

2025 Notice of Annual General Meeting

ASX Release: 22 October 2025, Melbourne

Praemium Limited (ASX:PPS) attaches the following documents relating to the 2025 Annual General Meeting (AGM) to be held as a hybrid meeting at 10:30am (AEDT) on Wednesday, 26 November 2025:

- » Notice of Annual General Meeting
- » Proxy form
- » Letter to Shareholders
- » Virtual Meeting Online Guide

This announcement is authorised by the Board of Praemium Limited. For further information contact Anthony Wamsteker, Chief Executive Officer, Ph: 1800 571 881

Notice of Annual General Meeting

Praemium Limited

Date of Meeting:

Wednesday, 26 November 2025

Time of Meeting:

10:30 am (AEDT)

Place of Meeting:

RACV Club
Level 2, Bourke Room 3
501 Bourke Street
Melbourne VIC 3000

and

Online via meetings.openbriefing.com/PPS25

*This Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety.
If you are in doubt as to how you should vote, you should seek advice from your professional advisers.*

Praemium Limited

2025 Notice of Annual General Meeting

Notice is given that Praemium Limited ACN 098 405 826 (**Praemium** or **Company**) will hold its Annual General Meeting (**AGM** or **Meeting**) at 10:30 am (AEDT) on Wednesday, 26 November 2025.

Participating in the AGM

If you are a Shareholder and you wish to attend in person, the AGM will be held at RACV Club, Level 2, Bourke Room 3, 501 Bourke Street Melbourne VIC 3000. If you are attending in person, please bring your Proxy Form with you to assist registration.

If you are a Shareholder and wish to attend virtually, you can access the Meeting online at meetings.openbriefing.com/PPS25.

Shareholders attending the online meeting will be able to ask questions and vote at the live meeting.

More information regarding participation in the AGM online (including browser requirements, how to vote and ask questions, etc.) is detailed in the Virtual Meeting Online Guide available on Praemium's website at <http://www.praemium.com/about-us/shareholders/corporate-governance>.

If you are unable to attend the Meeting, you are encouraged to complete and return the enclosed Proxy Form which allows you to appoint a proxy to vote on your behalf. You may also lodge your vote or appoint a proxy online. The completed Proxy Form must be received by MUFG Corporate Markets (AU) Limited no later than 10:30 am (AEDT) on Monday, 24 November 2025, being no later than 48 hours before the commencement of the AGM.

Capitalised terms used in this Notice of Meeting have the meaning given to them in the Glossary.

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 financial year ended 30 June 2025.

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

Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of Section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2025."

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

Resolution 2 – Re-election of Director – Barry Lewin

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

"That, Barry Lewin, who retires by rotation in accordance with clauses 9.1(d) and 9.1(e) of the Constitution and Listing Rule 14.4 and for all other purposes be re-elected as a Director of the Company."

Resolution 3 – Issue of performance rights to Chief Executive Officer (Mr Anthony Wamsteker)

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

"That, pursuant to Listing Rule 10.14, sections 200B and 200E of the Corporations Act, and for all other purposes, Shareholders approve the grant of up to 237,097 performance rights to the Company's Chief Executive Officer, Mr Anthony Wamsteker (or his nominee) under the terms of the Praemium Director and Employee Benefits Plan (including the issue or transfer of Shares on the vesting and exercise of those performance rights) and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

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

A handwritten signature in black ink, appearing to read 'Mark Licciardo', with a long horizontal stroke extending to the right.

Mark Licciardo
Company Secretary
22 October 2025

Explanatory statement

This Explanatory Statement has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's 2025 AGM.

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.

The Notice of Meeting contains only ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution in order for that resolution to pass. This includes voting via proxies.

Capitalised terms used in this Explanatory Statement have the meaning given to them in the Glossary.

Questions and Comments

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Company's Annual Report and reports of the Directors' and Auditor for the year ended 30 June 2025.

The Chairperson will give Shareholders a reasonable opportunity to ask questions about or comment on the management of the Company and the reports included as part of the Company's Annual Report.

The Chairperson 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, including to the Company's Auditor, should send questions to the Company Secretary at au.governance@Praemium.com. All qualifying questions will be addressed at the AGM. Please note that all questions must be received at least five business days before the AGM, that is by no later than Wednesday, 19 November 2025.

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 Statements for the year ended 30 June 2025, from the Company's website at <https://www.praemium.com/au/about-us/shareholders/financial-reports/>.

Resolution 1 – Remuneration Report

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

The Remuneration Report details the remuneration policies for Praemium Limited and each of its subsidiaries and reports the remuneration arrangements for Directors and Key Management Personnel (identified for the purposes of the Accounting Standards). The Remuneration Report is included in the Company's 2025 Annual Report.

The vote on Resolution 1 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, if holders of 25% or more of Shares present and eligible to vote at the Meeting vote 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 (**Spill Resolution**) that another meeting be held within 90 days, at which meeting, all of the Company's Directors (other than any Managing Director) must go up for re-election.

Shareholders will recall that at the 2024 AGM, holders of more than 75% of the Shares present and eligible to vote approved the 'Remuneration Report Resolution' and therefore, there will be no requirement for a Spill Resolution at this AGM.

The Chairperson 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).

Recommendation

As Resolution 1 relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding Resolution 1.

Resolution 2 – Re-election of Director – Barry Lewin

Under Resolution 2, Barry Lewin is required to retire by rotation, and being eligible, seeks re-election as a Director at the AGM for the purposes of clauses 9.1(d) and 9.1(e) of the Constitution, Listing Rule 14.4 and for all other purposes.

Barry Lewin was appointed as Non-Executive Chairman on 12 May 2017.

Clause 9.1(e) of the Constitution provides that no director who is not the managing director may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected. Listing Rule 14.4 provides, among other matters, that a director (other than a managing director) may not hold office for more than three years or beyond the third AGM following their appointment (whichever is longer) without submitting for re-election. Clause 9.1(d) of the Constitution provides that at each AGM at least one director must retire from office (excluding any managing director), but such director is eligible for re-election. Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each AGM.

Barry is the founder of SLM Corporate, a financial consulting firm specialising in transaction advice, valuation services, remuneration consulting and native title compensation.

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 in 1999, Barry spent twelve years as in-house counsel to leading Australian public companies, including diversified international resource company North Limited, managing their legal and commercial Australian and international interests.

