

2024 Notice of Annual General Meeting

ASX Release: 18 October 2024, Melbourne

Praemium Limited (ASX:PPS) attaches the following documents relating to the 2024 Annual General Meeting (AGM) to be held as a hybrid meeting at 11.00am (AEDT) on Wednesday, 20 November 2024:

- » 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 David Coulter, CFO, Ph: 1800 571 881

Notice of Annual General Meeting

Praemium Limited

Date of Meeting:

Wednesday, 20 November 2024

Time of Meeting:

11:00am (AEDT)

Place of Meeting:

RACV Club
Level 2, Bayside Room 5
501 Bourke Street
Melbourne VIC 3000

and

Online via meetings.linkgroup.com/PPS24

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

2024 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 11:00am (AEDT) on Wednesday, 20 November 2024.

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, Bayside Room 5, 501 Bourke Street Melbourne VIC 3000.

If you are a Shareholder and wish to attend virtually, you can access the Meeting online at meetings.linkgroup.com/PPS24.

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

If you are attending in person, please bring your Proxy Form with you to assist registration.

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 Link Market Services no later than 11:00am (AEDT) on Monday, 18 November 2024, 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 2024.

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 2024."

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

Resolution 2 – Re-election of Director – Stuart Robertson

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

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

Resolution 3 – Re-election of Director – Claire Willette

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

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

Resolution 4 – Issue of performance rights to Chief Executive Officer (Mr Anthony Wamsteker)

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

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"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 2,000,000 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



Mark Licciardo
Company Secretary
18 October 2024

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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 2024 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 a Resolution. 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 2024.

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, 13 November 2024.

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 2024, 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 2001* (Cth) (**Corporations Act**) requires 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 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 2024 Annual Report.

The Remuneration Report includes "details of short-term incentive bonuses awarded as remuneration to each Key Management Personnel..." It should be noted that the amount included under this category for 2024 in the Remuneration Report relates to performance in FY2023, with the amount being paid in FY2024. Based on two key measures of the Company's performance in FY2024, namely revenue growth and EBITDA, performance hurdles for the payment of short-term incentive bonuses were not met and 100% of the available bonus for each Key Management Personnel in FY2024 was forfeited. This will be reflected in the FY2025 Remuneration 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 2023 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

The Directors make no recommendation to Shareholders on Resolution 1 given their personal interest in their own remuneration.

Resolution 2 – Re-election of Director – Stuart Robertson

Stuart Robertson was appointed to the Board as the Non-Executive director in May 2017.

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

Stuart is the non-executive chairman of Solvar Ltd, formerly Money3 Corporation Limited. He has held this role since November 2018 and been a director since January 2016.

Stuart chairs the Group's Audit, Risk & Compliance Committee and is a member of the Group's Remuneration & Nomination Committee. Stuart is a Chartered Accountant, Fellow of FINSIA, Member of the Australian Institute of Company Directors and holds an MBA from the MGSM.

Having regard to the ASX Corporate Governance published guidelines (4th edition), the Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, Mr Robertson'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 and considers that Mr Robertson is an independent Director.

Recommendation

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

Resolution 3 – Re-election of Director – Claire Willette

Claire Willette was appointed to the Board as the Non-Executive director in November 2021.

Her career has spanned national security, emerging technologies and critical infrastructure sectors, with a focus on developing governance frameworks, supply chain planning, risk management and performance/program management. Claire brings a wealth of experience as a senior executive in the United States Department of Defense, the Australian Department of Defence and in the private sector, most recently with Boeing. Claire has managed a wide variety of projects both in scale and complexity, including wholeof-government initiatives and national projects.

Claire is an Associate of, and sat on the Board of Directors for, the Australian Risk Policy Institute and is a Senior Expert Advisor to the International Standards Committee in the areas of Risk, Resilience and Business Continuity.

Claire is a member of the Group's Audit, Risk & Compliance Committee and Remuneration & Nomination Committee. She has a BA from George Mason University (US) and a Masters of International Relations from Cambridge University (UK).

Having regard to the ASX Corporate Governance published guidelines (4th edition), the Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, Claire'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 and considers that Ms Willette is an independent Director.

Recommendation

The Directors, with Ms Willette abstaining given her personal interest in the outcome of Resolution 3, recommend that Shareholders vote in **FAVOUR** of Resolution 3.

Resolution 4 – 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 2,000,000 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.

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 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 4 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 4 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 Resolutions 4 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 4 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	\$700,000 (inclusive of superannuation).
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. The final milestones have not yet been set.
Long-Term Incentive	Up to 2 million performance rights (as proposed by this Resolution 4 and assuming this Resolution 4 is passed)

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

Mr Wamsteker has previously been granted 1,200,000 performance rights under the Plan. 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.

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

A full copy of the Plan Rules is available upon request from the Company Secretary.

Instrument	Quantum	Performance Period	Vesting Date (subject to achievement or waiver of Performance Conditions)
Performance Rights (LTI)	Up to 2 million	1 October 2024 – 30 September 2027	30 September 2027

Maximum number of performance rights

The maximum number of performance rights that may be acquired by Mr Wamsteker if shareholder approval is provided at the Meeting is set out in Table 1 above. There are no performance rights currently on issue to Mr Wamsteker.

