Notice & Agenda
Praemium Limited - 2012 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 10am (Melbourne time) on 7 November 2012 at Morgans, 401 Collins Street, Melbourne VIC, Australia.

If you are unable to attend the meeting you are encouraged to complete and return the enclosed Voting Form which allows you to lodge your vote directly or appoint a proxy to vote on your behalf. You may also lodge your direct vote or appoint a proxy online. The completed voting form must be received by Link Market Services no later than 10am on 5 November 2012.

Business

Praemium Financial Report

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 2012.

Note: There is no requirement for shareholders to approve these reports.

Resolution 1 – Election of Directors

1.1 Election of Director - Mr Peter Mahler

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

"That, Mr Peter Mahler, who was appointed to the Board on 20 December 2011 be elected as a Director of Praemium Limited."

1.2 Election of Director - Mr Bruce Loveday

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

"That, Mr Bruce Loveday, who was appointed to the Board on 31 July 2012 be elected as a Director of Praemium Limited."

1.3 – Re-election of Director – Mr Bruce Parncutt

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

"To elect Mr Bruce Parncutt, who retires by rotation and offers himself for re-election as a director of Praemium Limited."

1.4 – Re-election of Director – Mr Robert Edgley

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

"To elect Mr Robert Edgley, who retires by rotation and offers himself for re-election as a director of Praemium Limited."

Notes for Resolutions 1:

- The non-candidate directors unanimously support the election of Mr Mahler, Mr Loveday, Mr Parncutt & Mr Edgley. Mr Parncutt will chair the meeting but hand the Chair to Mr Bruce Loveday in respect to item 1.3 (and thereafter if not re-elected)
- As Chair, Mr Parncutt / Mr Loveday intend to vote undirected proxies in favour of the election of each of Mr Mahler, Mr Loveday, Mr Parncutt & Mr Edgley

Resolution 2 - 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 2012 (set out in the 2012 Annual Report) be adopted."

Notes:

- This Resolution is advisory only and does not bind the Company or the directors
- The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's Remuneration policies
- If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "Spill Resolution") that another meeting be held within 90 days at which all of the company's directors (other than any managing director or CEO) must go up for re-election
- A voting exclusion applies to this Resolution. Details of that exclusion/prohibition are set out in the Explanatory Materials. Following legislative amendments this year, the Chairman of the Meeting is permitted to vote undirected proxies where the shareholder expressly authorises the chair to exercise the proxy

Resolution 3–Non-Executive Directors Fees

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

"That, for the purpose of ASX Listing Rule 10.17 and for all other purposes, Shareholders approve the aggregate limit for directors' fees payable to non-executive directors be increased to $300,000 per annum."

Note: A voting exclusion applies to this Resolution. Details of that exclusion/prohibition are set out in the Explanatory Materials.

Resolution 4– Approval of the issue of Securities to new Directors

Resolution 4.1– Approval of the issue of Securities to Mr Peter Mahler

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

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment and issue of 250,000 ordinary fully paid shares to Mr Peter Mahler on the terms set out in the Explanatory Statement."

Resolution 4.2– Approval of the issue of Securities to Mr Bruce Loveday

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

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment and issue of 250,000 ordinary fully paid shares to Mr Bruce Loveday on the terms set out in the Explanatory Statement."

Note: Resolutions 4.1 and 4.2 will be put forward on the basis that Resolution 3 is passed at the AGM and that each of Mr Loveday and Mr Mahler are re-appointed as Directors of the Company. A voting exclusion applies to this Resolution. Details of that exclusion/prohibition are set out in the Explanatory Materials.

Resolution 5 – Ratify previous issue of securities

Resolution 5.1 – Ratify previous issue of securities via private placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 33,333,333 fully paid ordinary shares issued in September 2012 on the terms and conditions set out in the Explanatory Statement."

Resolution 5.2 – Ratify previous issue of securities for the acquisition of WealthCraft Systems Limited

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 2,000,000 fully paid ordinary shares issued in September 2012 to the vendor of the shares in WealthCraft Systems Limited on the terms and conditions set out in the Explanatory Statement."

