



# Notice of general meeting

called at the request of shareholders under section 249D of the *Corporations Act 2001* (Cth)

## Praemium Limited

ACN 098 405 826

Date: Friday, 12 May 2017

Time: 11:00 am (Melbourne time)

Place: Rendezvous Hotel Melbourne (King Edward Ballroom), 328 Flinders Street, Melbourne, VIC, 3000

This is an important document and should be read in its entirety.

You are **strongly encouraged** to consider these issues carefully and **exercise your right to vote**

Your board unanimously recommends that you **vote against** all resolutions



4 April 2017

Dear Shareholder

**Unanimous letter from your Board**

On 14 March 2017, Mr Michael Bernard Ohanessian (the former Chief Executive Officer and Managing Director), Mr Michael Ohanessian & Mrs Candace Ohanessian <M & C Ohanessian S/F A/C>, Paradise Investment Management Pty Ltd, Australian Ethical Investment Ltd and Supertco Pty Ltd (together the "**Requisitioning Shareholders**") requested under section 249D of the Corporations Act that the directors of Praemium Limited ("**Praemium**" or "**Company**") call and arrange to hold a general meeting proposing resolutions to:

- (a) remove Greg Camm, Andre Carstens, Peter Mahler and Robert John Edgley ("**Existing Directors**") as directors (Resolutions 1 to 4);
- (b) remove any person appointed as a director of the Company on and from 14 March 2017 until the commencement of the General Meeting (Resolution 5); and
- (c) appoint Barry Steven Lewin, Stuart Mark Robertson and Daniel Lipshut ("**Proposed Directors**") as directors (Resolutions 6 to 8).

The Requisitioning Shareholders held approximately 17.28% of the shares on issue in Praemium at the time of their request on 14 March 2017.

Following the requisition of the meeting, your Board believes it is necessary to provide sufficient detail to explain to Shareholders the reasons for the decision to terminate Mr Ohanessian as Chief Executive Officer, given there have been numerous statements in the media<sup>1</sup> that the Proposed Directors intend to reinstate Mr Ohanessian as Chief Executive Officer and Managing Director. As the Board understands it, there is no other purpose to the calling of this meeting other than to elect Directors who would reinstate the former Chief Executive Officer.

No information has been provided to the Company or any of the Existing Directors that outlines how the Proposed Directors would conduct themselves independently of the Requisitioning Shareholders in the interests of all Shareholders, highlighting the significant negative corporate governance implications for the Company.

**Your Board unanimously recommends that you VOTE AGAINST Resolutions 1 to 8 inclusive** in the enclosed Notice or, alternatively, that you nominate the Chairman to act as your proxy at the General Meeting. The Chairman intends to vote all open (undirected) proxies **AGAINST** Resolutions 1 to 8 inclusive.

Your Board has made these recommendations because it believes that the resolutions proposed by the Requisitioning Shareholders regarding the removal of the Existing Directors, and the appointment of the Proposed Directors are not in the best interests of Shareholders.

This letter sets out the reasons for your Board's unanimous recommendation that you **VOTE AGAINST** Resolutions 1 to 8 inclusive, on the basis that:

- **Good corporate governance requires appropriate separation between board and management. The reinstatement of Mr Ohanessian as Chief Executive Officer is likely to have significant negative corporate governance implications for the Company.**
- **The Existing Directors, individually and collectively, determined they could not properly carry out their directors' duties of oversight, governance and approval of corporate strategy with Mr Ohanessian as Chief Executive Officer.**

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<sup>1</sup> For example, the *Australian Financial Review* of 16 March 2017 in an article headed 'Activist shareholders want sacked Praemium CEO back' and *The Australian* of 24 March in an article headed 'Ohanessian backers rally for Praemium boardroom rout'.

- **In the opinion of the Existing Directors, a Chief Executive Officer with a different skill set would better serve the Company's leadership needs for the next phase of growth and development.**
  - **The Board has identified the ideal candidate with precisely the right background and experience to lead the Company in its next phase and act in the best interests of all Shareholders above his own.**
  - **The Company's share price has underperformed relative to its peers over the past two years.**
  - **The Requisitioning Shareholders' intentions beyond the reinstatement of Mr Ohanessian as Chief Executive Officer are unclear and they have not articulated a compelling case that the Existing Directors have failed to oversee the Company's direction.**
- 1. Good corporate governance requires appropriate separation between board and management. The reinstatement of Mr Ohanessian would have significant negative corporate governance implications for the Company.**

Mr Ohanessian is a formal party to this requisition of a General Meeting whose only apparent purpose is to elect directors who would reappoint him to his former position as Chief Executive Officer. Were this to succeed, this poses significant risk to the independent conduct and judgement of the Proposed Directors.

Sound corporate governance requires an independent Board appointing a Chief Executive Officer and exercising effective independent oversight of the Chief Executive Officer and executive team on behalf of shareholders. A Board's most important role is to appoint and work with the Chief Executive Officer.

It would introduce significantly poor corporate governance where a terminated Chief Executive Officer was permitted to apparently handpick board members with the intention to regain his role. The terminated Chief Executive Officer and the Proposed Directors would inevitably share a relationship created by the requisitioning of the General Meeting. The Proposed Directors' nomination and potential election to the Board is regarded to create a conflict of interest for the Proposed Directors due to their vested interest with Mr Ohanessian in succeeding with the removal of the Existing Directors. In this situation the independent judgment and conduct of the Board is perceived to be compromised.

If the Resolutions are passed, this relationship would in our opinion be likely to jeopardise the required independent classification and conduct of the Proposed Directors in a manner contrary to Australian corporate governance best practice and the recommendations of the ASX Corporate Governance Council.

