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Attention **ASX Market Announcements Office**
Company **ASX Limited**
Fax No. **1300 135 638**

Our Ref JDL
File No. 011583291

Contact
Jeremy Leibler
Direct 61 3 9229 9744
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jleibler@abl.com.au

From **Jeremy Leibler**
Date **15 March 2017**
Subject **Praemium Ltd (ASX: PPS)
Form 603: Notice of initial
substantial holder**
Total pages **17 (including cover sheet)**



MELBOURNE
SYDNEY

Please see attached notice under section 671B of the *Corporations Act 2001* (Cth).

Yours sincerely

Jeremy Leibler
Partner

If you do not receive this message in full, please notify by telephoning 61 3 9229 9999.

This facsimile contains privileged and confidential information intended only for the addressee.

If you are not the addressee, or the person responsible for delivering it to the addressee, you may not copy or deliver this facsimile to anyone else or use or disseminate any of the information contained in this facsimile.

If you receive this facsimile by mistake, please notify us immediately by telephone and return the original facsimile and all copies thereof to us by post.

We will reimburse any reasonable costs you incur in notifying us and in returning the facsimile to us.

Thank you.

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Form **603**
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme **PRAEMIUM LIMITED**
ACN/ARSN **74 098 405 826**

1. Details of substantial holder ⁽¹⁾

Name Each of the parties listed in part 7 of this form.

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 14 / 03 / 2017

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate⁽²⁾ had a relevant interest⁽³⁾ in on the date the substantial holder became a substantial holder are as follows:

Class of securities ⁽⁴⁾	Number of securities	Persons' votes ⁽⁵⁾	Voting power ⁽⁶⁾
Ordinary	68,764,438	68,764,438	17.28%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest ⁽⁷⁾	Class and number of securities
Paradice Investment Management Pty Ltd (Paradice)	Paradice controls the exercise of the right to vote 31,947,597 ordinary shares as trustee of the Paradice Micro Investment Fund (A/C PSMCAE), and so has a relevant interest in those shares in accordance with section 608(1)(b) of the Act.	31,947,597 ordinary shares
Mr Michael Bernard Ohanessian (Ohanessian)	Ohanessian is the registered holder of 14,295,245 ordinary shares and so has a relevant interest in those shares under section 608(1) of the <i>Corporations Act 2001 (Act)</i> .	14,295,245 ordinary shares
Mr Michael Ohanessian & Mrs Candace Ohanessian (M & C)	M & C controls the exercise of the right to vote 824,541 ordinary shares as trustee of the M & C Ohanessian S/F A/C, and so has a relevant interest in those shares in accordance with section 608(1)(b) of the Act.	824,541 ordinary shares

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Australian Ethical Investment Ltd ACN 003 188 930 (AE)	AE controls the exercise of the right to vote 13,701,272 ordinary shares as trustee of the Australian Ethical Australian Shares Fund, and so has a relevant interest in those shares in accordance with section 608(1)(b) of the Act. AE also controls the exercise of the right to vote 1,995,783 ordinary shares as trustee of the Australian Ethical Emerging Companies Fund, and so has a relevant interest in those shares in accordance with section 608(1)(b) of the Act.	15,697,055 ordinary shares
Supertco Pty Ltd ACN 138 618 498 (Supertco)	Supertco controls the exercise of the right to vote 6,000,000 ordinary shares as trustee of the Tag Small Cap Fund A/C, and so has a relevant interest in those shares in accordance with section 608(1)(b) of the Act.	6,000,000 ordinary shares
Each of Ohanessian, M & C, Paradice, AE, Supertco (together, the Requisitioners)	Each Requisitioner has a relevant interest in all the shares held by each other Requisitioner by virtue of the cooperation deed entered into between the Requisitioners and dated 14 March 2017, a copy of which is included at Annexure B (Cooperation Deed). As a result of the operation of section 608(1)(b) as, at the date of this notice, each Requisitioner has control over each other Requisitioner's right to vote in respect of all the ordinary shares held by each Requisitioner under clause 2.3 of the Cooperation Deed.	68,764,438 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ^(a)	Class and number of securities
Paradice	National Nominees Ltd	National Nominees Ltd	31,947,597 ordinary shares
Ohanessian	Ohanessian	Ohanessian	14,295,245 ordinary shares
M & C	M & C as trustee for the M & C Ohanessian S/F A/C	M & C as trustee for the M & C Ohanessian S/F A/C	824,451 ordinary shares
AE	National Nominees Ltd	National Nominees Ltd	15,697,055 ordinary shares
Supertco	Supertco	Supertco	6,000,000 ordinary shares
Each of the Requisitioners	National Nominees Ltd, Ohanessian, M & C as trustee for the M & C Ohanessian S/F A/C, Supertco	National Nominees Ltd, Ohanessian, M & C as trustee for the M & C Ohanessian S/F A/C, Supertco	68,764,438 ordinary shares