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 \$857,435. 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 \$0.585;
- risk-free rate of 3.538%;
- volatility factor of 60.15%; and
- vesting period of 3 years.

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.

Performance /vesting hurdles relating to the performance rights

The number of performance rights that will vest will be determined by the Company's Total Shareholder Return (TSR) as compared with the TSR for each entity in the S&P ASX 300 index as at the grant date. TSR is

measured by the change in share price plus dividends paid over the performance period. The measurement of TSR and comparison to entities in the S&P ASX 300 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 entities in the S&P ASX 300 is at or below the 50 th percentile at the end of the 3-year LTI cycle, that being 30 September 2027	NIL
The Company's TSR performance relative to entities in the S&P ASX 300 is between the 50 th percentile and 75 th percentile at the end of the 3-year LTI cycle, that being 30 September 2027	50% plus progressive vesting on a straight-line basis, such that an additional 2% of LTI awards vest for every 1% ranking increase from the 50 th percentile
The Company's TSR performance relative to entities in the S&P ASX 300 is at or above the 75 th percentile at the end of the 3-year LTI cycle, that being 30 September 2027	100%

Vesting of performance rights is also subject to Mr Wamsteker remaining employed by the Company or not having resigned on the relevant vesting date.

Change of control

In the event of a change of control of the Company, subject to the ASX Listing Rules, all unvested performance rights to be issued to Mr Wamsteker will automatically vest, and all vested but unexercised performance rights to be issued to Mr Wamsteker (including any of such performance rights that have automatically vested as aforementioned) must be exercised at such time determined by the Board or they will lapse.

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 4 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 4 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 4, recommend that Shareholders vote in **FAVOUR** of Resolution 4.

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 7:00pm (AEDT) on Monday, 18 November 2024 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 (as that term is defined in the Corporations Act) (**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) (**Closely Related Party**) 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 KMP may benefit.

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

Special voting restrictions in relation to Resolution 4

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 4), the Company will disregard any votes cast on Resolution 4 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 associate of that person or those persons.

However, the Company need not disregard a vote on Resolution 4 if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 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 4, 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 4; and
- ii. the holder votes on Resolution 4 in accordance with the 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 4 if:

- (a) the proxy is either:
 - i. a member of the Key Management Personnel; or
 - ii. a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 4.

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 4 notwithstanding that the Chairperson or KMP may benefit.

The Chairperson intends to vote all available proxies in favour of Resolution 4.

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 (AEDT) on Monday, 18 November 2024.

The direct voting form may be **mailed / delivered** to the Company's share registry, Link Market Services Limited 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 Link Market Services Limited on Fax: 02 9287 0309

Online Direct Voting – Direct votes can be lodged online at www.linkmarketservices.com.au by following the steps below:

- 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.

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, Link Market Services, by 11:00am (AEDT) on Monday, 18 November 2024.

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 Link Market Services Limited 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 Link Market Services Limited on Fax: +61 2 9287 0309

Online Proxy Appointment - Proxies can be lodged online at www.linkmarketservices.com.au by following the steps below:

- 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.

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 11:00am (AEDT) on Monday, 18 November 2024. 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 11:00am (AEDT) on Wednesday, 20 November 2024.
Annual Report	means the Company's annual financial report, including the directors' report and auditor's report for the year ended 30 June 2024.
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.
Convertible Security	means a security exercisable for Share(s) in accordance with the Plan rules, including an option or a performance right.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
EST	means the Praemium Ltd Employee Share Plan Trust or any other employee share trust established to facilitate the operation of the Plan.
EST Trust Deed	means the trust deed the deed between the Company and the trustee of the EST which sets out the terms on which the trustee of the EST will undertake its role in administering the Plan or any other employee incentive plan of the Company.
Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
Key Management Personnel or KMP	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.
Plan	means the Praemium Directors and Employee Benefits Plan.
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 2024 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	<p>The following persons are eligible to participate in the Plan:</p> <ul style="list-style-type: none"> • 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, <p>(Eligible Persons).</p>
Issue Cap	<p>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.</p> <p>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:</p> <ul style="list-style-type: none"> • 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	<p>Awards of fully paid ordinary shares, options and performance rights can be made under the Plan.</p> <p>Shares can be granted to Eligible Persons under a free grant (receiving an allocation of shares for no consideration) or salary contribution agreement.</p> <p>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.</p> <p>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.</p> <p>A grant of an award under the Plan is subject to both the rules of the Plan and the terms of the specific offer.</p>
Invitation and Acceptance	<p>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:</p> <ul style="list-style-type: none"> • 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	<p>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.</p>

