

Corporate Governance Statement

ABN 33 006 067 607

The Board of directors of Senetas Corporation Limited ('**Senetas**' or '**the Company**') recognise that it is responsible for ensuring that the Company has appropriate governance arrangements in place. The key aspects of the Company's corporate governance framework and governance practices which have been in place over the 2022 financial year are outlined below. This corporate governance statement is effective as at 26 August 2022.

The Board of directors confirms that the Company's corporate governance framework complies in almost all respects with the ASX's Corporate Governance Council's *Corporate Governance Principles and Recommendations* (4th Edition) ("Recommendations") and that where it does not comply, it is due to the current relative size of the Company and the scale and nature of its operations. The Council recognises that different entities may legitimately adopt different governance practices, based on a range of factors, including their size, complexity, history and corporate culture.

The Company provides below a review of its corporate governance framework using the same numbering as adopted for the Recommendations.

Copies of the Company's codes and policies may be downloaded from the corporate governance section of the Company's website at http://www.senetas.com/investor/corporate-governance/.

Principle 1: Lay Solid Foundations for Management and Oversight

The Company did not comply with all aspects of Recommendation 1.5 but it did comply with Recommendations 1.1, 1.2, 1.3, 1.4, 1.6 and 1.7 for the financial year ended 30 June 2022.

Recommendation 1.1:
A listed entity should have and disclose a board charter setting out:
(a) the respective roles and responsibilities of its board and management; and
(b) those matters expressly reserved to the board and those delegated to management.

The Board's responsibilities are defined in the Board Charter, a copy of which is available at http://www.senetas.com/investor/corporate-governance/, and there is a clear delineation between the functions reserved for the Board and those conferred upon the Chief Executive Officer ("CEO") and certain other officers of the Company.

Recommendation 1.2
A listed entity should:
(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and
(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Company will undertake checks the Board considers appropriate before appointing a person, or putting forward to shareholders a candidate for election, as a director. However, this will not apply to the re-election of existing directors.

Subject to any legal obligations to the contrary, the Company will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

Recommendation 1.3
A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Company has formal letters of appointment for each of its directors and senior executives, setting out the key terms and conditions of the appointment.

Recommendation 1.4
The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

Recommendation 1.5
A listed entity should:
(a) have and disclose a diversity policy;
(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
(c) disclose in relation to each reporting period:
(1) the measurable objectives set for that period to achieve gender diversity;
(2) the entity's progress towards achieving those objectives; and
(3) either:
(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.
If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period

The Company has adopted a Diversity Policy. The Diversity Policy confirms that the Company recognises that a talented and diverse workforce can be a key competitive advantage for it. The Company is committed to seeking out and retaining the best talent to develop business growth and performance, as business success is a reflection of the qualities and skills of its people. The Company is committed to promoting diversity in all areas of the Company as it recognises that each employee brings unique skills, capabilities, experiences and characteristics which benefit the organisation as a whole.

The Board, after taking into account its current relatively small size, small number of employees and the industry in which it operates, has established basic objectives for achieving gender diversity. These objectives are:

- potential candidates for vacant positions must include at least one female candidate; and
- during the Board selection process, the professional consultant or Board committee assisting the Board must provide at least one credible and suitably experienced female candidate.

There were no women on the Board during the 2022 financial year.

The proportion of women in the senior executive team of the Company as at 30 June 2022 was 17%.

The Company is not a "relevant employer" under the Workplace Gender Equality Act.

A copy of the Diversity Policy is available on the Company's website at http://www.senetas.com/investor/corporate-governance.

Recommendation 1.6
A listed entity should:
(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
(b)disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Board has in place a process to review the effectiveness of the Board, its committees and individual directors.

The Board has established a process that involves each director formally completing a questionnaire and assessing the performance of the Board, its committees and individual directors. The assessment covers a range of areas including:

- the composition of the Board;
- the effectiveness of the Board and each committee on which they served;
- the extent to which the responsibilities set forth in the respective charters of the Board and each committee are met;

- the quality of reporting from and interaction with management; and
- the extent to which substantive issues are appropriately prioritised and considered during Board meetings.

The results of the assessment are reviewed in detail by the Board.

A Board performance review was conducted for the 2022 financial year in accordance with this process and it was determined that the Board and its Committees continue to be effective and are focused on continuous improvement.

Recommendation 1.7
A listed entity should:
(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period

In accordance with the Board Charter, the directors' responsibilities include monitoring the performance of senior executives (including the CEO) and ensuring succession plans are in place. The Board has established a Nomination and Remuneration Committee which is responsible for reviewing and approving executive remuneration and incentive policies and practices, and ensuring that the policies and practices are performance based and aligned with the Company's vision, values and overall business objectives.

