for the year ended 30 June 2017;

to be laid before the annual general meeting. The Corporations Act does not require a vote of shareholders on the reports or statements. However, the shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the management of the Company.

Copies of the full financial report can be accessed on the Company's website:

<http://www.senetas.com/investor/annual-reports/>

A reasonable opportunity will also be given to shareholders as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit. Members may submit written questions for the auditor that are relevant to the content of the auditor's report or the conduct of the audit prior to the meeting. These must be submitted no later than 5pm (Melbourne time) on Thursday 9 November 2017 and should be emailed to [brendan@casegovernance.com.au](mailto:brendan@casegovernance.com.au) or mailed to 312 Kings Way, South Melbourne, Victoria, 3205.

#### ITEM 2 - RE-ELECTION OF DIRECTORS

##### 2(a) Re-election of Mr Kenneth Gillespie AC DSC CSM to the Board

Mr Ken Gillespie was appointed as an independent non-executive director of Senetas on 30 April 2013. In accordance with Rule 35(c) of the Company's Constitution, Mr Gillespie retires at this meeting and offers himself for re-election.

Mr Gillespie is an experienced and highly decorated national leader. Mr Gillespie, who served with the Australian Defence Force for over 43 years, was appointed Chief of Army in July 2008, a position he held until his retirement in June 2011.

Mr Gillespie possesses a diverse range of practical experience, including military high command, diplomacy, and private and public sector leadership. He has an enviable and successful track record for strategic review, structural reform, team building and leadership across diverse and challenging work environments and workforces.

Mr Gillespie currently sits on several boards, both public and not for profit, and provides consulting services to Government Departments, Corporations and small companies. Mr Gillespie is the Chairman of the Senetas Nomination and Remuneration Committee and is a member of the Audit and Risk Committee. Mr Gillespie is also the Chairman of ASX listed company - Indoor Skydive Australia Group Limited.

Mr Gillespie possesses a strong network of contacts in government, defence, security and commercial fields and he has considerable experience communicating with, and building consensus among diverse stakeholder groups.

Mr Gillespie is considered to be an independent director of the Company.

##### Board recommendation and Chairman's voting intention for Item 2(a)

The Board (with Mr Gillespie abstaining) unanimously recommends that shareholders vote in favour of this item of business.

The Chairman intends to vote all available proxies **in favour** of this item of business.

**(b) Re-election of Mr Lawrence David Hansen to the Board**

Mr Lawrence David (Dave) Hansen was appointed as an independent non-executive director of Senetas on 28 August 2015. In accordance with Rule 35(c) of the Company's Constitution, Mr Hansen retires at this meeting and offers himself for re-election.

Mr Hansen has had a successful career in leading international IT and data security organisations. He has a strong international M&A and business integration background, having directed world-wide teams since 2005.

Mr Hansen is currently an Operating Executive for Marlin Operations Group, Inc. Mr. Hansen joined Marlin in September 2015. Prior to joining Marlin, Mr Hansen was VP and general manager of Dell Software Group employing 3,000 staff in sales, marketing, channels and services, and oversaw its go to market strategy. Previously, Mr Hansen was President and CEO of SafeNet Inc., Senetas's global distribution partner. At SafeNet, he led a significant recapitalisation of the company that saw strong growth in revenues and profits before its successful sale to Gemalto NV.

Mr Hansen's deep knowledge of Senetas's existing and potential global customer base, sales function, product development and innovation program makes him an extremely valuable addition to the Senetas board. Mr Hansen also brings his wealth of global experience in services, products, marketing and business planning.

Mr Hansen also held the role of president and CEO of Numara Software, a \$100 million business, where he oversaw the company's successful sale and integration into BMC Software.

From 2002 to 2011, Mr Hansen held several executive positions with CA Technologies including CIO, GM - Security and GM - Enterprise Products and Solutions.

Mr Hansen is a member of the Senetas Nomination and Remuneration Committee.