- 2. The Existing Directors, individually and collectively, determined they could not properly carry out their directors' duties of oversight, governance and approval of corporate strategy with Mr Ohanessian as Chief Executive Officer.**

As disclosed by the Company to the ASX on 22 February 2017, Praemium announced that the Board had terminated the employment of Mr Ohanessian as Chief Executive Officer and Managing Director. The decision to terminate Mr Ohanessian had been under consideration for many months (long before the appointment of the new Chairman) and was not a hasty decision. The Board carefully considered Mr Ohanessian's continued employment and ultimately the Directors felt that they could not properly discharge their duties while Mr Ohanessian remained as Chief Executive Officer.

The Board considered that:

- Mr Ohanessian acted in a way that frustrated the Existing Directors' ability to discharge their duty of care and diligence. Mr Ohanessian acted as though his decisions regarding the future direction of the Company should always be complied with by the Board.
- Mr Ohanessian frustrated attempts by the Board to obtain information regarding the affairs of the Company. The duties of non-executive directors of publicly listed companies are onerous and it is incumbent on the Board to ensure that it receives and is positioned to

critique regular and accurate reporting as to the Company's trading and operations to ensure that the Board can maintain sufficient oversight and discharge its duties effectively.

- Mr Ohanessian was reluctant to consider the views of others in the Company, including members of the Board.

**3. In the opinion of the Existing Directors, a Chief Executive Officer with a different skill set would better serve the Company's leadership needs for the next phase of growth and development.**

The Board believes that a Chief Executive Officer for Praemium in 2017 should have strong client, investor and staff relationship skills at this point of its development, together with a broad range of commercial experience and financial capability. In addition, the required skill set should include the ability to work in a collegiate fashion with the Board to ensure balanced and prudent stewardship of the Company for Shareholders as a whole.

With consideration for Praemium's current stage of development, the Board determined that Mr Ohanessian did not have all of the necessary skills for a publicly listed company to drive its next phase of growth and development. The Board considers that the reinstatement of Mr Ohanessian as the Chief Executive Officer of the Company would be detrimental to all Shareholders.

**4. The Board has identified the ideal candidate with precisely the right background and experience to lead the Company in its next phase and act in the best interests of all Shareholders above his own.**

Following the termination of Mr Ohanessian's employment, the Board immediately appointed a leading international executive recruitment company, Egon Zehnder, to conduct a search for a new Chief Executive Officer. They were able to source an interim Chief Executive Officer, Mr Robert De Luca.

Mr De Luca has a highly successful track record as Managing Director and Chief Executive Officer of BankWest over the past five years and, prior to that, he has had broad senior financial services experience in the CBA Group, including some highly relevant experience in the wealth management/financial planning/platform space. Mr De Luca has a career history of building businesses and profits on a sustainable basis.

The Board has concluded that Mr De Luca would make an outstanding permanent Chief Executive Officer for the Company.

The Existing Board, in an announcement to the ASX on 22 March 2017, has advised Shareholders that they would appoint Mr De Luca as permanent Chief Executive Officer immediately after the General Meeting if the Resolutions proposed by the Requisitioning Shareholders are not passed.

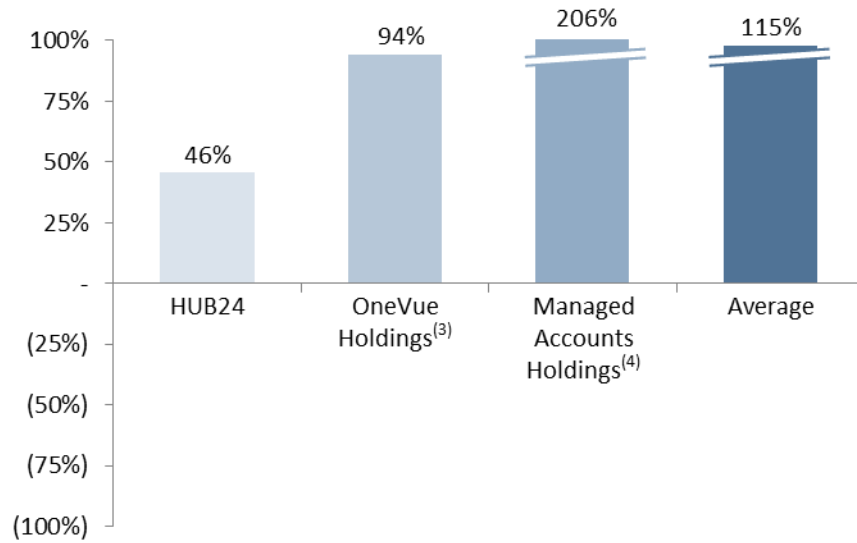
**5. The Company's share price has substantially underperformed relative to its peers over the past two years.**

The Board acknowledges the role that Mr Ohanessian played in transforming Praemium to a profitable firm as noted in the Requisitioning Shareholders' Statement in Annexure A.

In the early years of Mr Ohanessian's leadership, the core issue facing Praemium was turning around and transforming the business. During this period, the Praemium share price outperformed each of its listed peers by between 46% and 206% per annum.