The Nomination and Remuneration Committee annually reviews the performance of the CEO and recommends to the Board key performance targets for the CEO.

The Committee has responsibility for fairly and responsibly rewarding executives having regard to the performance of the Company, the performance of the executives and the general external pay environment.

In addition, the Committee is responsible for reviewing and approving the design and total proposed payments from any executive incentive plan.

All senior executives of the Company are subject to an annual performance review. Each year during the budgeting process, the CEO sets senior executive key performance targets which are aligned to the performance targets set by the Board. These targets are aligned to the overall business goals and the Company's requirements. In the case of the CEO, these targets are negotiated between the Nomination and Remuneration Committee and signed off by the Board. Remuneration incentives are dependent on the outcome of these evaluations.

The Board and Nomination and Remuneration Committee ensure that an evaluation of the senior management team is undertaken annually.

Further information regarding executive compensation can be found in the Remuneration Report in this Annual Report.

A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at http://www.senetas.com/investor/corporate-governance/

Principle 2: Structure the board to be effective and add value

The Company did not comply with Recommendations 2.4 and 2.5 but it did comply with Recommendations 2.1, 2.2, 2.3 and 2.6 for the financial year ended 30 June 2022.

Recommendation 2.1
The board of a listed entity should:
(a) have a nomination committee which:
(1) has at least three members, a majority of whom are independent directors; and
(2) is chaired by an independent director,
and disclose:
(3) the charter of the committee;
(4) the members of the committee; and
(5) as at the end of each reporting period, the number of times the committee met throughout the period
and the individual attendances of the members at those meetings; or
(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board
succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience,
independence and diversity to enable it to discharge its duties and responsibilities effectively

Senetas has established a Nomination and Remuneration Committee.

The Nomination and Remuneration Committee's authority, responsibilities, composition and membership requirements are documented in the Nomination and Remuneration Committee charter approved by the Board, which is available on the Company's website at http://www.senetas.com/investor/corporate-governance/

Details of the relevant qualifications and experience of the members of the committee and their attendance at meetings during the reporting period are disclosed in the Annual Report.

The members of the Nomination and Remuneration Committee are: Mr Ken Gillespie, Mr Dave Hansen and Mr Francis Galbally. Mr Gillespie is Chairman of the Committee and is an independent director. Mr Dave Hansen is also an independent director.

Recommendation 2.2
A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

The Board has determined that, in terms of the mix of skills and diversity it is looking for in its own membership, it is best served by having a mix of individuals with different perspectives that have deep expertise and a breadth of experience in the following areas:

- strategy and innovation;
- international business management;
- international marketing and sales;
- information technology;
- financial management and corporate governance; and
- government regulation and policy.

Details in relation to the qualifications, experience, mix of skills and diversity of the Board can be found in the Directors' Report at http://www.senetas.com/investor/corporate-governance/

Recommendation 2.3
A listed entity should disclose:
(a) the names of the directors considered by the board to be independent directors;
(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and
(c) the length of service of each director.

The Company has assessed the independence of its directors against the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles and Recommendations.

The Board presently comprises six directors, with two independent non-executive directors, three non-independent non-executive directors (including the Chairman of the Board) and one executive director (the CEO).

Mr Galbally (Chairman of the Board) is not considered to be an independent director due to his substantial shareholding in the Company.

Mr Given is not considered to be an independent director as he is a consultant to Madison Park LLC ("Madison Park"). Madison Park is 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.

Mr Schofield is not considered to be an independent director as he has family connections with Mr Phil Cohen who has control of Madison Park.

Mr Wilson is the CEO of the Company and is not independent.

As stated above, Mr Ken Gillespie and Mr Dave Hansen are independent directors.

Recommendation 2.4
A majority of the board of a listed entity should be independent directors.

At 30 June 2022, the composition of the Board of directors and length of tenure of each member is stated below:

Name	*Position*	*Date appointed*	*Independent*
Francis W Galbally	Director (Non-Executive Chairman)	May 2012	NO
Lachie Given	Director (Non-Executive)	March 2013	NO
Ken Gillespie	Director (Non-Executive)	April 2013	YES
Dave Hansen	Director (Non-Executive)	August 2013	YES
Philip Schofield	Director (Non-Executive)	December 2017	NO
Andrew Wilson	Director (Executive)	August 2012	NO

Recommendation 2.5
The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The roles of the Chairman and CEO are exercised by two separate individuals. As stated above, Mr Galbally, the Company's Chairman, is not an independent director.

