SENETAS
Security without compromise

26 October 2018

Dear Shareholder,

On behalf of your Board of Directors, it is my pleasure to invite you to the 2018 Annual General Meeting of Senetas Corporation Limited.

MEETING DETAILS
Date: Wednesday, 28 November 2018
Time: 10.30am (Australian Eastern Daylight Savings Time – Melbourne Time)
Venue: The Royce Hotel, 379 St Kilda Road, Melbourne

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

NOTICE AND ANNUAL REPORT
Please review our notice of meeting attached to this letter. The full Annual Report can be viewed on the company's website at:
http://www.senetas.com/investor/annual-reports/

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

The proxy form must be received by the Company by 10:30am on Monday, 26 November 2018 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

SENETAS CORPORATION LIMITED

ACN 006 067 607

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

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Senetas Corporation Limited (Company) will be held at The Royce Hotel, 379 St Kilda Road, Melbourne on Wednesday, 28 November 2018 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 2018.

2 Election and 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 Lachie Given, 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."

(c) "That Mr Philip Schofield, 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."

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

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

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

Voting Exclusion

The Company will disregard any votes on Item 3:

- *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; or*
- *cast as a proxy by a member of key management personnel (KMP) at the date of the meeting or a closely related party of those KMP,*

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

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

4 Remuneration Report

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

"That the Remuneration Report of the Company for the year ended 30 June 2018 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 2018 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.*

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

Dated this 26 October 2018

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 Monday, 26 November 2018 (Effective Time).

(2) All holders of ordinary shares in the Company as at the Effective Time are entitled to attend and vote at this meeting and may appoint an individual or a body corporate as proxy to attend this meeting and vote on behalf of the shareholder (provided a valid proxy form is received by the Company by the time specified in paragraph (11) below). Share transfers registered after the Effective Time will be disregarded in determining entitlements to attend and vote at the meeting. Shareholders who are unable to attend the meeting are encouraged to appoint a proxy to attend and vote on their behalf.

(3) A proxy need not be a shareholder of the Company.

(4) The proxy form personalised to you and sent with this Notice should be used for this meeting.

(5) Each shareholder who is entitled to cast 2 or more votes at this meeting may appoint 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a shareholder does not specify the proportion or number of that shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half the votes. An additional proxy form will be supplied by the Company's share registry on request. If you appoint 2 proxies and both proxies attend the meeting, neither proxy may not vote on a show of hands.

(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 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 Monday, 26 November 2018 at the Company's share registry – Computershare Investor Services Pty Limited, in one of the following ways;

i. by post – GPO BOX 242, Melbourne, Victoria, 3001;

ii. by fax – fax number +61 3 9473 2555, within Australia 1800 783 447;

iii. online – www.investorvote.com.au; 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 auditor; and
- the annual financial report, including the consolidated financial statements of the Company and its controlled entities for the year ended 30 June 2018;

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 Wednesday, 21 November 2018 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) Re-election of Mr Francis Galbally to the Board
Mr Galbally re-joined the board and was appointed as a director of Senetas on 10 May 2012. In accordance with Rule 35(c) of the Company's Constitution, Mr Galbally retires at this meeting and offers himself for re-election.

Mr Galbally was the founder of Senetas and formally held the positions of CEO and chairman. For family reasons Mr Galbally retired as an executive in February 2006 and as a director in May 2007.

Mr Galbally has over 30 years' experience in international business and commercial law. He 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.

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 1990's.

Mr Galbally is a director of EON Reality Inc (California, USA) and EON Reality Australia Pty Ltd. EON Reality is the world leader in virtual and augmented reality based knowledge transfer for industry and education; and 'edutainment' – entertainment based education.

Having been a director and chairman of a number of ASX listed companies, Mr Galbally has first-hand operational experience in growing 'small cap' companies.

Since re-joining the Board in 2012, Mr Galbally has led Senetas' significant capital and business restructure. He was appointed chairman on 30 April, 2013.

Mr Galbally is a graduate (first class honours) in Law at Melbourne University.

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.

(b) Re-election of Mr Lachie Given to the Board
Mr Given was appointed as a director of Senetas on 20 March 2013. In accordance with Rule 35(c) of the Company's Constitution, Mr Given retires at this meeting and offers himself for re-election.

Mr Given is currently a consultant to Madison Park LLC (**Madison Park**), a global strategic and financial advisory business. Madison Park is Senetas's largest single shareholder, after participating in a comprehensive capital restructure in June 2012.

Prior to joining Madison Park in 2004, Mr Given spent five years working in the investment banking and equity capital markets divisions of Merrill Lynch in Hong Kong and Sydney, Australia. He specialised in the origination and execution of a variety of M&A, equity, equity-linked and fixed income transactions.

