

15 October 2015

Dear Shareholder,

On behalf of your Board of Directors, it is my pleasure to invite you to the 2015 Annual General Meeting of Senetas Corporation Limited.

MEETING DETAILS

Date: Thursday, 19 November 2015

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

Venue: Bayview on the Park Hotel, Lakeside Room 1, 52 Queens 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 web site 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, 17 November 2015 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; or
- for Intermediary Online subscribers only (custodians) – 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
312 Kingsway, South Melbourne, VIC, 3205, Australia
T +61 (03) 9868 4555 F +61 (03) 9821 4899
E info@senetas.com

www.senetas.com

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 Bayview on the Park Hotel, Lakeside Room 1, 52 Queens Road, Melbourne on Thursday, 19 November 2015 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 2015.

2 Election and Re-election of Directors

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

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

3 Grant of Performance Rights 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 750,000 Performance Rights to the Managing Director and Chief Executive Officer, Mr Andrew Wilson, on the terms summarised in the Explanatory Notes accompanying this 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 (except one who is ineligible 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.*

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 2015 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 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.*

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 \$200,000, from \$550,000 to \$750,000.”

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 the Chairman of the Meeting sees fit.*

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

Dated this 15 October 2015

By Order of the Board

Brendan Case

Company Secretary

Notes

- (1) Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Company 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, 17 November 2015 (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 instead of the shareholder (provided a proxy form is received by the Company by the time specified in paragraph (12) below). 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 on request.
- (6) 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 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), be 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.
- (7) 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 restriction that apply to your proxy). However, members of the KMP 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 any director and their associates will not 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.
- (8) In the case of an individual, a proxy must be signed by the individual or his or her attorney duly authorised in writing and, in the case of a corporation, a proxy must be executed by the corporation in accordance with section 127 of the Corporations Act, or signed by a duly authorised officer/s or attorney.
- (9) 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 (12).
- (10) Any corporation which is a shareholder of the Company may appoint a representative to attend and vote for that corporation at this meeting. Appointments of representatives by corporations must be signed in accordance with that corporation's constitution, section 127 of the Corporations Act, or signed by a duly authorised officer or attorney and received by the Company as specified in paragraph (12) at any time before the time for holding this meeting, or adjourned or postponed meeting, or handed in at the meeting.
- (11) If a shareholder 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.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

- (12) Proxies and powers of attorneys granted by shareholders must be received by the Company by 10:30am on Tuesday 17 November 2015 at:–
 - c. the Company's share registry – Computershare Investor Services Pty Limited;
 - 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; or
 - iv. for Intermediary Online subscribers only (custodians) – 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 auditors; and
- the annual financial report, including the financial statement of the company for the year ended 30 June 2015;

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.

The financial report for consideration at the meeting will be the full financial report. Copies of the full financial report can be accessed on the Company's website:

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

If a hard copy is preferred by the shareholder please contact the Company's share registry.

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 these matters prior to the meeting. These must be submitted no later than 5pm (Melbourne time) on Thursday 12 November 2015 and should be emailed to brendan@casegovernance.com.au or mailed to 312 Kings Way, South Melbourne, Victoria, 3205.

ITEM 2 - ELECTION AND RE-ELECTION OF DIRECTORS

(a) 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(b) of the Company's Constitution and Listing Rule 14.4, Mr Hansen holds office only until this meeting and therefore offers himself for election.

Mr Hansen has had a successful career in leading international IT and data security organisations. His deep knowledge of Senetas' 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 a wealth of global experience in service products, marketing and business planning. He has a strong international M&A and business integration background, having directed world-wide teams since 2005.

Mr Hansen has recently accepted an executive position at Marlin Equity Partners and was previously vice president and general manager of Dell Software Group, a \$1.5B revenue business employing 3,000 staff in sales, marketing, channels and services, and oversaw its go to market strategy. Previously, Mr Hansen was 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 also held the role of president and CEO of Numara Software, a \$100m business, where he oversaw the company's successful sale and integration into BMC Software.

