

# 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 on Friday, 20 November 2020 at 10:30 am (Melbourne time).

The Annual General Meeting will be a virtual meeting, which will be conducted online due to the continuing issues in relation to the coronavirus (COVID-19) pandemic. The online meeting will allow shareholders to view and listen to the meeting presentation, vote and submit questions in real-time. Please refer to the attached guide to participate in the online meeting which provides details on how to attend, vote your shares and submit questions during the Annual General Meeting.

### **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 2020.

#### **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 Francis Galbally, 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 Philip Schofield, 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 issue of 2,000,000 options to the Managing Director and Chief Executive Officer, Mr Andrew Wilson, pursuant to the Senetas Employee Share Option Plan on the terms summarised in the Explanatory Memorandum accompanying the Notice of Meeting be approved for the purposes of ASX Listing Rule 10.14 and all other purposes."

#### *Voting Exclusions*

*The Company will disregard any votes cast in favour of Item 3 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.*

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

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

*In accordance with section 250BD of the Corporations Act, a vote must not be cast on Item 3 as a proxy for a member of the key management personnel (KMP) at the date of the Annual General Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the person chairing the meeting where the proxy appointment expressly authorises the chair of the meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, 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 2020 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 2020 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 Appointment of Auditor of the Company**

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

*“That Grant Thornton Audit Pty Ltd be appointed as auditor of the Company.”*

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

Dated this 19 October 2020

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 Wednesday, 18 November 2020 (**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 at 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 online 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 and sent to you in connection 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. As all voting will be on a poll, if you appoint 2 proxies and both proxies attend the meeting, each proxy will be entitled to exercise half the votes when voting on a poll. If you appoint a single proxy that proxy will be entitled to exercise all the votes.
- (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 and 4 unless you have directed them how to vote. Similarly, any director or associate of a director eligible to participate in the Senetas Employee Share Option Plan will not be able to vote your proxy in favour of Item 3 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 and 4.
- (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 and 4 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) If a shareholder appoints an attorney to act on his or her behalf, the instrument appointing the attorney and the authority under which the instrument is signed or a certified copy of it must be received by the Company as specified in paragraph (11).
- (11) To be effective, proxies and powers of attorneys granted by shareholders must be received by the Company by 10:30am (Melbourne time) on Wednesday, 18 November 2020 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. online – [www.investorvote.com.au](http://www.investorvote.com.au); or
  - iii. for Intermediary Online subscribers only (custodians) – [www.intermediaryonline.com](http://www.intermediaryonline.com)

## Participation in the Online Meeting

Shareholders will be able to submit questions in relation to the business of the meeting, and vote on the resolutions in real time during the meeting via the Lumi online meeting application.

Shareholders participating in the meeting using the Lumi online application will be able to vote between the commencement of the meeting and the closure of voting as announced by the Chairman during the meeting.

By participating in the meeting online you will be able to:

- hear the presentation and view meeting slides;
- submit questions at the appropriate time whilst the meeting is in progress; and
- vote during the meeting.

Instructions on how to log on to ask questions during the meeting are outlined below and available on the Company's website at <https://www.senetas.com/corporate/asx-announcements/>. Please note, only shareholders may submit questions online and only once they have been verified. It may not be possible to respond to all questions raised during the meeting. Shareholders are therefore encouraged to lodge questions prior to the AGM, as outlined below.

If you choose to participate in the meeting online, registration will open at 9:30am (Melbourne time) on Wednesday 20 November 2020.

To participate in the Senetas Annual General Meeting online, you can log in to the meeting in the following ways:

- (a) from your computer, by entering the URL in your browser: <https://web.lumiagm.com/340781212>;
- (b) from your mobile device by either entering the URL in your browser: <https://web.lumiagm.com>; or
- (c) by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

Once you have selected one of the options above, shareholders will need the following information to participate in the AGM in real-time:

1. The meeting ID for the Senetas AGM, which is: 340781212;
2. Your username, which is your SRN/HIN; and
3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Meeting Guide (link below) for their password details.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the AGM Online Meeting Guide available on the Senetas website <https://www.senetas.com/corporate/asx-announcements/>.

### Webcast

Attendees looking to view but not participate in the webcast will be able to use the Lumi "I am a guest" portal. It may be accessed from the same website as that provided above. Further information may be found in the AGM Online Meeting Guide. Attendees who use the "I am a guest" portal do not have to be shareholders. They will be able to view the meeting but will not have the ability to vote or ask questions.

### All resolutions will be by poll

The chairman intends to call a poll on each of the resolutions set out in this notice of meeting.

### Technical difficulties and recommendation to participate early

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where he considers it appropriate, the chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to:

- vote by lodging a proxy by 10:30am (Melbourne time) on Wednesday 18 November 2020 even if they plan to attend online; and
- lodge questions for the Board or Auditor prior to the AGM.

## 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 2020,

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 Friday, 13 November 2020** and should be emailed to [brendan@casegovernance.com.au](mailto:brendan@casegovernance.com.au) or mailed to Mr Brendan Case, Company Secretary, Senetas Corporation Limited, 312 Kings Way, South Melbourne, Victoria, 3205 so that they are received by this date.

