

14 September 2011

Appendix 3B

In accordance with the requirements of the Listing Rules, Praemium Limited (ASX:PPS) releases the attached Appendix 3B in respect to issues made under the Praemium Directors & Employees Benefits Scheme.

About Praemium: Praemium Ltd (ASX:PPS) is one of Australia's leading suppliers of online financial portfolio administration and Separately Managed Account (SMA) technology, administering in excess of AUD 45billion-FUA* of assets in Australia and with more than £280million-UK* in funds on the platforms (FOP) it operates in the UK. Praemium currently provides services to approximately 500* financial institutions and intermediaries, including some of the world's largest financial institutions.

*As at 30 June 2011

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available.
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Praemium Limited

ABN

74 098 405 826

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued

1. Ordinary Shares
2. Performance Rights
3. Options

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

- 1 480,000 Ordinary Shares
- 2 5,500,000 Performance Rights
- 3 1,000,000 Options

+ See chapter 19 for defined terms.

Appendix: Securities that are on issue which are not quoted

3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	1. Fully paid ordinary shares issued to UK Key Management Personnel pursuant to Praemium Employee & Directors Benefits Plan. 2. Performance Rights capable of vesting on achieving performance criteria linked to EBIT per share relating to the following performance periods: • 250,000 – FY12; • 2,625,000 – FY13; • 1,375,000 – FY14; and • 1,250,000 – FY15 3. Options with an exercise price that Varies depending on exercise date - 15cents from 10/8/13 to 9/8/14, 25cents if exercised between 10/8/14 and 9/8/15, and 35cents if exercised between 10/8/15 and 9/8/16.
4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	1. Yes. The new ordinary shares will rank equally with the existing ordinary shares on issue traded under ticker code PPS. 2. The ordinary shares, if any, to be issued on achieving the performance criteria, will rank equally with existing ordinary shares. 3. The ordinary shares, if any, to be issued on payment of the exercise price, will rank equally with existing ordinary shares.
5 Issue price or consideration	Nil.
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares, performance rights and options were issued as an incentive / reward to employee pursuant to Praemium Directors & Employee Benefits Plan;
7 Dates of entering +securities into uncertificated holdings or despatch of certificates	9 September 2011

+ See chapter 19 for defined terms.

8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	+Class
		242,871,611	242,391,611 - existing fully paid ordinary shares, plus 480,000 new fully paid ordinary shares issued on exercise of option at \$0.155

9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	+Class
		13,882,285	Performance Rights & Options (see detailed table attached as attachment A)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change in dividend policy
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+ See chapter 19 for defined terms.

Appendix: Securities that are on issue which are not quoted

Part 2 - Bonus issue or pro rata issue

- | | | |
|----|---|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the +securities will be offered | |
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7. | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) ☒ Securities described in Part 1
- (b) ☐ All other securities

+ See chapter 19 for defined terms.

Appendix: Securities that are on issue which are not quoted

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="790 1176 1088 1214">Number</th> <th data-bbox="1088 1176 1391 1214">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1214 1088 1444"></td> <td data-bbox="1088 1214 1391 1444"></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Appendix: Securities that are on issue which are not quoted

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(Company secretary)

Date: 14 September 2011

Print name: Cathryn Nolan

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+ See chapter 19 for defined terms.

Attachment A
Part 1, Question 9

ESP Code	Description (All issued pursuant to the Employee & Directors Benefits Plan approved at the Company's AGM in 2008 and amended at the AGM in 2009)	Issue Date	Expiry Date	Issue Price	No on register 29 March 2011 (date of last 3B)	Expired / Cancelled / Lapsed / failure to vest	Vested/ Exercised	Allocations	No on Register on 9 September 2011 (Date of this 3B)
ESOSAUS	Options – exercisable for \$0.35c expiring 30 December 2011	31/12/2008	31/12/2011	\$0.350	62,286				62,286
ESOSAUS	Options – exercisable for \$0.155 expiring 30 September 2011	15/03/2010	30/09/2011	\$0.155	820,000				820,000
ESOSUK	Options – exercisable for \$0.165 expiring 30 September 2011	31/12/2009	30/09/2011	\$0.165	440,000				440,000
PPSUOPT	Options – exercisable for \$1.67 expiring 07 August 2011	13/03/2008	7/08/2011	\$1.670	135,000	135,000			0
PPSOPT	Options – variable exercise price depending on date of exercise - 15cents from 10/8/13 to 9/8/14, 25cents if exercised between 10/8/14 and 9/8/15, and 35cents if exercised between 10/8/15 and 9/8/16	9/9/11	9/8/2016	\$0.15/ \$0.25/ \$0.35				1,000,000	1,000,000
Option Totals					1,457,286	135,000		1,000,000	2,322,286
	Performance Rights - nil exercise price Tranche 2 - expire/vest 30/10/11	30/10/2010	30/10/2011	nil	950,000				950,000
	Performance Rights - nil exercise price Tranche 3 - expire/vest 30/10/12	30/10/2010	30/10/2012	nil	950,000				950,000
	Performance Rights - nil exercise price Tranche 5 - expire/vest 30/10/11	29/10/2010	30/10/2011	nil	50,000				50,000
	Performance Rights - nil exercise price Tranche 6 - expire/vest 30/10/11	1/06/2010	30/10/2011	nil	50,000				50,000
	Performance Rights - nil exercise price Tranche 7A - expire/vest 30/10/11	29/10/2010	30/10/2011	nil	100,000				100,000
	Performance Rights - nil exercise price Tranche 7B - expire/vest 30/10/12	29/10/2010	30/10/2012	nil	100,000				100,000

