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## Praemium Limited Notice & Agenda 2017 Annual General Meeting

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Notice is given that Praemium Limited, ACN 098 405 826 ("Praemium" or "the Company") will hold its Annual General Meeting (AGM) at 10am (Melbourne time) on 21 November 2017 at the RACV Club, Level 2 Bayside Room 5, 501 Bourke Street, Melbourne VIC, 3000, Australia.

If you are unable to attend the meeting, you are encouraged to complete and return the enclosed Voting Form which allows you to lodge your vote directly or appoint a proxy to vote on your behalf. You may also lodge your direct vote or appoint a proxy online. The completed voting form must be received by Link Market Services no later than 10am on 19 November 2017.

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### Business

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#### Praemium Financial Report

To receive the Financial Statements, Directors' Report and the Independent Auditor's Report for Praemium and its controlled entities for the year ended 30 June 2017.

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

#### Resolutions 1.1 and 1.2– Election of Director

##### Resolution 1.1 – Election of Director – Claire Willette

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

*"That, Claire Willette, who was appointed by the Board on 28 August 2017 to a casual vacancy in accordance with clause 9.1(b) of the Constitution, be elected as a Director of Praemium Limited."*

##### Resolution 1.2 – Re-election of Director – Daniel Lipshut

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

*"To elect Daniel Lipshut, who retires by rotation in accordance with clause 9.1(d) of the Constitution, and being eligible, offers himself for re-election as a Director of Praemium Limited."*

#### Resolution 2 - Adoption of Remuneration Report

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

*"That, the Remuneration Report for the financial year ended 30 June 2017 (set out in the 2017 Annual Report) be adopted."*

Note: Voting restrictions apply to this Resolution. Details of the restrictions are set out in the Explanatory Statement.

#### Resolution 3 – Approval of new Praemium Directors & Employees Benefits Plan

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

*"That, for the purposes of Exception 9 of ASX Listing Rule 7.2, section 260C(4) and section 200B of the Corporations Act 2001 (Cth), and for all other purposes, approval is hereby given for the granting of securities under the amended 'Praemium Directors and Employee Benefits Plan."*

Note: Voting exclusion and restrictions apply to this resolution. Details of the exclusions and restrictions are set out in the Explanatory Materials.

**Resolution 4 – Approval to issue up to a further 10%  
of the Company's issued capital over the next 12 months**

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of up to an additional 10% of the issued capital of the Company (at the time of the issue) at any time in the next 12 months, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2."*

Note: Voting exclusions applies to this resolution. Details of the exclusions are set out in the Explanatory Materials.

**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



Paul Gutteridge  
CFO & Company Secretary  
20 October 2017

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## EXPLANATORY STATEMENT

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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 Company's 2017 Annual 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 upon 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 are ordinary resolutions with the exception of Resolution 4 which is a special resolution. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution. A special resolution requires at least 75% of the votes cast by members entitled to vote must be in favour of the resolution for it to be passed. This includes voting via proxies.

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### Questions and Comments

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The Chairman will give Shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

Shareholders who would like to submit a written question to the Company's auditor, should post questions to the Company Secretary or fax it to +613 8622 1200. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. All qualifying questions will be addressed at the Annual General Meeting. Please note that all questions must be received at least five business days before the Annual General Meeting; that is by no later than 13 November 2017.

Unless the Company's Share Registry has been notified otherwise, Shareholders will not be sent a hard copy of the Annual Report. All Shareholders can download the Annual Report, which contains the Financial Statement for the year ended 30 June 2017, from the Company's Website at <http://www.praemium.com.au/who-we-are/investor-relations/financial-reports>.

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### Resolutions 1.1 and 1.2– Election of Director

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#### **Resolution 1.1 – Election of Claire Willette**

Claire Willette was appointed to the Board on 28 August 2017 to fill a casual vacancy. In accordance with clause 9.1(c) of the Company's Constitution she holds office pursuant to that appointment until the Company's next AGM. Claire Willette stands for election at this AGM.

Claire brings a wealth of experience as a senior management executive in the United States Department of Defense, the Australian Department of Defence and in the private sector. Her career has spanned national security, emerging technologies and critical infrastructure sectors, with a focus on developing governance frameworks, planning, risk management and performance/program management. Claire has managed a wide variety of projects both in scale and complexity, including whole-of-government initiatives and national projects. Claire is an Associate of, and sat on the Board of Directors for, the Australian Risk Policy Institute and is a Senior Expert Advisor to the International Standards Committee in the areas of Risk, Resilience and Business Continuity

#### **Resolution 1.2 – Re-election of Daniel Lipshut**

It is a requirement of the Company's Constitution, that subject to ASX Listing Rule 14.4 at least one Director must retire from office, excluding the Managing Director and in addition to a Director appointed by the Directors under rule 9.1 (b).

