

## 2020 Annual General Meeting

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**16 October 2020:** Praemium is pleased to advise that its 2020 Annual General Meeting will be held on Tuesday 17 November 2020 commencing at 11am (Melbourne time).

Due to the restrictions imposed by the Australian and State Governments as a result of the COVID-19 pandemic, the meeting will be held as a virtual-only meeting. The Praemium Board's goal remains to ensure investor engagement and encourage investor participation in our AGM and technology will enable this.

All Praemium shareholders can participate in the AGM through the online platform at <https://agmlive.link/PPS20>.

Further details on how to participate in the AGM online are set out in the attached Notice of Meeting and in the Online Platform Guide. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site.

The Notice of Meeting and Online Platform Guide will also be available on our website at: <https://www.praemium.com/au/about-us/shareholders/corporate-governance/>.

Proxy Forms should be completed and returned no later than 11am (Melbourne time) on Sunday 15 November 2020 in one of the ways specified in the Notice of Meeting and on the Proxy Form.

Enclosed is the Notice of Meeting that sets out the business of the AGM, an example Proxy Form and Online Platform Guide.

*Document approved by the Company Secretary of Praemium Limited*

**For further information:**

**Paul Gutteridge, Company Secretary**  
**Ph: 1800 571 881**

**About Praemium (ASX: PPS):** Praemium is a global leader in the provision of technology platforms for managed accounts, investment administration and financial planning. Praemium services in excess of 300,000 investor accounts covering over \$140 billion in funds globally for more than 1,000 financial institutions and intermediaries, including some of the world's largest financial institutions.

**Praemium Limited** (ABN 74 098 405 826), Level 19, 367 Collins Street, Melbourne VIC 3000 Australia

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## Praemium Limited Notice & Agenda 2020 Annual General Meeting

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Notice is given that Praemium Limited, ACN 098 405 826 ("Praemium" or "the Company") will hold its Annual General Meeting (AGM) as a virtual meeting at 11:00am (Melbourne time) on 17 November 2020 online at <https://agmlive.link/PPS20>.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://agmlive.link/PPS20> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Further details on how to participate in the AGM online are set out in the Notice of Meeting and in the Online Platform Guide. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site. The Online Platform Guide will be released to the ASX and is also available on our website at <https://www.praemium.com/au/about-us/shareholders/corporate-governance/>.

If you are unable to attend the meeting, you are encouraged to complete and return the enclosed voting form which allows you to lodge your vote directly or appoint a proxy to vote on your behalf. You may also lodge your direct vote or appoint a proxy online. The completed voting form must be received by Link Market Services no later than 11:00am on 15 November 2020.

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### Business

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#### **Praemium Financial Report**

To receive the Financial Statements, Directors' Report and the Independent Auditor's Report for Praemium and its controlled entities for the year ended 30 June 2020.

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

#### **Resolution 1 – Re-election of Director – Daniel Lipshut**

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

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

#### **Resolution 2 - Adoption of Remuneration Report**

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

*"That, the Remuneration Report for the financial year ended 30 June 2020 (set out in the 2020 Annual Report) be adopted."*

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

#### **Resolution 3 – Approval of the issue of Securities to Michael Ohanessian (Long term incentive)**

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

*"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the allotment and issue of 332,110 fully paid ordinary shares in Praemium Limited to Michael Ohanessian under the Company's Directors & Employees Benefits Plan and in accordance with the terms set out the explanatory memorandum."*

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

#### **Resolution 4 – Approval of new Praemium Directors & Employees Benefits Plan**

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

*"That, for the purposes of Exception 13 of ASX Listing Rule 7.2, section 260C(4) and section 200B of the Corporations Act 2001 (Cth), and for all other purposes, approval is hereby given for the granting of securities under the 'Praemium Directors and Employee Benefits Plan.'"*

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

#### **Resolution 5 – Approval to issue up to a further 10% of the Company's issued capital over the next 12 months**

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

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

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

#### **Please read the Explanatory Statement**

Information regarding the Resolutions, including important information regarding voting exclusions and prohibitions where applicable, may be found in the accompanying Explanatory Statement, which form part of this notice of meeting.