Mr Hansen, a Canadian born US citizen, resides in McKinney, Texas.

Mr Hansen is considered to be an independent director.

**Board recommendation and Chairman's voting intention for Item 2(b)**

The Board (with Mr Hansen abstaining) unanimously recommends that shareholders vote in favour of this item of business.

The Chairman intends to vote all available proxies **in favour** of this item of business.

**ITEM 3 – GRANT OF OPTIONS TO THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER**

The Board (excluding Mr Wilson) has considered the overall remuneration of the Company's Managing Director and CEO, Mr Andrew Wilson, including short and long-term incentives, and accordingly seeks shareholder approval for the grant of 2,000,000 options to acquire fully paid ordinary shares in the Company (**Options**) to Mr Wilson pursuant to the Senetas Employee Share Option Plan on the terms and conditions set out below.

The Options will be subject to a service condition and will only provide value to Mr Wilson if the Company's share price exceeds the exercise price at the end of the performance period. Therefore, the grant of Options supports the achievement of the Company's business strategy by linking Mr Wilson's rewards to improvements in the financial performance of the Company and aligning his interests with shareholders.

ASX Listing Rule 10.14 provides that securities may not be issued to a director of a Company without shareholder approval. Subject to shareholder approval, the Options will be granted to Mr Wilson within 12 months of the approval by shareholders. All other directors, being Mr Francis Galbally, Mr Kenneth Gillespie, Mr Lachie Given and Mr Dave Hansen are eligible to participate in the Senetas Employee Share Option Plan.

Prior to vesting and exercise of the Options, Mr Wilson will not be entitled to dividends or any voting or other entitlements in relation to unexercised Options.

**Exercise Price**

The exercise price of the Options upon vesting is \$0.10.

Each Option granted entitles Mr Wilson to one fully paid ordinary share in the Company, subject to vesting (on the satisfaction of the Performance Condition described below) and payment of the exercise price. The Board has discretion to prescribe a cashless exercise mechanism.

The Options will be granted for nil consideration.

**Vesting of Options and Performance Condition**

Except in certain circumstances as set out below, the Options will only vest to the extent that the Performance Condition has been satisfied. The Options have exercise and vesting terms established by the Nomination and Remuneration Committee and the Board.

100% of the Options will be eligible for vesting upon 24 months of continued service by Mr Wilson commencing on 30 November 2017 (**Performance Condition**).

Subject to the terms of grant, all unvested Options will lapse if the Performance Condition is not satisfied.

Any unvested or unexercised Options will expire on the tenth anniversary of the date of issue.

The performance period will run from 30 November 2017 to 29 November 2019 (**Performance Period**).

**Cessation of employment**

All unvested Options will lapse on cessation of employment where Mr Wilson is dismissed without notice, terminated for cause or if Mr Wilson resigns from the Company during the Performance Period, unless the Board determines otherwise.

However, if Mr Wilson ceases to be employed in any other circumstance, including due to retirement, redundancy, death or total and permanent disablement, a pro-rata number of the unvested Options will remain on foot, based on the proportion of the relevant Performance Period that has elapsed, and remain subject to their original terms, as if Mr Wilson had not ceased employment. The remaining unvested Options will lapse.

The Board retains discretion to vest or lapse some or all Options in all circumstances.

**Change of control**

At the discretion of the Board and subject to such terms and conditions as the Board may determine, all of the Options may vest in the event of a “change of control” of the Company, or an announcement thereof, prior to the end of the Performance Period. For these purposes “change of control” means where the Board determines that a third party is, or stands to become, entitled to not less than 50% of the Company, including by way of a takeover or placement, and also includes a scheme of arrangement.

**Clawback**

All Options will lapse, any shares allocated on vesting and exercise will be forfeited, or cash amounts will be repaid in certain circumstances if the Board determines that Mr Wilson has acted fraudulently or dishonestly or is in serious breach of his duty to the Company or in the Board’s reasonable opinion has brought the Company into disrepute.