Note for Resolution 5: A voting exclusion applies to this Resolution. Details of that exclusion/prohibition are set out in the Explanatory Materials.

Please read the Explanatory Notes

Information regarding the Resolutions, including important information regarding voting exclusions and prohibitions where applicable, may be found in the accompanying Explanatory Notes, which form part of this notice of meeting.

By Order of the Board

Paul Gutteridge
CFO & Company Secretary
5 October 2012

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 2012 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.

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.

Shareholders who would like to submit a written question to the Company's auditor, should post questions to the Company Secretary or fax it to (03) 8622 1200. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. All qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting; that is by no later than 29 October 2012.

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 2012, from the Company's Website at www.praemium.com.au/financial-reports.html.

Resolution 1 – Election of Directors

Mr Peter Mahler and Mr Bruce Loveday were appointed to the Board under rule 9.1(b) of the Company's Constitution on 20 December 2011 and 31 July 2012 respectively. In accordance with the Company's Constitution directors hold office pursuant to that appointment until the Company's AGM and stand for election at the AGM.

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.

Mr Bruce Parncutt & Mr Robert Edgley retire by rotation and, 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 in the Company's 2012 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 Mr Mahler abstaining, recommend that Shareholders vote in favour of Resolution 1.1.

The Directors, with Mr Loveday abstaining, recommend that Shareholders vote in favour of Resolution 1.2.

The Directors, with Mr Parncutt abstaining, recommend that Shareholders vote in favour of Resolution 1.3.

The Directors, with Mr Edgley abstaining, recommend that Shareholders vote in favour of Resolution 1.4.

Resolution 2 – 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 14-19 of the 2012 Annual Report to Shareholders.

The vote on this Resolution is advisory only, and does not bind the Directors or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act 2001 if 25% or more of votes that are cast at the meeting are voted against the adoption of the Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGMs on a resolution (a "Spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than any Managing Director) must go up for re-election. Shareholders will recall that not more than 25% of the votes cast at the 2011 AGM were cast against the resolution (2011 AGM Resolution 2).

Unless express authorisation has been provided, any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Resolution 2.

Key management personnel of Praemium are the directors of Praemium and those other persons having authority and responsibility for planning, directing and controlling the activities of Praemium, directly or indirectly. The Remuneration Report identifies Praemium's key management personnel for the financial year ending 30 June 2012. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependents and companies they control.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 2 by marking either "**For**", "**Against**" or "**Abstain**" on the Voting Form for that item of business.

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 2.

Resolution 3–Non-Executive Directors Fees

The Board seeks to set aggregate remuneration at a level that provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to Shareholders.

The non-executive directors are paid fixed fees in accordance with a determination of the Board but within an aggregate limit fixed by the Shareholders. The ASX Listing Rule 10.17 specifies that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. At the 2007 AGM the members approved the aggregate remuneration for directors as $250,000. This has remained the total aggregate

remuneration throughout the 2007 to 2012 financial years.

The Board proposes an increase in aggregate remuneration of non-executive directors by $50,000 to $300,000 for the 2013 financial year. The reasons for this change are:

1. The composition of the board changing during 2011-12 from 3 non-executive directors / 2 executive directors to 4 non-executive directors / 1 executive director;
2. As noted in Resolution 4's explanatory notes, there are plans to issue securities to incoming non-executive directors from the recent board renewal (and subject to those Directors being re-appointed under Resolution 1). The accounting treatment of these issues will result in the current remuneration cap being exceeded for the 2013 & 2014 financial years; and
3. There has been no change in non-executive director remuneration since 2007 with a low aggregate remuneration cap relative to market.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3. Voting exclusions apply to this Resolution.

Resolutions 4.1 and 4.2 – Approval of the issue of Securities to new Directors

With the retirement of Dr Donald Stammer and Mr John Bryson during the 2011-12 financial year, the Board was required to seek suitable non-executive directors as replacements. To allow the introduction of fresh talent while maintaining director's fees at a sustainable level, Praemium offered to issue securities to these Directors.