Recommendation 2.6
A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

The Company has an induction program for new directors which provide a summary of the Company and its activities to assist each new director to become effective in their role. The program includes one-on-one meetings with the CEO and senior members of management. In addition, the Board receives ongoing briefings and development sessions from senior management to continuously build

non-executive directors' knowledge and to ensure that the Board remains up to date with key internal and external developments.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

The Company complied with Recommendations 3.1 to 3.4 for the financial year ended 30 June 2022.

Recommendation 3.1
A listed entity should articulate and disclose its values.

As part of its commitment to recognising the legitimate interests of stakeholders, the Company has established a Code of Conduct to guide compliance with legal and other obligations to legitimate stakeholders. The Company's Values are incorporated in its Code of Conduct. The Code of Conduct applies to directors, senior executives, employees, contractors and consultant to the Company. The Code of Conduct covers the following key areas:

- acting with the highest standards of honesty, integrity, respectful and law-abiding behaviour;
- conflicts of interest;
- confidentiality;
- dealing fairly with stakeholders of the Company; and
- protection and proper use of assets.

A copy of the Company's Code of Conduct is available on the Company's website at http://www.senetas.com/investor/corporate-governance/

Recommendation 3.2:
A listed entity should:
(a) have and disclose a code of conduct for its directors, senior executives and employees; and
(b) ensure that the board or a committee of the board is informed of any material breaches of that code.

The Company has adopted a Code of Conduct which applies to all directors and employees of the Company, as well as a Securities Trading Policy.

Copies of the Company's Code of Conduct and the Securities Trading Policy are available on the Company's website at http://www.senetas.com/investor/corporate-governance/

Recommendation 3.3:
A listed entity should:
(a) have and disclose a whistleblower policy; and
(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy

The Company has adopted a Whistleblower Policy which:

- is intended to encourage employees to report promptly any actual or suspected improper conduct by the Company or any of its employees;
- is designed to complement normal communication channels between managers and employees;
- demonstrates the commitment of the Company to protect employees who report improper conduct through this Policy; and
- is intended to complement existing employee related policies such as the Occupational Health & Safety Policy and Employee Manual.

The Board is informed of any material incidents reported under that policy.

A copy of the Company's Whistleblower Policy is available on the Company's website at http://www.senetas.com/investor/corporate-governance/

Recommendation 3.4:
A listed entity should:
(a) have and disclose an anti-bribery and corruption policy; and

(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The Company has adopted an Anti-Bribery and Corruption Policy. In addition, the Company's Code of Conduct and various internal policies confirm that illegal acts such as bribery and corruption by directors and employees are not tolerated and are against the high standards expected of directors and employees.

A copy of the Company's Anti-Bribery and Corruption Policy is available on the Company's website at http://www.senetas.com/investor/corporate-governance/

Principle 4: Safeguard the integrity of Corporate Reports

The Company did not comply with Recommendation 4.1 during the year, but it did comply with Recommendations 4.2 and 4.3 for the financial year ended 30 June 2022.

Recommendation 4.1
The board of a listed entity should:
(a) have an audit committee which:
(1) has at least three members, all of whom are nonexecutive directors and a majority of whom are independent directors; and
(2) is chaired by an independent director, who is not the chair of the board, and disclose:
(3) the charter of the committee;
(4) the relevant qualifications and experience of the members of the committee; and
(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
(b)if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

Senetas has established an Audit and Risk Committee which is chaired by Mr Given, a non-executive director. As stated above, Mr Given is not an independent director and he is not the Chairman of the Board. Mr Galbally and Mr Gillespie are the other members of the Audit and Risk Committee. The Audit and Risk Committee's authority, responsibilities, composition and membership requirements are documented in the Audit and Risk Committee charter approved by the Board, which is available on the Company's website at http://www.senetas.com/investor/corporate-governance/.

Details of the relevant qualifications and experience of the members of the committee and their attendance at meetings during the reporting period are disclosed in the Annual Report.

Recommendation 4.2
The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The CEO and the Chief Financial Officer have, in accordance with section 295A of the Corporations Act, declared in writing to the Board that the financial reporting, risk management and associated compliance and controls have been assessed and found to be operating efficiently and effectively during the year. All risk assessments covered the whole financial year and the period up to the signing of the annual financial report for all material operations of the Company.

