



2 September 2020

Praemium's Offer declared unconditional

HIGHLIGHTS

- The Offer is now wholly unconditional.
- Powerwrap Shareholders are urged to **ACCEPT the Offer** without delay.
- The Offer is presently due to close at 7:00pm (Melbourne time) on 21 September 2020.

Praemium Limited (“**Praemium**”) refers to its recommended off-market takeover offer for all the issued shares of Powerwrap Limited (“**Powerwrap**”) (the “**Offer**”), as set out in Praemium's Bidder's Statement dated 22 July 2020, as supplemented by the First Supplementary Bidder's Statement dated 14 August 2020 and the Second Supplementary Bidder's Statement dated 28 August 2020 (together, the “**Bidder's Statement**”).

Capitalised terms which are not defined in this announcement have the meaning given to them in the Bidder's Statement.

Praemium's Offer is now unconditional

Praemium advises that it has today declared the Offer free from all remaining Defeating Conditions set out in Section 7.1 of the Bidder's Statement. Accordingly, the Offer is now wholly unconditional. A formal notice under section 650F of the *Corporations Act 2001* (Cth), in that regard, is attached.

Information about the Offer

The Offer is due to close at 7:00pm (Melbourne time) on 21 September 2020.

Powerwrap Shareholders are encouraged to **ACCEPT the Offer without further delay.**

Further Information

For further information regarding the Offer, please refer to the Bidder's Statement and Powerwrap's Target Statement dated 31 July 2020, which were sent to Powerwrap Shareholders and are available on the ASX.

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Full details on how to accept the Offer are set out in Sections 1.2 to 1.5 of the Bidder's Statement. If there are any further questions on how to accept the Offer, please call Praemium's Offer Information Line on 1800 992 039 (from within Australia) or +61 1800 992 039 (from outside Australia) Monday to Friday between 8:30am to 5:30pm (Melbourne time).

ENDS

This announcement is authorised by the Board of Praemium Limited

For further information contact Paul Gutteridge, CFO & 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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Appendix A – Notice to waive remaining Defeating Conditions

Praemium Limited
ACN 098 405 826
(Praemium)

Notice to free Offer from remaining Defeating Conditions

To: Powerwrap Limited ACN 129 756 850 (**Powerwrap**)
ASX Limited (**ASX**)

This is a notice given by Praemium in relation to its takeover offer for all of the ordinary shares in Powerwrap which it does not already own (**Offer**), pursuant to the bidder's statement dated 22 July 2020 (as supplemented by the first supplementary bidder's statement dated 14 August 2020 and the second supplementary bidder's statement dated 28 August 2020) (together, the **Bidder's Statement**).

Capitalised terms which are not defined in this notice have the meaning given to them in the Bidder's Statement.

Praemium hereby gives notice under section 650F of the *Corporations Act 2001* (Cth) that:

- (a) the Offer and each contract resulting from acceptance of the Offer is freed from all remaining Defeating Conditions set out in Section 7.1 of the Bidder's Statement; and
- (b) at the time of giving this notice, Praemium's voting power in Powerwrap is 33.92%.

DATED 2 September 2020

Signed on behalf of Praemium

Barry Lewin
Chairman
Praemium Limited

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