**Restrictions on dealing**

The Options to be granted to Mr Wilson are conditional and non-transferable; they cannot be hedged, sold, transferred, mortgaged, charged or otherwise disposed of or dealt with prior to exercise. Mr Wilson will be free to deal with the shares allocated on exercise of the Options, subject to the requirements of the Company’s Policy for Dealing in Securities.

**Source of shares**

The Company intends to issue new shares for allocation to Mr Wilson upon exercise of his Options.

**Other information**

In the event of a bonus issue of securities to members of the Company, no adjustment will be made to the applicable Options nor to the number of shares underlying each Option.

In the event of a rights issue of securities to members of the Company, there will be no adjustment to the number of shares underlying each Option.

Prior to exercise of the Options, Mr Wilson will otherwise not be permitted to participate in new issues of securities in relation to those unexercised Options.

In the event of a reorganisation of capital, the Options will be treated in the manner required by the applicable ASX Listing Rule, as in force at the date of the reorganisation and as appropriate to the type of reorganisation being undertaken.

Mr Wilson has not received and will not receive any loan from the Company in connection with the grant of Options or allocation of any shares on exercise of those Options.

Since the last shareholder approval at the AGM held 19 November 2015, 750,000 Performance Rights (approved for issue by shareholders on 19 November 2015) were issued to Mr Wilson (at no cost) on 9 November 2016. On 2 March 2017, 1,125,000 fully paid ordinary shares were issued to Mr Wilson (at no cost) following the vesting of 1,125,000 Performance Rights which had been issued pursuant to the Senetas Employee Share Option Plan and shareholder approval granted at the AGMs held on 20 November 2014 and 19 November 2015.

No securities have been granted to any other director of the Company or any associate of a director under the Senetas Employee Share Option Plan since last shareholder approval relating to ASX Listing Rule 10.14 was received at the 2015 AGM.

If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.

**Board Recommendation and Chairman's voting intention for Item 3:**

The Board (with Mr Wilson abstaining) unanimously recommend shareholders vote in favour of this item of business.

The Chairman of the Meeting intends to vote all available proxies **in favour** of this item of business.

**Voting Exclusion for Item 3**

A voting exclusion applies to this Item as set out in the notice of meeting.

**ITEM 4 – REMUNERATION REPORT**

The directors submit the Company's Remuneration Report to shareholders for consideration and adoption by way of a non-binding ordinary resolution. Details of the Company's Remuneration Report are contained in the Directors' Report for the year ended 30 June 2017 on pages 9 - 15 of the Company's Annual Report.

A reasonable opportunity will be provided for shareholders to ask questions about and make comments on the Remuneration Report at the meeting.

The vote on Item 4 is advisory only and does not bind the directors or the Company. Nevertheless the outcome of the vote and discussion at the meeting will be taken into consideration by the directors when considering the remuneration arrangements of the Company.

**Board recommendation and Chairman's voting intention for Item 4**

The Board unanimously recommends that shareholders vote in favour of this item of business.

The Chairman of the Meeting intends to vote all available proxies **in favour** of this item of business.

**Voting exclusion for Item 4**

A voting exclusion applies to this Item as set out in the notice of meeting.

**ITEM 5 – NON-EXECUTIVE DIRECTORS' REMUNERATION**

In accordance with Rule 37 of the Company's Constitution and ASX Listing Rule 10.17, shareholder approval is being sought to increase the maximum aggregate amount available for non-executive directors' remuneration (as that term is defined in Rule 37 of the Company's Constitution) in any financial year (Fee Pool) by \$250,000, from \$750,000 to \$1,000,000. The current Fee Pool of \$750,000 was approved by shareholders at the 2015 Annual General Meeting.

The Board is seeking shareholder approval to increase the Fee Pool for the following reasons:

- to ensure that the Fee Pool can accommodate payment of fees to any additional directors appointed to the Board; and
- to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors.