Barry was Non-Executive Chairman of ASX-listed Elmo Software Limited until February 2023 and ASX-listed QuickFee Ltd until November 2022. He has previous experience as a Director of ASX-listed companies Senetas Corporation Limited (1999-2001) and Sunrise Energy Metals Limited (formerly Clean TeQ Holdings Limited) (2007-2011). Barry has degrees in Commerce and Law and holds an MBA from Swinburne University, Melbourne.

The Board considers that Barry Lewin is an independent Director. Specifically, the Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, Barry Lewin's capacity to bring independent judgement to bear on issues before the Board or otherwise act in the best interests of the Company as a whole.

If Resolution 2 is passed by Shareholders, Barry Lewin will be re-elected as a non-executive Director, until such time as he ceases to be a Director in accordance with the Constitution, the Corporations Act or the Listing Rules. If Resolution 2 is not passed, Barry Lewin will not be re-elected as a Director, and will cease to be a Director at the AGM.

Recommendation

The Directors, with Mr Lewin abstaining given his personal interest in the outcome of Resolution 2, recommend that Shareholders vote in **FAVOUR** of Resolution 2.

Resolution 3 – Issue of performance rights to Chief Executive Officer (Mr Anthony Wamsteker)

Background

The Praemium Directors and Employee Benefits Plan (**Plan**), is designed to attract, motivate, and retain key executives and employees and to align the interests of those executives and employees with the interests of Shareholders by matching rewards with the performance of the Company. The Plan was last approved at the Company's 2023 annual general meeting.

Under the Plan, eligible participants are invited to receive performance rights or other securities in the Company which are generally subject to performance-based vesting conditions. The number of performance rights allocated to each participant is set by the Board based on individual circumstances and performance.

The Board is responsible for administering the Plan in accordance with the Praemium Directors and Employee Benefits Plan Rules (**Plan Rules**) and the terms and conditions of the specific grants to participants in the Plan. The operation of the Plan is subject to compliance with the Listing Rules, Corporations Act and other applicable laws.

The Company is proposing to issue a maximum of 237,097 performance rights to Mr Wamsteker.

Each performance right will entitle Mr Wamsteker, or his nominee, to receive, upon vesting and exercise, one fully paid ordinary share in the Company at no cost, subject to satisfaction of the applicable conditions and performance hurdles (or waiver of such conditions and performance hurdles at the discretion of the Board).

The Board believes that part of Mr Wamsteker's remuneration should be performance-based and at risk and should involve equity interests in the Company. This approach is consistent with best practice in executive remuneration and corporate governance. In addition, the Company has chosen to issue Performance Rights to Mr Wamsteker for the following reasons:

- to focus on the long-term outcomes required by the Board;
- to align the rewards of Mr Wamsteker with Shareholders' interests by payment in equity; and
- provide an incentive to satisfy performance hurdles over a period which are measured on Shareholder value and provide a counterbalance for any tendency to focus on short term outcomes.

Historically the Company has awarded performance rights to key executives once every three years (for a performance period of three years). The Board considers that this approach is lumpy, inflexible and has a number of other disadvantages, including the potential for senior executive flight risk where significant 3-year incentives are unlikely to be met, and a distorted accounting treatment. Accordingly, for FY26, and subsequently, the Company has decided to amend its LTI program to move to a system of annual LTI grants, but at a significantly lower level than occurred as part of the former triennial grant process. The performance period for these annual grants will remain at 3 years as has always been the case.

Shareholder approval

Shareholder approval for the issue of the Performance Rights to Mr Wamsteker is sought for all purposes under the Corporations Act and the Listing Rules, including in particular, sections 200B and 200E of the Corporations Act and Listing Rule 10.14.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by Shareholders in accordance with section 200E or an exemption applies. Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which includes Mr Wamsteker. The term 'benefit' has a wide operation and, in effect, includes the automatic or accelerated vesting of the Performance Rights under the rules of the Plan Rules.

It is proposed, therefore, that this resolution will also approve, under section 200E of the Corporations Act, any 'termination benefit' that may be provided to Mr Wamsteker under the Plan Rules in relation to the performance rights to be granted to him, in addition to any other termination benefits that may be provided to Mr Wamsteker under the Corporations Act. The termination benefit that may be given under the Plan Rules is the early vesting of the performance rights (and the receipt of Shares upon exercise of the performance rights) if Mr Wamsteker ceases employment with the Company due to death, disability, bona fide redundancy or other reason with the approval of the Board.

The value of such benefits cannot presently be ascertained but matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- the number of performance rights held by Mr Wamsteker prior to cessation of employment;
- the number of performance rights that vest (which could be all of the performance rights held by Mr Wamsteker). The Board's decision as to the number of performance rights that vest will depend on, among other things, the circumstances of Mr Wamsteker's cessation of employment (for example, whether due to death, disability, redundancy or other reasons approved by the Board), the Board's assessment of Mr Wamsteker's performance in the period up to cessation of employment, the degree to which the performance conditions have been met at the relevant time, and the duration of Mr Wamsteker's employment; and
- the market price of Shares on ASX at the time the performance rights vest.

The number of performance rights that could vest upon Mr Wamsteker ceasing employment, where the Board determines to permit performance rights to vest, will not exceed the maximum number of performance rights held by Mr Wamsteker.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- a director of the company (Listing Rule 10.14.1);
- an associate of a director of the company (Listing Rule 10.14.2); or
- a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 to Listing Rule 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of the performance rights falls within Listing Rule 10.14.1 (as Mr Wamsteker is a Director and a person described in LR 10.14.1) and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

If approval from Shareholders is obtained in accordance with Listing Rule 10.14, the Company will be able to issue the performance rights within three years after the date of the Meeting.

If Resolution 3 is not passed by Shareholders, then the performance rights will not be issued and the Board would consider alternate long-term incentive remuneration arrangements for the CEO which may include a cash award and may be subject to the same terms and vesting conditions as for the performance rights.

Further, if Resolution 3 is approved for the purposes of Listing Rule 10.14, pursuant to Listing Rule 7.2 (Exception 14) a grant of performance rights or an issue of Shares (upon the vesting and exercise of those performance rights) will not reduce the Company's 15% placement capacity under Listing Rule 7.1 and separate approval of Resolution 3 is not required under Listing Rule 7.1. In addition, approval under Listing Rule 10.14 is an exception to the prohibition on a company issuing shares to related parties without member approval under Listing Rule 10.11.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

Information required by Listing rule 10.15

The performance rights will be granted to Mr Wamsteker, the Company's CEO. No other Directors are entitled to participate in the issue of securities under this approval.