Appendix: Securities that are on issue which are not quoted

ESP Code	Description (All issued pursuant to the Employee & Directors Benefits Plan approved at the Company's AGM in 2008 and amended at the AGM in 2009)	Issue Date	Expiry Date	Issue Price	No on register 29 March 2011 (date of last 3B)	Expired / Cancelled / Lapsed / failure to vest	Vested/ Exercised	Allocations	No on Register on 9 September 2011 (Date of this 3B)
	Performance Rights - nil exercise price Tranche 8A - expire/vest 30/10/11	14/12/2010	30/10/2011	nil	125,000				125,000
	Performance Rights - nil exercise price Tranche 8B - expire/vest 30/10/12	14/12/2010	30/10/2012	nil	125,000				125,000
	Performance rights (EMI Options (UK)) - nil exercise price Tranche 9 - Earliest Vest Date (subject to satisfaction of performance conditions) 6/4/10	23/12/2010	1/12/2020	nil	1,336,668				1,336,668
	Performance rights (EMI Options (UK)) - nil exercise price Tranche 10 - Earliest Vest Date (subject to satisfaction of performance conditions) 30/10/11	23/12/2010	1/12/2020	nil	1,136,668				1,136,668
	Performance rights (EMI Options (UK)) - nil exercise price Tranche 11 - Earliest Vest Date (subject to satisfaction of performance conditions) 30/10/11	23/12/2010	1/12/2020	nil	1,136,663				1,136,663
	Performance Rights (CFOT1) – nil exercise price – Vest on date of issue of FY13 Annual report (subject to satisfaction of performance conditions)	9/9/11	30/9/11	Nil				250,000	250,000
	Performance Rights (CFOT2) – nil exercise price – Vest on date of issue of FY14 Annual report (subject to satisfaction of performance conditions)	9/9/11	30/9/12	Nil				125,000	125,000
	Performance Rights (CEOT1) – nil exercise price – Vest on date of issue of FY14 Annual report (subject to satisfaction of performance conditions)	9/9/11	30/9/12	Nil				2,500,000	2,500,000

+ See chapter 19 for defined terms.

Attachment A
Part 1, Question 9

ESP Code	Description (All issued pursuant to the Employee & Directors Benefits Plan approved at the Company's AGM in 2008 and amended at the AGM in 2009)	Issue Date	Expiry Date	Issue Price	No on register 29 March 2011 (date of last 3B)	Expired / Cancelled / Lapsed / failure to vest	Vested/ Exercised	Allocations	No on Register on 9 September 2011 (Date of this 3B)
	Performance Rights (CFOT3) – nil exercise price – Vest on date of issue of FY15 Annual report (subject to satisfaction of performance conditions)	9/9/11	30/9/13	Nil				125,000	125,000
	Performance Rights (CEOT2) – nil exercise price – Vest on date of issue of FY15 Annual report (subject to satisfaction of performance conditions)	9/9/11	30/9/13	Nil				1,250,000	1,250,000
	Performance Rights (CEOT2) – nil exercise price – Vest on date of issue of FY16 Annual report (subject to satisfaction of performance conditions)	9/9/11	30/9/14	Nil				1,250,000	1,250,000
Performance Rights (including EMI Options) Totals:					6,059,999			5,500,000	11,559,999
Number of securities on issue that are not quoted					7,617,285	135,000		6,500,000	13,882,285