Chart 1:

**Outperformance of Praemium share price relative to peers during initial period of Mr Ohanessian's tenure<sup>(1)(2)</sup>**

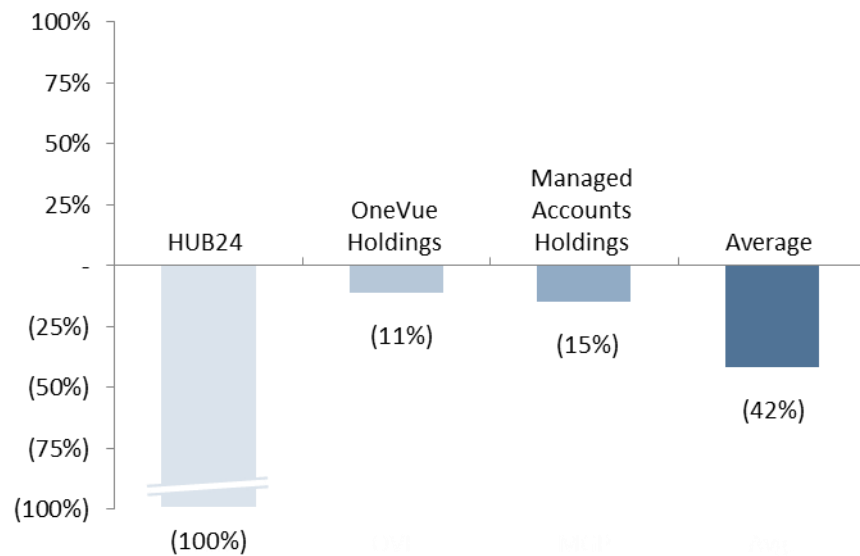


- (1) Calculated as the difference between the Compound Annual Growth Rate (CAGR) of Praemium's share price and that of its peers over the period. CAGR is calculated using the close price on the last day of the defined period and the close price of the first day of the defined period
- (2) The period from 9 August 2011 to 21 February 2015
- (3) Period start date is OneVue Holdings' first date of listing (25 July 2014)
- (4) Period start date is Managed Accounts Holdings' first date of listing (25 June 2014)

However, in stark contrast, during the past two years, where Praemium's focus has shifted from survival to growth, the Praemium share price has considerably underperformed each of its listed peers, by between 11% and 100% per annum.

Chart 2:

### Underperformance of Praemium share price relative to peers for the past two years<sup>(1)(2)</sup>



- (1) Calculated as the difference between the Compound Annual Growth Rate (CAGR) of Praemium's share price and that of its peers over the period. CAGR is calculated using the close price on the last day of the defined period and the close price of the first day of the defined period
- (2) The period from 21 February 2015 to 21 February 2017

The recent relative share price under-performance underscores the Board's decision. The decision to remove Mr Ohanessian as Chief Executive Officer was not a comment on whether he was the right person for the past, but whether he had the right skill set to lead the Company through its next phase of growth and development.

**6. The Requisitioning Shareholders' intentions beyond the reinstatement of Mr Ohanessian as Chief Executive Officer are unclear and they have not articulated a compelling case that the Existing Directors have failed to oversee the Company's direction.**

The Existing Directors have and continue to fulfil their obligations and duties as Company directors, which include holding the performance of senior management to account and maintaining an independent board composition. The Requisitioning Shareholders have not sufficiently substantiated that the current Board has failed in any manner to properly oversee the Company's strategic direction or that it has incurred any material failings in corporate governance stewardship that warrants a complete replacement of the Existing Directors.

There have been statements in the media<sup>2</sup> that the Requisitioning Shareholders are seeking to appoint Mr Ohanessian to his former role as Chief Executive Officer of the Company. Apart from the proposed reinstatement of Mr Ohanessian, the Requisitioning Shareholders have offered no plan or statement of intention for the future direction of the Company.

With regard to the Company's current stage of development, the absence of a viable strategic and financial plan to improve performance over the long term poses a significant investment risk to Shareholders. In contrast, the current Board is well functioning and is comprised of independent and informed directors that are best positioned to oversee the strategic and financial performance of the Company in the interests of all shareholders.

<sup>2</sup> For example, the *Australian Financial Review* of 16 March 2017 in an article headed 'Activist shareholders want sacked Praemium CEO back' and *The Australian* of 24 March in an article headed 'Ohanessian backers rally for Praemium boardroom rout'.

**The Board recommends Shareholders vote AGAINST all resolutions**

Your Board does not consider the resolutions to remove the Existing Directors to be in the Company's interests. Rather, the Board considers the Requisitioning Shareholders' proposal to replace the Company's board as opportunistic and without merit and therefore presents significant risk to long term Shareholders' interests.

No compelling case (or indeed any case at all) has been advanced by the Requisitioning Shareholders that its proposed changes to the Board would materially benefit your Company or deliver any advantages to Shareholders beyond those already contemplated by the current strategy of the existing Board.

Your Board believes it has always acted in the best interests of all Shareholders and looks forward to continuing to best serve your interests into the future.

The General Meeting is to be held on Friday, 12 May 2017, at the Rendezvous Hotel Melbourne (King Edward Ballroom), 328 Flinders Street, Melbourne, VIC, 3000 commencing at 11:00am (Melbourne time) ("**General Meeting**"). Your Notice of General Meeting together with various associated documents is enclosed.

If you are unable to attend the General Meeting, a copy of your proxy form is enclosed. Please complete it by filling out your voting preferences and lodging it in the specified manner by the specified date.

If you have any questions in relation to the upcoming General Meeting, please contact the Company's Shareholder Information Line on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) between 9:00am and 5:00pm (Melbourne time), Monday to Friday.

We thank you for your attention and for your ongoing support of your Company.

Yours sincerely



.....  
Mr Greg Camm  
Chairman



.....  
Mr Andre Carstens  
Director



.....  
Mr Peter Mahler  
Director



.....  
Mr Robert John Edgley  
Director

## Notice of general meeting

Notice is given that Praemium Limited ACN 098 405 826 ("**Praemium**" or "**the Company**") will hold a general meeting at 11.00am (Melbourne Time) on 12 May 2017 at the Rendezvous Hotel Melbourne (King Edward Ballroom), 328 Flinders Street, Melbourne, VIC, 3000 ("**General Meeting**").

