



Notice of Meeting 2010 Annual General Meeting

29 October 2010

A copy of the Notice of Meeting covering the Company's 2010 Annual General Meeting which will be dispatched to members shortly is attached.

The meeting will be held at 11am on 30 November 2010 at Morgans, 401 Collins Street, Melbourne.

As in previous years, the Company will offer its shareholders the ability to tender their votes online (both as direct votes or by proxy) and encourages all shareholders who are unable to attend in person to use these facilities.

About Praemium: Præmium Ltd (ASX:PPS) is one of Australia's leading suppliers of online financial portfolio administration and Separately Managed Account (SMA) technology, administering AUD 42.4billion* of assets in Australia and with more than £155million in funds on the platforms it operates in the UK . Præmium currently provides services to more than 500* financial institutions and intermediaries, including some of the world's largest financial institutions.

*As at 30 September 2010

Direct Voting

In accordance with rule 8.7(j) of the Company's Constitution, where a Shareholder is entitled to vote, and cannot attend personally and does not wish to appoint a proxy, the Shareholder may vote directly on resolutions to be considered at the AGM by mailing their vote(s) to the Company's share registry, Link Market Services Limited, by 11.00am (Melbourne time) on 28 November 2010

The direct voting form may be:

Mailed/delivered to the Company's share registry, Link Market Services Limited at:

Street Address:

Level 12, 680 George Street, SYDNEY, NSW 2000

Postal Address:

Locked Bag A14, SYDNEY SOUTH, NSW 1235

Faxed to Link Market Services Limited on Fax: 02 9287 0309

Online Direct Voting – Direct votes can be lodged online at www.praemium.com.au by using the following steps.

Step 1 – select Investor Relations from the top menu;

Step 2 - click on Shareholder Communications;

Step 3 - click on the link at the end of the webpage titled Præmium online share registry.

Step 4 – enter your Holder Identification Number (HIN) or Shareholder Registration Number (SRN) (which appears on your proxy form or a statement previously received), your surname or company name (as registered), your postcode and then select validate;

Step 5 – select Direct Voting from the right hand menu;

Step 6 - after selecting the meeting and declaration and then clicking on OK, select the third option titled Direct Vote;

Step 7 – complete the steps to lodge your direct vote.

You will be taken to have signed your direct vote form if you lodge it in accordance with the instructions given on the website.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act 2001 (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001 (Cth) to be provided. The Certificate must be lodged with the Company before the AGM or at the registration desk on the day of the AGM. The Company will retain the certificate. A form of this certificate may be obtained from the Company's share registry.

Notice & Agenda Praemium Limited 2010 Annual General Meeting

Notice is given that Praemium Limited ACN 098 405 826 ("Praemium" or "the Company") will hold its Annual General Meeting ("AGM") at 11:00 am (Melbourne time) on Tuesday 30 November 2010 at Morgans, 401 Collins St, Melbourne VIC, Australia.

Agenda

Welcome / Apologies

Chairman's Address

Group CEO's Report

Ordinary Business

- Consideration of Financial Statements and Reports

Items for approval

- Re-election of Director – Dr Don Stammer
- Re-election of Director – Mr Robert Edgley
- Adoption of Remuneration Report
- Issue of Shares and Performance Rights under existing plan to an Executive Director – Cathryn Nolan

Any other business

Ordinary Business

Consideration of Statements and Reports

To receive the Financial Statements, Directors' Report and the Independent Auditor's Report for Praemium and its controlled entities for the year ended 30 June 2010.

Unless the Company's Share Registry has been notified otherwise, Shareholders will not be sent a hard copy of the Annual Report. All Shareholders can download the Annual Report, which contains the Financial Statement for the year ended 30 June 2010, from the Company's Website at www.praemium.com.au/financial-reports.html.

Questions and Comments

Following the consideration of the Financial Statement and Reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit 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.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by Shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

Items for Approval

Resolution 1 – Re-Election of Director – Dr Donald Stammer

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

"That, Dr Donald Stammer, who retires by rotation, is re-elected as a Director of Praemium Limited."