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

##### 2(a) Re-election of Mr Francis Galbally to the Board

Mr Francis Galbally is the founder and non-executive Chairman of Senetas.

He held the positions of CEO and Chairman of the Company from its commencement in 1999 until, for family reasons, Mr Galbally retired as an executive in February 2006 and as a director in May 2007.

In 2012 Mr Galbally led Senetas' significant capital and business restructure and re-joined the Company as a significant shareholder and board member on 10 May 2012. He was re-appointed chairman on 30 April, 2013.

Mr Galbally has over 35 years' experience in international business and commercial law. He is a graduate (first class honours) in Law at Melbourne University and worked in a professional legal practice for 15 years, specialising in business law. He was a partner in the leading law firm Galbally & O'Bryan during which time he successfully led a number of landmark commercial litigation cases.

An investor and corporate advisor, Mr Galbally is the major shareholder in Southbank Capital Pty Ltd. (AFSL 343678). He specialises in investing in and advising businesses in the technology, environment, food, mining and energy sectors.

Mr Galbally has been a director, chairman and significant investor in a number of Australian Stock Exchange (ASX) listed companies over the past 25 years. As a result, Mr Galbally has developed an extensive network of international business partners.

During his successful legal career, Mr Galbally was responsible for recovering more than \$1 billion in investor funds (\$1 for \$1) lost as a result of the major corporate failures (Pyramid Building Societies and Estate Mortgage Trusts) during the 1990s.

Mr Galbally is a board member of the Cabrini Hospital Foundation based in Melbourne, Australia. The Cabrini Foundation oversees and guides all fundraising activities on behalf of Cabrini, a not-for-profit, private, Catholic healthcare provider. He is also the Victorian convener of the Constitution Education Fund of Australia – a non-political charity dedicated to advancing knowledge of the Australian constitution within the community. Mr Galbally is also a member of the Australian Institute of Company Directors.

Mr Galbally is not considered to be an independent director due to his substantial shareholding in the Company.

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

The Board (with Mr Galbally 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.

## **2(b) Re-election of Mr Philip Schofield to the Board**

Mr Philip Schofield was appointed as a non-executive director of Senetas on 13 December 2017. In accordance with Rule 35(c) of the Company's Constitution, Mr Schofield retires at this meeting and offers himself for re-election.

Mr Schofield is an Executive Director at Canaccord Genuity Australia. Canaccord is a leading global financial services firm, operating in wealth management and capital markets.

Mr Schofield has over 30 years of international experience in the banking and finance sectors, including senior management and director roles. These positions include major investment banking groups Goldman Sachs and Citi Group.

Mr Schofield's experience in capital markets around the world's financial centres include his working in London, New York, Melbourne and Sydney. He obtained a Bachelor of Economics degree from Monash University, Melbourne.

As Senetas reviews and implements the Company's capital management and market facing strategy, Mr Schofield's expertise will provide local and international perspectives.

Mr Schofield is not considered to be an independent director as he has family connections with Mr Phil Cohen who has control of Maddison Park, Senetas' largest shareholder.

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

The Board (with Mr Schofield 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 (**Options**) to Mr Wilson pursuant to the Senetas Employee Share Option Plan (each of which will allow Mr Wilson to acquire one fully paid ordinary share in the Company) and 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. The grant of Options is also a reward for Mr Wilson's performance over the recent financial year.

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, Mr Dave Hansen and Mr Philip Schofield are eligible to participate in the Senetas Employee Share Option Plan but will not be eligible to participate in the Options to be granted to Mr Wilson or in their exercise.

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.

### **Why is shareholder approval being sought?**

ASX Listing Rule 10.14 provides that securities may not be issued to a director of a Company under an employee incentive scheme without shareholder approval. Accordingly, since Mr Wilson is a director, shareholder approval is required to issue the Options to Mr Wilson under the Senetas Employee Share Option Plan.

Senetas is required by ASX Listing Rule 10.15 to provide shareholders with the information below:

### **Name of the person to whom options are being issued**

Mr Andrew Wilson.

### **Category the person falls into in ASX Listing Rules 10.14.1-10.14.3 and why**

Listing Rule 10.14.1 provides that the issue of securities to directors under an employee incentive scheme require shareholder approval. Accordingly, as the managing director of the Company, Mr Wilson falls into this category.

**Number and class of securities to be issued**

2,000,000 options, each exercisable over 1 ordinary share, on the details set out below.

**Details of Mr Wilson's current remuneration package for the financial year ended 30 June 2021**

| Component                      | Amount           |
|--------------------------------|------------------|
| Salary                         | \$418,826        |
| Short term incentives(1)       | -                |
| Superannuation                 | \$21,694         |
| Long service leave             | \$9,030          |
| Other share based payments (2) | \$20,882         |
| <b>Total</b>                   | <b>\$469,432</b> |

- (1) Mr Wilson is eligible to receive a short term incentive in the form of a cash bonus to a maximum of \$100,000 and subject to the achievement of performance targets set by the Board. Mr Wilson has not received a short term incentive for the past two financial years.
- (2) Includes the expense for the options subject to shareholder approval and calculated based on inputs as at 30 September 2020 and therefore this is subject to change following an independent valuation at grant date.