Accordingly, Daniel Lipshut retires by rotation and, being eligible, offers himself for re-election as a Director.

Information about the experience, skills and qualifications of all of the Directors, including Daniel Lipshut, are set out in the Company's 2017 Annual Report. Copies of the Annual Report can be downloaded from the Company's Website at <http://www.praemium.com.au/who-we-are/investor-relations/financial-reports>

### Recommendation

The Directors, with Claire Willette abstaining, recommend that Shareholders vote in favour of Resolution 1.1.

The Directors, with Daniel Lipshut abstaining, recommend that Shareholders vote in favour of Resolution 1.2.

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### Resolution 2 – Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) requires the Shareholders to vote on an advisory resolution that the Remuneration Report (**Remuneration Report**) be adopted.

The Remuneration Report details the remuneration policies for Praemium Limited and each of its subsidiaries, including those incorporated in the United Kingdom, Jersey, Armenia, Hong Kong and China (the 'Group') and reports the remuneration arrangements for Directors and Key Management Personnel (identified for the purposes of the Accounting Standards). The Remuneration Report is set out on pages 18-24 of the 2017 Annual Report to Shareholders.

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

Shareholders will recall that not more than 25% of the votes cast were cast against the 'remuneration resolution' at the 2016 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Chair will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

Special voting restrictions apply in relation to this Resolution (as outlined in the Other Information section).

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### Resolution 3– Approval of new Praemium Directors & Employees Benefits Plan

**(a) ASX Listing Rule 7.1 – Background and reasons for seeking approval**

ASX Listing Rule 7.1 limits the number of equity securities the Company may issue within any 12-month period without Shareholder approval to 15% of its issued capital (**15% Limit**), unless an exception applies. A specific exemption applies for securities issued under an employee incentive scheme that has been approved by Shareholders (Exception 9 to Listing Rule 7.2). It is a requirement of Exception 9 that Shareholders approve the Plan within 3 years of the issue of any securities under the Plan.

Shareholder approval is being sought in respect of the Company's current Directors and Employees Benefit Plan (**Plan**) for the purpose of ASX Listing Rule 7.2 (Exception 9). The Plan was previously approved by Shareholders at the 2015 Annual General Meeting and no changes to the Plan have been made since that time.

The effect of the approval sought will be, that for 3 years from the approval date, the issue of securities under the Plan will not be included in the calculation of the 15% Limit, thus increasing the number of equity securities that may be issued by the Company without further Shareholder approvals.

Importantly, the issue of any securities (including options or performance rights) to any related party of the Company will still require Shareholder approval under ASX Listing Rule 10.14.

The issue of securities under the Plan continues to remain subject to the issue limits under the Plan.

## Summary of the terms of the Plan

<b>Eligibility</b>	A person is eligible to participate in the Plan if he or she is a Director, officer, employee or contractor of the Company or group company or is otherwise an Eligible Participant under ASIC Class Order 14/1000 (Eligible Persons). Participation in the Plan is voluntary.
<b>Invitation and Acceptance</b>	Securities under the Plan include Plan Shares, Options (to acquire a Share on payment of an exercise price), Performance Rights (to acquire a Share without further payment). The Board may at any time make invitations to Eligible Persons to participate in the Plan specifying the total number of awards being made available or the manner for determining that number, the closing date for applications, in the case of Options, the exercise period, the exercise price and exercise conditions (if any) and in the case of Plan Shares, the issue price and any other specific terms and conditions of issue. No payment is due on the issue of a security under the Plan. An invitation must include a summary or copy of the Plan. Securities are not transferrable. The Board may accept or reject an application at its discretion.
<b>Options</b>	Subject to any adjustment in the event of a bonus issue, rights issue or reconstruction of capital, each Option is an option to subscribe for one Share. Upon exercise of an Option by the participant, each Share issued will rank equally with other Shares on issue in the Company. Subject to satisfaction of any exercise conditions, an Option may be exercised by notice in writing and payment of exercise price. Options do not carry rights to participate in rights or bonus issues, unless it has been exercised and the Share issued prior to the record date. A Share issued pursuant to an Option may be subject to a Restraint Period.
<b>Capital Events</b>	If there is a variation in the Share capital of the Company including a capitalisation, rights issue, sub-division, consolidation, or a reduction of Share capital, the Board may, subject to the applicable Listing Rules or the rules of any other relevant stock exchange, make such adjustments as it considers appropriate. In respect of Options, Options must be exercised and in respect of Performance Rights, that Right must have vested.
<b>Performance Rights</b>	The Board may issue Performance Rights at its discretion. A Performance Right confers an entitlement to be issued with one fully paid ordinary Share, at no cost to the holder. Performance Rights are not transferable. A Share issued pursuant to a Performance Right may be subject to a Restriction Period.
<b>Lapse Awards</b>	Any Options not vested in accordance with the Rules may not be exercised unless otherwise permitted by the Board. A Performance Right will lapse where the performance criteria has not been satisfied unless otherwise determined by the Board. Securities will automatically lapse in the event of fraud, breach of dishonesty or in certain circumstances where the participant ceases to be employed with the Company or group company or where a prescribed event arises.
<b>Administration</b>	The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.
<b>Amendment</b>	The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant.
<b>Termination</b>	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding Shares or options issued under the plan at that time.