By Order of the Board



Paul Gutteridge - CFO & Company Secretary  
16 October 2020

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's 2020 Annual General Meeting.

The purpose of the Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote on the Resolutions. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

All of the Resolutions to be voted on are **ordinary resolutions, other than Resolution 5 which is a special resolution**. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on a Resolution. A special resolution requires at least 75% of the votes cast by Shareholders entitled to vote must be in favour of the resolution for it to be passed. This includes voting via proxies.

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### Questions and Comments

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

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

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

Shareholders who would like to submit a written question to the Company's auditor, should send questions to the Company Secretary at [paul.gutteridge@praemium.com](mailto:paul.gutteridge@praemium.com). Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. All qualifying questions will be addressed at the Annual General Meeting. Please note that all questions must be received at least five business days before the Annual General Meeting; that is by no later than 12 November 2020. Although the meeting will be held virtually, Shareholders will still be afforded the opportunity to ask questions during the meeting. Please refer the Online Platform Guide.

Unless the Company's Share Registry has been notified otherwise, Shareholders will not be sent a hard copy of the Annual Report. All Shareholders can download the Annual Report, which contains the Financial Statement for the year ended 30 June 2020, from the Company's website at <https://www.praemium.com/au/about-us/shareholders/financial-reports/>

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### Resolution 1-Re-election of Director

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Daniel Lipshut was appointed to the Board as a non-executive director in May 2017.

Mr Lipshut has more than 20 years' experience as an entrepreneur and company director, including as CEO of larger listed and smaller private corporations. Mr Lipshut is an experienced executive and non-executive director, with extensive dealings at all levels of government and the corporate sector.

His background spans a range of corporate, commercial and board roles including international trade, government liaison, defence acquisition, communications strategy, sales/marketing, M & A, Corporate Governance, REM/NOM, and an understanding of strategic business development. Mr Lipshut has managed a public listed technical services company (ASX: BSA), held board positions in commercial and not for profit organisations and sits on several boards applying expertise in tech innovation.

Daniel chairs the Group's Remuneration & Nomination Committee and is also a member of the Audit, Risk & Compliance Committee. Daniel is a graduate of the AICD and Defence Industry Study Course (DISC) and holds an MBA from the University of Technology Sydney.

Information about the experience, skills and qualifications of all Directors, including Mr Lipshut, are set out in the Company's 2020 Annual Report. Copies of the Annual Report can be downloaded from the Company's website at <https://www.praemium.com/au/about-us/shareholders/financial-reports/>.

### Recommendation

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

## Resolution 2 – Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) 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, including those incorporated in the United Kingdom, Jersey, Armenia, Hong Kong and China (the 'Group') and reports the remuneration arrangements for Directors and Key Management Personnel (identified for the purposes of the Accounting Standards). The Remuneration Report is set out on pages 24-30 of the 2020 Annual Report to Shareholders.

The vote on Resolution 2 is advisory only and does not bind the Directors or the Company. The Board will however, consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Under the *Corporations Act 2001* if 25% or more of votes that are cast at the meeting are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a further resolution (a "**Spill Resolution**") that another meeting be held within 90 days, at which meeting, all of the Company's Directors (other than any Managing Director) must go up for re-election.

Shareholders will recall that at the 2019 AGM, **not** more than 25% of the votes cast were cast against the 'remuneration resolution' and therefore, there will be no requirement for a Spill Resolution at this AGM.

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

Special voting restrictions apply in relation to this Resolution (see Other Information below).

The Directors make no recommendation to Shareholders on this Resolution 2.

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

### Long Term Incentive (LTI)

Michael Ohanessian's employment contract, as disclosed to the market on 1 March 2018, provides for long-term incentives by way of issue of performance rights, based on participation within Praemium's Directors & Employee Benefits Plan (**Performance Rights**). Further details of the Praemium's Directors & Employee Benefits Plan are outlined on pages 25-26 of the FY2020 Annual Report.

