

21 August 2020

The Manager  
Company Announcements  
ASX Limited

Dear Sir/Madam,

**Off-Market Takeover Bid by Praemium Limited ACN 098 405 826 (Praemium) for all of the ordinary shares in Powerwrap Limited ACN 129 756 850 (Powerwrap)**

**Notice of extension of Offer Period and notice of change of date to advise on status of Defeating Conditions**

We refer to Praemium's:

1. Bidder's Statement dated 22 July 2020 in relation to its off-market takeover offer for all of the ordinary shares in Powerwrap that it does not already own;
2. Dispatch of the Bidder's Statement to Powerwrap shareholders on 31 July 2020; and
3. First Supplementary Bidder's Statement lodged at ASIC and dated 14 August 2020.

Please find **enclosed** a copy of Praemium's notice containing:

1. a notice of variation of the Offer extending the Offer Period to 7.00pm (Melbourne time) on 21 September 2020 which has been lodged at ASIC and provided to Powerwrap and its shareholders on the date of this letter pursuant to section 650D of the *Corporations Act 2001* (Cth); and
2. a notice of the new date for Praemium to give notice as to the status of the Defeating Conditions (as defined in the Bidder's Statement), pursuant to section 630(2)(b) of the *Corporations Act 2001* (Cth).

Yours sincerely



Paul Gutteridge  
**Group CFO & Company Secretary**  
**Praemium Limited**



**Praemium Limited ACN 098 405 826**

**Takeover bid for all of the ordinary shares in Powerwrap Limited ACN 129 756 850**

## **Notice of variation – extension of Offer Period**

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To: Australian Securities and Investments Commission (**ASIC**);

Powerwrap Limited (**Powerwrap**);

ASX Limited (**ASX**); and

Each Powerwrap shareholder and other person referred to in sections 650D(1)(c) and 650D(2) of the *Corporations Act 2001* (Cth) (as modified by ASIC Class Order [13/521])

This is a notice dated 21 August 2020 given by Praemium Limited ACN 098 405 826 (**Praemium**) in relation to its off-market takeover bid to acquire all of the ordinary shares in Powerwrap (**Offer**) pursuant to its bidder's statement dated 22 July 2020 (as supplemented by the first supplementary bidder's statement dated 14 August 2020) (**Bidder's Statement**).

### **1. Extension of the Offer Period**

In accordance with section 650D of the *Corporations Act 2001* (Cth) (the **Act**), Praemium hereby gives notice that Praemium varies its Offer by:

- (a) extending the period during which the Offer will remain open (**Offer Period**) so that the Offer will now close at 7.00pm (Melbourne time) on 21 September 2020, unless further extended or withdrawn in accordance with the Act; and
- (b) substituting the date "21 September 2020" for "31 August 2020" in the Bidder's Statement, the Acceptance Form (as defined in the Bidder's Statement) and in all other instances in relation to the Offer, where "31 August 2020" appears (or is deemed to appear) as the last day of the Offer Period.

### **2. Date for giving notice as to status of Defeating Conditions under the Offer**

In addition, for the purposes of section 630(2)(b) of the Act, Praemium hereby gives notice that as a result of the extension of the Offer Period, the new date for giving notice as to the status of the Defeating Conditions (as defined in the Bidder's Statement) will be 14 September 2020.

As at the date of this notice, none of the Defeating Conditions to the Offer in Section 7.1 of the Bidder's Statement have been freed or, so far as Praemium knows, fulfilled and, accordingly, the Offer remains subject to those Defeating Conditions.



A copy of this notice was lodged with ASIC on 21 August 2020. ASIC takes no responsibility for the contents of this notice.

This notice was approved by a unanimous resolution passed by the directors of Præmium.

Date: 21 August 2020

Signed for and on behalf of **Praemium Limited** by:

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Barry Lewin  
**Chairman**  
**Praemium Limited**

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Michael Ohanessian  
**Managing Director and CEO**  
**Praemium Limited**