Resolution 2 – Re-Election of Director – Mr Robert Edgley

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

"That, Mr Robert Edgley, who retires by rotation, is re-elected as a Director of Praemium Limited."

Resolution 3 - Adoption of Remuneration Report

To consider and, if thought fit, to pass the following advisory resolution:

"That, the Remuneration Report for the financial year ended 30 June 2010 (set out in the 2010 Annual Report) be adopted."

Resolution 4 - Approval of grant of Shares and Performance Rights to an Executive Director

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

"That, for the purposes of ASX Listing Rule 10.14, sections 208(1) and 260C(4) of the Corporations Act 2001 (Cth) and all other purposes approval is hereby given to grant 260,000 Shares and up to 250,000 Performance Rights to Ms Cathryn Nolan, Director, Company Secretary, and General Counsel, of the Company, under the Praemium Directors' and Employee Benefits Plan, which is constituted and administered in accordance with the Terms and Conditions of the Praemium Directors' and Employee Benefits Plan"

A copy of the Praemium Directors' and Employee Benefits Plan is available upon request from the Company Secretary or from the Company's website at http://www.praemium.com.au/pdf/091209_PDEBPlan_v3_Approved20091209.pdf.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

Please read the Explanatory Notes

Information regarding the resolutions may be found in the accompanying Explanatory Notes, which form part of this notice of meeting.

By Order of the Board



Cathryn Nolan
Company Secretary
28 October 2010

OTHER INFORMATION

Entitlement to attend and vote

In accordance with Reg 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of Shares in the Company as at 7.00pm (Melbourne time) on Friday 26 November 2010 will be entitled to attend and vote at the AGM as a Shareholder.

If more than one joint holder of Shares is present at the AGM (whether personally, by proxy, or by attorney, or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register of Shareholders will be counted.

Proxies

In accordance with section 249L(d) of the Corporations Act 2001 (Cth) a member who is entitled to attend and vote at the AGM may appoint a proxy. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001 (Cth); and

provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

If a Shareholder is entitled to cast two or more votes the Shareholder may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.

A proxy need not be a member.

The Proxy Form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, by 11.00am (Melbourne time) on Sunday 28 November 2010.

The completed proxy form may be:

Mailed/delivered to the Company's share registry using the enclosed envelope, to Link Market Services Limited at:

Street Address:

Level 12, 680 George Street, SYDNEY, NSW 2000

Postal Address:

Locked Bag A14 SYDNEY SOUTH, NSW 1235

Faxed to Link Market Services Limited on Fax: 02 9287 0309

Online Proxy Appointment - Proxies can be lodged online at www.praemium.com.au by the following steps.

Step 1 – select Investor Relations from the top menu;

Step 2 – click on Shareholder Communications;

Step 3 – click on the link at the end of the webpage titled Præmium online share registry.

Step 4 – enter your Holder Identification Number (HIN) or Shareholder Registration Number (SRN) (which appears on your proxy form or a statement previously received), your surname or company name (as registered), your postcode and then select validate;

Step 5 – select Proxy Voting from the right hand menu;

Step 6 – complete the steps to lodge your proxy.

You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

If the Company makes a pro-rata bonus issue of Shares to its Shareholders, and Performance Rights have not vested prior to the record date for determining entitlements to that issue, the Right, when exercised, will entitle Ms Nolan to one Share plus the number of bonus Shares which would have been issued to her if the Performance Right vested prior to the relevant record date.

If the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) or undertakes a pro-rata issue (other than a bonus issue) of securities, the terms of the Performance Rights held by Ms Nolan will be changed to the extent necessary to comply with the ASX Listing Rules.

If a takeover bid is made to acquire the whole or part of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect of a change of control of the Company, then Ms Nolan shall be able to request that the Board approve the exercise and/or conversion of all or part of her Performance Rights, notwithstanding that the applicable exercise and/or vesting conditions have not been satisfied.

