
Praemium Limited Notice & Agenda 2018 Annual General Meeting

Notice is given that Praemium Limited, ACN 098 405 826 ("Praemium" or "the Company") will hold its Annual General Meeting (AGM) at 11am (Melbourne time) on 27 November 2018 at 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 11am on 25 November 2018.

Business

Praemium Financial Report

To receive the Financial Statements, Directors' Report and the Independent Auditor's Report for Praemium and its controlled entities for the year ended 30 June 2018.

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

Resolution 1 – Re-election of Director - Stuart Robertson

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

"To elect Stuart Robertson, 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 2018 (set out in the 2018 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 the issue of Securities to Michael Ohanessian (Long term incentive)

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

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the allotment and issue of 107,268 fully paid ordinary shares in Praemium Limited to Michael Ohanessian under the Company's Directors & Employees Benefits Plan and in accordance with the terms set out in the explanatory memorandum."

Note: Voting exclusions applies to this resolution. Details of that exclusion/prohibition 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
26 October 2018

EXPLANATORY STATEMENT

This Explanatory Statement have been prepared for the information of shareholders of the Company (Shareholders) in relation to the business to be conducted at the Company's 2018 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 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 are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution. This includes voting via proxies.

Questions and Comments

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 22 November 2018.

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 2018, from the Company's website at <https://www.praemium.com.au/who-we-are/investor-relations/financial-reports>

Resolution 1-Re-election of Director

Stuart Robertson was appointed to the Board in May 2017.

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

Mr Robertson 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.

Information about the experience, skills and qualifications of all of the Directors, including Mr Robertson, are set out in the Company's 2018 Annual Report. Copies of the Annual Report can be downloaded from the Company's website at <https://www.praemium.com.au/who-we-are/investor-relations/financial-reports>

Recommendation

The Directors, with Mr Robertson abstaining, recommend that Shareholders vote in favour of Resolution 1.

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 2018 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 AGMs, Shareholders will be required to vote at the second of those AGMs on a further 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 at the 2017 AGM, **not** more than 25% of the votes cast were cast against the 'remuneration resolution' and therefore, there will be no requirement for a Spill Resolution at this AGM.

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 (see Other Information below).

Resolution 3 Approval of the issue of Securities to the Managing Director

Long Term Incentive (LTI)

Michael Ohanessian's employment contract, as disclosed to the market on 1 March 2018 provides for long-term incentives, by way of issue of performance rights.

On 20 September 2017, the Board approved the issue of 476,744 performance rights under Praemium's Directors & Employees Benefits Plan (**Performance Rights**) to Mr Ohanessian as CEO. Mr Ohanessian was subsequently re-appointed to the Board as Managing Director on 14 May 2018.

Provided that the specified performance targets (determined by the Board) are achieved in each financial year of the 3 year LTI cycle, the Performance Rights vest on the basis of:

- **Year 1:** 15% of total Performance Rights (71,512);
- **Year 2:** 25% of total Performance Rights (119,186); and
- **Year 3:** 60% of total Performance Rights (286,046).

The Performance Rights available in respect of an LTI financial year will vest:

- (a) 50% where the group profitability target (**EBITDA Target**) is achieved (**EBITDA Target Allocation**); and
- (b) 50% where the Total Shareholder Return target (**TSR Target**), being the % change in Praemium's share price relative to the % change of the Company's peer group is achieved (**TSR Target Allocation**).

Mr Ohanessian is also entitled to further performance rights in each financial year of the LTI cycle where the TSR Target (as set by the Board) is exceeded, up to a maximum of up to 50% of the Performance Rights that are available for vesting in a particular LTI financial year (**Bonus Performance Rights**). Where the baseline hurdles are not met, no Performance Rights will vest.

With FY18's actual EBITDA of \$8.8 million exceeding the EBITDA Target by 10% (based on audited financial results), Mr Ohanessian is entitled to 35,756 fully paid ordinary Shares, being 100% of the Year 1 of the EBITDA Target Allocation.

With FY18's baseline TSR Target achieved, Mr Ohanessian is entitled to 35,756 fully paid ordinary Shares, being 100% of the Year 1 of the TSR Target Allocation. In addition, with the FY18 TSR Target exceeded by 97%, Mr Ohanessian is entitled to a further 35,756 fully paid ordinary Shares, being the full entitlement of Year 1's Bonus Performance Rights.

Accordingly, Mr Ohanessian is entitled to be issued with a total of 107,268 fully paid ordinary Shares in the Company. The Shares the subject of the LTI will be issued under the Company's Directors and Employees Benefits Plan and accordingly, Shareholder approval in accordance with ASX Listing Rules 10.14, is required. Upon Shareholder approval being obtained, 107,268 ordinary fully paid Shares in the capital of Praemium Limited will be issued to Mr Ohanessian as a LTI.