In accordance with ASX Listing Rule 10.11, any issue of securities to a related party requires shareholder approval. Shareholders should note that these securities will not be issued under the Company's existing Praemium Directors & Employees Benefits Plan.

Upon Shareholder approval being obtained, the following ordinary fully paid Shares in the capital of Praemium Limited can be issued. These Shares will be offered to Mr Peter Mahler and Mr Bruce Loveday.

The vesting schedule for each incoming Director shall be:

- 250,000 fully paid ordinary shares to be issued on 30 November 2012 (included as a resolution in this notice of meeting) (First Tranche); and
- 250,000 fully paid ordinary shares to be issued on 30 November 2013 (to be included as a resolution in 2013's notice of meeting) (Second Tranche).

In accordance with ASX Listing Rule 10.13, securities are required to be issued within 1 month after the date of meeting (being 6 December 2012). Shareholders should note that the approval being sought under these resolutions is in relation to the First Tranche only.

It is a requirement of ASX Listing Rule 10.13 that Shareholders be provided with the following information:

The Name of proposed allottee

Mr Peter Mahler and Mr Bruce Loveday (subject to being re-appointed under Resolution 1) are Directors and therefore related parties of Praemium.

Maximum number of securities that may be issued

500,000 fully paid ordinary Shares, of which, 250,000 will be issued to Mr Loveday and 250,000 will be issued to Mr Mahler.

The Price or formula for calculating the price

The Shares will be issued for no consideration

Intended use of the funds raised

No funds will be raised from the issues as the purpose of the issues is to remunerate Mr Loveday and Mr Mahler in a form other than cash.

The Directors have determined that the issue is reasonable remuneration for the purposes of Chapter 2E and therefore, Shareholder approval for the purposes of the related party provisions set out in Chapter 2E of the Corporations Act is not required.

Recommendation

Resolutions 4.1 and 4.2 will be put forward on the basis that Resolution 3 is passed at the AGM (and each of Mr Mahler and Mr Loveday are re-appointed). The Directors recommend that Shareholders vote in favour of both Resolution 4.1 and 4.2. Voting exclusions apply to these Resolutions.

Resolutions 5.1 and 5.2 – Ratify previous issues of securities

Under ASX Listing Rule 7.4, a Company may seek subsequent Shareholder approval to ratify an issue of securities provided that the issue did not breach the 15% restriction contained in Listing Rule 7.1. This allows the Company to have the flexibility to make future issues of securities up to the threshold of 15% of its total equity securities in any 12 month period without Shareholder approval.

The company issued 33,333,333 fully paid ordinary Shares on 25 September 2012 for an issue price of $0.06 and 2,000,000 fully paid ordinary shares in October 2012 for an issue price of $0.06 per share.

The Company confirms that the issue and allotment of the Shares above did not breach Listing Rule 7.1.

Listing Rule 7.5 sets out the requirements as to the contents of a notice sent to shareholders for the purpose of Listing Rule 7.4 and the following information is included in this Explanatory Memorandum for that purpose.

Resolution 5.1 – Issue of securities via private placement

Number of securities issued

33,333,333 fully paid ordinary Shares.

The price at which securities were issued

$0.06 per Share.

The terms of the securities

Shares issued are identical to existing fully paid ordinary Shares in the Company.

The names of the allottees or basis for determining allottees

The allottees were professional and sophisticated investors.

The use of the funds

The funds raised will be used to meet the expansion of the Company's fiduciary responsibilities resulting from taking over BlackRock's Customised Portfolio Service (as announced on 18 September 2012); and the broadening of the Company's SMA platforms for future growth will require and be enhanced by a strengthening of the Company's balance sheet.

Resolution 5.2 – Issue of securities for the acquisition of WealthCraft Systems Limited

Number of securities issued

2,000,000 fully paid ordinary Shares.