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5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration ⁽⁹⁾		Class and number of securities
		Cash	Non-cash	
Each of the Requisitioners	14 March 2017	N/A	In consideration for each party performing its obligations under the Cooperation Deed.	N/A

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Each Requisitioner	Under section 12(2)(b) and (c) of the Act, each Requisitioner is an associate of each other Requisitioner pursuant to the Cooperation Agreement, under which each Requisitioner has both agreed to act in concert, and entered into a relevant agreement (being the Cooperation Agreement), for the purpose of influencing the composition of the board of Praemium Limited.

7. Addresses

The addresses of persons named in this form are as follows:

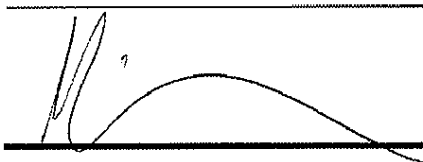
Name	Address
Paradice Investment Management Pty Ltd ACN 090 148 619 as trustee for the Paradice Micro Investment Fund A/C PSMCAE	Level 27, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Mr Michael Bernard Ohanessian	Unit 4, 22 Abinger Street, Richmond VIC 3121
Mr Michael Ohanessian & Mrs Candace Ohanessian as trustees for the M & C Ohanessian S/F A/C	Unit 4, 22 Abinger Street, Richmond VIC 3121
Australian Ethical Investment Ltd ACN 003 188 930 as trustee for the Australian Ethical Australian Shares Fund and the Australian Ethical Emerging Companies Fund	Level 8, 130 Pitt Street, Sydney NSW 2000
Supertco Pty Ltd ACN 138 618 498 as trustee for the TAG Small Cap Fund A/C	7 Dover Street, Richmond VIC 3121

Signature

print name Matthew Riordan

capacity Director, Paradice Investment Management Pty Ltd

sign here



date 14 March 2017

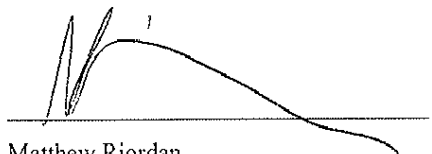
4

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
 - (2) See the definitions of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 to 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

This is the Annexure A of 12 pages referred to in the Form 603 (notice of initial substantial holder) signed by me and dated 14 March 2017.

A handwritten signature in black ink, appearing to be 'M Riordan', written over a horizontal line.

Matthew Riordan
Director
Paradice Investment Management Pty Ltd

Arnold Bloch Leibler

Lawyers and Advisers

Cooperation Deed - Praemium Limited

14 MARCH

2017

Mr Michael Bernard Ohanessian

Mr Michael Ohanessian & Mrs Candace Ohanessian as trustees for the M & C Ohanessian S/F A/C

Paradice Investment Management Pty Ltd ACN 090 148 619 as trustee for the Paradice Micro Investment Fund (A/C PSMCAE)

Australian Ethical Investment Ltd ACN 003 188 930 as trustee for the Australian Ethical Australian Shares Fund and the Australian Ethical Emerging Companies Fund