For the purposes of ASX Listing Rule 7.2 Exception 9, a total of 8,491,227 securities have been issued, or agreed to be issued, under the current Plan since its approval by Shareholder in October 2015. A summary of the status of those securities is set out below:

- 2,726,131 have lapsed or been cancelled;
- 849,828 Performance Rights (or, for UK resident employees, EMI Options), have vested and have converted to fully paid ordinary Shares or are capable of being so converted at the election of their holder; and
- 4,915,268 Performance Rights are currently outstanding and capable of vesting on achievement of performance conditions over a period spanning October 2017 through to October 2019.

The Board annually approves a pool of long term incentives for employees under the Plan which are subject to certain vesting hurdles. The Company's Remuneration Report sets out the Company's policies in respect to remuneration and the way in which it uses the Plan to achieve those policy objectives.

**(b) Section 200B of Corporations Act– Background and reasons for seeking approval**

Section 200B of the Corporations Act 2001 (Cth) prohibits, without Shareholder approval, a company giving a benefit in connection with a person's retirement from office or position of employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office of the company. The Plan permits the Board in some circumstances to bring forward an Option exercise period or otherwise allow an Option to be exercised early (**Early Exercise Rights**). As the term "benefit" has broad application it may include circumstances in which the Board exercises its discretion to grant an Early Exercise Right.

Section 200E requires the Company to satisfy a number of requirements in obtaining Shareholder approval to the giving of the benefit, including the amount of the benefit if it is a payment, or the monetary value in any other event. Given the nature of the Early Exercise Rights, it is not possible to ascertain the value of the benefit in advance as many factors will (or are likely to) affect the value of the benefit, including the prevailing Share price. Accordingly, the value of the benefit will not be known until such time as a determination is made to award the benefit (if at all). Shareholders should note the benefit is restricted to Early Exercise Rights only.

**Voting exclusions apply to this resolution. See Other Information Section for details.**

### Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3. A voting exclusion applies in relation to this Resolution as well as special voting requirements (as outlined in the Other Information section).

## Resolution 4 – Approval to issue up to a further 10% of the Company's issued capital over the next 12 months

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**(a) Introduction**

ASX Listing Rule 7.1A allows 'eligible entities' to obtain the approval of Shareholders at an annual general meeting to issue up to 10% of its issued capital (**Additional Placement Facility**), in addition to the 15% available to the Company under ASX Listing Rule 7.1 (which allows the issue of up to 15% of its issued capital without Shareholder approval). The Company is an eligible entity as it has a market capitalisation of less than \$300 million. The Company's current market capitalisation is approximately \$203 million (at 10 October 2017).

If passed, this Resolution would effectively allow the Company to issue up to 25% of its issued capital in the next 12 months without seeking any additional Shareholder approvals. The Shares the subject of the Additional Placement Facility (**Additional Placement Shares**) must be an existing class of security currently quoted on the ASX may be issued at any time during the 12-month period from the date of this Resolution.

This Resolution must take the form of a **special resolution**. A special resolution requires at least 75% of the votes cast by Shareholders entitled to vote must be in favour of the resolution for it to be passed. This includes voting via proxies.

Shareholders are advised that it is a condition of approval under ASX Listing Rule 7.1A that the issue price for the Additional Placement Shares must not be less than 75% of the VWAP calculated over the 15 trading days immediately before:

- (i) the date on which the price is agreed; or
- (ii) if the securities are not issued within 5 trading days of the date referred to in subparagraph (i), the date on which the securities are issued.