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 11.00am (Melbourne time) on Wednesday, 10 May 2017.

Resolutions 1 to 8 inclusive are not supported by any member of the existing Praemium Board. They are resolutions proposed by the Requisitioning Shareholders. Your Board unanimously recommends that you **VOTE AGAINST** all Resolutions.

### Business

#### Resolution 1 – Removal of Director – Mr. Andre Carstens

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

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr. Andre Carstens be removed as a director of Praemium Limited with effect from the end of the general meeting of Praemium Limited at which this resolution is passed."*

#### Resolution 2 – Removal of Director – Mr. Peter Mahler

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

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr. Peter Mahler be removed as a director of Praemium Limited with effect from the end of the general meeting of Praemium Limited at which this resolution is passed."*

#### Resolution 3 – Removal of Director – Mr. Robert John Edgley

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

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr. Robert John Edgley be removed as a director of Praemium Limited with effect from the end of the general meeting of Praemium Limited at which this resolution is passed."*

#### Resolution 4 – Removal of Director – Mr. Greg Camm

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

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr. Greg Camm be removed as a director of Praemium Limited with effect from the end of the general meeting of Praemium Limited at which this resolution is passed."*

#### Resolution 5 – Removal of additional Director/s

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

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth), any person appointed as a director of Praemium Limited on and from 14 March 2017 until the commencement of the general meeting at which this resolution is passed be removed as a director of Praemium Limited with effect from the end of the general meeting of Praemium Limited at which this resolution is passed"*.

#### Resolution 6 – Election of Director – Mr. Barry Steven Lewin

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

*"That Mr. Barry Steven Lewin, having consented to act, be appointed a director of Praemium Limited with effect from the end of the general meeting of Praemium Limited at which this resolution is passed."*



**Resolution 7 – Election of Director – Mr. Stuart Mark Robertson**

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

*"That Mr. Stuart Mark Robertson having consented to act, be appointed a director of Praemium Limited with effect from the end of the general meeting of Praemium Limited at which this resolution is passed."*

**Resolution 8 – Election of Director – Mr. Daniel Leon Lipshut**

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

*"That Mr. Daniel Leon Lipshut, having consented to act, be appointed a director of Praemium Limited with effect from the end of the general meeting of Praemium Limited at which this resolution is passed."*

**Please read the Explanatory Statement**

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

By order of the Board



Greg Camm – Chairman  
4 April 2017

## INFORMATION FOR SHAREHOLDERS

### VOTING

For the purposes of determining eligibility to vote at the General Meeting, in accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Company's register of Shareholders as at 7:00 pm (Melbourne time) on Wednesday, 10 May 2017.

If more than one joint holder of Shares is present at the General Meeting (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.

### 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 the Resolutions to be considered at the General Meeting by mailing their vote(s) to the Company's share registry, Link Market Services Limited, by 11:00am (Melbourne time) on Wednesday, 10 May 2017.

The direct voting form may be mailed or delivered to the Company's share registry, Link Market Services Limited at:

**Street Address:** Level 12, 680 George Street, Sydney, NSW 2000 or 1A Homebush Bay Drive, Rhodes NSW 2138

**Postal Address:** Locked Bag A14, Sydney, NSW 1235

**Faxed** to Link Market Services Limited on Fax: 02 9287 0309

**Online Direct Voting** – Direct votes can be lodged online at <https://investorcentre.linkmarketservices.com.au/Login/> by using the following steps.

- Step 1** - 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 2** - select Voting from the top menu;
- Step 3** - after selecting the meeting and declaration and then clicking on OK, select the third option titled Direct Vote;
- Step 4** - 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 that is a Shareholder or a proxy of a Shareholder may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act to be provided. The Certificate must be lodged with the Company before the General Meeting or at the registration desk on the day of the General Meeting. The Company will retain the certificate. A form of this certificate may be obtained from the Company's share registry.

### PROXIES

In accordance with section 249L(d) of the Corporations Act a Shareholder who is entitled to attend and vote at the General Meeting 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; and

- as described in the section above headed 'CORPORATE REPRESENTATIVES', provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the General Meeting.

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 11:00am (Melbourne time) on Wednesday, 10 May 2017.

**If you choose to appoint a proxy you are encouraged to direct your proxy how to vote by marking either "Against", "For" 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 General Meeting as your proxy. The Chairman of the General Meeting intends to vote all available proxies AGAINST all of the Resolutions.**

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 or 1A Homebush Bay Drive, Rhodes NSW 2138

**Postal Address:** Locked Bag A14, Sydney, NSW 1235

**Faxed** to Link Market Services Limited on Fax: 02 9287 0309

**Online Proxy Appointment** - Proxies can be lodged online at <https://investorcentre.linkmarketservices.com.au/Login/> by the following steps.

- Step 1** - 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 2** - select Voting from the top menu;
- Step 3** - 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.

## **EXCLUSIONS FROM VOTING**

There are no voting restrictions in relation to any of the Resolutions.

## **RECOMMENDATION**

The Requisitioning Shareholders have requested that the Company subject a proposal to Shareholders that the Chairman, Mr Greg Camm and the Directors, Mr Andre Carstens, Mr Peter Mahler and Mr Robert John Edgley, be removed as Directors and that Mr Barry Steven Lewin, Mr Stuart Mark Robertson and Mr Daniel Leon Lipshut be appointed as directors.

Resolutions 1 to 8 inclusive are not supported by any member of the existing Praemium Board. They are resolutions proposed by the Requisitioning Shareholders. Your Board unanimously recommends that you **VOTE AGAINST** all Resolutions.