The Shares allotted upon the conversion of vested Performance Rights will rank equally in all respects with all other issued Shares in the Company. The Company will arrange for Shares allotted to be either issued, acquired on-market or transferred. The Company will apply for official quotation of those Shares on the ASX after they are issued (if issued). There is no plan to require that any Shares issued on vesting of Performance Rights be restricted securities.

Copies of the Praemium Directors and Employee Benefits Plan are available at the Company's registered office at Level 1, Praemium House, 406 Collins Street, Melbourne Victoria 3000, or may be obtained by Shareholders at no charge by writing to the Company Secretary at that address, or the Company's website at http://www.praemium.com.au/pdf/091209_PDEBPlan_v3_Approved20091209.pdf

Recommendation

The non-executive Directors, on the recommendation of the Group CEO, have formed the view that the issue of Shares and Performance Rights to Ms Nolan in her capacity as Executive Director, General Counsel and Company Secretary is reasonable, having regard to the circumstances of the Company and Ms Nolan's duties and responsibilities.

Each Director, except Ms Nolan, recommends that Shareholders vote in favour of the proposed resolution. As the resolution relates directly to her, Ms Nolan does not make a recommendation and will not be voting on this resolution.

Voting Exclusion Statement

A Voting Exclusion Statement is set out under the resolution in the Notice of Meeting. The Company's directors and their associates may not vote on the resolution.

Listing Rule and Legislative Requirements in relation to Resolution 4

ASX Listing Rule 10.14 requires Shareholder approval of any issue of Shares to a related party to the Company (such as a Director). Resolutions 4 relates to the approval of an issue of Shares and Performance Rights under the current PDEB Plan to Ms Cathryn Nolan, a Director and Company Secretary of the Company and Praemium Group General Counsel.

Details of the number of securities that have been issued and which are planned to be issued in addition to the securities to be issued if Resolution 4 is approved are set out under the heading 'Issues made or planned to be made under the PDEB Plan' above.

Section 208(1) of the Corporations Act 2001 (Cth) provides that, if a company is to give a financial benefit (such as a grant of Shares and/or Performance Rights that upon achieving the vesting conditions may convert to ordinary shares in a company) to a related party of the company, such as a Director, then the company must obtain Shareholder approval and give the benefit within 15 months after the approval. Accordingly, as Ms Nolan is a Director of the Company, Resolution 4 is seeking Shareholder approval for the Company to be able to give her the financial benefits as set out in the Explanatory Notes relating to that resolution.

Section 260(c)(4) of the Corporations Act 2001 (Cth) states that financial assistance is exempted from section 260A (which sets out the rules for a company to provide financial assistance to a person acquiring shares in the company) if it is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company. No loan will be made available by the Company to Ms Nolan in connection with the grant of Shares and/or Performance Rights (as case may be) under the PDEB Plan.

EXPLANATORY NOTES

These Explanatory Notes have been prepared for the information of shareholders of the Company (Shareholders) in relation to the business to be conducted at the Company's 2010 Annual General Meeting.

The purpose of the Explanatory Notes is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. The Directors recommend that Shareholders read these Explanatory Notes before determining whether or not to support the resolutions.

All of the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution.

Resolutions 1 and 2 – Election of Directors

Current Directors, Dr Donald Stammer and Mr Robert Edgley retire by rotation in accordance with rule 9.1 of the Company's Constitution. It is a requirement of the Company's Constitution, that where the number of Directors (excluding the Managing Director and any Directors appointed as additional Directors) is equal to or less than 5, then 2 of the Directors must retire from office at each Annual General Meeting. However, the retiring Directors may, if eligible, offer themselves for re-election. Both Dr Donald Stammer and Mr Robert Edgley being eligible, offer themselves for re-election as Directors.

Information about the experience, skills and qualifications of all of the Directors, including those standing for election, are set out on pages 15 – 16 of the Company's 2010 Annual Report. Copies of the Annual Report can be downloaded from the Company's Website at www.praemium.com.au/financial-reports.html.

Recommendation

The Directors, with Dr Donald Stammer abstaining, recommend that Shareholders vote in favour of Resolution 1.

