

20 December 2024

Company Announcements Office
ASX Limited
(via ASX Online)

Senetas Corporation Ltd (ASX:SEN) (Senetas/Company)

Notice under section 708A(5)(e) of the Corporations Act 2001 (Cth)

This notice is being given by Senetas under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Act**) following the issue of 902,429 new fully paid ordinary shares as detailed in the Appendix 2A announced today.

- (a) The Company issued the 902,429 new fully paid ordinary shares without disclosure to investors under part 6D.2 of the Act.
 - (b) As at the date of this notice:
 - (1) Senetas has complied with:
 - (A) the provisions of chapter 2M of the Act as they apply to Senetas; and
 - (B) sections 674 and 674A of the Act; and
 - (2) there is no information that is reasonable for investors and their professional advisers to expect to find in a disclosure document:
 - (A) that has been excluded from a continuous disclosure notice given to ASX Limited (**ASX**) in accordance with the ASX Listing Rules (and which has since not been given to ASX); and
 - (B) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of Senetas; or
 - (ii) the rights and liabilities attaching to the new ordinary shares,
- other than the information set out below.

Excluded information disclosure

In December 2023 the board of Senetas's majority owned subsidiary Votiro Cybersec Global Pty Ltd (**Votiro**) resolved to engage Bowen Inc. (**Bowen**) a United States investment bank, to canvas the market for opportunities to either raise additional funds for Votiro, or potentially to orchestrate a sale of some or all of the business of Votiro (although no official sale process is or has been conducted).



In early October 2024 Bowen received a non-binding indicative offer from a privately held company specialising in the development and supply of cybersecurity products to acquire 100% of the issued shares in Votiro (**Offer**).

The Offer, as described below, potentially values Votiro at between US\$37.5 - \$47.5 million (approximately AU\$57.67 - \$73.04 million based on an exchange rate of AU\$1.538/USD\$1.00). Given Senetas's current shareholding in Votiro of approximately 69% (approximately 56% on a fully diluted basis), if the Offer proceeds, the value of Senetas's shareholding in Votiro would be valued at approximately AU\$35 - \$54 million.

The Offer is:

- (a) non-binding;
- (b) confidential; and
- (c) subject to a number of conditions, including the final approval of the Votiro board (as well as the board of the potential acquirer) and due diligence in respect of Votiro (which is ongoing),

and accordingly may be rescinded at any time if the party making the Offer is not satisfied with those conditions. Therefore, while these discussions are ongoing, there can be no assurance of the Offer progressing or completing.

Further, if the Offer is to proceed, its current proposed terms provide that:

- (a) the consideration paid under the Offer would be part cash, and part shares in the acquirer of Votiro (the current percentage of each is anticipated to be approximately 40% cash and 60% shares);
- (b) up to US\$14.4 million of the consideration would be held back for a minimum period of 12 months subject to certain conditions; and
- (c) a further US\$12.5 million would only be paid subject to Votiro meeting certain revenue targets.

These terms, including both the level, timing, and form of consideration may change as discussions progress, and there is no certainty that the share component will maintain its value or be readily realisable.

Senetas will update the market as required in accordance with its continuous disclosure obligations.

Separately, Senetas has today executed an underwriting agreement with Taylor Collison under which Taylor Collison has agreed to underwrite the unexercised SENAN and SENAP Options in Senetas that remain at 5:00pm on their respective expiry dates up to a total amount of \$1,446,685.50 (before costs). Further details of that arrangement will be contained in the announcement following this announcement.

This announcement was authorised for release by the Board of Senetas.



Brendan Case
Company Secretary