Mr Ohanessian's LTI rights for the 2020 relate to two **Offers** made pursuant to the Praemium's Directors & Employees Benefits Plan:

- 20 September 2017 for **476,744** total performance rights (**2017 Offer**) and
- 16 October 2018 for **242,857** total performance rights (**2018 Offer**).

Provided the specified performance targets (determined by the Board) are achieved in each financial year of the relevant 3-year LTI cycle (**LTI Financial Year**), the Performance Rights in each Offer vest as follows:

- **For LTI Financial Year 1:** up to 15% of total Performance Rights available;
- **For LTI Financial Year 2:** up to 25% of total Performance Rights available; and
- **For LTI Financial Year 3:** up to 60% of total Performance Rights available.

The Performance Rights available in respect of an LTI Financial Year will vest:

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

### Bonus Performance Rights

Under the terms of the 2017 Offer and 2018 Offer, Mr Ohanessian is also entitled to additional performance rights for each LTI Financial Year where the TSR Target (as set by the Board) is exceeded, up to a maximum of up to 50% of the Performance Rights that are otherwise available for vesting in the relevant LTI Financial Year (**Bonus Performance Rights**). Where the baseline hurdles are not met, no Performance Rights will vest. No Bonus Performance Rights were achieved for this LTI period.

The maximum LTI's **available** for the 2020 LTI Financial Year (excluding Bonus Performance Rights) are:

- For the LTI Financial Year 2 of the 2018 Offer, up to 60,714 Performance Rights (being 25% of the total Performance Rights available); and

- For the LTI Financial Year 3 of the 2017 Offer, up to 286,047 Performance Rights, (being 60% of the total Performance Rights available).

Based on the Company's audited financial results, the following LTI targets (as set by the Board) were achieved:

- **LTI Financial Year 2 of the 2018 Offer:**
  - (a) 100% of the cumulative EBITDA Target was achieved and
  - (b) 51.7% of the cumulative TSR Target were achieved,

resulting in an overall achievement of 75.9% of the available total Performance Rights (or 46,063 fully paid ordinary Shares), and
- **LTI Financial Year 3 of the 2017 Offer:**
  - (a) 100% of the cumulative EBITDA Target and
  - (b) 100% of the cumulative TSR Target were achieved,

resulting in an overall achievement of 100% of the available Performance Rights (or 286,047 fully paid ordinary Shares).

Accordingly, Mr Ohanessian is entitled to be issued with a total of 332,110 fully paid ordinary Shares in the Company. As the Shares the subject of the LTIs will be issued under the Company's Directors and Employees Benefits Plan, Shareholder approval in accordance with ASX Listing Rules 10.14, is required.

Upon Shareholder approval being obtained, 332,110 ordinary fully paid Shares in the capital of Praemium Limited will be issued to Mr Ohanessian.

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

*The Name of proposed allottee*

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

*Maximum number of securities that may be issued*

332,110 fully paid ordinary Shares.

*The Price or formula for calculating the price*

The Shares are issued as an LTI so no money shall be received from the issue.

*Details of Mr Ohanessian's current total remuneration package*

Mr Ohanessian's remuneration package is currently \$535,000, inclusive of superannuation. As CEO, Mr Ohanessian is also included in the Company's STI and LTI programs. The current STI plan is based on a potential bonus of 30% of base salary, based on achievement of budgeted EBITDA, and up to a maximum of 50% based on outperformance. LTIs are based on participation within Praemium's Directors & Employee Benefits Plan, currently on the issue of performance rights, with vesting hurdles outlined above.

*The number of securities that have previously been issued to Mr Ohanessian under the scheme and the average acquisition price (if any) paid by the Mr Ohanessian*

Mr Ohanessian has received 244,414 fully paid shares under the current scheme. All securities received shareholder approval prior to issue. The Shares were issued for nil consideration as part of Mr Ohanessian's LTI rights.

*The Price at which the Shares will be issued to Mr Ohanessian*

The Shares were issued for nil consideration as part of Mr Ohanessian's LTI rights.