Remuneration details

Mr Wamsteker receives fixed remuneration and variable remuneration via short-term and long-term incentive arrangements. The details of Mr Wamsteker's current remuneration package is set out below.

Base Salary	\$740,000 (inclusive of superannuation) with effect from 1 October 2025.
Short-Term Incentive	Mr Wamsteker is entitled to receive an STI equal to up to 50% of his base salary, subject to satisfying prescribed milestones. At the date of this notice, the milestones for FY26 are currently under discussion, and will be a combination of EBITDA, Revenue Growth, Net Funds Flow, Customer Satisfaction, Employee Engagement and one of more strategic objectives.
Long-Term Incentive	237,097 performance rights (as proposed by Resolution 3 and assuming Resolution 3 is passed)

Further information regarding Mr Wamsteker's total remuneration package is set out in the Remuneration Report.

Mr Wamsteker has previously been granted 3,200,000 performance rights under the Plan for nil cash consideration.

1,200,000 of these performance rights have since lapsed as the relevant performance conditions were not satisfied.

Key terms of grant

The performance rights are issued on the terms set out in this Explanatory Statement and on the terms as summarised in Annexure A. A full copy of the Plan Rules is available upon request from the Company Secretary.

The key terms of the grant of the performance rights proposed to be made to Mr Wamsteker under the Plan are set out below.

Table 1

Instrument	Quantum	Performance Period	Vesting Date (subject to achievement or waiver of Performance Conditions)
Tranche 1 Performance Rights (LTI)	203,018	1 October 2025 – 30 September 2028	30 September 2028
Tranche 2 Performance Rights (LTI)	34,079	1 October 2025 – 30 September 2028	30 September 2028

Maximum number of performance rights

The maximum number of performance rights to be acquired by Mr Wamsteker if shareholder approval is provided at the Meeting is set out in Table 1 above.

The Company has had the performance rights valued independently by SLM Corporate, who have advised that the performance rights have an estimated fair value of \$0.5103 per performance right. SLM Corporate used the Geometric Brownian Motion model and Monte Carlo Simulation to determine the fair value of the performance rights. Key inputs, but not limited to, are summarised below:

- share price of \$0.760;
- risk-free rate of 3.548%;
- volatility factor of 53.24%; and
- vesting period of 3 years.

The quantum of performance rights to be issued to Mr Wamsteker, covering the three-year Performance Period ending 30 September 2028, has been determined with reference to the formulae below.

Tranche 1 performance rights

The dollar value (face value) of the Tranche 1 performance rights to Mr Wamsteker is \$103,600 (being ~14% of his base annual salary of annual remuneration for the year ending 30 June 2026).

$$\text{No. of Tranche 1 performance rights} = \left[\frac{(\$103,600)}{\$0.5103^*} \right]$$

** In calculating the number of performance rights to be issued the Board considered that a price of \$0.5103 was appropriate (being the value calculated by SLM Corporate using the methodology described above).*

Tranche 2 performance rights

The dollar value (face value) of the Tranche 2 performance rights to Mr Wamsteker is \$25,900 (being ~3% of his fixed annual remuneration for the year ending 30 June 2026).

$$\text{No. of Tranche 2 performance rights} = \left[\frac{(\$25,900)}{\$0.76^*} \right]$$

** In calculating the number of performance rights to be issued the Board considered that a price of \$0.76 was appropriate (being the closing price of the Company's shares on 30 September 2025).*

For both Tranche 1 and Tranche 2 performance rights, the actual value that Mr Wamsteker will receive from this grant cannot be determined until the end of the measurement period above and will depend on the extent to which the performance conditions are achieved, and the Company's share price at the time of vesting.

The grant value was set by the Board having regard to Mr Wamsteker's overall remuneration package, the nature of his position, the purpose of the LTI component in the Company's remuneration strategy and the director's assessment regarding current market practice.

The performance rights will be accounted for using the principles set out in the Australian Accounting Standards Board AASB 2, Share-Based Payment.

Date of Grant

If Shareholder approval is obtained, the performance rights will be granted and issued as soon as practicable following the Meeting and in any event within 3 years after the date of the Meeting.

Price of performance rights

The performance rights will be issued at no cost to Mr Wamsteker. Once the performance conditions are met (or waived) and if the performance rights vest there will be no exercise price payable upon the exercise/conversion of the performance rights into Shares.

No loan will be provided by the Company in relation to the grant of the relevant performance rights (including the Shares issued on the vesting and exercise of those performance rights) to Mr Wamsteker.

Vesting Conditions

It is only if the relevant service and/or performance conditions (described below) are met that the performance rights will vest and can be exercised into Shares,

At the end of the Performance Period, the performance conditions will be measured to determine the proposed number of Performance Rights that will vest.

The link between achievement of the various performance conditions set by the Board and the percentage of the Performance Rights which vest pursuant to the relevant performance condition during the Performance Period is detailed below.

Performance /vesting hurdles relating to the performance rights

Tranche 1 performance rights

Up to 100% of the Tranche 1 performance rights (being 203,018 performance rights) will only vest subject to achievement of:

- ☒ A relative TSR performance condition (**Relative TSR Condition**); and
- ☒ The Service Condition. The Service Condition requires that Mr Wamsteker remain employed by the Company until the vesting date (i.e. at the end of the performance period)

Relative TSR Condition

The Company's Total Shareholder Return (**TSR**) will be compared with the TSR for each entity in the S&P ASX 300 accumulation index, narrowed to Diversified Financials in Financial Services (excluding Banks and Insurance) and Software & Services in Technology (excluding Technology Hardware & Equipment and Semiconductors) categories (comparable entities) as at the grant date (**Comparator Group**). The TSR of the

Company and the Comparator Group is measured as a compound annual rate of return measured by the change in share price plus dividends paid over the performance period.

TSR measures the growth in the price of shares (modified to account for capital adjustments where appropriate) together with the value of the dividends over the performance period, assuming that all those dividends (ignoring franking credits) are re-invested into new shares.

The Relative TSR Condition requires growth in the Company's TSR to be at or above the median of the TSR of companies in the Comparator Group over the 3-year performance period.

In determining the change in the Company's share price, the value of shares on the start date and the end date of the performance period will be based on the one-month VWAP up to and including the relevant date. The VWAP on the end date of the performance period will be adjusted to take account of any stock splits or consolidations that may occur during the performance period.