**Number of securities previously issued to Mr Wilson under the Senetas Employee Share Option Plan**

6,000,000 options and 3,750,000 Performance Right, each over 1 ordinary share in the Company, the details of which are as follows:

| No. of options or performance rights | Exercise price | Date issued      |
|--------------------------------------|----------------|------------------|
| 2,000,000 options                    | \$0.093        | 12 December 2019 |
| 2,000,000 options                    | \$0.12         | 21 December 2018 |
| 2,000,000 options                    | \$0.10         | 20 November 2017 |
| 750,000 performance rights           | -              | 9 November 2016  |
| 1,500,000 performance rights         | -              | 21 November 2014 |
| 1,500,000 performance rights         | -              | 15 November 2012 |

All options were issued for no consideration as part of Mr Wilson's long term incentive.

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 2019 AGM.

**Material terms of the options**

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.

As the Options form part of Mr Wilson's remuneration, the Options will be granted at no cost to him.

| Term                                      | Detail  |
|---|---|
| <b>Vesting and performance conditions</b> | <p>The performance period will run for three years from 30 November 2020 to 29 November 2023 (<b>Performance Period</b>). 100% of the Options will be eligible for vesting upon 36 months of continued service by Mr Wilson commencing on 30 November 2020 (<b>Performance Condition</b>).</p> <p>Except in certain circumstances as set out below, the Options will only vest if the Performance Condition has been satisfied. The Options have exercise and vesting terms established by the Nomination and Remuneration Committee and the Board.</p> <p>Subject to the terms of grant and the circumstances as set out below, all unvested Options will lapse if the Performance Condition is not satisfied.</p> |
| <b>Expiry</b>                             | Any unvested or unexercised Options will expire on the tenth anniversary of the date of issue.  |
| <b>Exercise Price</b>                     | The exercise price of the options upon vesting is \$0.074. This represents a premium of approximately 20% to the 5 day VWAP of the Company's shares trading on ASX measured at the close of trading on Wednesday 30 September 2020.   |

|   |   |
|---|---|
| <b>Cessation of employment</b>                      | <p>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.</p> <p>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 not lapse but be treated as remaining 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.</p> <p>The Board retains discretion to vest or lapse some or all Options in all circumstances.</p> |
| <b>Change of control</b>                            | <p>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.</p>  |
| <b>Clawback</b>                                     | <p>All Options will lapse, any shares allocated on vesting and exercise will be forfeited, or cash amounts will be required to 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.</p>  |
| <b>Restrictions on dealing</b>                      | <p>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.</p>  |
| <b>Source of shares</b>                             | <p>The Company intends to issue new shares for allocation to Mr Wilson upon exercise of his Options.</p>  |
| <b>Adjustment for bonus issues or rights issues</b> | <p>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.</p> <p>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.</p>   |
| <b>Ability to participate in new issues</b>         | <p>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.</p>   |
| <b>Reorganisation of capital</b>                    | <p>In the event of a reorganisation of capital, the Options will be treated in the manner required by the applicable ASX Listing Rules, as in force at the date of the reorganisation and as appropriate to the type of reorganisation being undertaken.</p>  |

#### **Why the options were chosen as the type of security to issue to Mr Wilson**

In the view of the Board, the grant of Options to Mr Wilson, especially where the exercise price of the Options is ‘out of the money’, by substantially exceeding the current share price, appropriately links Mr Wilson’s rewards to improvements in the financial performance of the Company and aligns his interests with the interests of shareholders.

Further, in order to obtain the rewards associated with arising share price, the exercise of Options further assists the company by contributing to its additional working capital as options are exercised and new shares subscribed.

#### **The value Senetas ascribes to the Options**

The Options will not be quoted on ASX, and will not be tradeable, and as such have no readily ascertainable market value. Further, due to the exercise price of the Options exceeding the market price of shares in the Company, currently the Options have no market value.

That being said, using a Black Scholes option pricing model, management have estimated the value of the options granted to be \$25,685 which has been calculated based on the closing share price and risk free rate on 30 September 2020, historical volatility rate of 35% and the exercise price of \$0.074. This valuation will be updated to reflect the inputs at the grant date of 20 November 2020 if approved by the shareholders.



**Price at which the Options will be issued**

The Options will be issued to Mr Wilson at no cost as part of his long term incentive.