## EXPLANATORY STATEMENT

As disclosed by the Company to the ASX on 15 March 2017, the Company received a notice pursuant to section 249D of the Corporations Act from Mr Michael Bernard Ohanessian (the former Chief Executive Officer and Managing Director), Mr Michael Ohanessian & Mrs Candace Ohanessian <M & C Ohanessian S/F A/C>, Paradise Investment Management Pty Ltd, Australian Ethical Investment Ltd and Supertco Pty Ltd (together the "**Requisitioning Shareholders**") holding approximately 17.28% of the votes that may be cast at a general meeting of the Company requesting that the Company call and arrange to hold a meeting of Shareholders ("**Requisition Notice**").

The Requisition Notice proposed eight Resolutions for consideration at the General Meeting.

Accordingly, the Company has convened the General Meeting to consider the eight Resolutions proposed by the Requisition Notice.

This Explanatory Statement has been prepared for the information of Shareholders of the Company ("**Shareholders**") in relation to the business to be conducted at the General Meeting.

The purpose of the Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote on the Resolutions. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

All of the Resolutions to be voted on require a simple majority of votes cast by Shareholders entitled to vote on the resolution. This includes voting through proxies.

A statement from the Requisitioning Shareholders entitled 'Requisitioning Shareholders' Statement' is set out at Annexure A. The Company is required by law to provide this statement to you.

This Explanatory Statement has been prepared to provide information which each Director believes to be material to Shareholders of the Company in deciding whether or not to pass the Resolutions which are the subject of the business of the General Meeting.

As at the date of this Notice, your Directors are:

- Mr. Greg Camm (Chairman);
- Mr. Andre Carstens;
- Mr. Peter Mahler; and
- Mr. Robert John Edgley.

## BUSINESS

### 1. Resolution 1 – Removal of Director – Mr. Andre Carstens

Andre Carstens was appointed as a non-executive director on 20 May 2014. Mr Carstens has held senior executive positions, including directorships, with a number of major Australian businesses, including Chief Financial Officer of Colonial First State Group, Group Director of Strategic Development at Aviva Australia, Chief Financial Officer of Spotless Group and Chief Executive Officer of The Gribbles Group. With extensive financial experience as Chief Financial Officer of some major corporations, Mr Carstens, who holds an Honours degree in Commerce, is a Fellow Chartered Accountant and a Member of the Australian Institute of Company Directors, chairs the Group's Audit, Risk & Compliance Committee.

The Board (with Mr Carstens abstaining), recommends that Shareholders vote **AGAINST** Resolution 1, being the resolution proposing the removal of Mr Carstens as a Director of Praemium.

Given his interest in Resolution 1, Mr Carstens has refrained from making a recommendation in relation to this Resolution. However, Mr Carstens has exercised his right under section 203D(4) of the Corporations Act to submit a statement for circulation to Praemium Shareholders. Mr Carstens' statement is set out in Annexure C.

## 2. Resolution 2 – Removal of Director – Mr. Peter Mahler

Peter Mahler was appointed as a non-executive director on 20 December 2011. Mr Mahler is an experienced business and IT professional specialising in program transformations and the mobilisation of IT organisations. Mr Mahler has served as CIO of AXA, Chief Information Officer at Coles Group, and Chief Information Officer of Belgacom (Belgium's incumbent telco). Mr Mahler has worked across a number of industries, including aviation, financial services, media, telecommunications and retail. Mr Mahler's areas of expertise are Senior Management coaching and advisory, strategy and organisational design, IT efficiency and improvement, project delivery and oversight. Mr Mahler holds an MBA in Operations Research and Marketing, and a Bachelor of Mathematics majoring in Statistics.

The Board (with Mr Mahler abstaining), recommends that Shareholders vote **AGAINST** Resolution 2, being the resolution proposing the removal of Mr Mahler as a Director of Praemium.

Given his interest in Resolution 2, Mr Mahler has refrained from making a recommendation in relation to this Resolution. However, Mr Mahler has exercised his right under section 203D(4) of the Corporations Act to submit a statement for circulation to Praemium Shareholders. Mr Mahler's statement is set out in Annexure D.

## 3. Resolution 3 – Removal of Director – Mr. Robert John Edgley

Robert Edgley's career has focused on fixed-interest financial products in Australia, the UK and Japan. From 2000-2004, Mr Edgley was Managing Director and Head of Sales (Asia Pac region) for the Royal Bank of Scotland, where he was responsible for a sales and support team of 70 people throughout Asia marketing the Bank's Fixed Income, Derivatives and Foreign Exchange products. During this period, Mr Edgley was also a Director of Royal Bank of Scotland Australia Pty Ltd. Mr Edgley established the Royal Bank of Scotland's Financial Markets business in Australia and has a solid understanding of the drivers affecting the Australian market and its institutional participants. Mr Edgley holds a Bachelor's degree in Economics from Monash University together with a second degree in Japanese language and is a fluent speaker of Japanese.

The Board (with Mr Edgley abstaining), recommends that Shareholders vote **AGAINST** Resolution 3, being the resolution proposing the removal of Robert John Edgley as a Director of Praemium.

Given his interest in Resolution 3, Mr Edgley has refrained from making a recommendation in relation to this Resolution. However, Mr Edgley has exercised his right under section 203D(4) of the Corporations Act to submit a statement for circulation to Praemium Shareholders. Mr Edgley's statement is set out in Annexure E.