*The date by which the entity will issue the securities*

In accordance with ASX Listing Rule 10.15, securities are required to be issued within 3 years after the date of meeting (being 17 November 2020). If approved, the Shares in relation to this Resolution will be issued on 18 November 2020.

*A summary of the material terms of the scheme*

A copy of the scheme is available on the Corporate Governance page on the Praemium's website which can be accessed via <https://www.praemium.com/au/about-us/shareholders/corporate-governance/>.

No loan will be made to Mr Ohanessian in respect of the issue.

Details of any securities issued under the scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14. Any additional persons covered by listing rule 10.14 who become entitled to participate in any issue of securities under the scheme after the date this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

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

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

**A voting exclusion applies in relation to this Resolution as well as special voting requirements which are set out in Other Information below).**

### Recommendation

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

## Resolution 4– Approval of new Praemium Directors & Employees Benefits Plan

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

ASX Listing Rule 7.1 limits the number of equity securities the Company may issue within any 12-month period without Shareholder approval to 15% of its issued capital (15% Limit), unless an exception applies. A specific exemption applies for securities issued under an employee incentive scheme that has been approved by Shareholders (Exception 13 to Listing Rule 7.2). It is a requirement of Exception 13 that Shareholders approve the Plan within 3 years of the issue of any securities under the Plan.

Shareholder approval is being sought in respect of the Company's current Directors and Employees Benefit Plan (Plan) for the purpose of ASX Listing Rule 7.2 (Exception 13). The Plan was previously approved by Shareholders at the 2017 Annual General Meeting and no changes to the Plan have been made since that time.

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

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

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

### Summary of the terms of the Plan

<b>Eligibility</b>	A person is eligible to participate in the Plan if he or she is a Director, officer, employee or contractor of the Company or group company or is otherwise an Eligible Participant under ASIC Class Order 14/1000 (Eligible Persons). Participation in the Plan is voluntary.
<b>Invitation and Acceptance</b>	Securities under the Plan include Plan Shares, Options (to acquire a Share on payment of an exercise price), Performance Rights (to acquire a Share without further payment). The Board may at any time make invitations to Eligible Persons to participate in the Plan specifying the total number of awards being made available or the manner for determining that number, the closing date for applications, in the case of Options, the exercise period, the exercise price and exercise conditions (if any) and in the case of Plan Shares, the issue price and any other specific terms and conditions of issue. No payment is due on the issue of a security under the Plan. An invitation must include a summary or copy of the Plan. Securities are not transferrable. The Board may accept or reject an application at its discretion.
<b>Options</b>	Subject to any adjustment in the event of a bonus issue, rights issue or reconstruction of capital, each Option is an option to subscribe for one Share. Upon exercise of an Option by the participant, each Share issued will rank equally with other Shares on issue in the Company. Subject to satisfaction of any exercise conditions, an Option may be exercised by notice in writing and payment of exercise price. Options do not carry rights to participate in rights or bonus issues unless it has been exercised and the Share issued prior to the record date. A Share issued pursuant to an Option may be subject to a Restraint Period.
<b>Capital Events</b>	If there is a variation in the Share capital of the Company including a capitalisation, rights issue, sub-division, consolidation, or a reduction of Share capital, the Board may, subject to the applicable Listing Rules or the rules of any other relevant stock exchange, make such adjustments as it

	considers appropriate. In respect of Options, Options must be exercised and in respect of Performance Rights, that Right must have vested.
<b>Performance Rights</b>	The Board may issue Performance Rights at its discretion. A Performance Right confers an entitlement to be issued with one fully paid ordinary Share, at no cost to the holder. Performance Rights are not transferable. A Share issued pursuant to a Performance Right may be subject to a Restriction Period.
<b>Lapse Awards</b>	Any Options not vested in accordance with the Rules may not be exercised unless otherwise permitted by the Board. A Performance Right will lapse where the performance criteria has not been satisfied unless otherwise determined by the Board. Securities will automatically lapse in the event of fraud, breach of dishonesty or in certain circumstances where the participant ceases to be employed with the Company or group company or where a prescribed event arises.
<b>Administration</b>	The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.
<b>Amendment</b>	The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant.
<b>Termination</b>	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding Shares or options issued under the plan at that time.