**Material terms of the Senetas Employee Share Option Plan**

| <b>Term</b>  | <b>Summary</b>  |
|--|---|
| <b>Eligible participants</b>                             | Directors and employees of the Company nominated by the Board of directors of the Company from time to time   |
| <b>Number and type of securities that may be granted</b> | <p>The Company may issue shares and/or options to acquire shares under the Plan.</p> <p>The terms of the Plan limit the number of shares and/or options to acquire shares, such that the number of shares issued under the plan, plus the total number of shares that would be issued if all options issued under the Plan were exercised, must not be more than 20% of the shares on issue if all of the Company's outstanding options (whether issued under the Plan or otherwise) had been exercised.</p>  |
| <b>Terms of issue of shares</b>                          | <p>Price: Not less than 80% of the market price of the class of shares being issued. The amount payable on application is determined by the Board.</p> <p>Finance: The Board has discretion to provide loans for the purpose of acquiring shares in the Company. The rate of interest and terms are at the Board's discretion. The amount of any such loan shall not exceed 80% of the issue price of the shares and the term of the loan shall not exceed 5 years. The balance of any loan must be repaid within 30 days to 3 months of a triggering event (eg death, cessation of employment, retirement).</p> <p>Voting: Shares issued under the Plan have the same rights as ordinary shareholders in the Company's capital.</p> <p>Dividends: All shares issued under the Plan shall rank for dividends from their date of allotment in the same manner as ordinary shares.</p> <p>Participation in further issues: Holders of shares issued under the Plan are entitled to participate in issues of shares, options and other securities on the same basis as are offered to all other holders of ordinary shares.</p> <p>Quotation: The Company must apply for fully-paid shares issued under the Plan to be quoted on ASX.</p> <p>Sale or forfeiture restriction: The Board may impose restrictions and conditions on the offer of shares.</p>  |
| <b>Terms of issue of options</b>                         | <p>Issue price: Determined by the Board.</p> <p>Exercise price: Determined by the Board, but the minimum amount must not be less than 80% of the market price of fully-paid ordinary shares.</p> <p>Expiry: Option terms are determined by the Board, but must not exceed 10 years. If the option is not exercised by 5pm on the last day, the option shall lapse and any issue price paid will not be refunded.</p> <p>Transfer: Options are generally not transferable.</p> <p>Exercise: Options are exercisable any time prior to its expiry date by notice of exercise coupled with payment of the exercise price. The terms of offer may have a vesting restriction and the Board has discretion as to when that restriction will cease to apply.</p> <p>Lapse: Unexercised options lapse upon a triggering event, including dismissal, retirement, death, redundancy and retrenchment.</p> <p>Sale or forfeiture restriction: The Board may impose restrictions and conditions on options.</p> <p>Ranking: Ordinary shares allotted upon the exercise of an option will rank equally with other ordinary fully-paid shares of the Company on issue at the exercise date.</p> <p>Number of shares issued on exercise: Exercise of an option entitles the Participant to be issued 1 ordinary share in capital of the Company.</p> <p>Quotation: Options will not be quoted on the ASX.</p> |

Subject to the requirements of the Listing Rules and the Corporations Act, the Plan rules may be amended by the Board in its discretion, provided that the net effect of such amendment does not prejudice the rights and entitlements of participants subsisting prior to the making of the amendment.

**Material terms of any loan in relation to the acquisition**

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.

**Further information**

Details of any Options granted under the Senetas Employee Share Option 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.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of any securities under the Senetas Employee Share Option Plan after Item 3 is approved, and who are not named in this notice of meeting, will not participate until approval is obtained under that rule.

If approval is given under ASX Listing Rule 10.14, approval will not also 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 on page 1 of 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 2020 on pages 14 - 21 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 on page 2 of the notice of meeting.

**ITEM 5 – APPOINTMENT OF AUDITOR OF THE COMPANY**

In accordance with the Corporations Act, the Company has received notice from a shareholder of the Company nominating Grant Thornton for appointment as the new auditor of the Company. A copy of this notice is contained in **Annexure A** to this Notice of AGM.

Subject to approval of the Company's shareholders, the Board has approved the appointment of Grant Thornton Audit Pty Ltd (**Grant Thornton**) as the Company's auditor in respect of the financial year beginning 1 July 2020.

Grant Thornton has confirmed that all relevant independence requirements, including requirements under the Corporations Act, are satisfied, and has given its written consent to act as auditor of the Company subject to the receipt of shareholder approval and ASIC's consent to the resignation of the Company's current auditor, EY.

If this resolution is passed by the requisite majority of members, the appointment of Grant Thornton as auditor of the Company will take effect from the close of the AGM.

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

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.

## ANNEXURE A: NOMINATION OF AUDITOR



### PRIVATE AND CONFIDENTIAL

The Company Secretary  
Senetas Corporation Limited  
312 Kings Way  
SOUTH MELBOURNE VIC 3205

22 September 2020

Dear Brendan

### SENETAS CORPORATION LIMITED NOMINATION OF AUDITOR

In accordance with the provisions of s328B(1) of the *Corporations Act 2001*, I, Francis Galbally being a member of Senetas Corporation Limited hereby nominate Grant Thornton Audit Pty Ltd for appointment as auditor of the Company.

Please distribute copies of this notice of nomination as required by s328B(3) and (4) of the *Corporations Act 2001*.

Yours sincerely

A handwritten signature in black ink, appearing to read "F. Galbally", is written over a large, light grey, stylized 'S' background graphic.

Francis Galbally

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

SEN

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30 am (Melbourne time) Wednesday, 18 November 2020**.

# Senetas Corporation Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

## Meeting date and location:

The Annual General Meeting of Senetas Corporation Limited will be a virtual meeting, which will be conducted online on Friday, 20 November 2020 at 10:30 am (Melbourne time).

## Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

**To participate online you will need to visit [web.lumiagm.com/340781212](http://web.lumiagm.com/340781212) on your smartphone, tablet or computer.**

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at [www.Senetas.com.au/AGM2020](http://www.Senetas.com.au/AGM2020)

## Access the meeting documents and lodge your proxy online:

### Online:

Access the meeting documents and lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

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



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

SEN

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30 am (Melbourne time) Wednesday, 18 November 2020.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. 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.

**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:** 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.

## PARTICIPATING IN THE MEETING

### Corporate Representative

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

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**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.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

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

XX

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 online on Friday, 20 November 2020 at 10:30 am (Melbourne time) and at any adjournment or postponement of that meeting.

**Chairman 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 becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3 and 4 by marking the appropriate box in step 2.

### 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 Francis Galbally as a Director                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 2b Re-election of Mr Philip Schofield 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 To adopt the Remuneration Report                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 5 Appointment of Auditor of the Company                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

SEN

2 6 7 6 9 8 A



Computershare





Security without compromise

**Senetas Corporation Limited**

ABN 33 006 067 607

SENRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Senetas Corporation Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Senetas Corporation Limited**



# Online meeting guide

## Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

### To log in you must have the following information

#### Meeting ID

Meeting ID as provided in the Notice of Meeting.

#### Australian residents

- > **Username**  
(SRN or HIN) and
- > **Password**  
(postcode of your registered address).

#### Overseas Residents

- > **Username**  
(SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

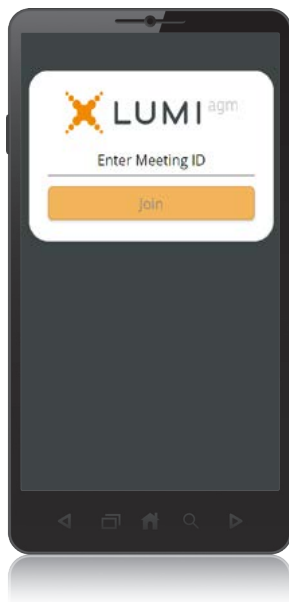
A full list of country codes is provided at the end of this guide.

#### Appointed Proxies

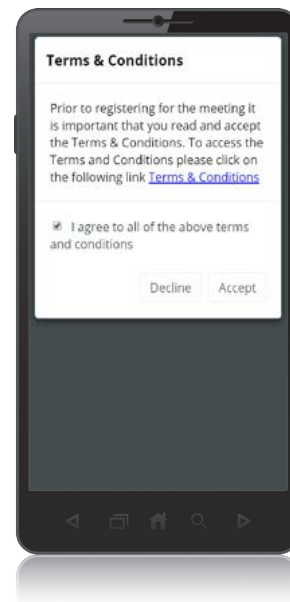
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 Monday to Friday during business hours.

## Participating at the meeting

- To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- To proceed into the meeting, you will need to read and accept the Terms & Conditions



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- ☐ **To register as a securityholder**, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



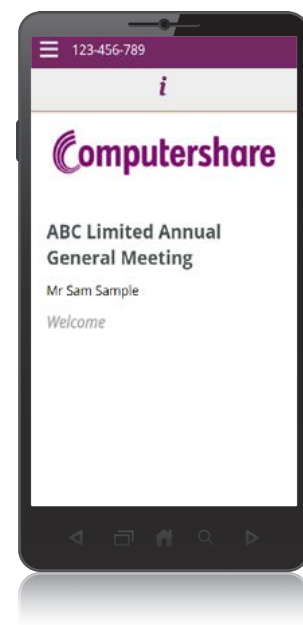
- 4** **To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the SRN or HIN field enter your username and in the Postcode or Country Code field enter your password.



- ☐ **To register as a guest**, select 'Guest' and enter your name and email address.



- ☐ Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

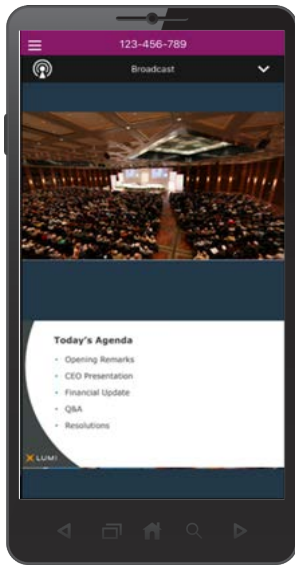



Questions icon, used to ask questions.

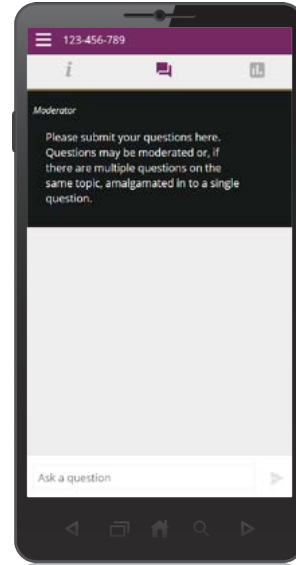



The broadcast bar allows you to view and listen to the proceedings.