The Directors, with Mr Robert Edgley abstaining, recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) requires the Shareholders to vote on an advisory resolution that the Remuneration Report (Report) be adopted.

The Report details the remuneration policies for Praemium Limited and each of its incorporated subsidiaries including those incorporated in the United Kingdom (the 'Group') and reports the remuneration arrangements for Directors and Key Management Personnel (identified for the purposes of the Accounting Standards). The Report is set out on pages 22 – 26 of the 2010 Annual Report to Shareholders. Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Report.

Recommendation

The Directors unanimously recommend Shareholders vote in favour of this advisory resolution, Resolution 3.

Resolution 4 – Approval of grant of Shares and Performance Rights to an Executive Director

Background

The Company has had a Director and Employee Benefits Plan in place since prior to its listing in 2006. The first plan was replaced by the current Praemium Director and Employee Benefits Plan (PDEB Plan) in 2008 and that plan was amended at the Company's AGM in 2009.

Full details of all securities offered under the current PDEB Plan are set out in Company's 2010 Remuneration Report (contained in the 2010 Annual Report). Since the 2009 AGM there has been no award of securities under the current PDEB Plan to any Directors of the Company. Accordingly Ms Cathryn Nolan, who is a Director of the Company, has not been offered or issued any securities under the current PDEB Plan. The Board decided, at the time that approval for the PDEB Plan was sought, to exclude both of its Executive Directors, that is Mr Naoumidis who is the Group CEO and Ms Nolan who is an Executive Director and Company Secretary, from offers made under the PDEB Plan until the

Remuneration Committee could complete its task of reviewing the Group's remuneration policies and strategies and consider whether the approach to long and short-term incentives for Directors should differ from other senior managers. Since that time it has decided that on expiration of the current PDEB Plan in 2011 it will recommend a separate plan for the Group CEO and that Ms Nolan's remuneration should be approached similarly to other senior managers of the Australian business.

The Group CEO and the Board are satisfied that Ms Nolan achieved her key performance indicators for the 2010 Performance Period and wishes to offer her the opportunity to receive an award of Shares which is consistent with the awards that will be made to other senior managers of the Australian business who participated in the issue of Performance Rights under the PDEB Plan made last year, and who all, to an extent determined by the Group CEO, met their key performance indicators for the same period.

Ms Nolan is eligible to participate in grants of Shares, Options or Performance Rights under the current PDEB Plan.

Accordingly, the Board proposes that in order for Ms Nolan in her capacity as General Counsel to participate in the Company's long term incentive plan, and to reward her for her performance in the 2010 Performance Period in line with awards that have been made to other senior managers of the Australian business, the Company proposes Ms Nolan be granted 260,000 Shares and 250,000 Performance Rights to acquire up to 250,000 Shares in the capital of the Company upon the vesting conditions being achieved under the current PDEB Plan. This will ensure Ms Nolan's long-term performance and remuneration is transparent and linked to the Company's remuneration policy relating to long and short-term incentive payments.

Why seek Shareholder approval?

Pursuant to ASX Listing Rule 10.14 and sections 208(1) and 260C(4) of the Corporations Act 2001 (Cth), the Company must seek Shareholder approval to issue Shares and Performance Rights to Ms Nolan because she is a Director of the Company.

Issues made or planned to be made under the PDEB Plan

The Company's long-term incentive plan is designed to link the senior managers and key staff members' reward with key performance indicators that will drive sustainable growth in Shareholder value over the long term. Accordingly, the Company has made, or plans to make, the following issues under the current PDEB Plan:

4,200,000 Performance Rights have been issued to senior managers and key personnel of its Australian staff in March 2010. Of those Performance Rights the Board has resolved that 2,030,000 will vest (resulting in the issue of that number of fully paid ordinary Shares, and 120,000 Performance Rights have lapsed or will lapse);

520,000 Options were issued to UK staff in December 2009. Those Options are exercisable on payment of \$0.165 and will expire on 30 September 2011;