The Board has considered Mr Hansen's independence and, notwithstanding his previous role at SafeNet (a customer of Senetas), the Board considers Mr Hansen to be independent on the basis of the length of time since Mr Hansen worked for SafeNet and the roles Mr Hansen has held since leaving SafeNet.

Mr Hansen, a Canadian born US citizen resident in Dallas, Texas, is a director of Covisint Inc. (Nasdaq: COVS). Covisint is a leading Cloud platform provider enabling the 'Internet of Things' and identity management solutions.

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

The Board (other than Mr Hansen) 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 Kenneth Gillespie AC DSC CSM (ret'd) to the Board

Lieutenant General Kenneth Gillespie (retired) was appointed as an independent non-executive director of Senetas on 30 April 2013. Rule 35(c) of the Company's Constitution requires one third of the directors, not including the

Managing Director or any director appointed to fill a casual vacancy, to retire from office. In accordance with this Rule, Mr Gillespie has volunteered himself to retire and accordingly seeks re-election at this meeting.

Ken Gillespie retired from the Army after a distinguished 43 year career. He became Vice Chief of the Defence Force/Chief of Joint Operations and Chief of Army, having demonstrated high order strategic planning, engagement and implementation skills and excelling in high command appointments.

Lieutenant General Gillespie was advanced to Companion in the Military Division of the Order of Australia after receiving the honour of Officer of the Order of Australia for his service as Commander Australian Contingent, Operation Slipper, and having been a Member of the Order for his service as Commander ASTJIC. He was also awarded the Distinguished Service Cross for his command and leadership in East Timor and the Conspicuous Service Medal for his work in Namibia.

In 2009 Lieutenant General Gillespie was awarded the Legion of Merit (Commander) from the United States of America. In 2010, the Republic of Singapore awarded him the Meritorious Service Medal (Military - Pingat Jasa Gemilang).

Lieutenant General Gillespie is a director of the Boards of Australian Aerospace Limited and Indoor Skydive Australia Group (Chairman). Most recently appointed a director of Australian Strategic Policy Institute, he also consults to Government Departments, companies on leadership, culture and change management and remains very supportive of ex-service organisations. He is an ambassador for national bowel and prostate cancer organisations as well as “Soldier On”, a charity concerned with supporting wounded soldiers.

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

The Board (other than Mr Gillespie) 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 PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

The Company’s Remuneration Report is set out on pages 7 to 15 of the Company’s 2015 Annual Report. 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 750,000 Performance Rights to Mr Wilson pursuant to the Senetas Employee Share Option Plan, and otherwise on the terms and conditions set out below.

The grant of Performance Rights is intended to support 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. Accordingly, this resolution seeks shareholder approval to grant 750,000 Performance Rights to Mr Andrew Wilson, the Managing Director and Chief Executive Officer of the Company.

Each Performance Right granted entitles Mr Wilson to one fully paid ordinary share in the Company (Performance Right), subject to the satisfaction of the Performance Conditions described below.

Subject to shareholder approval, the Performance Rights 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.

As the Performance Rights will form part of Mr Wilson’s remuneration, they are to be granted at no cost to Mr Wilson and there will be no amount payable on vesting. Performance Rights 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. Mr Wilson will be free to deal with the shares allocated on vesting of the Performance Rights, subject to the requirements of the Company’s Policy for Dealing in Securities.

Performance Conditions and vesting of Performance Rights

Except in certain circumstances as set out below, Performance Rights will only vest to the extent that the Performance Conditions have been satisfied.