## 4. Resolution 4 – Removal of Director – Mr. Greg Camm

Greg Camm is a seasoned financial services executive with forty years' experience in banking, wealth management and superannuation. Mr Camm has lived and worked in New Zealand on three occasions, served as Chief Executive Officer for three companies, and has led many successful projects, joint ventures, acquisitions, and transformation programmes. Mr Camm's executive roles have included:

- Chief Executive Officer, Superpartners Ltd
- Managing Director and Chief Executive Officer, AMP Financial Services, New Zealand
- Managing Director, Australian Retail Banking, ANZ Banking Group
- Managing Director and Chief Executive Officer, ANZ Banking Group, New Zealand
- Managing Director, Mortgage Division, ANZ Banking Group

Mr Camm serves as non-executive Director for Yarra Valley Water and Bank Australia Ltd and as a Trustee of the Australian Cancer Research Foundation. He has a Bachelor's Degree in Accounting and Finance from Monash University, and a Masters in Business Administration from

the University of Melbourne. He is a CPA and a Member of the Australian Institute of Company Directors.

The Board (with Mr Camm abstaining), recommends that Shareholders vote **AGAINST** Resolution 4, being the resolution proposing the removal of Mr Camm as a Director of Praemium.

Given his interest in Resolution 4, Mr Camm has refrained from making a recommendation in relation to this Resolution. However, Mr Camm has exercised his right under section 203D(4) of the Corporations Act to submit a statement for circulation to Praemium Shareholders. Mr Camm's statement is set out in Annexure B.

**5. Resolution 5 – Removal of additional Director/s**

Resolution 5 has been proposed to remove all directors appointed by the Company after 14 March 2017 (if any). The Board considers that flexibility to appoint additional directors to be an important function of the Board. The Board notes that it is required to act in the best interests of the Company in appointing any new directors to the Board. While Resolution 5 undermines the Board's decision making process and responsibility, the Board considers that that it would not be appropriate for the Company to appoint any other directors in light of the calling of the General Meeting. Accordingly, the Board considers that Resolution 5 will not be required to be put to Shareholders at the General Meeting.

Nevertheless, the Board recommends that Shareholders vote (and will be voting their own shares) **AGAINST** Resolution 5.

**6. Resolutions 6, 7 & 8 – Election of Directors – Mr. Barry Steven Lewin, Mr. Stuart Mark Robertson and Mr. Daniel Leon Lipshut**

Attached to this Explanatory Statement at Annexure A is information provided by the Requisitioning Shareholders which sets out information in relation to the professional background and experience on each of the Proposed Directors. The Company is required to provide this statement to Shareholders in accordance with section 249P of the Corporations Act. The Board has not independently verified and, to the maximum extent permitted by law, takes no responsibility for this information.

Your Directors do not support the Resolutions 6, 7 and 8 and recommend that you vote (and will be voting their own shares) **AGAINST** the election of Mr. Barry Steven Lewin, Mr. Stuart Mark Robertson and Mr. Daniel Leon Lipshut as directors of Praemium, for the reasons set out in the Letter to Shareholders which accompanies this Explanatory Statement.

## GLOSSARY

**ASX** means ASX Limited or its financial market, the Australian Securities Exchange, as the context requires.

**Board** or **Existing Directors** means the Company's current board of Directors.

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

**Director** means a director of Praemium.

**Explanatory Statement** means the notes contained in this document that provide details of the business to be considered at the General Meeting. The Explanatory Statement form part of the Notice.

**General Meeting** means the general meeting of the Company to be held at 11:00am (Melbourne Time) on Friday, 12 May 2017 at the Rendezvous Hotel Melbourne (King Edward Ballroom), 328 Flinders Street, Melbourne, VIC, 3000 the subject of the Notice.

**Notice** means the notice of General Meeting accompanying this Explanatory Statement.

**Praemium** or **Company** means Praemium Limited ACN 098 405 826.

**Praemium Shareholder** or **Shareholder** means a holder of Shares.

**Proposed Directors** means Mr. Barry Steven Lewin, Mr. Stuart Mark Robertson and Mr. Daniel Leon Lipshut.

**Resolution** means a resolution set out in the Notice.

**Shares** means the shares in the capital of the Company.

## ANNEXURE A – REQUISITIONING SHAREHOLDERS' STATEMENT

**Note:** The Board has not independently verified and, to the maximum extent permitted by law, takes no responsibility for this information.

### STATEMENT UNDER SECTION 249P CORPORATIONS ACT 2001

Dear fellow shareholders,

This statement is made by the requisitioning shareholders (or their principles, as applicable) (collectively, the **Requisitioning Shareholders**).

This statement sets out the reasons for the resolutions to:

- Appoint three new independent directors to the board of Praemium Limited (the **Company**); and
- Remove the four current directors (three non-executive and the chairman) and any directors appointed from 14 March 2017 until the commencement of the general meeting of shareholders held pursuant to the requisition.

#### 1. Reasoning for the Resolutions

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The Requisitioning Shareholders are concerned about the Board's decision to terminate the CEO without cause. In particular:

1.1 During Mr Ohanessian's 5 1/2 year tenure:

- FUA for the SMA platform has arisen from \$1 billion to \$5.4 billion;
- EBITDA has improved year-on-year from a \$5.1 million loss in FY2011 to \$3.8 million last year. EBITDA is up again this year with \$2.6 million for the first half; and
- Mr Ohanessian and his team have delivered over 30% average annual return for shareholders.

Based on these excellent results and the performance of the company since Mr Ohanessian's appointment, the Requisitioning Shareholders reasonably expected and have invested on the basis that he would continue to drive the business forward.

1.2 The new chairman had been in place just three months before terminating the CEO and appointing himself as executive chairman. The Requisitioning Shareholders believe that the proposed new board is better equipped to operate the business than the current board.

1.3 In light of the above facts, the Requisitioning Shareholders believe that the shareholders should vote to appoint a new board comprising the proposed independent directors.

#### 2. Proposed new board

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The Requisitioning Shareholders believe the proposed new directors will bring better governance, local and international experience, and a broad and diverse skillset to the Praemium board.