For the purposes of ASX Listing Rule 7.2 Exception 13, a total of 17,864,833 securities have been issued, or agreed to be issued, under the current Plan since its approval by Shareholder in November 2017.

It is proposed that the maximum number of securities to be issued under the plan will be consistent with the number issued under the current plan during the last 3 years which was 17,864,833.

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

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

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

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

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

**Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 4. A voting exclusion applies in relation to this Resolution as well as special voting requirements (as outlined in the Other Information section).

## Resolution 5 – Approval to issue up to a further 10% of the Company's issued capital over the next 12 months

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### (a) Introduction

ASX Listing Rule 7.1A allows 'eligible entities' to obtain the approval of Shareholders at an annual general meeting to issue up to 10% of its issued capital (**Additional Placement Facility**), in addition to the 15% available to the Company under ASX Listing Rule 7.1 (which allows the issue of up to 15% of its issued capital without Shareholder approval). The Company is an eligible entity as it has a market capitalisation of less than \$300 million. The Company's current market capitalisation is approximately \$286 million (at 12 October 2020).

Approval under this Resolution, if passed, expires on the earlier of 12-months from the date of the Resolution, the time and date of the next annual general meeting and the time and date of the approval by holders in respect of a transaction under Listing Rules 11.1.2 or 11.2 (which relate to changes to nature and scale of activities or a change involving a main undertaking) (**Approval Period**). If passed, this Resolution 5 would effectively allow the Company to issue up to 25% of its issued capital during the Approval Period without seeking any additional Shareholder approvals. The Shares the subject of the Additional Placement Facility (**Additional Placement Shares**) must be an existing class of security currently quoted on the ASX. This Resolution must take the form of a **special resolution**.

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

- (i) the date on which the price is agreed; or
- (ii) if the securities are not issued within 10 trading days of the date referred to in subparagraph (i), the date on which the securities are issued.

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

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

#### ***The period for which the approval will be valid***

The approval will be valid during the Approval Period (see above)

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

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

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

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

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

Should the full Additional Placement Shares be issued during the Approval Period, this will have a dilutive effect on Shareholders. It is a requirement of ASX Listing Rule 7.3A that Shareholders be provided with examples of the possible dilutive effect further issues can have on a Shareholder's economic and voting rights.

For the purposes of Listing Rule 7.3A.2:

- The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares as at 12 October 2020 and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

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

Variable A in Listing Rule 7.1A.2		Dilution \$0.29 issue price 50% decrease in Issue Price	Dilution \$0.58 Issue Price	Dilution \$1.16 issue price 100% decrease in Issue Price
Current Variable A 494,145,305 shares	10% voting dilution Funds raised	49,414,531 shares \$14,330,214	49,414,531 shares \$28,660,428	49,414,531 shares \$57,320,855
50% increase in current variable A 741,217,958 shares	10% voting dilution Funds raised	74,121,796 shares \$21,495,321	74,121,796 shares \$42,990,642	74,121,796 shares \$85,981,283
100% increase in current variable A* 988,290,610 shares	10% voting dilution Funds raised	98,829,061 shares \$28,660,428	98,829,061 shares \$57,320,855	98,829,061 shares \$114,641,711

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

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval.
- No options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of any Share issues under Listing Rule 7.1, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Shares under Listing Rule 7.1A consists only of Shares. If the issue includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price is \$0.58, being the closing price of the Shares on ASX on 12 October 2020.

#### ***The purpose for which the securities may be issued***

It is the Board's current intention that any funds raised pursuant to an issue of securities will be applied towards any potential acquisitions, in accordance with the Company's growth strategies.

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

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

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

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

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

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

- (i) **Total equity securities issued in the previous 12 months under listing rule 7.1A.2 and the percentage they represent of the total number of securities on issue at the commencement of that 12-month period**

No equity securities have been issued in the previous 12 months under listing rule 7.1A.2.