920,000 Options were issued to Australian in March 2010. Those options are exercisable on payment of \$0.155 and expire in 30 September 2011;

710,000 fully paid ordinary Shares were issued, representing an issue of 10,000 Shares to each member of the Group's Australian and UK Staff (other than Executive Directors) in December 2009;

The Company has resolved to offer (and on acceptance of those offers to issue) around the date of this notice or shortly thereafter a further 3,583,332 Performance Rights/Options to senior managers and key personnel in both the UK and Australia which will be structured as a long-term incentive payment to permanent full-time senior managers and key personnel (the Participants) in order to align the Participants' incentives with the interests of Shareholders, balance the short term with the long term Group focus, and be able to retain the high calibre senior employees by being able to provide an attractive equity-based incentive that builds an ownership of the Company; and

The Company plans to issue a further 1,766,668 Shares to senior managers and key personnel in the UK in recognition of the UK subsidiary group realising the first key milestone that was identified for achievement in 2010 (being, the achievement of sufficient funds on platform to verify the viability of Praemium's business plans for the UK).

The Performance Rights offered under the current PDEB Plan to Australian senior manager and key personnel are structured so that they vest in tranches, one tranche each year over 3 years for those offered in March 2010, one tranche each over 2 years for those to be issued shortly after the date of this notice. In each case, Performance Criteria for each tranche of Performance Rights are based on the senior manager's/employee's performance (including that of the senior manager's/employee's team and/or the success of projects for which the senior manager/employee is responsible) during a relevant period (generally 12 months) (the Performance Period) and will only be converted to fully paid ordinary Shares, upon the vesting conditions (Performance Criteria) being achieved for that relevant Performance Period.

In the case of the 3,233,332 Performance Rights / Options to be offered to senior managers and key personnel resident in the UK around the same time as the date of this notice, vesting conditions require the achievement of clear and objective milestones which have been drawn from the business plan and strategy for the UK subsidiary group. Provided that the milestones are achieved, the

Performance Rights / Options may vest/be exercised at the end of October in the calendar year after the Board has determined that the Performance Criteria has been met.

Depending on the Participant, key performance indicators may be reviewed on an annual basis and be linked to the performance of that staff member or linked to the performance of the business overall in which case vesting of Performance Rights will trigger on a combination of the achievement of a milestone and the Participant's continuing employment.

The quantum of the award made to each Participant under the PDEB Plan has been determined taking into account the employee's or senior manager's role, seniority and contribution to the Company, together with the business unit that they are employed by and the rules that apply in the relevant jurisdiction.

The Group CEO, with the approval of the Board, determined the Performance Criteria (exercise or vesting conditions, as the case may be) to be applied to long-term incentive awards offered to the Participants. The Performance Criteria took into account the Company's strategies and revenue growth. A general description of the Performance Criteria determined by the Board for long-term incentive awards under the current PDEB Plan is set out in the Company's Remuneration Report (contained in the 2010 Annual Report).

Generally, any long-term incentive awards granted for which Performance Criteria are not met, will lapse. Generally, this includes securities which remain outstanding at the time the Participant ceases employment/contract with Praemium, other than in special circumstances including redundancy, total and permanent disablement, or death.

The Shares allotted upon the conversion of vested Performance Rights will rank equally in all respects with all other issued Shares of the Company. The Company will arrange for Shares allotted to be either issued, acquired on-market or transferred. The Company will apply for official quotation of those Shares on the ASX after they are issued (if issued).

Proposed structure of Offer of Shares and Performance Rights to Ms Nolan

Subject to Shareholder approval, the Company proposes offering Ms Nolan under the current PDEB Plan at no cost to her:

260,000 fully paid ordinary Shares (the value of the Shares will be determined by reference to the market value upon issue), and

250,000 Performance Rights each of which is capable of converting to one ordinary Share on vesting (the value of the Shares to be issued on vesting will be determined by reference to the market value of the Shares issued on conversion of the Performance Rights).