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Vesting and exercise	<p>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.</p> <p>Vesting conditions may be waived at the discretion of the Board. Vesting conditions can also be amended at the discretion of the Board.</p> <p>If the vesting conditions are not satisfied or waived, the awards will lapse or be cancelled.</p> <p>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.</p>
Plan Shares	<p>Any share received pursuant to an award under the Employee Incentive Plan by an Eligible Person (Plan Share) will:</p> <ul style="list-style-type: none"> • 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	<p>Performance rights and options issued under the Plan will not be quoted on ASX.</p> <p>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.</p>
Dividend and voting rights	<p>Plan Shares</p> <p>An Eligible Person who holds awards which are Plan Shares is entitled to receive:</p> <ul style="list-style-type: none"> • 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. <p>Performance rights and options</p> <p>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:</p> <ul style="list-style-type: none"> • 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	<p>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.</p>
Ceasing employment	<p>Generally speaking, where a Participant ceases employment all unvested awards will be automatically forfeited unless the Board determines otherwise.</p> <p>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.</p> <p>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.</p>

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: <ul style="list-style-type: none"> • 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
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
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:

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 (AEDT) on Wednesday, 20 November 2024**, 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 **11:00am (AEDT) on Wednesday, 20 November 2024 (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, Bayside Room 5, 501 Bourke Street, Melbourne VIC 3000** or logging in online at meetings.linkgroup.com/PPS24 (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 & 4: 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 Resolution 1 & 4, 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*

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Stuart Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Claire Willette	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of performance rights to Chief Executive Officer (Mr Anthony Wamsteker)	<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 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)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
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).

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STEP 1 Please mark either A or B

STEP 2

STEP 3



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 vote@linkmarketservices.com.au prior to the meeting 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.linkmarketservices.com.au.

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 **11:00am (AEDT) on Monday, 18 November 2024**, 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

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) or Holder Identification Number (HIN).



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

Praemium 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*
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.

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Praemium Limited

2024 Annual General Meeting

Dear Shareholder,

On behalf of the Board of Directors, it is our pleasure to invite you to the 2024 Annual General Meeting of Praemium Limited (Company).

The meeting will be on Wednesday, 20 November 2024 at 11:00am (AEDT) at the RACV Club, Level 2, Bayside Room 5, 501 Bourke Street, Melbourne VIC 3000.

You may also participate virtually via live webcast at meetings.linkgroup.com/PPS24.

Registration opens from 10:30AM (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 11:00am (AEDT) on Monday, 18 November 2024.

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, 13 November 2024.

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, Link Market Services Limited on +61 1300 554 474 or email registrars@linkmarketservices.com.au.

Yours faithfully,

Barry Lewin
Chair of the Board
Praemium Limited

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Virtual Meeting Online Guide

For personal use only

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
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

To attend and vote you must have your securityholder number and postcode.

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

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

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Step 1

Open your web browser and go to <https://meetings.linkgroup.com/PPS24>

Step 2

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

Please read and accept the terms and conditions before clicking on the blue **'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.

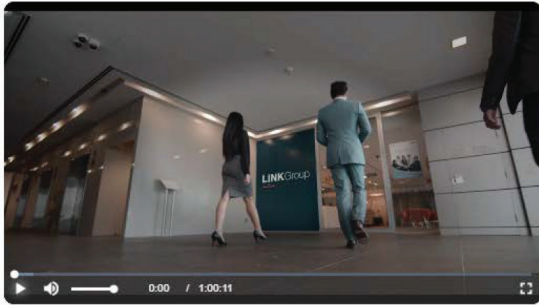
This will bring up a box which looks like this.

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

If you are an appointed Proxy, please enter the Proxy Number issued by Link 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 securityholders 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.

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



Link Market Services Meeting

+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE | *****0014

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 shareholder's voting instructions.

Full Vote | **Partial Vote**

Resolution 1 For Against Abstain

GENERAL BUSINESS

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.

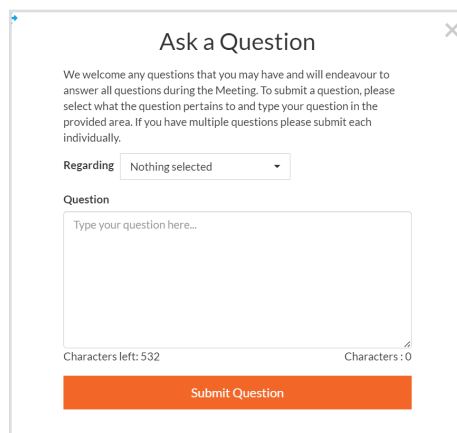
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only verified Securityholders, 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 security holder number 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.

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.



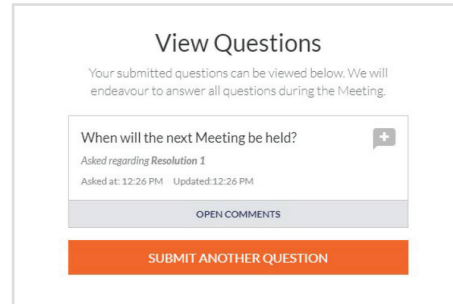
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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 that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



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.

Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: 1800 497 114 (Within Australia) or +61 9189 1123 (Outside Australia)

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a Member and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to vote or ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or the Resolution number.

Your question will be taken over the phone by the moderator, and will then be put into the online queue.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia
T +61 1800 990 363
E info@linkmarketservices.com.au