

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 | Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 66,667 Ordinary Shares |
| 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) | Fully paid ordinary shares issued, issued to UK staff on vesting of Performance Rights (UK EMI Options). |

+ See chapter 19 for defined terms.

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	Yes. The new ordinary shares will rank equally with the existing ordinary shares on issue traded under ticker code PPS.					
5	Issue price or consideration	Nil. Shares were issued on vesting of Performance Rights.					
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Conversion of Performance Rights to Shares under the Praemium Directors & Employees Benefits Plan.					
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	9 November 2011					
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>292,938,278</td><td>292,871,611 - existing fully paid ordinary shares, plus 66,667 new fully paid ordinary shares issued</td></tr></table>	Number	⁺ Class	292,938,278	292,871,611 - existing fully paid ordinary shares, plus 66,667 new fully paid ordinary shares issued	
Number	⁺ Class						
292,938,278	292,871,611 - existing fully paid ordinary shares, plus 66,667 new fully paid ordinary shares issued						
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>10,977,285</td><td>Performance Rights & Options (see detailed table attached as attachment A)</td></tr></table>	Number	⁺ Class	10,977,285	Performance Rights & Options (see detailed table attached as attachment A)	
Number	⁺ Class						
10,977,285	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					

⁺ See chapter 19 for defined terms.

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	

⁺ See chapter 19 for defined terms.

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

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 (*including* the securities in clause 38)

Number	⁺ Class

⁺ See chapter 19 for defined terms.

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: 10 November 2011

Print name:

Paul Gutteridge

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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 & Direct Issue Date)	Expiry Date	Issue Price	No on Register on 24 October 2011 (Date of this 3B)	Expired / Cancelled / Lapsed / Failure to vest	Vested/ Exercised	Allocations	No on Register on 10 November 2011 (Date of this 3B)
ESOSAUS	Options – exercisable for \$0.35c expiring 30 December 2011	31/12/2008	31/12/2011	\$0.35	62,286			62,286
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	9/09/2011	9/08/2016	\$0.15/ \$0.25/ \$0.35	1,000,000			1,000,000
Option Totals				1,062,286	0	0	0	1,062,286
ESP Code	Description (All issued pursuant to the Employee & Direct Issue Date)	Expiry Date	Issue Price	No on Register on 24 October 2011 (Date of this 3B)	Expired / Cancelled / Lapsed / Failure to vest	Vested/ Exercised	Allocations	No on Register on 10 November 2011 (Date of this 3B)
	Performance Rights - nil exercise price Tranche 2 - expire/vest 30/09/11	30/10/2010	30/10/2011	nil	712,500			712,500
	Performance Rights - nil exercise price Tranche 3 - expire/vest 30/09/12	30/10/2010	30/10/2012	nil	712,500			712,500
	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 30/10/12	1/06/2010	30/10/2012	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
	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	(66,667)		1,270,001
	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	710,001			710,001
	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	709,997			709,997
	Performance Rights (CFOT1) – nil exercise price – Vest on date of issue of FY12 Annual report (subject to satisfaction of performance conditions)	9/09/2011	30/09/2012	Nil	250,000			250,000
	Performance Rights (CFOT2) – nil exercise price – Vest on date of issue of FY13 Annual report (subject to satisfaction of performance conditions)	9/09/2011	30/09/2013	Nil	125,000			125,000
	Performance Rights (CEOT1) – nil exercise price – Vest on date of issue of FY13 Annual report (subject to satisfaction of performance conditions)	9/09/2011	30/09/2013	Nil	2,500,000			2,500,000
	Performance Rights (CFOT3) – nil exercise price – Vest on date of issue of FY14 Annual report (subject to satisfaction of performance conditions)	9/09/2011	30/09/2014	Nil	125,000			125,000
	Performance Rights (CEOT2) – nil exercise price – Vest on date of issue of FY14 Annual report (subject to satisfaction of performance conditions)	9/09/2011	30/09/2014	Nil	1,250,000			1,250,000
	Performance Rights (CEOT2) – nil exercise price – Vest on date of issue of FY15 Annual report (subject to satisfaction of performance conditions)	9/09/2011	30/09/2015	Nil	1,250,000			1,250,000
	Performance Rights (including EMI Options) Totals:			9,981,666	0	(66,667)	0	9,914,999
	Number of securities on issue that are not quoted			11,043,952	0	(66,667)	0	10,977,285

+ See chapter 19 for defined terms.