The measurement of TSR and comparison to entities in the Comparator Group will be conducted by an independent expert.

At the end of the relevant measurement period, the TSR performance condition will be measured to determine the proposed number of performance rights that will vest. Vesting conditions may also be waived at the discretion of the Board.

The link between achievement of the performance conditions set by the Board and the percentage of the performance rights which vest pursuant to the relevant performance condition during the measurement period is represented in the following table:

Performance against the relevant condition(s)	Quantum of performance rights subject to performance conditions that vest (%)
The Company's TSR performance relative to the Comparator Group is at or below the 50 th percentile at the end of the 3-year LTI cycle, that being 30 September 2028	NIL
The Company's TSR performance relative to the Comparator Group is between the 50 th percentile and 75 th percentile at the end of the 3-year LTI cycle, that being 30 September 2028	50% plus progressive vesting on a straight-line pro rata basis
The Company's TSR performance relative to the Comparator Group is at or above the 75 th percentile at the end of the 3-year LTI cycle, that being 30 September 2028	100%

Tranche 2 performance rights

Up to 100% of the Tranche 2 performance rights (34,079 performance rights) will vest subject to achievement of:

- ☐ Achievement of strategic non-financial hurdles set by the Board (**Strategic Condition**); and
- ☐ The Service Condition. The Service Condition requires that Mr Wamsteker remain employed by the Company until the vesting date (i.e. at the end of the performance period).

Strategic Condition

The Board sets various longer term strategic non-financial measures as part of Mr Wamsteker's KPIs under his employment arrangements with the Company. At the end of the performance period the Board will assess Mr Wamsteker's performance against these targets in determining whether any or all of the Tranche 2 performance rights vest.

The link between achievement of the performance conditions set by the Board and the percentage of the Tranche 2 performance rights which vest pursuant to the relevant performance condition during the measurement period is represented in the following table:

Performance against the relevant condition(s)	Quantum of Tranche 2 performance rights subject to performance conditions that vest (%)
Various strategic non-financial measures set by the Board as part of Mr Wamsteker's KPIs under his employment arrangements	Up to 100% as assessed by the Board (with pro rata vesting for partial achievement of KPIs)

Change of control

In the event of a change of control any unvested performance rights will vest only to the extent the performance criteria in respect of the performance rights are satisfied as at the date of the change of control event. For this purpose, any service-related conditions will be taken to be satisfied as of the same date. The Board will not otherwise accelerate or waive vesting conditions for any performance rights on a change of control event.

Malus and clawback criteria

Malus and clawback criteria will apply to any shares or rights awarded as part of Mr Wamsteker's LTI opportunity under the Plan. Malus criteria enable the Board in its absolute discretion and subject to compliance with the law, to determine that deferred incentives should be adjusted downwards (including to zero). Clawback criteria enable the Board to recover cash, deferred incentives or shares that have vested and have been received. In exercising its discretion, the Board will consider whether applying malus or clawback is desirable to protect the Company's financial soundness or to respond to unforeseen circumstances.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. For the purposes of Chapter 2E, Mr Wamsteker, being a Director, is a "related party" of the Company and the grant of the performance rights (including any Shares issued on the vesting and exercise of those performance rights) will constitute the giving of "financial benefits".

The Board (other than Mr Wamsteker) considers that the grant of the performance rights (including the allocation of Shares on the vesting and exercise of those performance rights) to Mr Wamsteker is an appropriate and reasonable component of his remuneration, and that the financial benefit represented by the grant of the performance rights (including the allocation of Shares on the vesting and exercise of those performance rights) falls within the "reasonable remuneration" exception in section 211 of the Corporations Act. For this reason, the Company is not seeking Shareholder approval of Resolution 3 for the purposes of Chapter 2E of the Corporations Act.

Other information

Details of any securities (being, performance rights and Shares upon the vesting and exercise of performance rights) issued under the Plan will be published in each annual report relating to a period in which the securities have been issued, along with a statement that approval for the issue of those securities was obtained under Listing Rule 10.14.

Any additional persons who become entitled to participate in the Plan after Resolution 3 is approved and who were not named in this Notice, will not participate until Shareholder approval is obtained under Listing Rule 10.14.

Recommendation

The Directors, with Mr Wamsteker abstaining given his personal interest in the outcome of Resolution 3, 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 7:00 pm (AEDT) on Monday, 24 November 2025 will be entitled to attend and vote at the AGM.

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 restrictions

Special voting restrictions in relation to Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of any of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and any "Closely Related Party" (as that term is defined in the Corporations Act) of such Key Management Personnel (**Restricted Voter**).

However, the Company need not disregard a vote on Resolution 1 if the vote is not cast on behalf of the Restricted Voter and either:

- (a) the Restricted Voter (who may include the Chair) is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution (i.e. a directed proxy);
- (b) the Restricted Voter is the Chairperson of the Meeting and the appointment of the Chairperson of the Meeting as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairperson to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (c) the Restricted Voter is acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - i. the beneficiary provides written confirmation to the Restricted Voter that they are not excluded from voting and are not an Associate of a person excluded from voting, on the resolution; and
 - ii. the Restricted Voter votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote on the basis of that appointment, on Resolution 1 if:

- (a) the proxy is a Restricted Voter; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 1.

Accordingly, if you have appointed the Chairperson (either directly or by default) as your proxy and you have not directed him how to vote, you are authorising the Chairperson to exercise the proxy in respect of Resolution 1 notwithstanding that the Chairperson or Key Management Personnel may benefit.

The Chairperson intends to vote all available proxies in favour of Resolution 1.

Special voting restrictions in relation to Resolution 3

In accordance with the ASX Listing Rules (and having regard to the voting restrictions in section 200E(2A) of the Corporations Act as it applies to Resolution 3), the Company will disregard any votes cast on Resolution 3:

- (a) by or on behalf of by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 (including Mr Wamsteker) or any of their associates, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Company's Key Management Personnel at the date of Meeting or their Closely Related Parties.

However, the Company need not disregard a vote on Resolution 3 if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way on the proxy form;

- (b) the Chairperson of the Meeting as proxy for a person who is entitled to vote on Resolution 3, in accordance with a direction on the proxy form to vote as the Chairman of the Meeting decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - ii. the holder votes on Resolution 3 in accordance with the directions given by the beneficiary to the holder to vote in that way.