- (ii) **for each issue:**

- the names of the person to whom the entity issued or agreed to issue the securities or the basis on which the persons were identified
- the number and class of equity securities issued or agreed to be issued
- the price at which the equity securities were issued or agreed to be issued and the discount (if any) that the issue price represented to the closing market price on the date of the issue
- the total cash consideration received or to be received by the entity
  - the amount of that cash that has been spend,
  - what it was spent on and
  - what is the intended use for the remaining amount of that cash (if any).

Not applicable.

**As there is no current proposal to make an issue of securities should this Resolution be passed, no voting exclusions apply to this Resolution.**

**Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 5.

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## OTHER INFORMATION

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### Entitlement to attend and vote

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In accordance with Reg 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of Shares in the Company as at 7:00pm (Melbourne time) on 15 November 2020 will be entitled to attend and vote at the AGM as a Shareholder.

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

### Attending the AGM and live voting online

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Praemium Shareholders can participate in the Annual General Meeting virtually via Computer or a Mobile device – by entering the following URL in your browser <https://agmlive.link/PPS20>. The Meeting will be viewable from desktops, laptops, tablets and mobile devices.

To participate and vote online you will need your shareholder number and postcode. Proxy holders will need their proxy number which will be provided by Link Market Services no later than 24 hours prior to the meeting and following lodgement of the proxy appointment. Online participants should register at least 15 minutes before the AGM.

You will be able to live vote during the meeting when invited by the Chair. You will be able to vote for, against or abstain on each item through the online platform.

Further details on how to participate in the AGM online are set out in the attached Notice of Meeting and in the Online Platform Guide. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site. The Online Platform Guide will be released to the ASX and is also available on our website at <https://www.praemium.com/au/about-us/shareholders/corporate-governance/>.

### Technical difficulties

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Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a Direct Vote or Proxy by 11:00am (Melbourne time) on Sunday, 15 November 2020 even if they plan to attend the Meeting online.

### Voting Exclusion/Prohibition Statements

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#### Listing Rules

The Company will, in accordance with the Listing Rules, disregard any votes cast in favour by or on behalf of

- in respect of **Resolution 3**, by any Director of Praemium Limited and their associates; and
- in respect of **Resolution 4, any person who is entitled to participate in the Plan** or their associates.

However, this does not apply to a vote cast in favour of a resolution by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 the resolution; and
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In respect of **Resolution 5**, as at the date of seeking approval, the Company is not proposing to make an issue of securities (if approved) and accordingly, no voting exclusion applies to this Resolution.

## Corporations Act

### Special voting restrictions in relation to Resolutions 2, 3 and 4

Key Management Personnel (**KMP**) and their closely related parties are not permitted to vote on Resolutions 2, 3 and 4 in any capacity. KMPs of Praemium are the Directors of Praemium and those other persons having authority and responsibility for planning, directing and controlling the activities of Praemium, directly or indirectly. The Remuneration Report identifies Praemium's KMPs for the financial year ending 30 June 2020. 'Closely related parties' are defined in the Corporations Act 2001, and include certain of their family members, dependents and companies they control.

Pursuant to 250BD a vote may not be cast on Resolutions 2, 3 and 4 by a KMP or their closely related parties who are appointed as proxy where the Shareholder has not specified in writing how the proxy is to vote. However, a KMP may cast a vote as proxy (other than a proxy cast on behalf of the above persons) if:

- (a) it specifies in writing how the KMP is to vote; or
- (b) it is cast by the Chair who is permitted to vote undirected proxies where the shareholder expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly to with the remuneration of a KMP. **You must tick the box on the proxy form expressly authorising the Chair to vote undirected**

Accordingly, if you have appointed the Chair (either directly or by default) as your proxy and you have not directed him how to vote you are authorising the Chair to exercise the proxy in respect of Resolutions 2, 3 and 4 notwithstanding that the Chair or KMP may benefit.