##### 2.1 Barry Steven Lewin

Barry has significant experience advising public and private companies in transaction structuring, debt and equity issues, mergers, acquisitions, business sales and public floats. Prior to establishing SLM Corporate Pty Ltd in 1999, Barry spent twelve years as in-house counsel to leading Australian public companies, managing their legal and commercial Australian and international interests. From 1994-1999 Barry served as General Counsel, Company Secretary and Executive Committee member at diversified international resource company North Limited.

Barry has previous experience as director of ASX-listed companies Senetas Corporation Limited (1999-2001) and Clean TeQ Holdings Limited (2007-2012), where he also served as Chairman of the Audit Committee. He is currently a director of a number of private companies, including in the not-for-profit sector.



He has degrees in Commerce and Law and holds an MBA from Swinburne University, Melbourne.

## 2.2 **Stuart Mark Robertson**

Stuart has broad experience in business advisory, investment banking, wrap platforms, alternative investments and funds management. He held senior roles at BT Funds Management, KBC Investments Limited and Zurich Financial Services in Australia, London and New York.

He currently provides consulting services on deal origination and structuring primarily in the unlisted market. He has extensive experience working with listed and unlisted vehicles.

He is a Non-Executive Director of Ellerston Global Investments Limited (since June 2014), Ellerston Asian Investments Limited (since July 2015) and Money3 Corporation Limited (since January 2016).

Stuart is a qualified CA, Fellow of FINSIA and graduate of the AICD, and holds an MBA from the MGSM.

## 2.3 **Daniel Leon Lipshut**

Daniel has over 25 years' experience as a company director, including more than 15 years as CEO of both large listed and small private corporations.

Daniel spent 5 years as a director of listed services company BSA Limited (2002 - 2007), including 3 years as joint Managing Director.

He co-owns and runs Intercorp Pty Ltd, utilizing an extensive commercial and personal network in business and government and delivering front end customer services, sales marketing and contracts to large multinational companies. Daniel is also the Managing Director of Israel Aerospace Systems Limited, and a director of Sunnyvale Ventures Australia and Positively Buoyant Consulting. He is also an advisory board member of Tomcar Australia.

Daniel is a graduate of the AICD and Defence Industry Study Course (DISC), and holds an MBA from the University of Technology Sydney.

## **ANNEXURE B – STATEMENT BY MR GREG CAMM**

The following response is provided by me in relation to the statement issued by the Requisitioning Shareholders and their proposal to remove me as a director of Praemium.

I encourage shareholders to **VOTE AGAINST** the resolution to remove me as a director.

I joined the Board in October 2016, and was appointed Chairman in November 2016. I was recruited to replace the outgoing Chairman. During the recruitment process, I was advised that I would be the third Chairman during Mr Ohanessian's five-and-a-half year term as Chief Executive Officer, and that there were difficulties between he and the Board, which had been ongoing for some lengthy time, and were getting worse.

I nonetheless went into this situation with an open mind, determined to improve the relationship between Chief Executive Officer and Board.

It became clear from the outset that Mr Ohanessian was not willing to make the changes in his behaviour necessary to effect this improvement.

The situation came to a head in early January 2017 when he presented me with a lengthy document which indicated that he would refuse, or strongly resist, a number of requests the Board had made of him. He followed this by berating me in a heated and aggressive manner for 90 minutes about the failings of the Directors, individually and collectively.

The other Directors subsequently indicated to me that this was a common occurrence when Mr Ohanessian was not getting his own way.

As a former Chief Executive Officer myself, of three significant organisations, I believe I have a good understanding of the reasonable governance expectations of a Board, and how a Chief Executive Officer should respond to these. The requests being made of him were largely only for good governance.

After lengthy deliberation and after taking good professional advice, the unanimous decision was made to end his employment. This is the most difficult decision a Board can make to terminate the Chief Executive Officer of a well-performing company. It was not a hasty or capricious decision.

A meeting was held with him in mid-February, where a proposal to effect an amicable and orderly separation was tabled. After only a few minutes, Mr Ohanessian stormed out of the room using abusive language. This left the Board with no choice but to issue a statement that he had been terminated.

This was certainly not how we wanted to separate from him, but he took the matter out of our hands through his intemperate behaviour.

I acted as Executive Chairman for eight days until we appointed an interim Chief Executive Officer. I urge Shareholders to consider the negative corporate governance consequences of allowing a dismissed Chief Executive Officer to get himself re-appointed by arranging a spill of the Board that terminated him, and then being governed by a Board he has been instrumental in appointing.

Accordingly, please vote **AGAINST** all resolutions.

## **ANNEXURE C – STATEMENT BY MR ANDRE CARSTENS**

The following response is provided by me in relation to the statement issued by the Requisitioning Shareholders and their proposal to remove me as a director of Praemium.

I encourage shareholders to **VOTE AGAINST** the resolution to remove me as a director.

I joined the Board in May 2014. As a Board member, I believe that two key drivers of sustainable profit growth in a business are having a strong business culture and having a corporate governance structure appropriate for a listed company. At Praemium, it has been very difficult to engender positive progress in both areas under Mr Ohanessian's leadership.

In my view, a positive business culture starts at the top and the poor interaction between the Non-Executive Directors and Mr Ohanessian in the boardroom was not conducive to a good business culture within the rest of the organisation.

Strong governance in my view requires:

- Board involvement in strategy setting;
- The Chief Executive Officer providing regular, timely and appropriate progress reporting against agreed objectives/deadlines; and
- Board access to senior management beyond the Chief Executive Officer and Chief Financial Officer.

Despite requests from the Board, these were not all being adequately delivered by Mr Ohanessian.