The Chairperson intends to vote all available proxies in favour of Resolution 3.

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, MUFG Corporate Markets, by 10:30 am (AEDT) on Monday, 24 November 2025.

The direct voting form may be **mailed / delivered** to the Company's share registry, MUFG Corporate Markets, at:

Street Address: Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

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

Faxed to MUFG Corporate Markets, on Fax: +61 2 9287 0309

Online Direct Voting – Direct votes can be lodged online at au.investorcentre.mpms.mufg.com by following the steps below:

Step 1 – Login or click directly on the 'View Single Holding' section (unless you have set up a 'Portfolio', in which case proceed to access online voting through that login process);

Step 2 – At 'Issuer Name' enter 'PPS' or 'Praemium Limited';

Step 3 – Enter your HIN or SRN;

Step 4 – Enter the postcode (or Country Code if outside Australia) relevant to each shareholding;

Step 5 – Enter the security code as displayed;

Step 6 – Read and agree to the terms and conditions by selecting the tick box;

Step 7 – Select 'Voting' from the top menu bar; and

Step 8 – 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.

Proxies

In accordance with section 249L(d) of the Corporations Act, 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; 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.

If you appoint someone other than the Chairperson of the Meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chairperson of the Meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

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, MUFG Corporate Markets, by 10:30 am (AEDT) on Monday, 24 November 2025.

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 Proxy Form and do not mark Box A or Box B, you will have appointed the Chairperson 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 MUFG Corporate Markets at:

Street Address: Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

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

Faxed to MUFG Corporate Markets on Fax: +61 2 9287 0309

Online Proxy Appointment - Proxies can be lodged online at au.investorcentre.mpms.mufg.com by following the steps below:

- Step 1** – Login or click on the 'View Single Holding' section (unless you have set up a 'Portfolio', in which case proceed to access online voting through that login process);
- Step 2** – At 'Issuer Name' enter 'PPS' or 'Praemium Limited';
- Step 3** – Enter your HIN or SRN;
- Step 4** – Enter the postcode (or Country Code if outside Australia) relevant to each shareholding;
- Step 5** – Enter the security code as displayed;
- Step 6** – Read and agree to the terms and conditions by selecting the tick box;
- Step 7** – Select 'Voting' from the top menu bar; and
- Step 8** – 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.

Corporate Representatives

A corporation 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 AGM or with the Share Registry by 10:30 am (AEDT) on Monday, 24 November 2025. The Company will retain the Certificate.

A form of this Certificate may be obtained from the Company's Share Registry.

Proxy Voting by Chairperson

The Chairperson of the Meeting intends to vote all available undirected proxies in **FAVOUR** of each item of business.

Glossary

In this Explanatory Statement, and the Notice of Meeting:

Accounting Standards	has the meaning given to that term in the Corporations Act.
AEDT	means Australian Eastern Daylight Time.
AGM or Meeting	means the annual general meeting of the Company to be held at 10:30 am (AEDT) on Wednesday, 26 November 2025.
Annual Report	means the Company's annual financial report, including the directors' report and auditor's report for the year ended 30 June 2025.
Associated Entity	has the meaning given to that term in the Corporations Act.
ASX	means ASX Limited (ABN 98 008 624 691) or the securities exchange operated by it (as the case requires).
Board	means the board of Directors of the Company.
Chair or Chairperson	means the chair of the Meeting as appointed in accordance with the Constitution.
Company or Praemium	means Praemium Limited (ACN 098 405 826).
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
Key Management Personnel	has the meaning given to that term in the Accounting Standards which includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director of the Company.
Listing Rules	means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX.
Notice of Meeting	means the notice of Meeting and includes the Explanatory Statement.
Proxy Form	means the proxy form which accompanies the Notice of Meeting and Explanatory Statement.
Remuneration Report	means the Company's remuneration report for the financial year ended 30 June 2025 and which is contained in the Annual Report.
Resolution	means a resolution proposed pursuant to the Notice of Meeting.
Share	means an issued fully paid ordinary share in the capital of the Company.
Shareholder	means the registered holder of a Share.

Annexure A: Summary of the terms of the Praemium Director & Employee Benefits Plan

Eligibility	The following persons are eligible to participate in the Plan: • an employee of the Company or any of its Associated Entities; • a director of the Company or any of its Associated Entities; • an individual who provides services to the Company or any of its Associated Entities; and • any other person who is an "ESS participant" as defined in section 1100L of the Corporations Act in relation to the Company or any of its Associated Entities, (Eligible Persons).
Issue Cap	The Company must not make an offer of Awards (subject to the ESS Division) for 'monetary consideration' (within the meaning of section 1100Q of the Corporations Act) to the extent doing so would contravene the 'issue cap' under section 1100W of the Corporations Act. Awards may not be issued to any person to whom the issue of those Awards would require the approval of Shareholders under the Corporations Act, the Listing Rules or other applicable law unless: • approval is given by Shareholders in general meeting in accordance with the applicable legal requirements; or • the issue of those Awards falls within a relevant exception to the applicable law.
Awards	Awards of fully paid ordinary shares, options and performance rights can be made under the Plan. Shares can be granted to Eligible Persons under a free grant (receiving an allocation of shares for no consideration) or salary contribution agreement. An option confers a right to acquire a Share during the exercise period, subject to the satisfaction of any vesting conditions, the payment of the exercise price for the option set out in the offer, and otherwise in the manner required by the Board and specified by the offer. A performance right confers an entitlement to be issued, transferred or allocated one Share after the vesting date, subject to any disposal restrictions, the satisfaction of the vesting conditions, and any other requirements contained in the offer. A grant of an award under the Plan is subject to both the rules of the Plan and the terms of the specific offer.
Invitation and Acceptance	Following determination that an Eligible Person may participate in the Plan, the Board may from time to time make an offer in writing to an Eligible Person. Each offer must specify: • the date of the offer, and the final date by which the offer must be accepted; • the name and address of the Eligible Person to whom the offer is made; • the type of awards being offered; • the maximum number of awards being offered; • in the case of options, the exercise price and the exercise period; • the vesting conditions (if any), the performance conditions and performance period (if any), the test dates (if any) and/or exercise conditions (if any) relating to the awards being offered; • the term and expiry date or end date (if any); • the summary of any rights attaching to the awards; • any other matters required to be specified in the offer by the Corporations Act, including the ESS Division.
Price	The Board has the discretion to determine the issue price and/or exercise price of any awards made under the Plan and will set out the price in the Eligible Person's invitation letter. Generally, performance rights are granted with no issue price or exercise price.