- To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

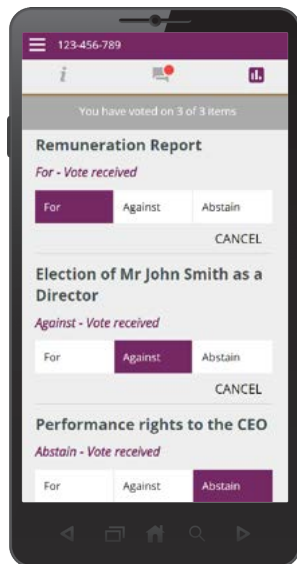


- To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- When the Chair declares the poll open:
  - > A voting icon  will appear on screen and the meeting resolutions will be displayed
  - > To vote, tap one of the voting options. Your response will be highlighted
  - > To change your vote, simply press a different option to override


The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



## Icon descriptions

 Voting icon, used to vote. Only visible when the Chair opens the poll.

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 The broadcast bar allows you to view and listen to the proceedings.

### For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024

## COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

|                                 |                                 |                                |                                  |                                   |
|---------------------------------|---------------------------------|--------------------------------|----------------------------------|-----------------------------------|
| <b>ABW</b> ARUBA                | <b>DEU</b> GERMANY              | <b>KHM</b> CAMBODIA            | <b>PRK</b> KOREA DEM PEOPLES     | <b>TJK</b> TAJIKISTAN             |
| <b>AFG</b> AFGHANISTAN          | <b>DJI</b> DJIBOUTI             | <b>KIR</b> KIRIBATI            | REPUBLIC OF                      | <b>TKL</b> TOKELAU                |
| <b>AGO</b> ANGOLA               | <b>DMA</b> DOMINICA             | <b>KNA</b> ST KITTS AND NEVIS  | <b>PRT</b> PORTUGAL              | <b>TKM</b> TURKMENISTAN           |
| <b>AIA</b> ANGUILLA             | <b>DNK</b> DENMARK              | <b>KOR</b> KOREA REPUBLIC OF   | <b>PRY</b> PARAGUAY              | <b>TLS</b> EAST TIMOR             |
| <b>ALA</b> ALAND ISLANDS        | <b>DOM</b> DOMINICAN REPUBLIC   | <b>KWT</b> KUWAIT              | <b>PSE</b> PALESTINIAN TERRITORY | DEMOCRATIC REP OF                 |
| <b>ALB</b> ALBANIA              | <b>DZA</b> ALGERIA              | <b>LAO</b> LAO PDR             | OCCUPIED                         | <b>TMP</b> EAST TIMOR             |
| <b>AND</b> ANDORRA              | <b>ECU</b> ECUADOR              | <b>LBN</b> LEBANON             | <b>PYF</b> FRENCH POLYNESIA      | <b>TON</b> TONGA                  |
| <b>ANT</b> NETHERLANDS ANTILLES | <b>EGY</b> EGYPT                | <b>LBR</b> LIBERIA             | <b>QAT</b> QATARPL NEPAL         | <b>TTO</b> TRINIDAD & TOBAGO      |
| <b>ARE</b> UNITED ARAB EMIRATES | <b>ERI</b> ERITREA              | <b>LBY</b> LIBYAN ARAB         | <b>NRU</b> NAURU                 | <b>TKM</b> TURKMENISTAN           |
| <b>ARG</b> ARGENTINA            | <b>ESH</b> WESTERN SAHARA       | JAMAHIRIYA                     | <b>NZL</b> NEW ZEALAND           | <b>TLS</b> EAST TIMOR             |
| <b>ARM</b> ARMENIA              | <b>ESP</b> SPAIN                | <b>LCA</b> ST LUCIA            | <b>OMN</b> OMAN                  | DEMOCRATIC REP OF                 |
| <b>ASM</b> AMERICAN SAMOA       | <b>EST</b> ESTONIA              | <b>LIE</b> LIECHTENSTEIN       | <b>PAK</b> PAKISTAN              | <b>TMP</b> EAST TIMOR             |
| <b>ATA</b> ANTARCTICA           | <b>ETH</b> ETHIOPIA             | <b>LKA</b> SRI LANKA           | <b>PAN</b> PANAMA                | <b>TON</b> TONGA                  |
| <b>ATF</b> FRENCH SOUTHERN      | <b>FIN</b> FINLAND              | <b>LSO</b> LESOTHO             | <b>PCN</b> PITCAIRN ISLANDS      | <b>TTO</b> TRINIDAD & TOBAGO      |
| TERRITORIES                     | <b>FJI</b> FIJI                 | <b>LTU</b> LITHUANIA           | <b>PER</b> PERU                  | <b>TZA</b> TANZANIA UNITED        |
| <b>ATG</b> ANTIGUA AND BARBUDA  | <b>FLK</b> FALKLAND ISLANDS     | <b>LUX</b> LUXEMBOURG          | <b>PHL</b> PHILIPPINES           | REPUBLIC OF                       |
| <b>AUS</b> AUSTRALIA            | (MALVINAS)                      | <b>LVA</b> LATVIA              | <b>PLW</b> PALAU                 | <b>UGA</b> UGANDA                 |
