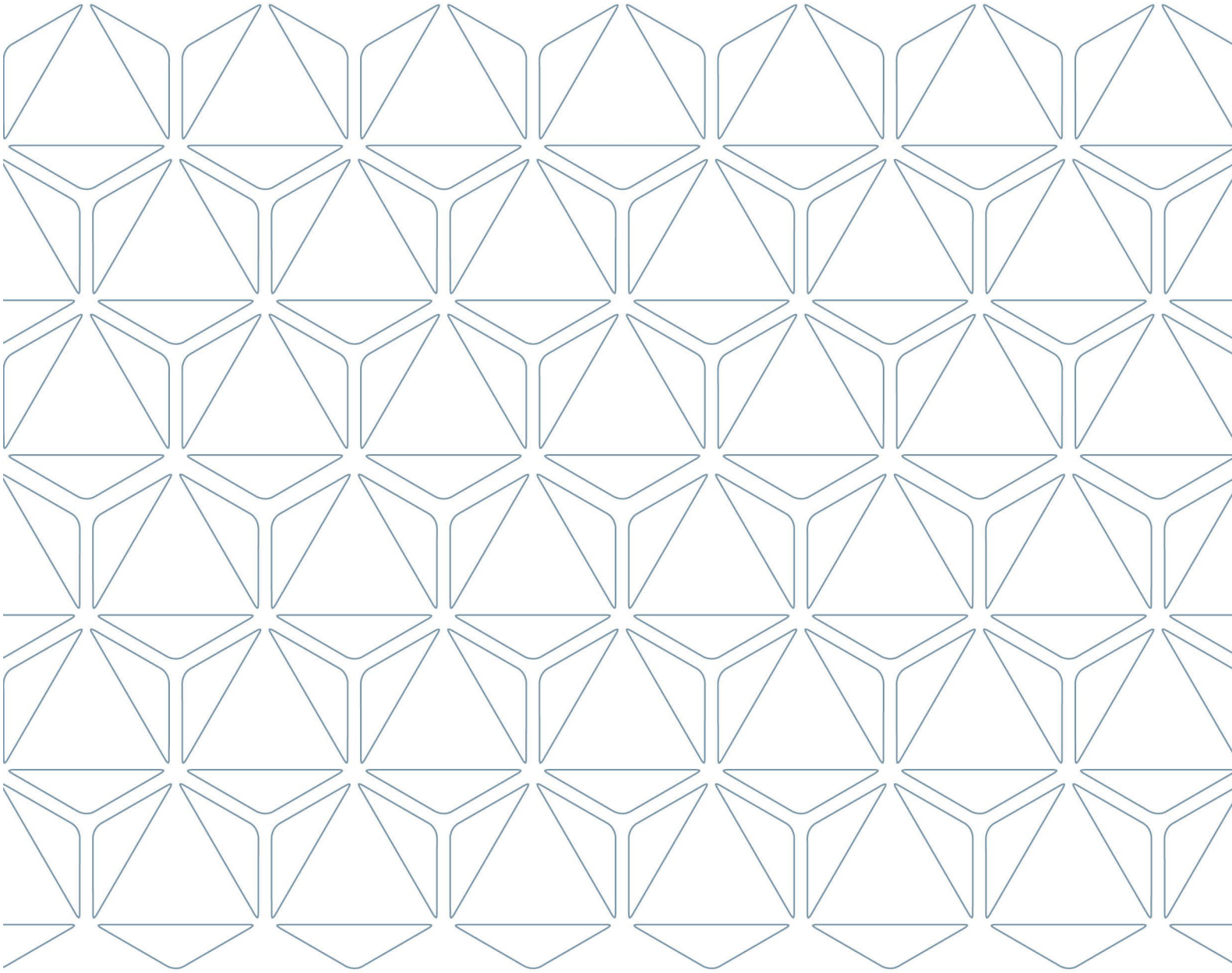
Praemium Corporate Governance Statement

31 August 2026



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FY2026 Corporate Governance Statement

The policies and practices of the Company are in accordance with the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations (4th Edition)" (ASX Guidelines) unless otherwise stated.