Supertco Pty Ltd ACN 138 618 498 as trustee for the Tag Small Cap Fund A/C

Arnold Bloch Leibler
Lawyers and Advisers

Level 21 333 Collins Street | **Melbourne** | Victoria 3000 Australia
Level 24 Chifley Tower 2 Chifley Square | **Sydney** | NSW 2000 Australia

www.abl.com.au

Ref: JDL/JUH 011903653
ABL/5648010



THIS DEED is made on **14 MARCH** 2017

PARTIES

MR MICHAEL BERNARD OHANESSIAN
of Unit 4, 22 Abinger Street, Richmond VIC 3121

and

**MR MICHAEL OHANESSIAN & MRS CANDACE OHANESSIAN AS TRUSTEES FOR
THE M & C OHANESSIAN S/F A/C**
of Unit 4, 22 Abinger Street, Richmond VIC 3121

and

**PARADICE INVESTMENT MANAGEMENT PTY LTD AS TRUSTEE FOR THE
PARADICE MICRO INVESTMENT FUND (A/C PSMCAE)**
ACN 090 148 619
of Level 27, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
("Paradice")

and

**AUSTRALIAN ETHICAL INVESTMENT LTD AS TRUSTEE FOR THE AUSTRALIAN
ETHICAL AUSTRALIAN SHARES FUND AND THE AUSTRALIAN ETHICAL
EMERGING COMPANIES FUND**
ACN 003 188 930
of Level 8, 130 Pitt Street, Sydney NSW
("Australian Ethical")

and

SUPERTCO PTY LTD AS TRUSTEE FOR THE TAG SMALL CAP FUND A/C
ACN 138 618 498
of 7 Dover Street, Richmond VIC 3121

BACKGROUND

- A As at the date of this document, each of the parties (or their nominees) are the registered holders of Shares.
- B The parties wish to act in concert with each other in relation to the calling of the EGM and passing of the Resolutions in accordance with the terms of this Deed.

AGREED TERMS

1 Definitions and interpretation

1.1 Definitions

In this document, unless the context requires otherwise:

"**Bank**" means a corporation authorised by law to carry on the general business of banking in Australia.

"**Business Day**" means a day on which Banks are open for general banking business in Melbourne, excluding Saturdays, Sundays and public holidays.

"**Corporations Act**" means the *Corporations Act 2001* (Cth).

"**EGM**" means an extraordinary general meeting of members of Praemium to be called and at which Praemium's members will vote on the Resolutions.

"**Praemium**" means Praemium Limited ACN 095 405 826.

"**Relevant Interest**" has the meaning given in Chapter 6 of the Corporations Act.

"**Resolutions**" means members resolutions to remove the Company's existing directors, to remove any directors appointed after the date of this document but before the EGM, and appoint the following as directors in their place:

- (a) Mr Barry Lowin;
- (b) Mr Stuart Robertson; and
- (c) Mr Daniel Lipshut.

"**Shares**" means an ordinary share in the capital of Praemium.

1.2 Words and expressions

In this document, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) words denoting any gender include all genders;
- (c) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to a party, clause, paragraph, schedule or annexure is a reference to a party, clause, paragraph, schedule or annexure to or of this document;
- (e) a reference to this document includes any schedules or annexures;
- (f) the background or recitals to this document are adopted as and form part of this document;
- (g) a reference to any document or agreement includes a reference to that document or agreement as amended, novated, supplemented, varied or replaced from time to time;
- (h) a reference to a time is a reference to Australian Eastern Standard Time or Australian Eastern Daylight Time, whichever is appropriate;
- (i) a reference to a party includes its executors, administrators, successors, substitutes (including persons taking by novation) and permitted assigns;
- (j) words and expressions denoting natural persons include bodies corporate, partnerships, associations, firms, governments and governmental authorities and agencies and vice versa;
- (k) a reference to any legislation or to any provision of any legislation includes:
 - (i) any modification or re-enactment of the legislation;
 - (ii) any legislative provision substituted for, and all legislation, statutory instruments and regulations issued under, the legislation or provision; and

- (iii) where relevant, corresponding legislation in any Australian State or Territory;
- (l) no rule of construction applies to the disadvantage of a party because that party was responsible for the preparation of this document or any part of it; and
- (m) the words "including", "for example", "such as" or other similar expressions (in any form) are not words of limitation.