Mr Given is Executive Chair of Ezcorp Inc. (NASDAQ:EZPW) a leading provider of easy cash solutions for consumers. He is also on the boards of The Farm Journal Corporation, a 134 year old pre-eminent US agricultural media company, CANSTAR Pty Ltd, the leading Australian financial services ratings and research firm; and of Cash Converters International Limited.

Mr Given graduated from the Queensland University of Technology with a Bachelor of Business majoring in banking and finance (with distinction).

Mr Given is not considered to be an independent director as he is a consultant to Madison Park, a substantial shareholder of the Company. Mr Given does not have equity in Madison Park and does not have power to exercise, or control the exercise of voting rights of shares held in the Company by Madison Park, nor does Mr Given have the power to dispose of, or control the exercise of a power to dispose of shares held in the Company by Madison Park.

Board recommendation and Chairman's voting intention for Item 2(b)
The Board (with Mr Given 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.

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

Mr Schofield is an executive director of Australian financial services firm, Patersons Securities Limited, a role he has held since 2004. Patersons specialises in investment and wealth management.

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 close family ties with Mr Phil Cohen who has control of Maddison Park. As stated above, Madison Park is Senetas's largest single shareholder.

Board recommendation and Chairman's voting intention for Item 2(c)
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 to acquire fully paid ordinary shares in the Company (**Options**) to Mr Wilson pursuant to the Senetas Employee Share Option Plan on the terms and conditions set out below.

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

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

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

Exercise Price
The exercise price of the Options upon vesting is $0.12. The exercise price represents a premium of approximately 15% to the market price of the Company's shares trading on ASX at the time of offer.

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

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

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

The performance period will run from 30 November 2018 to 29 November 2020 (Performance Period). 100% of the Options will be eligible for vesting upon 24 months of continued service by Mr Wilson commencing on 30 November 2018 (**Performance Condition**).

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

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

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

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

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

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

Clawback
All Options will lapse, any shares allocated on vesting and exercise will be forfeited, or cash amounts will be 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.

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

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

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

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

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

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

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

Following the shareholder approval granted at the AGM held 16 November 2017, 2,000,000 Options were issued to Mr Wilson (at no cost) on 20 November 2017.

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 2017 AGM.

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

Board Recommendation and Chairman's voting intention for Item 3:
The Board (with Mr Wilson abstaining) unanimously recommend shareholders vote in favour of this item of business.

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

Voting Exclusion for Item 3
A voting exclusion applies to this Item as set out 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 2018 on pages 9 - 16 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 1 of the notice of meeting.

SENETAS

Security without compromise

Senetas Corporation Limited
ABN 33 006 067 607

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

Proxy Form

Lodge proxy and view the annual report online

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

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

Control Number: 131713

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

For your proxy to be effective it must be received by 10:30 am (Melbourne time) Monday, 26 November 2018

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

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

Proxy voting by key management personnel: The key management personnel (KMP) of the Company (which includes each of the directors) and their closely related parties will not be able to vote your proxy on items 3 and 4 unless you direct them how to vote, or the Chairman of the Meeting is your proxy. In addition, any director eligible to participate in the Senetas Employee Share Option Plan and their associates will not be able to vote your proxy on Item 3. If you intend to appoint such a person as your proxy, please ensure that you direct them how to vote on items 3 and 4 by marking the voting boxes in Step 2 of the proxy form. The Notice of Meeting includes further details of the voting exclusions.

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: To sign under Power of Attorney, the Power of Attorney or a certified copy must be received by the registry by 10.30 am (Melbourne time) on Monday, 26 November 2018. 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".

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

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

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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

☐ **the Chairman of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Senetas Corporation Limited to be held at The Royce Hotel, 379 St Kilda Road, Melbourne on Wednesday, 28 November 2018 at 10:30 am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman of the Meeting authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), by completing and returning this form, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on Items 3 and 4 (except where I/we have indicated a different voting intention below) 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.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.
If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman of the Meeting to vote for or against or abstain from voting by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

		For	Against	Abstain
Item 2a	Re-election of Mr Francis Galbally as a Director	☐	☐	☐
Item 2b	Re-election of Mr Lachie Given as a Director	☐	☐	☐
Item 2c	Election of Mr Philip Schofield as a Director	☐	☐	☐
Item 3	Grant of Options to the Managing Director and Chief Executive Officer	☐	☐	☐
Item 4	Adoption of the Remuneration Report	☐	☐	☐

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	**Securityholder 2**	**Securityholder 3**
Sole Director and Sole Company Secretary	**Director**	**Director/Company Secretary**

Contact Name _____ **Contact Daytime Telephone** _____ **Date** / /