The Chair intends to vote in favour of all Resolutions.

## Direct Voting

In accordance with rule 8.7(j) of the Company's Constitution, where a Shareholder is entitled to vote, and cannot attend personally and does not wish to appoint a proxy, the Shareholder may vote directly on Resolutions to be considered at the AGM by mailing their vote(s) to the Company's share registry, Link Market Services Limited, by 11:00am (Melbourne time) on 15 November 2020.

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

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

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

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

**Online Direct Voting** – Direct votes can be lodged online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) by using the following steps.

**Step 1 – Select 'Investor Login';**

**Step 2 – Click on the 'Single Holding' section (unless you have set up a 'Portfolio', in which case proceed to access online voting through that login process);**

**Step 3 – At 'Issuer Name' enter 'PPS' or 'Praemium Limited';**

**Step 4 – Enter your HIN or SRN;**

**Step 5 – Enter the postcode (or Country Code if outside Australia) relevant to each shareholding;**

**Step 6 – Enter the security code as displayed;**

**Step 7 – Read and agree to the terms and conditions by selecting the tick box;**

**Step 8 – Select 'Voting' from the top menu bar; and**

**Step 9 – Select 'Vote' under the heading "Action" and follow the prompts to lodge your direct vote.**

You will be taken to have signed your direct vote form if you lodge it in accordance with the instructions given on the website.

## Corporate Representatives

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

## Proxies

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

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

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

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

A proxy need not be a member.

The Proxy Form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, by 11:00am (Melbourne time) on 15 November 2020.

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

The completed proxy form may be **mailed / delivered** to the Company's share registry using the enclosed envelope, to Link Market Services Limited at:

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

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

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

**Online Proxy Appointment** - Proxies can be lodged online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) by the following steps.

- Step 1** – Select 'Investor Login';
- Step 2** – Click on the 'Single Holding' section (unless you have set up a 'Portfolio', in which case proceed to access online voting through that login process);
- Step 3** – At 'Issuer Name' enter 'PPS' or 'Praemium Limited';
- Step 4** – Enter your HIN or SRN;
- Step 5** – Enter the postcode (or Country Code if outside Australia) relevant to each shareholding;
- Step 6** – Enter the security code as displayed;
- Step 7** – Read and agree to the terms and conditions by selecting the tick box;
- Step 8** – Select 'Voting' from the top menu bar; and
- Step 9** – Complete the steps to lodge your proxy.

You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website. To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.



# præmium

**Praemium Ltd**

ABN 74 098 405 826

## LODGE YOUR VOTE



**ONLINE**

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



**BY MAIL**

Praemium Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



**BY FAX**

+61 2 9287 0309



**BY HAND**

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



**ALL ENQUIRIES TO**

Telephone: +61 1300 554 474



**X99999999999**

## VOTING 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 on Tuesday, 17 November 2020**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

**B**

### APPOINT A PROXY



the Chairman  
of the Meeting  
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name 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 Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Melbourne time) on Tuesday, 17 November 2020** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/PPS20> (refer to details in the Notice of Meeting).

**Important for Resolutions 2, 3 & 4:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 3 & 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 Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

### Resolutions

For Against Abstain\*

For Against Abstain\*

1 Re-election of Director –  
Daniel Lipshut

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Approval to issue up to a further  
10% of the Company's issued capital  
over the next 12 months

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Approval of the issue of Securities to  
Michael Ohanessian (Long term  
incentive)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval of new Praemium Directors  
& Employees Benefits Plan

<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)

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Sole Director and Sole Company Secretary

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Director/Company Secretary (Delete one)

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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).

**PPS PRX2001N**

## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@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](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Melbourne time) on Sunday, 15 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



#### BY MAIL

Praemium Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

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

# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible.  
Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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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 9 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

## Step 1

Open your web browser and go to <https://agmlive.link/PPS20> and select the relevant meeting.

## Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

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

- On the left – a live video webcast of the Meeting
- 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.