| <b>AUT</b> AUSTRIA              | <b>FRA</b> FRANCE               | <b>MAC</b> MACAO               | <b>PNG</b> PAPUA NEW GUINEA      | <b>UKR</b> UKRAINE                |
| <b>AZE</b> AZERBAIJAN           | <b>FRO</b> FAROE ISLANDS        | <b>MAF</b> ST MARTIN           | <b>POL</b> POLAND                | <b>UMI</b> UNITED STATES MINOR    |
| <b>BDI</b> BURUNDI              | <b>FSM</b> MICRONESIA           | <b>MAR</b> MOROCCO             | <b>PRI</b> PUERTO RICO           | OUTLYING                          |
| <b>BEL</b> BELGIUM              | <b>GAB</b> GABON                | <b>MCO</b> MONACO              | <b>PRK</b> KOREA DEM PEOPLES     | <b>URY</b> URUGUAY                |
| <b>BEN</b> BENIN                | <b>GBR</b> UNITED KINGDOM       | <b>MDA</b> MOLDOVA REPUBLIC OF | REPUBLIC OF                      | <b>USA</b> UNITED STATES OF       |
| <b>BFA</b> BURKINA FASO         | <b>GEO</b> GEORGIA              | <b>MDG</b> MADAGASCAR          | <b>PRT</b> PORTUGAL              | AMERICA                           |
| <b>BGD</b> BANGLADESH           | <b>GGY</b> GUERNSEY             | <b>MDV</b> MALDIVES            | <b>PRY</b> PARAGUAY              | <b>UZB</b> UZBEKISTAN             |
| <b>BGR</b> BULGARIA             | <b>GHA</b> GHANA                | <b>MEX</b> MEXICO              | <b>PSE</b> PALESTINIAN TERRITORY | <b>VAT</b> HOLY SEE (VATICAN CITY |
| <b>BHR</b> BAHRAIN              | <b>GIB</b> GIBRALTAR            | <b>MHL</b> MARSHALL ISLANDS    | OCCUPIED                         | STATE)                            |
| <b>BHS</b> BAHAMAS              | <b>GIN</b> GUINEA               | <b>MKD</b> MACEDONIA FORMER    | <b>PYF</b> FRENCH POLYNESIA      | <b>VCT</b> ST VINCENT & THE       |
| <b>BIH</b> BOSNIA & HERZEGOVINA | <b>GLP</b> GUADELOUPE           | YUGOSLAV REP                   | <b>QAT</b> QATAR                 | GRENADINES                        |
| <b>BLM</b> ST BARTHELEMY        | <b>GMB</b> GAMBIA               | <b>MLI</b> MALI                | <b>REU</b> REUNION               | <b>VEN</b> VENEZUELA              |
| <b>BLR</b> BELARUS              | <b>GNB</b> GUINEA-BISSAU        | <b>MLT</b> MALTA               | <b>ROU</b> ROMANIA               | <b>VGB</b> BRITISH VIRGIN ISLANDS |
| <b>BLZ</b> BELIZE               | <b>GNQ</b> EQUATORIAL GUINEA    | <b>MMR</b> MYANMAR             | <b>RUS</b> RUSSIAN FEDERATION    | <b>VIR</b> US VIRGIN ISLANDS      |
| <b>BMU</b> BERMUDA              | <b>GRC</b> GREECE               | <b>MNE</b> MONTENEGRO          | <b>RWA</b> RWANDA                | <b>VNM</b> VIETNAM                |
| <b>BOL</b> BOLIVIA              | <b>GRD</b> GRENADA              | <b>MNG</b> MONGOLIA            | <b>SAU</b> SAUDI ARABIA KINGDOM  | <b>VUT</b> VANUATU                |
| <b>BRA</b> BRAZIL               | <b>GRL</b> GREENLAND            | <b>MNP</b> NORTHERN MARIANA    | OF                               | <b>WLF</b> WALLIS AND FUTUNA      |
| <b>BRB</b> BARBADOS             | <b>GTM</b> GUATEMALA            | ISLANDS                        | <b>SCG</b> SERBIA AND            | <b>WSM</b> SAMOA                  |
| <b>BRN</b> BRUNEI DARUSSALAM    | <b>GUF</b> FRENCH GUIANA        | <b>MOZ</b> MOZAMBIQUE          | MONTENEGRO                       | <b>YEM</b> YEMEN                  |
| <b>BTN</b> BHUTAN               | <b>GUM</b> GUAM                 | <b>MRT</b> MAURITANIA          | <b>SDN</b> SUDAN                 | <b>YMD</b> YEMEN                  |
| <b>BUR</b> BURMA                | <b>GUY</b> GUYANA               | <b>MSR</b> MONTSEERRAT         | <b>SEN</b> SENEGAL               | DEMOCRATIC                        |
| <b>BVT</b> BOUVET ISLAND        | <b>HKG</b> HONG KONG            | <b>MTQ</b> MARTINIQUE          | <b>SGP</b> SINGAPORE             | <b>YUG</b> YUGOSLAVIA SOCIALIST   |
| <b>BWA</b> BOTSWANA             | <b>HMD</b> HEARD AND MCDONALD   | <b>MUS</b> MAURITIUS           | <b>SGS</b> STH GEORGIA & STH     | FED REP                           |
| <b>BLR</b> BELARUS              | ISLANDS                         | <b>MWI</b> MALAWI              | SANDWICH ISL                     | <b>ZAF</b> SOUTH AFRICA           |