A summary of the key disclosures required under the Corporate Governance Principles and Recommendations is provided in the Company's Appendix 4G, which has been released together with this Corporate Governance Statement. Disclosures are included either in this Corporate Governance Statement or on the Company's website (https://www.praemium.com/au/about-us/shareholders/corporate-governance/) or are otherwise available under the "Shareholders" section (under "Governance") of the Praemium website.

The Corporate Governance Statement below has been set out using the same headings used in the ASX Guidelines. The Corporate Governance Statement is current as at 31 August 2026 (unless otherwise indicated) and has been approved by the Board.

Principle 1 – Lay solid foundations for management and oversight

Board role & responsibilities (Principle 1.1)

Principle 1.1 recommends that listed entities should disclose the respective roles and responsibilities of its Board and management, including matters expressly reserved to the Board and those delegated to management.

The Company has adopted a Board Charter, a copy of which it makes publicly available on its website, which outlines the principal functions of the Company's Board. The Charter makes it clear that it is the role of the Board to govern the Company, and in particular to set policy direction, whilst it is the role of the Executive to manage the Company's operations. Newly appointed Directors are also advised of their responsibilities in their letter of appointment.

Directors' appointment (Principle 1.2)

The term of appointment for each Non-Executive Director of the Company shall be the period commencing on appointment and expiring when the Director is next required to stand for election by the shareholders or a period of 3 years, whichever is the lesser. At each Annual General Meeting of the Company, subject to ASX Listing Rule 14.4, at least one Director must retire from office, excluding 1) a Director who is a managing director; and 2) a Director appointed by the Directors under rule 9.1 (b) of the Company's Constitution and is standing for election.

Board support for a Director's re-election is not automatic and is subject to satisfactory Director performance (in accordance with the evaluation process described for Principle 1.6).

Praemium undertakes appropriate background and screening checks prior to nominating a Director for election by shareholders, and provides to shareholders all material information in its possession concerning the Director standing for election or re-election in the explanatory notes accompanying the notice of meeting.

Terms of appointment (Principle 1.3)

The Company has a written agreement with each Director and senior Executive setting out the terms of their appointment. Further details of key executive terms are outlined in the Remuneration Report.

Company Secretary (Principle 1.4)

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for ensuring that Board procedures are complied with and that governance matters are addressed. All Directors have direct access to the Company Secretary. The appointment and removal of the Company Secretary is a matter for decision by the Board.

Diversity policy (Principle 1.5)

The Company is required to report on matters relating to diversity, in particular board diversity. The Company has a formal people policy which incorporates diversity and inclusion, located on the Company's website.

The Board has set the following measurable objectives for achieving gender diversity:

» Increase gender diversity on the Board and senior Executive positions and throughout the Company, aiming for:

  40% female representation;
  40% male representation; and
  20% flexibility for any gender.

  This applies to all employees on a fulltime equivalent basis.

» Promote flexible work practices to provide managers and staff with the tools to tailor flexible work options that suit both the business and the individual's personal requirements; and
» Select new staff, development, promotion and remuneration based solely on performance and capability.

Praemium Limited and its Australian subsidiaries is deemed a "relevant employer" under the Workplace Gender Equality Act (WEGA). Gender Equality Indicators for the Australian entities have been reported to the Workplace Gender Equality Agency, with publicly available reports available on its website www.wgea.gov.au.