Vesting and exercise	The Board may, at its absolute discretion, determine that awards issued will be subject to vesting conditions (e.g., tenure of employment or performance milestones) and in those circumstances, awards cannot vest in the Eligible Person until such time as those vesting conditions have been satisfied or waived. Vesting conditions may be waived at the discretion of the Board. Vesting conditions can also be amended at the discretion of the Board. If the vesting conditions are not satisfied or waived, the awards will lapse or be cancelled. The Company may, in its absolute discretion, elect to make a cash payment to the Eligible Person for the market value of the Shares in lieu of issuing Shares, which will be calculated as at any particular date, as the weighted average market price (rounded to the nearest cent) of Shares traded on ASX during the 10 trading days (within the meaning of the ASX Listing Rules) immediately preceding that date or any other calculation as determined by the Board.
Plan Shares	Any share received pursuant to an award under the Employee Incentive Plan by an Eligible Person (Plan Share) will: • be credited as fully paid; • rank equally in all respects with shares already on issue (except for entitlements which had a record date before the date of issue or transfer of the Plan Share); and • be subject to any restrictions imposed under the Plan.
Quotation	Performance rights and options issued under the Plan will not be quoted on ASX. Subject to the Company being satisfied in all respects that there are no trading restrictions on the holder of any Plan Shares, which have been imposed under any applicable law including the Company's written policies, the Company will apply for quotation of Plan Shares within 5 business days following either the issue of the Plan Shares or the date the Company is satisfied as to the absence of any trading restriction.
Dividend and voting rights	Plan Shares An Eligible Person who holds awards which are Plan Shares is entitled to receive: • a notice of meeting of shareholders and may exercise any voting rights attaching to those Plan Shares; and • income deriving from those Plan Shares, including dividends and distributions declared or paid on those Plan Shares. Performance rights and options Holders of performance rights and options issued under the Plan do not have any of the following rights unless and until Plan Shares are allocated or acquired on vesting and exercise: • the right to receive notice of, attend and vote at general meetings of the Company; • the right to dividends by the Company; • the right to a return of capital by the Company; or • the right to participate in the surplus assets of the Company on winding-up.
Capital Events	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 terms of any awards will be changed to the extent necessary to comply with the Listing Rules.
Ceasing employment	Generally speaking, where a Participant ceases employment all unvested awards will be automatically forfeited unless the Board determines otherwise. Where a Participant ceases his or her employment or to hold office (as applicable) and is a 'Good Leaver', all vested awards that have not been exercised will continue in force and remain exercisable for a period of 30 days following cessation of employment (subject to their conditions) unless the Board determines to allow a longer exercise period otherwise. Where a Participant ceases his or her employment or to hold office (as applicable) and is a 'Bad Leaver' (e.g. he or she has engaged in grave misconduct, committed a serious or persistent breach of his or her employment agreement etc.), all vested awards that have not been exercised will be forfeited, unless the Board determines otherwise.

Employee Share Trust	Whenever Shares are acquired under the Plan, they may be acquired and held by the EST. EST Trust Deed outlines the rules of the EST and the responsibilities of the trustee of the EST, the Company and the participants. A copy of the EST Trust Deed is available upon request from the Company Secretary.
Claw Back	Where, in the opinion of the Board, a Participant: • acts fraudulently or dishonestly; or • wilfully breaches his or her duties to the Company or any of its subsidiaries, then in accordance with the terms of the Plan, the Board may determine that the relevant awards lapse (if not yet exercised), or it may recover from the participant some or all Shares issued upon exercise of awards or any proceeds received from the sale of those shares;
Change of control	On the occurrence of a 'Change of Control Event' (e.g., a person makes an offer for Shares under a takeover bid and the person has voting power in the Company exceeding 50%) the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested awards will be dealt with. However, as noted in the Explanatory Statement, the treatment of the performance rights proposed to be issued to Mr Wamsteker have its own prescribed terms on the occurrence of a 'Change of Control Event'.
Administration	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.
Amendment	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.
Termination	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.



præmium

Praemium Ltd

ABN 74 098 405 826

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

Praemium Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY 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 **10:30am (AEDT) on Wednesday, 26 November 2025**, 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 Chairperson of the Meeting (mark box)

OR if you are **NOT** appointing the Chairperson of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairperson 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 **10:30am (AEDT) on Wednesday, 26 November 2025 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **RACV Club, Level 2, Bourke Room 3, 501 Bourke Street Melbourne VIC 3000** or logging in online at <https://meetings.openbriefing.com/PPS25> (refer to details in the Virtual Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at <https://www.praemium.com/au/>.

Important for Resolutions 1 & 3: If the Chairperson 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 Chairperson of the Meeting to exercise the proxy in respect of Resolutions 1 & 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 Chairperson 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 Adoption of Remuneration Report

☐	☐	☐
--------------------------	--------------------------	--------------------------

2 Re-election of Director – Barry Lewin

☐	☐	☐
--------------------------	--------------------------	--------------------------

3 Issue of performance rights to Chief Executive Officer (Mr Anthony Wamsteker)

☐	☐	☐
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

STEP 3

PPS PRX2501N



HOW TO COMPLETE THIS SHAREHOLDER PROXY 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 Chairperson 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.

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

DEFAULT TO CHAIRPERSON OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairperson of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairperson 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEDT) on Monday, 24 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/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) or Holder Identification Number (HIN).



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

<https://au.investorcentre.mpms.mufg.com> 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 Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.



Praemium Limited

2025 Annual General Meeting

Dear Shareholder,

On behalf of the Board of Directors, it is our pleasure to invite you to the 2025 Annual General Meeting of Praemium Limited (Company).

The meeting will be on Wednesday, 26 November 2025 at 10:30am (AEDT) at the RACV Club, Level 2, Bourke Room 3, 501 Bourke Street, Melbourne VIC 3000.

You may also participate virtually via live webcast at meetings.openbriefing.com/PPS25.

Registration opens from 10:00AM (AEDT) on the day of the meeting.

We strongly encourage you to lodge your proxy ahead of the meeting or appoint a proxy to vote on your behalf. Your proxy must be lodged no later than 10:30am (AEDT) on Monday, 24 November 2025.