| <b>CAF</b> CENTRAL AFRICAN      | <b>HND</b> HONDURAS             | <b>MYS</b> MALAYSIA            | <b>SHN</b> ST HELENA             | <b>ZAR</b> ZAIRE                  |
| REPUBLIC                        | <b>HRV</b> CROATIA              | <b>MYT</b> MAYOTTE             | <b>SJM</b> SVALBARD & JAN MAYEN  | <b>ZMB</b> ZAMBIA                 |
| <b>CAN</b> CANADA               | <b>HTI</b> HAITI                | <b>NAM</b> NAMIBIA             | <b>SLB</b> SOLOMON ISLANDS       | <b>ZWE</b> ZIMBABWE               |
| <b>CCK</b> COCOS (KEELING)      | <b>HUN</b> HUNGARY              | <b>NCL</b> NEW CALEDONIA       | <b>SLE</b> SIERRA LEONE          |                                   |
| ISLANDS                         | <b>IDN</b> INDONESIA            | <b>NER</b> NIGER               | <b>SLV</b> EL SALVADOR           |                                   |
| <b>CHE</b> SWITZERLAND          | <b>IMN</b> ISLE OF MAN          | <b>NFK</b> NORFOLK ISLAND      | <b>SMR</b> SAN MARINO            |                                   |
| <b>CHL</b> CHILE                | <b>IND</b> INDIA                | <b>NGA</b> NIGERIA             | <b>SOM</b> SOMALIA               |                                   |
| <b>CHN</b> CHINA                | <b>IOT</b> BRITISH INDIAN OCEAN | <b>NIC</b> NICARAGUA           | <b>SPM</b> ST PIERRE AND         |                                   |
| <b>CIV</b> COTE D'IVOIRE        | TERRITORY                       | <b>NIU</b> NIUE                | MIQUELON                         |                                   |
| <b>CMR</b> CAMEROON             | <b>IRL</b> IRELAND              | <b>NLD</b> NETHERLANDS         | <b>SRB</b> SERBIA                |                                   |
| <b>COD</b> CONGO DEMOCRATIC     | <b>IRN</b> IRAN ISLAMIC         | <b>NOR</b> NORWAY              | <b>STP</b> SAO TOME AND          |                                   |
| REPUBLIC OF                     | REPUBLIC OF                     | <b>PL</b> NEPAL                | PRINCIPE                         |                                   |
| <b>COG</b> CONGO PEOPLES        | <b>IRQ</b> IRAQ                 | <b>NRU</b> NAURU               | <b>SUR</b> SURINAME              |                                   |
| REPUBLIC OF                     | <b>ISL</b> ICELAND              | <b>NZL</b> NEW ZEALAND         | <b>SVK</b> SLOVAKIA              |                                   |
| <b>COK</b> COOK ISLANDS COL     | <b>ISM</b> BRITISH ISLES        | <b>OMN</b> OMAN                | <b>SVN</b> SLOVENIA              |                                   |
| COLOMBIA                        | <b>ISR</b> ISRAEL               | <b>PAK</b> PAKISTAN            | <b>SWE</b> SWEDEN                |                                   |
| <b>COM</b> COMOROS              | <b>ITA</b> ITALY                | <b>PAN</b> PANAMA              | <b>SWZ</b> SWAZILAND             |                                   |
| <b>CPV</b> CAPE VERDE           | <b>JAM</b> JAMAICA              | <b>PCN</b> PITCAIRN ISLANDS    | <b>SYC</b> SEYCHELLES            |                                   |
| <b>CRI</b> COSTA RICA           | <b>JEY</b> JERSEY               | <b>PER</b> PERU                | <b>SYR</b> SYRIAN ARAB REPUBLIC  |                                   |
| <b>CUB</b> CUBA                 | <b>JOR</b> JORDAN               | <b>PHL</b> PHILIPPINES         | <b>TCA</b> TURKS AND CAICOS      |                                   |
| <b>CXR</b> CHRISTMAS ISLAND     | <b>JPN</b> JAPAN                | <b>PLW</b> PALAU               | ISLANDS                          |                                   |
| <b>CYM</b> CAYMAN ISLANDS       | <b>KAZ</b> KAZAKHSTAN           | <b>PNG</b> PAPUA NEW GUINEA    | <b>TCD</b> CHAD                  |                                   |
| <b>CYP</b> CYPRUS               | <b>KEN</b> KENYA                | <b>POL</b> POLAND              | <b>TGO</b> TOGO                  |                                   |
| <b>CZE</b> CZECH REPUBLIC       | <b>KGZ</b> KYRGYZSTAN           | <b>PRI</b> PUERTO RICO         | <b>THA</b> THAILAND              |                                   |