The Company's current performance against its diversity policy objectives is as follows:

Gender Representation	30 June 2026		30 June 2025	
	Female	Male	Female	Male
Board	14%	86%	20%	80%
Senior Executive	33%	67%	20%	80%
Group	46%	54%	43%	57%

Board & committee performance (Principle 1.6)

The Chairman conducts a review of Board and Committee performance at least once each calendar year, with this process conducted in the financial year. The process usually involves the preparation of a questionnaire, to which Directors and Committee members respond anonymously, addressing matters relating to the conduct of meeting, the content of Board/Committee papers and other matters relevant to Board/Committee performance.

Senior Executive performance (Principle 1.7)

Praemium's processes require that reviews be undertaken in respect to all staff at least annually for the purpose of reviewing activities and setting key focus areas, goals and targets for the coming year. All senior Executives participated in the review process in the financial year in accordance with the process. Evaluation of the CEO's performance is a specific function under the Company's Board Charter, which is also performed annually.

Principle 2 – Structure the Board to add value

Nomination committee (Principle 2.1)

The functions of a Nomination Committee are outlined in the Company's Remuneration & Nomination Committee Charter, with a copy of the Charter published on the Company's website.

The Committee currently comprises Independent Directors Barry Lewin (Chairman), Stuart Robertson, Matthew Quinn, Katrina Efthim and Justin Lipton. The Committee met three times during the financial year, with the meeting attended by Committee members as disclosed in the Directors Report.

The procedure for the selection and appointment of new Directors or the re-election of incumbent Directors, other than as outlined in the Company's Constitution is detailed at Principle 1.2.

The Board may seek independent external advice in regard to its composition, when there is a required change (such as retirement or resignation).

Board composition (Principles 2.2 & 2.3)

The Company's Board currently comprises five Non-Executive Directors and two Executive Director (CEO and Technotia CEO). In addition to the information outlined in the Directors Report, Tables 1 and 2 below set out specific details of the Company's Directors and the relevant skills and experience of the Board collectively.

Table 1 – Details of Directors

Director	Term in Office as Director	Qualifications	Status
Barry Lewin (Chairman)	From May 2017	BCom, LLB, MBA	Independent
Daniel Lipshut	From May 2017	MBA, AICD	Non-Independent (Executive)
Stuart Robertson	From May 2017	CA, MBA, AICD	Independent
Anthony Wamsteker (CEO)	From November 2020	BE	Non-Independent (Executive)
Katrina Efthim	From April 2026	BCom (Hons), MBA, GAICD	Independent
Justin Lipton	From April 2026	PhD	Independent
Matthew Quinn	From June 2026	CA, BSc (Hons 1)	Independent

Table 2 – Areas of competence and skills of the Board

Area	Competence
Culture & Strategy	» Cultural and strategic leadership, direction and debate » Capital raising » Mergers, acquisition and/or disposals
Product	Understanding of products offered by Praemium, including: » Wealth management – platform and portfolio administration » Technology » Responsible Entity Obligations
Financial Acumen	» Strong understanding of financial reporting obligations
People & Change Management	» Strategic people management » Remuneration policies and practices » Employee share plan structures and allocation » CEO appointment succession
Legal, Regulatory & Governance	» Director's duties » Board governance requirements » Legal and regulatory requirements, including basic principles of Corporations and Trust law » ASX Listed company obligations
Risk Management & Audit	» Risk management strategies and risk appetite » Internal and/or external audit engagement
Investments	Company investment opportunities/structures
Cyber Security & IT Technology	IT governance and risk management (incl. data, cyber, resilience and continuity)
Other	» Media engagement » Disaster and crisis management

Director independence (Principle 2.4)

Using the criteria recommended by the ASX Guidelines, all of the Company's Non-Executive Directors (Barry Lewin, Matthew Quinn, Stuart Robertson, Justin Lipton and Katrina Efthim) are independent Directors.

Three Non-Executive Directors are shareholders in the Company, however are not substantial shareholders. Any change in Director's interest is disclosed in accordance with ASX Listing Rules. The Company's policies allow Directors to seek independent advice at the Company's expense.