2 EGM

2.1 EGM

The parties agree to act in concert in relation to the calling of the EGM and the passing of the Resolutions.

2.2 Information

The parties agree to provide all relevant information to the other parties for the purpose of clause 2.1.

2.3 Voting agreement

The parties acknowledge and agree that at the EGM, each party must vote any Shares held by them (or direct their nominee to vote, as applicable, all Shares) in favour of those Resolutions.

3 Shares

3.1 Changes in Shares

Until the termination of this document, each party undertakes to notify the other parties promptly (and in any event by the next Business Day) of any change to its Relevant Interest in Shares.

3.2 20% prohibition

The parties agree that no party may make an acquisition of a Relevant Interest in Shares, where the acquisition would result in any party's "voting power" (as defined in the Corporations Act) in Praemium increasing to 20% or higher.

3.3 Prohibition on further acquisitions

Each party acknowledges and agrees that after the date of this document, it may not without the prior written consent of each other party, make an acquisition of a Relevant Interest in any Shares on issue in Praemium, except for:

- (a) Paradise; and
- (b) Australian Ethical,

who may, after the date of this document, each separately acquire a Relevant Interest in no more than 1% of the total Shares on issue in Praemium.

4 Termination

4.1 Termination with immediate effect

This document will automatically terminate with immediate effect:

- (a) on any date agreed upon by the parties; or
- (b) immediately following the end of the EGM.

4.2 Termination by one party

A party may (**Notifying Party**), by written notice to each other party terminate the Notifying Party's obligations under this document, with immediate effect from delivery of that notice, after which the terms of this document, other than clauses 1.1, 5, 6 and 7, will not apply in respect of the Notifying Party.

4.3 Effect of termination

Termination of this document under this clause 4 (or any clauses of this document giving a party a right of termination) does not affect any accrued rights or remedies of any party.

5 Publicity

No party will make or authorise a public announcement or communication relating to the existence, subject matter or terms of this document unless:

- (a) it has the prior written consent of the other parties; or
- (b) it is required to do so by law or stock exchange rules and gives the other parties reasonable notice of the intended announcement or communication.

6 Notices

6.1 Method

All notices, requests, demands, consents, approvals, offers, agreements or other communications ("**notices**") given by a party under or in connection with this document must be:

- (a) in writing;
- (b) signed by a person duly authorised by the sender or, where transmitted by e-mail, sent by a person duly authorised by the sender;
- (c) directed to the intended recipient's address (as specified in clause 6.3 or as varied by any notice); and
- (d) hand delivered, sent by prepaid post or transmitted by e-mail to that address.

6.2 Receipt

A notice given in accordance with this clause is taken as having been given and received:

- (a) if hand delivered, on delivery;
- (b) if sent by prepaid post, either:
 - (i) on the day on which the relevant postal service estimates delivery will occur; or
 - (ii) on the first day of the period during which the relevant postal service estimates delivery will occur,

based on the most recent estimate published by the relevant postal service as at the date on which the notice is sent; or

- (c) if transmitted by e-mail, within 2 hours of sending the email (unless the sender receives an error message confirming that transmission has not occurred),

but if the delivery or transmission is not on a Business Day or is after 5.00pm (recipient's time) on a Business Day, the notice is taken to be received at 9.00am (recipient's time) on the next Business Day.

6.3 Address of parties

Unless varied by notice in accordance with this clause 6, the parties' addresses and other details are:

Party: Mr Michael Bernard Ohanessian
Attention: Michael Ohanessian
Address: Unit 4, 22 Abinger Street, Richmond VIC 3121
E-mail: mbohanessian@yahoo.com.au

Party: Mr Michael Ohanessian & Mrs Candace Ohanessian as trustees for the M & C Ohanessian S/F A/C
Attention: Michael Ohanessian
Address: Unit 4, 22 Abinger Street, Richmond VIC 3121
E-mail: mbohanessian@yahoo.com.au