You are also encouraged to submit questions to the Company (or the Company's Auditor) ahead of the meeting. Questions must be submitted at least five business days before the meeting, that is by no later than Wednesday, 19 November 2025.

The documents relevant to the meeting are available on Praemium's website at:
<https://www.praemium.com/about-us/shareholders/corporate-governance/>

For any queries, please contact the Company's share registry, MUFG Pension and Market Services on +61 1300 554 474 or email support@cm.mpms.mufg.com.

Yours faithfully,

Barry Lewin
Chair of the Board
Praemium Limited

Online Meeting Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to
the website: **whatismybrowser.com**

Supported browsers are:

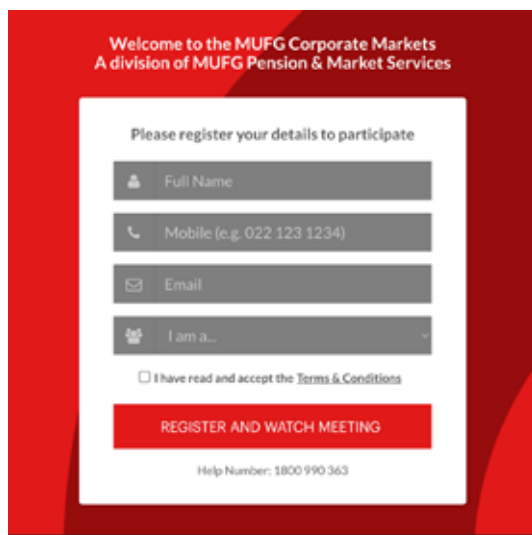
- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

**To attend and vote you must have your
shareholder number and postcode.**

Appointed Proxy: Your proxy number will
be provided by MUFG before the meeting.

**Please make sure you have this
information before proceeding.**

Online Meeting Guide



Welcome to the MUFG Corporate Markets
A division of MUFG Pension & Market Services

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the Terms & Conditions

REGISTER AND WATCH MEETING

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.openbriefing.com/PPS25>

Step 2

Log in to the portal using your full name, mobile number and email address, and participant type

Please read and accept the terms and conditions before clicking on the **'Register and Watch Meeting'** button.

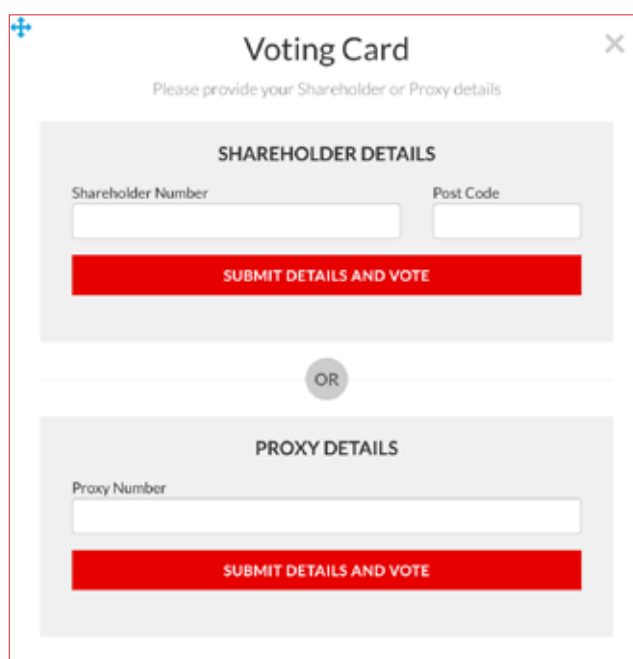
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

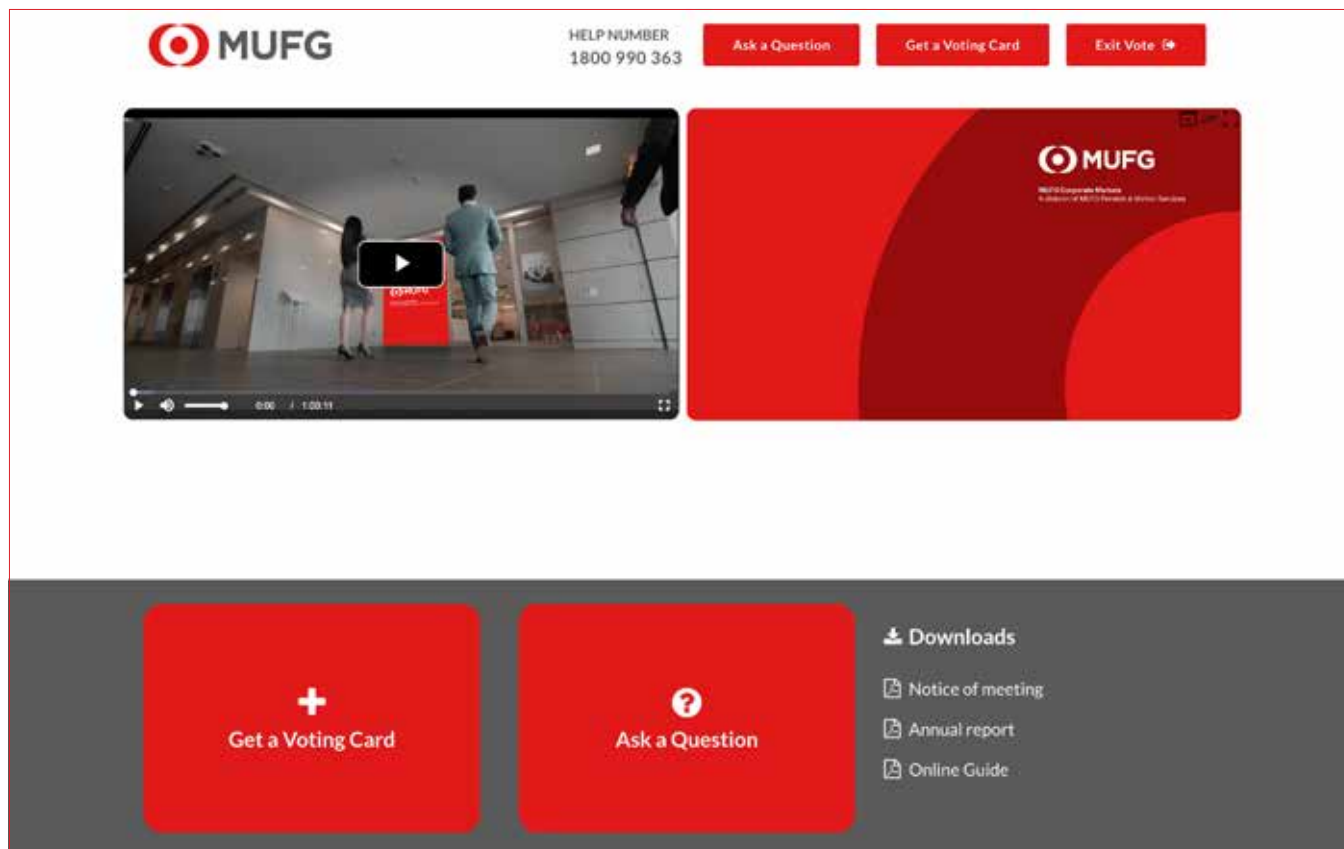
SUBMIT DETAILS AND VOTE

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can submit a either Full Vote or Partial Vote.