Independence of chairman (Principle 2.5)

The Chairman of the Board, Barry Lewin who has held the role of Chairman since May 2017, is an independent Non-Executive Director. The Chairman of each Board Committee is an independent Non-Executive Director and there is a clear division of responsibility between the Chairman and the CEO.

Director induction & training (Principle 2.6)

New Directors receive a letter of appointment and a deed of access and indemnity. The letter of appointment outlines ASX's expectations of Directors with respect to their participation, time commitment and compliance with ASX policies and regulatory requirements. An induction process for incoming Directors is coordinated by the Company Secretary.

The Board receives regular updates at Board meetings, meetings with customers, shareholders and site visits. These assist Directors to keep up to date with relevant market and industry developments.

Principle 3 – Act ethically and responsibly

Statement of Values (Principle 3.1)

The Company's Statement of Values are outlined within "Our Ways of Working", our code of conduct which is published on our website. The entity's statement of values have been reviewed and approved by the Board, including overseeing management's responsibility and efforts to instil these values across the organisation.

Code of conduct (Principle 3.2)

The Company has a code of conduct, "Our Ways of Working" which is published on its website. The Code includes a requirement that the Board or a Committee of the Board is informed of any material breaches of the Code. The Code is reviewed annually and updated where appropriate.

Whistleblower policy (Principle 3.3)

The Company has a Whistleblower Policy which is published on its website. The policy includes a requirement that the Board or a Committee of the Board is informed of any material incidents reported under that policy. The policy is reviewed annually and updated where appropriate.

Anti-bribery and corruption policy (Principle 3.4)

The Company has an Anti-Fraud, Bribery and Corruption Policy which is published on its website. The policy includes a requirement that the Board or a Committee of the Board is informed of any material incidents reported under that policy. The policy is reviewed annually and updated where appropriate.

Principle 4 – Safeguard integrity in corporate reporting

Audit committee (Principle 4.1)

The role of the Audit, Risk & Compliance Committee is to assist the Board to meet its oversight responsibilities in relation to the Company's financial reporting, compliance with legal and regulatory requirements, internal control structure, risk management procedures and the external audit function.

It is intended that the members of the Audit, Risk & Compliance Committee between them should have the accounting and financial expertise, and a sufficient understanding of the industry in which Praemium operates, to be able to effectively discharge the committee's responsibilities.

The Company's Audit, Risk & Compliance Committee currently comprises independent Directors Stuart Robertson (Chairman), Katrina Efthim and Justin Lipton. The relevant qualifications and experience of the members of the Committee are outlined in Table 1 of Principle 2.2.

Eight Committee meetings were held during the financial year with meetings attended by Committee members (as disclosed in the Directors Report). The Audit, Risk & Compliance Committee has a formal Charter, a copy of which is available on the Company's website. The Charter is reviewed annually and updated where appropriate.

CEO & CFO assurance (Principle 4.2)

The Board has received declarations from the CEO and CFO that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Periodic corporate reports (Principle 4.3)

The Company issues limited periodic unaudited reports, including quarterly updates on business performance. Prior to release, the integrity of these reports are reviewed internally through relevant departments as required by subject matter and then by senior management, including the CFO and CEO. The Board also approves periodic corporate reports prior to release and is satisfied that these reports are materially accurate and provide a balanced view of information contained within these reports.

Principle 5 – Make timely and balanced disclosure

Continuous disclosure obligations (Principle 5.1)

The Company has established written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior Executive level for that compliance. The key policy, Praemium's Continuous Disclosure Policy, and corresponding procedures are published on the Company's website. The Company has also established a Continuous Disclosure Committee to govern disclosures, comprised of the Chief Executive Officer, Chief Financial Officer and Chief Risk, Compliance and People Officer. The Committee's purpose is to support the Company to meet its primary disclosure obligations relating to market sensitive information efficiently and effectively. The Committee meets on an ad-hoc basis and has a Charter outlining the responsibilities of the Committee.