Any Performance Rights will be issued within 3 months of Shareholder approval

The 250,000 Performance Rights, if approved by the members, will be issued in two tranches of no more than 125,000 Performance Rights each. The tranches will vest, subject to satisfaction of the applicable Performance Criteria, as follows:

- first Tranche: after 1 October 2011 and before 31 December 2011; and
- second tranche: after 1 October 2012 and before 31 December 2012

On vesting, each Performance Right will entitle Ms Nolan to receive one fully paid ordinary Share in the capital of the Company. The number of Performance Rights, if any, that will vest will depend on the extent to which Ms Nolan achieves the vesting conditions (comprising achieving the Performance Criteria and continuing to be an employee in good standing) for the Performance Period relevant to each tranche. The Performance Period, in each case, is the period between 1 October and 30 September immediately prior to the first date on which each tranche may vest.

The Group CEO with the approval of the Board has determined the Performance Criteria to be applied as vesting conditions to the first tranche of the long-term incentive awards being offered to Ms Nolan (being the key performance indicators identified in her current employment agreement) and will determine the criteria for the vesting of the second tranche prior to the end of October 2012 (consistently with the Company's approach to giving effect to its remuneration policy and the PDEB Plan which requires the setting of annual goals for executive staff who hold Performance Rights). In each case the Performance Criteria do, or must, take into account the Company's strategies, revenue growth, and Shareholder value in the context of Ms Nolan's specific role and contributions.

Any Performance Rights granted for which Performance Criteria are not met by Ms Nolan, will lapse. Generally, this includes any Performance Rights which remain outstanding at the time Ms Nolan ceases employment/contract with Praemium, other than in special circumstances including redundancy, total and permanent disablement, or death.

The Performance Rights will be issued to Ms Nolan on the same terms as Performance Rights issued to other senior managers.

The Company will not seek official quotation of any Performance Rights.

If Ms Nolan has an interest in securities held under the PDEB Plan she will not be entitled to participate in new issues of Shares made by the Company to its Shareholders unless the Performance Rights have vested and the resultant Shares are allotted to her before the record date for determining entitlements to the issue.



By mail:
Praemium Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: 02 9287 0309



All enquiries to: Telephone: 1300 554 474 or 02 8280 7111



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SHAREHOLDER VOTING FORM

STEP 1 Please mark either Box A or Box B

I/We being a member(s) of Praemium Limited and entitled to attend and vote hereby:

A VOTE DIRECTLY	OR	B APPOINT A PROXY
☐ elect to lodge my/our vote(s) directly (mark box) i in relation to the Annual General Meeting of the Company to be held at 11:00am on Tuesday, 30 November 2010, and at any adjournment or postponement of the meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box.	☐ the Chairman of the Meeting (mark box)	☐ OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11:00am on Tuesday, 30 November 2010, at Morgans, 401 Collins Street, Melbourne, Victoria and at any adjournment or postponement of the meeting.

Voting Directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2 VOTING DIRECTIONS

	For	Against	Proxy Only Abstain*		For	Against	Proxy Only Abstain*
Resolution 1 Re-election of Dr Donald Stammer as a Director	☐	☐	☐	Resolution 3 Adoption of Remuneration Report (advisory only)	☐	☐	☐
Resolution 2 Re-election of Mr Robert Edgley as a Director	☐	☐	☐	Resolution 4 Approval of grant of Shares and Performance Rights to an Executive Director	☐	☐	☐

i * If you are voting under Box B and mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 IMPORTANT - VOTING EXCLUSIONS

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of this Item and that votes cast by him/her for this Item, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in calculating the required majority if a poll is called on this Item.

The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4.

STEP 4 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual) Sole Director and Sole Company Secretary	Joint Shareholder 2 (Individual) Director/Company Secretary (Delete one)	Joint Shareholder 3 (Individual) Director
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This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS VOTING FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Voting under Box A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the voting form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

Voting under Box B - Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Box B. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Box B. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Voting Form

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11:00am on Sunday, 28 November 2010, being not later than 48 hours before the commencement of the meeting. Any Voting Form received after that time will not be valid for the scheduled meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



by mail:

Praemium Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



by fax:

02 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.