SAMPLE
1*****7133
X

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.

Full Vote
Partial Vote

Resolution 1A
☒ For
☐ Against
☐ Abstain

AMENDMENT TO THE CONSTITUTION

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Online Meeting Guide *continued*

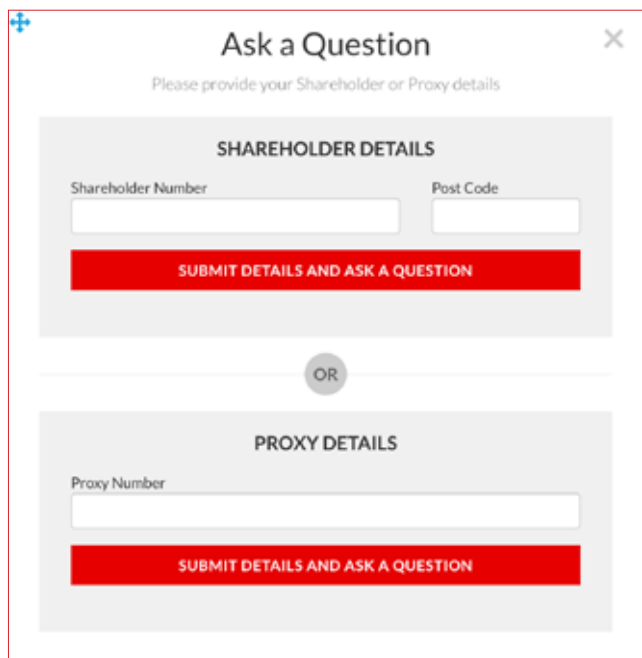
2. How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number and postcode or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

2a. How to ask a written question

The '**Ask a Question**' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.

The screenshot shows a pop-up window titled "Ask a Question" with a close button (X) in the top right corner. Below the title is the instruction "Please provide your Shareholder or Proxy details". There are two main sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS", separated by an "OR" button. The "SHAREHOLDER DETAILS" section has two input fields: "Shareholder Number" and "Post Code", followed by a red button labeled "SUBMIT DETAILS AND ASK A QUESTION". The "PROXY DETAILS" section has one input field: "Proxy Number", followed by a red button labeled "SUBMIT DETAILS AND ASK A QUESTION".

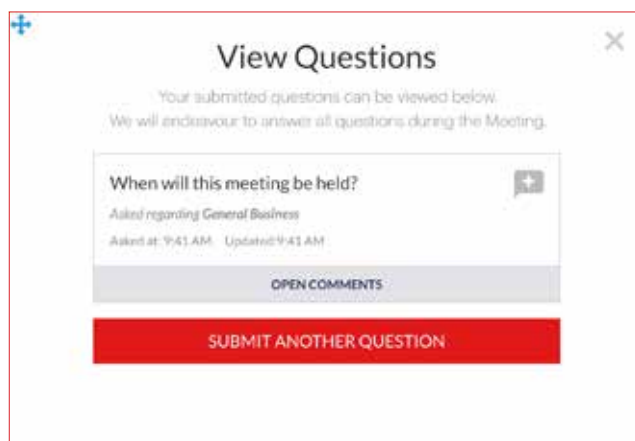
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

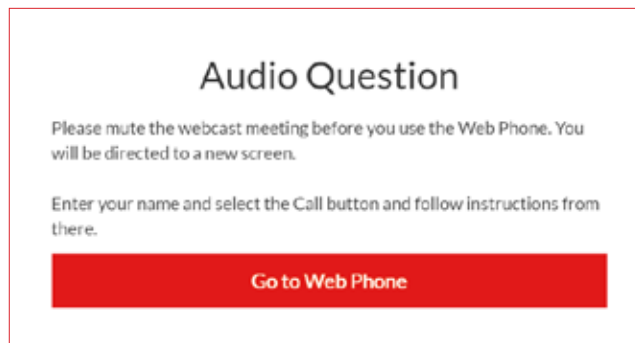
A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note, the company will do their best to address all questions.

The screenshot shows a pop-up window titled "View Questions" with a close button (X) in the top right corner. Below the title is the text "Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting." There is a list of questions, with one example visible: "When will this meeting be held?" with subtext "Asked regarding General Business" and "Asked at: 9:41 AM Updated: 9:41 AM". Below the question list is a grey button labeled "OPEN COMMENTS". At the bottom of the pop-up is a red button labeled "SUBMIT ANOTHER QUESTION".

2b. How to ask an audio question

The screenshot shows a pop-up window titled "Audio Question". Below the title is the instruction "Please mute the webcast meeting before you use the Web Phone. You will be directed to a new screen." Below this is another instruction: "Enter your name and select the Call button and follow instructions from there." At the bottom of the pop-up is a red button labeled "Go to Web Phone".

Step 1

Click on '**Go to Web Phone**'

The screenshot shows a screen with a text input field containing "John Smith". Below the input field is a large green circular button with a white telephone handset icon inside it.

Step 2

Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.

Step 3

A box will pop up with a microphone test. Select **'Start Call'**



Step 4



You are now in the meeting (on mute) and will be able to listen to proceedings.

When the Chair calls for questions or comments on each item of business, press *1 on the keypad on your screen for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing *2 on the keypad.

Step 5

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 6

Your line will be muted once your question or comment has been asked / responded to

Step 7

You can hang up and resume watching the meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

Please ensure you have muted the webcast audio.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Once voting has been closed all submitted voting cards cannot be changed.

Contact us

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