

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Platinum Asset Management Limited

ABN/ARBN

13 050 064 287

Financial year ended

30 June 2016

Our corporate governance statement² for the above period above can be found at:³

these pages of our annual report: _____

this URL on our website:

https://www.platinum.com.au/Documents/Shareholders/ptm_corp_gov.pdf

The Corporate Governance Statement is accurate and up to date as at 25 August 2016 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date here: 25 August 2016

Sign here:

Company Secretary

Print name: Andrew Stannard

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² “Corporate governance statement” is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity’s corporate governance statement can be found.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... | |
|---|--|--|---|
| PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT | | | |
| 1.1 | <p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p> | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p>... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management):</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Board of Directors' Charter</p> <p>https://www.platinum.com.au/Documents/Shareholders/ptm_board.pdf</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 1.2 | <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p> | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 1.3 | <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p> | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|---|--|---|
| <p>1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p> | <p>... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| <p>1.5 A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> | <p>... the fact that we have a diversity policy that complies with paragraph (a): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____</p> <p>... and a copy of our diversity policy or a summary of it: <input checked="" type="checkbox"/> at this location: https://www.platinum.com.au/Documents/Shareholders/ptm_diversity.pdf</p> <p>... the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____</p> <p>... and the information referred to in paragraphs (c)(1) or (2): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|--|--|---|
| <p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> | <p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location: _____</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location: _____</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| <p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> | <p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location: _____</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location: _____</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| <p><u>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</u></p> | | |
| | | |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|---|---|---|
| <p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | <p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>https://www.platinum.com.au/Documents/Shareholders/ptm_re m.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>2016 Annual Report – Director’s Report for information on the relevant qualifications and experience of each member of the committee and the number of times the committee has met throughout the period.</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|---|--|---|
| 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership. | ... our board skills matrix: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 2.3 A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director. | ... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ ... where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: ... the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |
| 2.4 A majority of the board of a listed entity should be independent directors. | ... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|--|---|--|
| 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity. | ... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively. | ... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| <u>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</u> | | |
| 3.1 A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it. | ... our code of conduct or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: https://www.platinum.com.au/Documents/Shareholders/ptm_dir_code.pdf | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |
| <u>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</u> | | |
| 4.1 The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and | [If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|---|--|---|
| <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>https://www.platinum.com.au/Documents/Shareholders/ptm_audit.pdf</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>2016 Annual Report – Director’s Report for information on the relevant qualifications and experience of each member of the committee and the number of times the committee has met throughout the period.</p> | |
| <p>4.2 The board of a listed entity should, before it approves the entity’s financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, 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.</p> | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|--|--|---|
| 4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit. | ... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable |
| PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE | | |
| 5.1 A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it. | ... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: https://www.platinum.com.au/Documents/Shareholders/ptm_disclose.pdf | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |
| PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS | | |
| 6.1 A listed entity should provide information about itself and its governance to investors via its website. | ... information about us and our governance on our website: <input checked="" type="checkbox"/> at this location: https://www.platinum.com.au/Shareholder-information/ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |
| 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors. | ... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|--|--|---|
| 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders. | ... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: https://www.platinum.com.au/Documents/Shareholders/ptm_comms.pdf | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable |
| 6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. | the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |
| PRINCIPLE 7 – RECOGNISE AND MANAGE RISK | | |
| 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing | [If the entity complies with paragraph (a):] ... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ ... and a copy of the charter of the committee: <input checked="" type="checkbox"/> at this location: https://www.platinum.com.au/Documents/Shareholders/ptm_audit.pdf ... and the information referred to in paragraphs (4) and (5): <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|---|--|---|
| the entity's risk management framework. | 2016 Annual Report – Director's Report [If the entity complies with paragraph (b):] ... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | |
| 7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place. | ... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |
| 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; OR (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. | [If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ [If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|--|---|--|
| 7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. | ... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement |
| PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY | | |
| 8.1 The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. | <p>[If the entity complies with paragraph (a):] ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____</p> <p>... and a copy of the charter of the committee: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: https://www.platinum.com.au/Documents/Shareholders/ptm_rem.pdf</p> <p>... and the information referred to in paragraphs (4) and (5): <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: 2016 Annual Report – Director’s Report for information on the relevant qualifications and experience of each member of the committee and the number of times the committee has met throughout the period.</p> <p>[If the entity complies with paragraph (b):] ... the fact that we do not have a remuneration committee and the processes we</p> | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... |
|---|---|---|
| | employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: | |
| 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives. | ... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____ | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it. | ... our policy on this issue or a summary of it: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at this location: 2016 Annual Report – Remuneration Report | <input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |

| | | | |
|---|--|---|---|
| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... | We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ... | |
| <u>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</u> | | | |
| - | <p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p> | <p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> |
| - | <p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p> | <p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> | <p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p> |

CORPORATE GOVERNANCE STATEMENT

Issue Date: 25 August 2016

This Corporate Governance Statement provides a summary of the main corporate governance practices adopted by the Board, and exercised throughout the year, for Platinum Asset Management Limited ABN 13 050 064 287 (the “Company”).

The Company has followed the ASX Corporate Governance Council’s *Corporate Governance Principles and Recommendations – 3rd edition* (“Governance Principles”), except where indicated.

Company policies, charters and codes referred to in this Statement are provided in the ‘Shareholder Corporate Governance’ section of the Company’s website at <https://www.platinum.com.au/Shareholder-information/> (“Company’s website”).

The Company and its controlled entities together are referred to as “the Group” in this Statement.

1. The Board of Directors

Members: Michael Cole (Chair), Bruce Coleman, Margaret Towers, Stephen Menzies, Kerr Neilson, Andrew Clifford, Elizabeth Norman and Andrew Stannard.

The Board has adopted a Charter that details the functions and responsibilities of the Board.

1.1 Role of the Board

The role of the Board is to oversee the activities of the Executive Directors, ensuring the Company operates in compliance with its regulatory environment and good corporate governance practices are adopted.

1.2 Responsibilities of the Board

The principal responsibilities of the Board include:

- considering and approving the strategy of the Company;
- monitoring the performance and financial position of the Group;
- overseeing the integrity of the Group’s financial accounts and reporting;
- monitoring for significant risks to the Company;
- appointing and reviewing the performance of the Managing Director;
- appointing the Chair, Board and Committee members;
- overseeing the establishment and implementation of

appropriate remuneration policies, practices and disclosures with respects to the Executive Directors, other Senior Executives and the Non-Executive Directors;

- appointing/removing the Company Secretary;
- developing/actioning Board succession plans and succession plans for senior management;
- assessing the performance of Management and itself;
- reviewing the operations and findings of the Company’s risk management, compliance and control frameworks;
- monitoring the Company’s compliance with regulatory, legal and ethical standards;
- considering the diversity in the workplace; and
- considering and approving key policies of the Company.

1.3 Structure of the Board

The Board currently comprises eight Directors: four *Non-Executive Directors*: Michael Cole, Bruce Coleman, Margaret Towers and Stephen Menzies; and four *Executive Directors*: Kerr Neilson, Andrew Clifford, Elizabeth Norman and Andrew Stannard.

Details on the background, experience and professional skills of each Director are set out in the Directors’ Report.

The Company has not adopted Recommendation 2.4 of the Governance Principles since it does not have a majority of independent Non-Executive Directors. This is considered appropriate since the voting control of the Non-Executive Directors has been maintained.

Questions and resolutions arising at a Board meeting are decided by a majority of votes of Executive and Non-Executive Directors present and voting. In all circumstances, a resolution will only be carried with the support of the majority of Non-Executive Directors.

The Chair of the Board is an independent Director and the roles of the Chair and the Managing Director (Chief Executive Officer) are not exercised by the same individual.

The Chair is responsible for leading the Board, ensuring that the Board’s activities are organised and efficiently conducted and ensuring Directors are properly briefed for meetings.