While the Audit and Risk Committee is also responsible for overseeing the establishment and implementation of risk management and internal compliance and control systems, the Board remains responsible for the overall internal control framework, but recognises that no cost-effective internal control system will preclude all errors and irregularities. The Company places considerable reliance on the skill, experience and judgement of its employees to make decisions within the policy framework and to communicate openly on all risk related matters.

Recommendation 4.3
A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The Company has processes in place to review periodic corporate reports it releases to the market that are not audited or reviewed by an external auditor.

Principle 5: Make Timely and Balanced Disclosure

The Company complied with Recommendations 5.1 to 5.3 for the financial year ended 30 June 2022.

Recommendation 5.1
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

The Company has adopted a Continuous Disclosure Compliance Policy. This Policy sets out the standards, protocols and the detailed requirements expected of all directors, officers, senior management and employees of the Company for complying with the Listing Rules and Corporations Act relating to continuous disclosure.

The Continuous Disclosure Compliance Policy is designed to provide equal access to information and to promote quality communications between the Company and third parties such as shareholders, the investment community, the media and ASX.

In addition, the Board assesses its continuous disclosure obligations at each Board meeting.

A copy of the Company's Continuous Disclosure Compliance Policy is available on the Company's website at http://www.senetas.com/investor/corporate-governance/.

Recommendation 5.2:
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Board receives copies of all material market announcements promptly after they have been made.

Recommendation 5.3:
A *listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.*

The Company ensures that a copy of any new and substantive investor or analyst presentation is released on the ASX Market Announcements Platform ahead of presentation.

Principle 6: Respect the Rights of Security Holders

The Company complied with Recommendations 6.1 to 6.5 for the financial year ended 30 June 2022.

Recommendation 6.1
A listed entity should provide information about itself and its governance to investors via its website.

The Board is responsible for the governance of the Company. Key aspects of the Company's corporate governance framework and practices are disclosed on the Company's website http://www.senetas.com/investor/corporate-governance/.

Recommendation 6.2
A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company engages an external investor relations consultant, to facilitate engagement with shareholders. The Company actively addresses queries which arise from time to time from shareholders. The Company at the Annual General Meeting responds to all enquiries received from shareholders. The Company through its investor relations consultant, Continuous Disclosure Compliance Policy, market updates, financial reporting and website, provides investors with the opportunity to have an understanding of the Company's business, governance and financial performance.

Recommendation 6.3
A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Company has adopted a Shareholder Communications Policy for shareholders wishing to communicate with the Board. Senetas seeks to utilise numerous modes of communication, including electronic communication to ensure that its communication with shareholders is frequent, clear and accessible. All shareholders are invited to attend the Company's virtual Annual General Meeting, either in person or by representative, being the forum in which to discuss issues relevant to the Company. The Board accordingly encourages full participation by shareholders. Shareholders will have an opportunity to submit questions to the Board and auditors.

A copy of the Company's Shareholder Communications Policy is available on the Company's website at http://www.senetas.com/investor/corporate-governance/.

Recommendation 6.4
A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

All substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

Recommendation 6.5:
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Stockholders are able to contact the Company or, its share registrar, Computershare, by mail, telephone, email or via online access. Stockholders may choose to receive communication from, and send communications to, the Company and Computershare electronically.

Principle 7: Recognise and Manage Risk

The Company did not comply with Recommendation 7.1 during the year, but it did comply with Recommendations 7.2 to 7.4 for the financial year ended 30 June 2022.

Recommendation 7.1
The board of a listed entity should:
(a) have a committee or committees to oversee risk, each of which:
(1) has at least three members, a majority of whom are independent directors; and
(2) is chaired by an independent director,
and disclose:
(3) the charter of the committee;
(4) the members of the committee; and
(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

Please refer to the response to Recommendation 4.1.

Recommendation 7.2
The board or a committee of the board should:

(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and
(b) disclose, in relation to each reporting period, whether such a review has taken place

The Board is responsible for reviewing and ratifying the risk management structure, processes and guidelines which are developed and maintained by management.

Management has established and implemented the risk management system for assessing, monitoring and managing the Company's material risks. The Board regularly reviewed the Company's risk management framework during the year.

The CEO and the Chief Financial Officer declared in writing to the Board that the financial reporting, risk management and associated compliance and controls had been assessed and found to be operating efficiently and effectively during the year. All risk assessments covered the whole financial year and the period up to the signing of the annual financial report for all material operations of the Company.

Recommendation 7.3
A listed entity should disclose:
(a) if it has an internal audit function, how the function is structured and what role it performs; or
(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes

The Company does not have an internal audit function.