Party: Paradise
Attention: Rishi Khilnani and Peter Manley
Address: Level 27, Chifley Tower, 2 Chifley Square, Sydney, NSW
E-mail: Rishi.Khilnani@paradice.com and peter.manley@paradice.com.au

Party: Australian Ethical
Attention: Tom May
Address: Level 8, 130 Pitt Street, Sydney NSW
E-mail: tmay@australianethical.com.au

Party: Supertco Pty Ltd as trustee for the TAG Small Cap Fund A/C
Attention: Michael Smolders
Address: 7 Dover Street, Richmond VIC 3121
E-mail: michael@abercrombiegroup.com.au

7 General

7.1 Entire Agreement

This document constitutes the entire agreement between the parties in relation to its subject matter. All prior discussions, undertakings, agreements, representations, warranties and indemnities in relation to that subject matter are replaced by this document and have no further effect.

7.2 Amendment

This document may not be amended or varied unless the amendment or variation is in writing signed by all parties.

7.3 Assignment

No party may assign, transfer or otherwise deal with this document or any right or obligation under this document without the prior written consent of each other party.

7.4 Further assurances

Each party must do or cause to be done all things necessary or reasonably desirable to give full effect to this document and the transactions contemplated by it (including, but not limited to, the execution of documents).

7.5 Counterparts

This document may be executed in any number of counterparts and all counterparts taken together will constitute one document.

7.6 Electronic delivery of document

If a party delivers an executed counterpart of this document or any other document executed in connection with it ("**Relevant Document**") by facsimile or other electronic means:

- (a) the delivery will be deemed to be an effective delivery of an originally executed counterpart; and
- (b) the party will still be obliged to deliver an originally executed counterpart, but the failure to do so will not affect the validity or effectiveness of the Relevant Document.

7.7 Governing law and jurisdiction

This document will be governed by and construed in accordance with the laws in force in the State of Victoria and each party submits to the non-exclusive jurisdiction of the courts of that State.

EXECUTED as a DEED

**SIGNED SEALED and DELIVERED by MR)
MICHAEL BERNARD OHANESSIAN in the)
presence of)**

Raphael Leibler
Signature of witness

M. B. O.
Michael Bernard Ohanessian

RAPHAEL LEIBLER
Name of witness (print)

**SIGNED SEALED and DELIVERED by MR)
MICHAEL OHANESSIAN & MRS)
CANDACE OHANESSIAN AS TRUSTEES)
FOR THE M & C OHANESSIAN S/F A/C)**

M. B. O.
Michael Ohanessian

Candace O.
Candace Ohanessian


Raphael Leibler
Witness

Raphael Leibler
Witness


RAPHAEL LEIBLER
Name of Witness

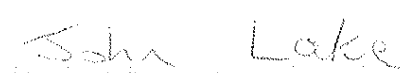
RAPHAEL LEIBLER
Name of Witness

EXECUTED by PARADICE INVESTMENT)
MANAGEMENT PTY LTD AS TRUSTEE)
FOR THE PARADICE MICRO
INVESTMENT FUND (A/C PSMCAE)


Signature of director


Name of director (print)

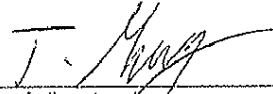

Signature of director / company secretary
(delete as applicable)


Name of director / company secretary (print)

EXECUTED by AUSTRALIAN ETHICAL)
 INVESTMENT LTD AS TRUSTEE FOR)
 THE AUSTRALIAN ETHICAL
 AUSTRALIAN SHARES FUND AND THE
 AUSTRALIAN ETHICAL EMERGING
 COMPANIES FUND



Signature of director



Signature of director / company secretary
 (delete as applicable)

PHILLIP VERNON

Name of director (print)

TOM MAY

Name of director / company secretary (print)

EXECUTED by SUPERTCO PTY LTD AS
TRUSTEE FOR THE TAG SMALL CAP
FUND A/C by its sole director and sole
company secretary

)
)
)



Signature of sole director and sole company
secretary

ANDREW JAMES ABERCROMBIE

Name of sole director and sole company
secretary (print)