**(b) Notice requirement under ASX Listing Rule 7.3A**

It is a requirement of ASX Listing Rule 7.3A.1 that Shareholders be given the following information when seeking approval under ASX Listing Rule 7.1A:

***The minimum price at which the Additional Shares may be issued.***

It is the intention of the Company that the Additional Placement Shares will not be issued for a price less than 5% of the VWAP calculation referred to at paragraph (a) above. In any event, the issue price of the Shares cannot exceed the 25% discount referred to in paragraph (a) above.

***Risk of economic and voting dilution of existing Shareholders***

An issue of Shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:

- a) the market price for Shares may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- b) the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date.

Should the full Additional Placement Shares be issued during the next 12-month period, this will have a dilutive effect on Shareholders. It is a requirement of ASX Listing Rule 7.3A that Shareholders be provided with examples of the possible dilutive effect further issues can have on a Shareholder's economic and voting rights. Information under Listing Rule 7.3A.2:

- The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares as at 10 October 2017 and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable A in Listing Rule 7.1A.2		Dilution \$0.255 issue price 50% decrease in Issue Price	Dilution \$0.51 Issue Price	Dilution \$1.02 issue price 100% decrease in Issue Price
Current Variable A 399,634,188 shares	10% voting dilution Funds raised	39,963,419 shares \$10,190,672	39,963,419 shares \$20,381,344	39,963,419 shares \$40,762,687
50% increase in current variable A 599,451,282 shares	10% voting dilution Funds raised	59,945,128 shares \$15,286,008	59,945,128 shares \$30,572,015	59,945,128 shares \$61,144,031
100% increase in current variable A* 799,268,376 shares	10% voting dilution Funds raised	79,926,838 shares \$20,381,344	79,926,838 shares \$40,762,687	79,926,838 shares \$81,525,374

*\*This example is specifically required by ASX. The Company advises that it has no current intentions to double the number of Shares on issue in the next 12 months.*

The table has been prepared on the following assumptions:

- *The Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval;*
- *No options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.*
- *The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.*
- *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of any Share issues under Listing Rule 7.1, based on that Shareholder's holding at the date of the Meeting.*
- *The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.*
- *The issue of Shares under Listing Rule 7.1A consists only of Shares. If the issue includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.*
- *The issue price is \$0.51, being the closing price of the Shares on ASX on 10 October 2017.*

***The date by which securities approved under this listing rule will be issued.***

Securities issued with approval under this ASX Listing Rule, must be issued within 12 months from the date of the Resolution being 20 November 2018, or earlier if Shareholders subsequently approval a significant transaction for the purposes of ASX Listing Rule 11.1.2 or ASX Listing Rule 11.2.

***The purpose for which the securities may be issued including for non-cash consideration.***

It is the Board's current intention that any funds raised pursuant to an issue of securities will be applied towards any potential acquisitions, in accordance with the Company's growth strategies. The Board may also issue Shares for non-cash consideration. In the event securities are issued for non-cash consideration, the Company will provide for release to the market, a valuation of the non-cash consideration in accordance with Listing Rule 7.1A.3.

The issue of any Additional Placement Shares would be subject to the Directors satisfying themselves of the viability of such acquisition. At the time of this Explanatory Memorandum, the Company has not formed any intentions regarding any strategic acquisitions.

***Details of the Company's allocation policy for securities issued under this listing rule.***

The Company's current allocation policy in respect of the Additional Placement Facility is to make the Additional Shares available to a mix of existing and new Shareholders. A final determination as to the suitability of the allocation of the Shares will depend on the needs and requirements of the Company at the relevant time.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to various factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company including but not limited to, a rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Listing Rule 7.1A Shares on the control the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) any advice of corporate, financial and broking advisers (If applicable).



### **Additional Information required by ASX Listing Rule 7.3A.6**

As the Company has previously obtained approval under Listing Rule 7.1A, the following additional information is required to be provided to Shareholders:

- (i) **Total equity securities issued in the 12 months preceding the date of the Annual General Meeting and the percentage they represent of the total number of equity securities on issue at the commencement of that 12-month period:**

3,320,004 fully paid ordinary Shares, representing 0.83% total equity securities; and

- (ii) **Details of all issues of equity securities by the Company during the 12 months preceding the date of the Annual General Meeting are as follows:**

- 3,320,004 fully paid ordinary Shares issued to Praemium staff under the Company's Director and Employee Share Plan.
- the Shares were issued for nil consideration, however based upon the Company's closing Share price on 10 October 2017 these were valued at \$1,693,202.

