Notice & Agenda – Praemium Limited Annual General Meeting

Praemium Limited ACN 098 405 826 ("**Praemium**" or "**the Company**") will hold its Annual General Meeting at 11.00am (Melbourne time) on Tuesday 21 November 2006 at the ASX Auditorium, 530 Collins Street, Melbourne VIC

Business

Administrative Matters

Welcome / Apologies

2006 – The Year in Review

Chairman's Address
Group Managing Director's Report

Praemium's Financial Report

1. To receive the financial report, directors' report and auditor's report for Praemium and its controlled entities for the year ended 30 June 2006

Election of directors

2. To consider and, if thought fit, to pass the following ordinary resolutions:

(a) That Christine Silcox, who retires by rotation, is re-elected as a director of Praemium Limited.

(b) That Malcolm Taylor, who retires by rotation, is re-elected as a director of Praemium Limited.

Resolutions relating to Remuneration

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

That the Remuneration Report be adopted.

The Remuneration Report is set out on pages 8 and 9 of the 2006 Annual Report to Shareholders. Please note that the vote on this resolution is advisory only, and does not bind the directors or the Company.

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

That the aggregate total remuneration payable to non executive directors be set at $160,000 per annum.

The board seeks to set aggregate remuneration at a level that provides the company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

The Company's policies for the remuneration of non-executive directors is set out in the Annual Report at page 14.

The ASX Listing Rules specify that the aggregate remuneration of nonexecutive directors shall be determined from time to time by a general meeting. The Company last determined its aggregate remuneration for directors prior to being a listed company when the Listing Rules did not apply. Accordingly, the Company seeks approval for the aggregate which is currently in place.

Please note that voting exclusions apply to this resolution. Please see the voting exclusion statement set out below.

By Order of the Board

Arthur Naoumidis
Director

Voting entitlements

The Directors have determined that for the purpose of voting at the Annual General Meeting, shares will be taken to be held by the registered holder at 7.00pm AEST, on 17 November 2006.

Voting Exclusion Statement

The Company will disregard any votes cast in respect of resolution 4 by:

- a Director of the Company; or
- an associate of such a person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Proxies

In accordance with section 249L of the Corporations Act 2001:

A member who is entitled to attend and vote at the Annual General Meeting 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 meeting.

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 they 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 AEST on 19 November 2006.

The completed proxy form may be:

Mailed/delivered to the Company's share registry, Link Market Services Limited at:
Street Address:

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

Locked Bag A14
Sydney South NSW 1235

Faxed to Link Market Services Limited on Fax: +612 9287 0309

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). The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate. A form of this certificate may be obtained from the Company's share registry.