CORPORATE GOVERNANCE STATEMENT

Issue Date: 25 August 2016

The Managing Director is responsible for the management and operation of the Company. Those powers not specifically reserved to the Board under its Charter, and which are required for the management and operation of the Company, are conferred on the Managing Director.

The Managing Director of the Company is also the Managing Director of Platinum Investment Management Limited ("Platinum"), the Investment Manager of the Platinum Group and reports to the Board on the performance of Platinum. The Platinum Board makes further delegations to the managers of each department within Platinum.

1.4 Director Independence

The Non-Executive Directors of the Company have been assessed as independent. In reaching its decision, the Board has taken into account the factors outlined below.

The Board regularly assesses the independence of each Director. For this purpose, an Independent Director is a Non-Executive Director that the Board considers to be independent of Platinum Management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of unfettered and independent judgement.

Directors must disclose any person or family contract or relationship in accordance with the *Corporations Act 2001* (Cth) (the "Corporations Act"). Directors also adhere to constraints on their participation and voting in relation to matters in which they may have an interest in accordance with the Corporations Act and the Company's policies.

Each Director may from time to time have personal dealings with the Company.

Each Director is involved with other companies or professional firms that may from time to time have dealings with the Company.

Details of offices held by Directors with other organisations are set out in the Directors' Report. Full details of related party dealings are set out in the notes to the Company's accounts as required by law.

In assessing whether Directors are independent, the Board takes into account (in addition to the matters set

out above):

- the specific disclosures made by each Director as referred to above;
- where applicable, the related party dealings referable to each Director, noting whether those dealings are 'material';
- whether a Director is (or is associated directly with) a substantial shareholder of the Company;
- whether the Director has ever been employed by the Group;
- whether the Director is (or is associated with) a 'material' professional adviser, consultant, supplier, or customer of the Group;
- whether the Director personally carries on any role for the Group other than as a Director of the Company; and
- the length of service of the Director whether his/her tenure is affecting the Director's ability to continue to perform his/her duties in the best interests of the Company and its shareholders.

The Board also has regard to the matters set out in the Governance Principles.

If a Director's independence status changes, this will be disclosed and explained to the market in a timely manner and in consideration of the Company's Communications Policy.

Materiality

The Board determines 'materiality' on both a quantitative and qualitative basis. An item that either affects the Company's net assets by approximately 5% or affects the Company's distributable income in a forecast period by more than approximately 5% of the Company's net profit before tax is likely to be material. However, these quantitative measures are supplemented with a qualitative examination. The facts (at the time) and the context in which the item arises will influence the determination of materiality.

1.5 Company Secretary

The Company Secretary is accountable to the Board, through the Chair, for all governance matters.

Each Director has access to the Company Secretary.

The appointment and removal of the Company Secretary must be determined by the Board as a whole.

CORPORATE GOVERNANCE STATEMENT

Issue Date: 25 August 2016

1.6 Access to Information and Independent Advice

All Directors have unrestricted access to records and information of the Group.

Non-Executive Directors receive regular updates and reports from Platinum Management.

The Board of Directors' Charter provides that the Directors may (in connection with their duties and responsibilities) seek independent professional advice at the Company's expense, after first notifying the Board Chair who will review the estimated costs for reasonableness, but will not impede the seeking of advice.

1.7 Board Skills and Tenure of Directors

| Board Skill | Board Representation ¹ |
|--|-----------------------------------|
| Investment Management | 62% |
| Finance | 76% |
| Legal and Regulatory | 65% |
| Product Distribution | 71% |
| Shareholder Relations & Communications | 72% |
| Risk Management | 71% |
| Technology | 56% |

| Director | Years on Board |
|------------------|----------------|
| Michael Cole | 9 |
| Bruce Coleman | 9 |
| Margaret Towers | 9 |
| Stephen Menzies | 1 |
| Kerr Neilson | 9 |
| Andrew Clifford | 3 |
| Elizabeth Norman | 3 |
| Andrew Stannard | 1 |

¹ Percentage of Directors that possess the skill.

| Gender Diversity | Board Representation |
|------------------|----------------------|
| Female | 25% |
| Male | 75% |

1.8 Performance Assessment

The Board of Directors' Charter requires:

- the Board to review its performance (at least annually) against previously agreed measurable and qualitative indicators;
- the Chair of the Board to review each Director's performance;
- a nominated independent Director to review the Chair's performance;
- the Board to undertake a formal annual review of its overall effectiveness, including its Committees; and
- the Board to undertake a review of its performance in progressing toward the measurable diversity objectives.