Much has been made in the media about Praemium's positive earnings growth during Mr Ohanessian's stewardship. In absolute terms, it does look impressive. However, the reality is that competitors have also grown their earnings. The correct way, in my opinion, to assess the Chief Executive Officer's performance is not in absolute terms but rather relative to the performance of its competitors. Praemium is now falling behind its competitors in relative share price performance. That is, in my opinion, a more relevant assessment of the Chief Executive Officer's performance.

In my experience, businesses require different leaders as they progress through different stages of maturity. It is rare to see a single individual having the complete range of skills to perform well through multiple stages of business maturity. Mr Ohanessian may have been the ideal Chief Executive Officer during the period when the business was struggling, but that is no longer the case. Praemium is moving to a new stage of maturity and a new leader is required in my opinion. It would be irresponsible to wait for a leader to fail before moving on to look for a replacement. Recognising when that change is required and making the change is a key responsibility of the Board. In my judgement, Praemium is at that point now and a change of leadership is required for the future.

The Board has identified a new leader who can lead the business in its next phase of growth and development. I urge shareholders to support his appointment now.

Accordingly, please join me in voting **AGAINST** all resolutions.

## **ANNEXURE D – STATEMENT BY MR PETER MAHLER**

The following response is provided by me in relation to the statement issued by the Requisitioning Shareholders and their proposal to remove me as a director of Praemium.

I encourage shareholders to **VOTE AGAINST** the resolution to remove me as a director.

I joined the board in December 2011 after having been Chief Information Officer of four major companies, both in Australia and internationally. I am currently the coach to other Chief Information Officers and an adviser in the technology field, bringing 35 years of IT experience to the Board.

In 2012, the incumbent Chairman requested that I visit Praemium's UK offices. The intention was for me to review the IT operations, meet the technical people and provide an assessment of the technical capability. Mr Ohanessian refused the request of the Chairman and after several discussions the matter was dropped. I had the impression that Mr Ohanessian did not want myself or the other members of the Board to see the UK operation.

In 2015, the then Chairman, Mr Bruce Loveday, approached me to set up a Technology Steering Committee in the hopes of having better oversight of the technical projects and to provide assistance and advice to the Chief Information Officer and his team. The Company has had a list of projects whereby the Board had minimal visibility as to the size, timeline, cost implications or project status. The list of projects was too many for the IT staff to handle, and there did not seem to be a clear understanding of priority. As time went on, project timelines were continually being missed and priorities reshuffled. The Board was not given oversight or an understanding of the reasoning or the implications.

The idea of a Technology Steering Committee was blocked by Mr Ohanessian and never got off the ground. All project status updates were funnelled through the Chief Executive Officer, with minimal technical visibility made available to the Board.

Praemium is a technology company, however, technology related questions asked by the Board were frustratingly ignored or given motherhood replies. Under Mr Ohanessian's leadership, the Directors had little chance to assist the team in our areas of expertise.

Accordingly, please join me in voting **AGAINST** all resolutions.

## **ANNEXURE E – STATEMENT BY MR ROBERT JOHN EDGLEY**

The following response is provided by me in relation to the statement issued by the Requisitioning Shareholders and their proposal to remove me as a director of Praemium.

I encourage shareholders to **VOTE AGAINST** the resolution to remove me as a director.

I was appointed to the Board of Praemium in 2005 and subsequently played a significant role as a Board member in the listing of the Company in May 2006. I have also been an investor in the Company dating back before the listing right through to today.

I have a passion for this Company that has been derived from the excellence of its technology and the enormous opportunity for it to change the financial services landscape. I have always believed strongly in the opportunity for Praemium to grow into a major participant in the financial markets both here in Australia and around the world.

Given this passion and belief in the Company, I have served on the Board for more than 12 years. During that time, there have been many difficult decisions facing the Board and at all times I have faced those decisions with the best interests of shareholders as my primary concern.

The decision to replace Mr Ohanessian as Chief Executive Officer was a carefully considered decision that was necessary, in my opinion, for the Company to be able to continue to grow its profitability on a sustainable basis into the future. It is the Board's responsibility to look forward and put in place the right people and culture for the Company to succeed and after a long period of interaction with Mr Ohanessian it was, in my opinion, inevitable that the Board needed to make this change.

This decision was made more inevitable by the attempts of Mr Ohanessian to frustrate myself and other Directors in carrying out our obligations as directors. In my judgement, this was simply an untenable situation for a Board to endure.


Accordingly, please join me in voting **AGAINST** all resolutions.

## 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

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X999999999999**


## VOTING FORM

I/We being a member(s) of Praemium Limited and entitled to attend and vote hereby appoint:

**STEP 1** Please mark either A or B

### **A** VOTE DIRECTLY

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

 in relation to the General Meeting of the Company to be held at **11:00am on Friday, 12 May 2017**, 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 you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **11:00am on Friday, 12 May 2017 at Rendezvous Hotel Melbourne, King Edward Ballroom, 328 Flinders Street, Melbourne VIC 3000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**The Chairman of the General Meeting intends to vote all available proxies against all of the Resolutions.**

## VOTING DIRECTIONS


Proxies 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

**STEP 2**

### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Removal of Director – Mr Andre Carstens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Removal of Additional Director/s	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Removal of Director – Mr Peter Mahler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Election of Director – Mr Barry Steven Lewin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Removal of Director – Mr Robert John Edgley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Election of Director – Mr Stuart Mark Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Removal of Director – Mr Greg Camm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Election of Director – Mr Daniel Leon Lipshut	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you 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**

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).



## HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may 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 Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- 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; and
- 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 lodge 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 or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### 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 **11:00am on Wednesday, 10 May 2017**, 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](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Voting 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 Voting Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### 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

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**