The Performance Rights are divided equally into four tranches, each with an individual Performance Condition. The Tranches and Performance Conditions are:

1. Tranche 1 - 25% of the Performance Rights will vest upon achievement of the Company’s Board approved budget target for the financial year 2015/16. There is no vesting scale associated with this Performance Condition;

2. Tranche 2 - 25% of the Performance Rights will vest upon 12 months of continued service by Mr Wilson from the grant date;
3. Tranche 3 - 25% of the Performance Rights will vest upon achievement of the Company's Board approved budget target for the financial year 2016/17. There is no vesting scale associated with this Performance Condition; and
4. Tranche 4 - 25% of the Performance Rights will vest upon 24 months of continued service by Mr Wilson from the grant date.

Each Performance Condition will be tested at the end of the relevant performance period for that Tranche.

All Performance Rights in relation to each Tranche will lapse if the relevant Performance Condition is not satisfied.

Cessation of employment

All unvested Performance Rights will lapse upon cessation of employment, unless the Board determines otherwise, if Mr Wilson is dismissed without notice or if Mr Wilson resigns from the Company during the performance period for the relevant Tranche. However, if Mr Wilson ceases to be employed because of retirement, redundancy, death or total and permanent disablement, at the Board's discretion, unvested Performance Rights may vest on a pro rata basis, subject to testing of the relevant Performance Condition.

Change of control

At the discretion of the Board and subject to such terms and conditions as the Board may determine, Performance Rights may vest on a pro rata basis in the event of a "change of control" of the company, or an announcement thereof, prior to the end of the relevant performance period. For these purposes "change of control" means where 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 Performance Rights will lapse 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.

Source of shares

The Company will issue the new shares for allocation to Mr Wilson upon vesting of his Performance Rights.

Other information

Prior to vesting of the Performance Rights, Mr Wilson will not be entitled to dividends or any voting or other entitlements in relation to those unvested Performance Rights.

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

In the event of a rights issue of securities to members of the Company, the Board may determine to adjust the method of calculation of the Performance Conditions to ensure that a 'like for like' comparison occurs and that the Performance Conditions remain appropriate. Any such adjustment will be approved by the Company's auditor. There will be no adjustment to the number of shares underlying each Performance Right.

Prior to vesting of the Performance Rights, Mr Wilson will otherwise not be permitted to participate in new issues of securities in relation to those unvested Performance Rights.

In the event of a reorganisation of capital, the Performance Rights will be treated in the manner required by the applicable ASX Listing Rule in Chapter 7, 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 Performance Rights.

1,500,000 Performance Rights were issued to Mr Wilson on 21 November 2014 following shareholder approval at the 2014 AGM. 50% of the Performance Rights issued on 21 November 2014 vested following satisfaction of the relevant performance conditions and 750,000 fully paid ordinary shares were issued to Mr Wilson on 31 August 2015. No securities have been issued to any other director of the Company under the Senetas Employee Share Option Plan since the 2014 AGM.

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

The Board (excluding Mr Wilson) 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 Items of Business.

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 2015 on pages 7 - 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 Items of Business.

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 \$200,000, from \$550,000 to \$750,000. The current Fee Pool of \$550,000 was approved by shareholders at the 2007 Annual General Meeting. The Company does not intend to exceed the current Fee Pool of \$550,000 prior to 31 December 2015.

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 2015 are included in the Remuneration Report.

Board recommendation and Chairman's voting intention for Item 5

The Board, after considering that the Fee Pool has not increased since 2007, 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 Items of Business.

Lodge your vote:



Online:

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

For all enquiries call:

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

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number:

SRN/HIN:

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



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

Tuesday, 17 November 2015

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 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 or 5 unless you direct them how to vote. 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 any director and their associates will not 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 your proxy and you do not mark a voting box for items 3, 4 or 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 item even though the item is 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 you must lodge the Power of Attorney with the registrar by 10.30 am (Melbourne time) on Tuesday, 17 November 2015. 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 under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

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

☐

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 Bayview on the Park Hotel, Lakeside Room 1, 52 Queens Road, Melbourne on Thursday, 19 November 2015 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, 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	Election of Mr Lawrence David Hansen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b	Re-election of Mr Kenneth Gillespie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Grant of Performance Rights to the Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	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 / /

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