It is a requirement of ASX Listing Rule 10.15 that Shareholders be provided with the following information:

The Name of proposed allottee

Michael Ohanessian is a Director and therefore a related party of Praemium and is also entitled to participate in the Company's Directors & Employees Benefits Plan.

Maximum number of securities that may be issued

107,268 fully paid ordinary Shares, in accordance with the CEO terms of appointment announced to the market on 1 March 2018.

The Price or formula for calculating the price

The Shares will be issued for no consideration.

The names of all persons under rule 10.14 who have received securities under the scheme since the last approval date

Since the scheme was last approved in 2017, there have been no share issues to related parties under the Company's Directors & Employees Benefits Plan

All securities to Directors receive shareholder approval prior to issue.

All related parties entitled to participate in scheme

In addition to Michael Ohanessian, the other related parties who are entitled to participate in the Company's Directors and Employees Benefits Plan are Barry Lewin, Stuart Robertson, Claire Willette and Daniel Lipshut. For the 2018 financial year the other related parties did not participate in the Plan.

The date by which the entity will issue the securities

In accordance with ASX Listing Rule 10.15, securities are required to be issued within 12 months after the date of meeting (being 27 November 2018). If approved, the Shares in relation to this resolution will be issued on 28 November 2018.

Where approval is obtained under ASX Listing Rule 10.14, approval is not also required under ASX Listing Rule 7.1.

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

A voting exclusion applies in relation to this Resolution as well as special voting requirements which are set out details.

Recommendation

The Directors, other than Mr Ohanessian, recommend that Shareholders vote in favour of Resolution 3.

OTHER INFORMATION

Entitlement to attend and vote

In accordance with Reg 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of Shares in the Company as at 7pm (Melbourne time) on 25 November 2018 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 in favour of Resolution 3 by any Director of Praemium Limited 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 Resolution 2 in any capacity. 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 2018. '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 vote as proxy (other than a proxy cast on behalf of the above persons) if the specifies in writing how the KMP is to vote or it is cast by the Chair who is permitted to vote undirected proxies where the shareholder expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly to with the remuneration of a KMP

Pursuant to 250BD a vote may not be cast on Resolution 3 by a KMP or their closely related parties who are appointed as proxy where the shareholder has not specified in writing how the proxy is to vote.

However, a KMP may cast a vote as proxy if the specifies in writing how the KMP is to vote or it is cast by the Chair who is permitted to vote undirected proxies where the shareholder expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly to with the remuneration of a KMP 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.

Direct Voting

In accordance with rule 8.7(j) of the Company's Constitution, where a Shareholder is entitled to vote, and cannot attend personally and does not wish to appoint a proxy, the Shareholder may vote directly on Resolutions to be considered at the AGM by mailing their vote(s) to the Company's share registry, Link Market Services Limited, by 11.00am (Melbourne time) on 25 November 2018.

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 –** Select 'Investor Login';
- Step 2 –** Click on the 'Single Holding' section (unless you have set up a 'Portfolio', in which case proceed to access online voting through that login process);
- Step 3 –** At 'Issuer Name' enter 'PPS' or 'Praemium Limited';
- Step 4 –** Enter your HIN or SRN;
- Step 5 –** Enter the postcode (or Country Code if outside Australia) relevant to each shareholding;
- Step 6 –** Enter the security code as displayed;
- Step 7 –** Read and agree to the terms and conditions by selecting the tick box;
- Step 8 –** Select 'Voting' from the top menu bar; and
- Step 9 –** Select 'Vote' under the heading "Action" and follow the prompts 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.

Proxies

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

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

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

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

A proxy need not be a member.

The Proxy Form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, by 11.00am (Melbourne time) on 25 November 2018.

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** – Select 'Investor Login';
- Step 2** – Click on the 'Single Holding' section (unless you have set up a 'Portfolio', in which case proceed to access online voting through that login process);
- Step 3** – At 'Issuer Name' enter 'PPS' or 'Praemium Limited';
- Step 4** – Enter your HIN or SRN;
- Step 5** – Enter the postcode (or Country Code if outside Australia) relevant to each shareholding;
- Step 6** – Enter the security code as displayed;
- Step 7** – Read and agree to the terms and conditions by selecting the tick box;
- Step 8** – Select 'Voting' from the top menu bar; and
- Step 9** – 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 887 890



X99999999999


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 **11:00am (Melbourne time) on Tuesday, 27 November 2018**, 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 **11:00am (Melbourne time) on Tuesday, 27 November 2018 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*
1 Re-election of Director - Stuart Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the issue of Securities to Michael Ohanessian (Long term incentive)	<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.

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 (Melbourne time) on Sunday, 25 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

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