**Voting exclusions apply to this Resolution. See details below.**

### **Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 4.

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### **OTHER INFORMATION**

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#### **Entitlement to attend and vote**

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In accordance with Reg 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of Shares in the Company as at 7pm (Melbourne time) on 19 November 2017 will be entitled to attend and vote at the AGM as a Shareholder.

If more than one joint holder of Shares is present at the AGM (whether personally, by proxy, or by attorney, or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register of Shareholders will be counted.

#### **Voting Exclusion/Prohibition Statements**

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

- On **Resolution 3** by all Directors of Praemium Limited (except those who are ineligible to participate) and their associates;
- On **Resolution 4**, by a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity as holder of ordinary securities, if the Resolution is passed, and their associates.

However, the Company need not disregard a vote if:

- It is cast by a Director as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

#### **Special voting restrictions in relation to Resolutions 2 and 3**

Key Management Personnel (**KMP**) and their closely related parties are not permitted to vote on this Resolution. KMPs of Praemium are the Directors of Praemium and those other persons having authority and responsibility for planning, directing and controlling the activities of Praemium, directly or indirectly. The Remuneration Report identifies Praemium's KMPs for the financial year ending 30 June 2017. 'Closely related

parties' are defined in the Corporations Act 2001, and include certain of their family members, dependents and companies they control.

However, a KMP may cast a proxy where the proxy specifies in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the Shareholder expressly authorises the Chair to exercise the proxy.

Accordingly, if you have appointed the Chair (either directly or by default) as your proxy and you have not directed him how to vote, you are authorising the Chair to exercise the proxy in respect of **Resolutions 2 and 3**, notwithstanding that the Chair or KMP may benefit.

The Chair intends to vote in favour of all resolutions.

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## Direct Voting

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In accordance with rule 8.7(j) of the Company's Constitution, where a Shareholder is entitled to vote, and cannot attend personally and does not wish to appoint a proxy, the Shareholder may vote directly on Resolutions to be considered at the AGM by mailing their vote(s) to the Company's share registry, Link Market Services Limited, by 10am (Melbourne time) on 19 November 2017.

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

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

**Postal Address:** Locked Bag A14, SYDNEY SOUTH, NSW 1235

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

**Online Direct Voting** – Direct votes can be lodged online at <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 may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act 2001 (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001 (Cth) to be provided. The Certificate must be lodged with the Company before the AGM or at the registration desk on the day of the AGM. The Company will retain the certificate. A form of this certificate may be obtained from the Company's share registry.

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## Proxies

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In accordance with section 249L(d) of the Corporations Act 2001 (Cth) a Shareholder who is entitled to attend and vote at the AGM may appoint a proxy. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001 (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

If a Shareholder is entitled to cast two or more votes the Shareholder may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the Shareholder's voting rights that each proxy may exercise, each proxy may exercise half of the Shareholder's votes.

A proxy need not be a Shareholder. 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 11am (Melbourne time) on 19 November 2017.

**If you choose to appoint a proxy you are encouraged to direct your proxy how to vote by marking either "For" "Against" or "Abstain" for that item of business. If you sign the enclosed voting form and do not mark Box A or Box B, you will have appointed the Chairman of the meeting as your proxy.**

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 SOUTH, 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.


## LODGE YOUR VOTE

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
Praemium Ltd  
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: +61 1300 554 474


## VOTING FORM

I/We being a member(s) of Praemium Ltd 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 Annual General Meeting of the Company to be held at **10:00am (Melbourne time) on Tuesday, 21 November 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 Annual General Meeting of the Company to be held at **10:00am (Melbourne time) on Tuesday, 21 November 2017 at RACV Club, Level 2 Bayside Room 5, 501 Bourke Street, Melbourne Victoria 3000, Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2 and 3:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 and 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**


## 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

### Resolutions

	For	Against	Abstain*		For	Against	Abstain*	
1.1 Election of Director – Claire Willette	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4	Approval to issue up to a further 10% of the Company's issued capital over the next 12 months	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2 Re-election of Director – Daniel Lipshut	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>	
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>	
3 Approval of new Praemium Directors & Employees Benefits Plan	<input type="checkbox"/>	<input type="checkbox"/>	<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.

## 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, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

## 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 **10:00am (Melbourne time) on Sunday, 19 November 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 MAIL

Praemium Ltd  
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 ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**