In conjunction with the Company's other corporate governance policies, the Company has adopted policies and processes to assist the Company to identify, evaluate and mitigate technological, economic, operational and other risks. Management is responsible for maintaining the Company's risk register and this document receives the focus and attention of each member of the executive team who report to the CEO.

In addition, throughout the financial year, the risk register was a standing agenda item at each Board meeting which enabled the Board to regularly refer to it in its decision making, assess its effectiveness and request updates where deemed appropriate to the Company's risk management and internal control processes.

Recommendation 7.4
A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy, which is designed to assist the Company to identify, evaluate and mitigate strategic, technological, funding, financial, economic, operational and other risks.

The Company is not subject to material environmental and social sustainability risks.

Principle 8: Remunerate Fairly and Responsibly

The Company complied with Recommendations 8.1 to 8.3 for the financial year ended 30 June 2022.

Recommendation 8.1
The board of a listed entity should:
(a) have a remuneration committee which:
1) has at least three members, a majority of whom are independent directors; and
2) is chaired by an independent director,
and disclose:
3) the charter of the committee;
4) the members of the committee; and

5) *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

(b) *if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.*

Please refer to the response to Recommendation 2.1.

Recommendation 8.2
A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

In accordance with its Charter, the Nomination & Remuneration Committee clearly distinguishes the structure of non-executive directors' remuneration from that of executive directors and senior executives. Disclosure of the directors' and executives' remuneration can be found in the Remuneration Report in this Annual Report.

Recommendation 8.3
A listed entity which has an equity-based remuneration scheme should:

(a) *have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*

(b) *disclose that policy or a summary of it.*

The Company's Dealing in Securities Policy states that:

- Senetas securities must never be hedged prior to the vesting of those securities; and
- Senetas securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of an employee share plan operated by the Company.

A copy of the Company's Dealing in Securities Policy is available on the Company's website at http://www.senetas.com/investor/corporate-governance/

Principle 9: Additional recommendations that apply only in certain cases

Recommendations 9.1 to 9.3 were not applicable to the Company during the 2022 financial year.

Recommendation 9.1:

Recommendation 9.1:
A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.

Not applicable

Recommendation 9.2:
A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.

Not applicable

Recommendation 9.3:
A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

Not applicable

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Senetas Corporation Limited

ABN

33 00 606 7607

Financial year ended:

30 June 2022

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website: https://www.senetas.com/corporate/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at 26 August 2022 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date: 31 August 2022

Name of authorised officer authorising lodgement: Brendan Case, Company Secretary

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[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://www.senetas.com/corporate/corporate-governance/	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	

[4] Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

[5] If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☐ We have disclosed a copy of our diversity policy at: https://www.senetas.com/corporate/corporate-governance/ We have not disclosed all of the information referred to in paragraph (c).	☒ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement pages 3 and 4) and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement pages 3 and 4)	
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 4) and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 4)	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ We have disclosed a copy of the charter of the committee at: https://www.senetas.com/corporate/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 5.)	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 5)	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement pages 5 and 6) and, where applicable, the information referred to in paragraph (b) at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement pages 5 and 6) and the length of service of each director at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 6)	
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☐	☒ set out in our Corporate Governance Statement
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: our code of conduct at: https://www.senetas.com/corporate/corporate-governance/	
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://www.senetas.com/corporate/corporate-governance/	
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://www.senetas.com/corporate/corporate-governance/	
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ We have disclosed our anti-bribery and corruption policy at: https://www.senetas.com/corporate/corporate-governance/	☐

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☐ We have disclosed a copy of the charter of the committee at: https://www.senetas.com/corporate/corporate-governance/ and the information referred to in paragraphs (4) and (5) at https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 8.)	☒ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://www.senetas.com/corporate/corporate-governance/	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://www.senetas.com/ and https://www.senetas.com/corporate/corporate-governance/	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://www.senetas.com/corporate/corporate-governance/ (Refer Communications Policy and 2022 Corporate Governance Statement page 10.)	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☐ We have disclosed a copy of the charter of the committee at: https://www.senetas.com/corporate/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement pages 5 and 10.)	☒ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 11.)	

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ We comply with paragraph (b) we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 11.)	
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 11.)	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ We have disclosed a copy of the charter of the committee at: https://www.senetas.com/corporate/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: https://www.senetas.com/corporate/corporate-governance/ (refer 2022 Corporate Governance Statement pages 5 and 12.)	
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 11.)	
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: https://www.senetas.com/corporate/corporate-governance/ (Refer 2022 Corporate Governance Statement page 11.)	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	Not applicable	
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Not applicable	
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Not applicable	