The price at which the securities were issued

The Shares were issued as part consideration for all the shares in WealthCraft Systems Limited, with Shares issued in October 2012 at $0.06 per share.

The terms of the securities

Shares issued are identical to existing fully paid ordinary Shares in the Company.

The names of the allottees or the basis for determining allottee

WealthCraft Systems Inc, the ultimate holding company of WealthCraft Systems Limited.

The use of the funds

The shares were issued to the allottees as part consideration for all the shares in WealthCraft Systems Limited. No funds were actually raised as the issue was made in lieu of cash payments to the vendor, WealthCraft Systems Inc.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 5.1 and 5.2. A voting exclusion applies in relation to these Resolutions.

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 7pm (Melbourne time) on 5 November 2012 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.

Voting Exclusion/Prohibition Statements

The Company will, in accordance with the Listing Rules, disregard any votes cast:

- On Resolution 3, by the Directors of the Company and any associates of the Directors;
- On Resolution 4.1 by Mr Peter Mahler and his associates;
- On Resolution 4.2, by Mr Bruce Loveday and his associates; and
- On Resolutions 5.1 and 5.2, by any person who participated in the respective capital raisings undertaken in 2012 for which approval is sought, and their associates;

However, the Company need not disregard a vote if:

- It is cast by a director 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 directions on the proxy form to vote as the proxy decides.

Special voting restrictions in relation to Resolution 2:

- In addition to the voting exclusions set out above (which relate to the ASX Listing Rules), special voting restrictions are imposed in relation to Resolution 2 by the Corporations Act. Further details are set out in the notes to the Resolution in the Notice of Meeting and above in this Explanatory Memorandum.

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 10.00am (Melbourne time) on Monday 5 November 2012.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote by marking either "For" "Against" or "Abstain" for that item of business. If you sign the enclosed voting form and do not mark Box A or Box B, you will have appointed the Chairman of the meeting as your proxy. Where the shareholder expressly authorises the chair to exercise the proxy, your shares will be voted on Resolution 2.

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.

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 10.00am (Melbourne time) on 5 November 2012.

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.

praemium

Praemium Ltd
ACN 098 405 826

LODGE YOUR VOTE

ONLINE www.linkmarketservices.com.au

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

By fax: +61 2 9287 0309

All enquiries to: Telephone: 1300 554 474 **Overseas:** +61 2 8280 7111

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

☐ elect to lodge my/our **vote(s) directly** ***(mark box)***

in relation to the Annual General Meeting of the Company to be held at **10:00am on Wednesday, 7 November 2012,** 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.

OR

B APPOINT A PROXY

☐ **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. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed 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 **10:00am on Wednesday, 7 November 2012, at Morgans, 401 Collins Street, Melbourne VIC** and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.
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**

Resolutions	For	Against	Abstain*
1.1 Election of Director - Mr Peter Mahler	☐	☐	☐
1.2 Election of Director - Mr Bruce Loveday	☐	☐	☐
1.3 Re-election of Director - Mr Bruce Parncutt	☐	☐	☐
1.4 Re-election of Director - Mr Robert Edgley	☐	☐	☐
2 Adoption of Remuneration Report (advisory only)	☐	☐	☐
3 Non-Executive Directors Fees	☐	☐	☐
4.1 Approval of the issue of securities to Mr Peter Mahler	☐	☐	☐
4.2 Approval of the issue of securities to Mr Bruce Loveday	☐	☐	☐
5.1 Ratify previous issue of securities from private placement	☐	☐	☐
5.2 Ratify previous issue of securities for acquisition of WealthCraft Systems Limited	☐	☐	☐

* 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 Resolution 3 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 that Resolution and that votes cast by him/her for that Resolution, 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 Resolution 3 and your votes will not be counted in calculating the required majority if a poll is called on this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

STEP 4 **SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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).

PPS PRX204R

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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

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 Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

(a) 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.

(b) 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 **10:00am on Monday, 5 November 2012,** 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**

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

by mail:

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

by fax:

+61 2 9287 0309

by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or 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.