



Appendix 3B

24 October 2012, Melbourne: Praemium Limited (ASX:PPS) releases the attached Appendix 3B in respect to shares issued relating to the acquisition of WealthCraft Systems Limited, as announced on 18 September 2012.

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 AUD44 billion-FUA* of assets in Australia and with more than £425 million-UK FOP* in funds on the platforms 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 September 2012

For further information contact:

Paul Gutteridge, Company Secretary, +613 8622 1222

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.*

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 | 2,000,000 |
| 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 to WealthCraft Systems Inc as part consideration for the acquisition of WealthCraft Systems Limited. These shares are to be held in escrow until 29 September 2013. |

+ 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	\$0.06 per share.					
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Part consideration for the acquisition of WealthCraft Systems Limited, as announced on 18 September 2012.					
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	24 October 2012					
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>371,630,885</td><td>369,630,885- existing fully paid ordinary shares, plus 2,000,000 new fully paid ordinary shares issued on exercise at \$0.06</td></tr></table>	Number	⁺ Class	371,630,885	369,630,885 - existing fully paid ordinary shares, plus 2,000,000 new fully paid ordinary shares issued on exercise at \$0.06	
Number	⁺ Class						
371,630,885	369,630,885 - existing fully paid ordinary shares, plus 2,000,000 new fully paid ordinary shares issued on exercise at \$0.06						
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>11,363,332</td><td>Performance Rights & Options (see detailed table attached as attachment A)</td></tr></table>	Number	⁺ Class	11,363,332	Performance Rights & Options (see detailed table attached as attachment A)	
Number	⁺ Class						
11,363,332	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	

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.

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: 24 October 2012

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 25 September 2012 (Date of this 3B)	Expired / Cancelled / Lapsed / Failure to vest	Vested/ Exercised	Allocations	No on Register on 24 October 2012 (Date of this 3B)
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				1,000,000	0	0	0	1,000,000
ESP Code	Description (All issued pursuant to the Employee & Direct Issue Date)	Expiry Date	Issue Price	No on Register on 25 September 2012 (Date of this 3B)	Expired / Cancelled / Lapsed / Failure to vest	Vested/ Exercised	Allocations	No on Register on 24 October 2012 (Date of this 3B)
	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	943,334			943,334
	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 (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 (FY13-1) – nil exercise price – Vest on date of issue of FY13 Annual report (subject to satisfaction of performance conditions)	6/09/2012	31/10/2013	Nil	825,000			825,000
	Performance Rights (FY13-2) – nil exercise price – Vest on date of issue of FY14 Annual report (subject to satisfaction of performance conditions)	6/09/2012	31/10/2014	Nil	825,000			825,000
	Performance Rights (FY13-3) – nil exercise price – Vest on date of issue of FY15 Annual report (subject to satisfaction of performance conditions)	6/09/2012	31/10/2015	Nil	1,100,000			1,100,000
Performance Rights (including EMI Options) Totals:				10,363,332	0	0	0	10,363,332
Number of securities on issue that are not quoted				11,363,332	0	0	0	11,363,332

+ See chapter 19 for defined terms.