ASX market announcements (Principles 5.2 & 5.3)

The Company ensures that its Board receives copies of all material market announcements promptly after they have been made. The Company also ensures that any new and substantive investor or analyst presentation is released via the ASX Market Announcements Platform ahead of the presentation.

Principle 6 – Respect the rights of shareholders

Investor relations (Principles 6.1 to 6.5)

The Company provides information about itself and its governance to investors via its website.

The Company has developed a framework for communicating with shareholders which has been followed during the financial year, as outlined in Praemium's Shareholder Communications Policy, as disclosed on the Company's website. Where possible and practical, the Company communicates with Shareholders using its website and email. For this purpose, it maintains a list of email addresses for shareholders and others interested in hearing from the Company and provides regular updates– in particular, links to market sensitive announcements and financial filings are posted on its website.

Praemium commits to facilitating shareholder participation in shareholder meetings and dealing with shareholder inquiries. At the Company's Annual General Meeting in November 2025, all resolutions were decided by a poll rather than by a show of hands.

Praemium strongly encourages all shareholders to assist it to reduce costs and be mindful of the environment by opting to receive annual reports, notices of meeting, proxy forms and other formal communications electronically. Praemium's constitution allows for direct online voting.

Principle 7 – Recognise and manage risk

Risk committee (Principle 7.1)

The Company's Audit, Risk & Compliance Committee is responsible for internal control, risk oversight and risk management for the Company. The Company's Audit, Risk & Compliance Committee currently comprises independent Directors Stuart Robertson (Chairman), Katrina Efthim and Justin Lipton.

Eight Committee meetings were held during the financial year, with meetings attended by Committee members as disclosed in the Directors Report. The Audit, Risk & Compliance Committee has a formal Charter, a copy of which is available on the Company's website. The Charter is reviewed annually and updated where appropriate.

Risk management framework (Principle 7.2)

The Audit, Risk & Compliance Committee has required management to design and implement a risk management and internal control system to identify and manage the Group's material business risks and to report to it on whether those risks are being managed effectively. The Committee reviewed the Company's risk management framework in the financial year to satisfy itself that the framework continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board.

Internal audit (Principle 7.3)

Internal Audit forms the third line of defence within Praemium's risk and control framework and is an important mechanism for analysing the effectiveness of the risk management and internal control processes. The internal audit function was outsourced to an external party who performs risk based internal audit projects across the organisation and has a direct reporting line to the Audit, Risk & Compliance Committee. Throughout this year, Praemium sought independent advice as it considers appropriate and will continue to do so.

Risk management (Principle 7.4)

The Company monitors its exposure to all risks, including economic, environmental and social sustainability risks. Material business risks are described in the Annual Report, which also outlines the Company's activities, performance during the year, financial position and main business strategies. This specific report and the Annual Report overall provide further details about how Praemium manages its economic, environmental and social sustainability risks.

Principle 8 – Remunerate Fairly and Responsibly

Remuneration committee (Principle 8.1)

The Company's Remuneration Committee currently comprises Independent Directors Barry Lewin (Chairman) , Stuart Robertson, Matthew Quinn, Katrina Efthim and Justin Lipton.

The Committee met three times during the financial year, with meetings attended by Committee members as disclosed in the Directors Report. A copy of the Remuneration Committee Charter is published on the Company's website.

Remuneration policies (Principles 8.2 & 8.3)

The Company's approach to remuneration and this principle is set out in its Remuneration Report in the Annual Report. The Company's approach to the remuneration of Non-Executive Directors is clearly distinguished from that of Executive Directors and Senior Executives.

The Company does offer an equity-based remuneration scheme to Executives and staff, under Praemium's Directors & Employee Benefits Plan (Plan). Participants of this Plan are not permitted to enter into transactions (whether through the use of derivatives, hedging or otherwise) which limit the economic risk of participating in this Plan.