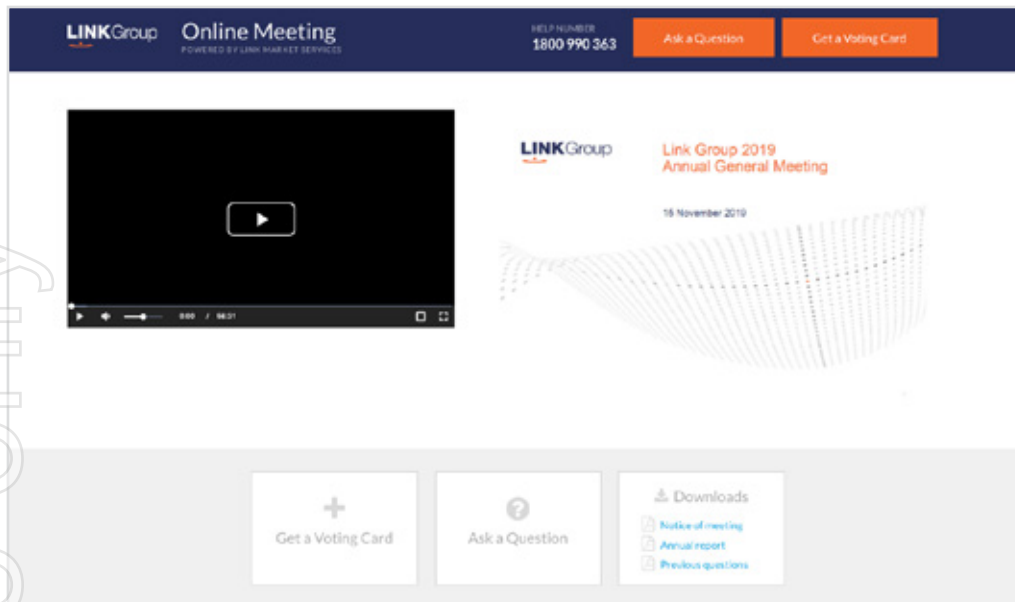
This will bring up a box which looks like this.

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.



**Voting Card**

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like 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 Unitholder's voting instructions.

**Full Vote** **Partial Vote**

**Resolution 2B** ☐ For ☐ Against ☐ Abstain  
RE-ELECTION OF MR. ABC AS A DIRECTOR

**Resolution 2C** ☐ For ☐ Against ☐ Abstain  
RE-ELECTION OF MS. XYZ AS A DIRECTOR

**Resolution 3** ☐ For ☐ Against ☐ Abstain  
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

**Resolution 4** ☐ For ☐ Against ☐ Abstain  
ADOPTION OF REMUNERATION REPORT

**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.

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

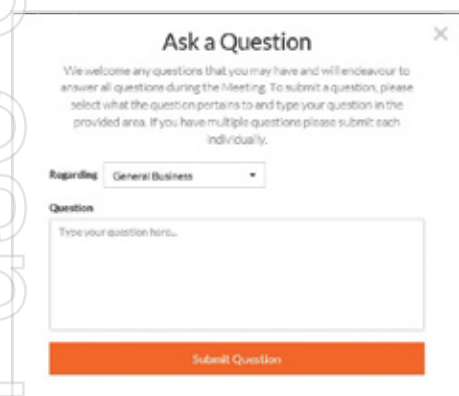
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

## 2. How to ask a question

**Note:** Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. 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 then pop up with two sections for completion.



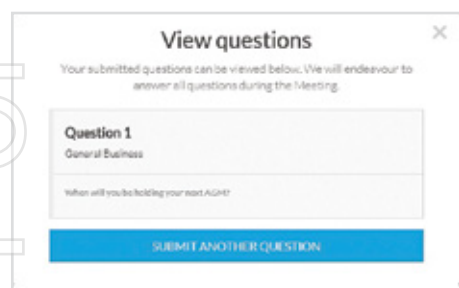
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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.

## 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.

At the close of the meeting any votes you have placed will automatically be submitted.

## Contact us

### Australia

T 1300 554 474

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)

### New Zealand

T +64 9 375 5998

E [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)