Details of fees paid to non-executive directors for the year ended 30 June 2017 are included in the Remuneration Report.

No securities have been issued to any non-executive director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.



**Board recommendation and Chairman's voting intention for Item 5**

The Board, after considering that the Fee Pool has not increased since 2015, that it needs to increase to accommodate the growth of the company's business, the increased number of independent directors and to attract the best talent to assist in the development of the company's growth strategy, unanimously recommends that shareholders vote in favour of this item of business

The Chairman of the Meeting intends to vote all available proxies **in favour** of this item of business.

**Voting Exclusion for Item 5**

A voting exclusion applies to this Item as set out in the notice of meeting.

## Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

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

## For all enquiries call:

(within Australia) 1300 138 325  
(outside Australia) +61 3 9415 4213

## Proxy Form



### Lodge proxy and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to lodge your proxy.

### Your access information that you will need to lodge your proxy:

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



**For your proxy to be effective it must be received by 10:30 am (Melbourne time)**

**Tuesday, 14 November 2017**

## How to Vote on Items of Business

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

### Appointment of Proxy

**Appointing the Chairman as proxy:** If you wish to appoint the Chairman of the Meeting as your proxy, mark the first box in Step 1. If you leave Step 1 blank, or you direct your proxy how to vote and your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default.

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business in Step 2 overleaf. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

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

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

**Proxy voting by key management personnel:** The key management personnel (KMP) of the Company (which includes each of the directors) and their closely related parties will not be able to vote your proxy on items 3, 4 and 5 unless you direct them how to vote, or the Chairman of the Meeting is your proxy. In addition, any director eligible to participate in the Senetas Employee Share Option Plan and their associates will not be able to vote your proxy on Item 3 and no director (or an associate of a director) will be able to vote your proxy on Item 5, unless you direct them how to vote. If you intend to appoint such a person as your proxy, please ensure that you direct them how to vote on items 3, 4 and 5 by marking the voting boxes in Step 2 of the proxy form. The Notice of Meeting includes further details of the voting exclusions.

If the Chairman of the Meeting is (or becomes) your proxy and you do not mark a voting box for items 3, 4 and 5, then by completing and returning the proxy form you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of the relevant items even though the items are connected with the remuneration of the Company's KMP. The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

## Signing Instructions for Postal Forms

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

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

**Power of Attorney:** To sign under Power of Attorney, the Power of Attorney or a certified copy must be received by the registry by 10.30 am (Melbourne time) on Tuesday, 14 November 2017. If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

## Attending the Meeting

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

**GO ONLINE TO LODGE PROXY,  
or turn over to complete the form →**



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

## Proxy Form

Please mark ☒ to indicate your directions

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

I/We being a member/s of Senetas Corporation Limited hereby appoint

☐

the Chairman  
of the Meeting OR



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Senetas Corporation Limited to be held at The Royce Hotel, 379 St Kilda Road, Melbourne on Thursday, 16 November 2017 at 10:30 am (Melbourne time) and at any adjournment or postponement of that Meeting.

**Chairman of the Meeting authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), by completing and returning this form, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on Items 3, 4 and 5 (except where I/we have indicated a different voting intention below) even though Items 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel which includes the Chairman.

**The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.**

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman of the Meeting to vote for or against or abstain from voting by marking the appropriate box in step 2 below.

### STEP 2 Items of Business



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

|         |   | For                      | Against                  | Abstain                  |
|---------|---|--------------------------|--------------------------|--------------------------|
| Item 2a | Re-election of Mr Kenneth Gillespie as a Director                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 2b | Re-election of Mr Lawrence David Hansen as a Director                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3  | Grant of Options to the Managing Director and Chief Executive Officer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4  | Adoption of the Remuneration Report                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 5  | Non-executive Directors' Remuneration                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board recommends shareholders vote in favour of all items of business.

### SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date    /    /

\_\_\_\_\_