These assessments were undertaken for the year to 2 June 2016 and no governance changes have been made as a result of the evaluation.

2. Board Committees

The Board has established a number of committees to assist in the execution of its duties and (from time to time) to deal with matters of special importance.

Each Committee operates under an approved Charter.

2.1 Audit, Risk & Compliance Committee

Members: M Towers (Chair), M Cole, B Coleman and S Menzies. All members of the Committee are independent Non-Executive Directors. In the 2016 financial year, the Committee met four (4) times. All Committee members attended all Committee meetings.

The relevant qualifications and experience of the members of the Committee are disclosed on the Company's website at:

<https://www.platinum.com.au/shareholder-information/#BoardandSecretary>

The purpose of the Committee is to assist the Board in fulfilling its responsibilities. Its key responsibilities are:

- serving as an independent and objective party to

CORPORATE GOVERNANCE STATEMENT

Issue Date: 25 August 2016

- review the accounting practices and financial information of the Company reported by Platinum Management to shareholders and regulators;
- ensuring a risk management framework is in place that identifies, evaluates, monitors and reports significant operational, regulatory and financial risks, to the Company;
- considering the adequacy and effectiveness of the Company's administrative, operating and accounting controls as a means of ensuring that the Company's affairs are being conducted by Platinum Management in compliance with legal, regulatory and policy requirements;
- overseeing and assessing the quality of audits conducted by the External Auditor and the Group Internal Auditor;
- reviewing the Company's corporate standards of behaviour; and

maintaining (by scheduling regular meetings) open lines of communication among the Board, the External Auditor and the Group Internal Auditor to exchange views and information, as well as confirm their respective authority and responsibilities. The Audit, Risk & Compliance Committee has authority (within the scope of its responsibilities) to seek any information it requires from any Group employee or external party. Members may also meet with Auditors (Internal and/or External) without Platinum Management present and consult independent experts, where the Committee considers it necessary to carry out its duties.

All matters determined by the Committee are submitted to the full Board as recommendations for Board decisions. Minutes of a Committee meeting are tabled at the subsequent Board meeting. Additional requirements for specific reporting by the Committee to the Board are addressed in the Charter.

Attendance at Committee meetings is provided in the Directors' Report.

2.2 Nomination & Remuneration Committee

Members: B Coleman (Chair), M Cole, M Towers and S Menzies. All members of the Committee are independent Non-Executive Directors. In the 2016 financial year, the Committee met three (3) times. All Committee members attended all Committee meetings.

The role of the Committee is to make recommendations

to the Board on:

- the appointment and re-election of Directors;
- the development of a process for the evaluation of the performance of the Board, its committees and Directors; and
- remuneration and incentive policies and practices generally, and specific recommendations on remuneration packages and other terms of employment for Executive Directors, other Senior Executives and Non-Executive Directors.

Ultimate responsibility for nomination and remuneration practices rests with the full Board.

Members of the Committee have access to the Company's officers and advisers and may consult independent experts, where the Committee considers it necessary to carry out its duties.

Attendance at Committee meetings is provided in the Directors' Report.

Evaluation, Selection and Appointment of Directors

When making recommendations to the Board on the evaluation, selection, appointment and re-election of Directors, the Nomination & Remuneration Committee considers amongst other things:

- the candidate's competencies, qualifications and expertise and his/her fit with the current membership of the Board;
- the candidate's knowledge of the industry in which the Company operates;
- directorships previously held by the candidate and his/her current commitments to other boards and companies;
- existing and previous relationships with the Company and Directors;
- the candidate's independence status, including the term of office currently served by the Director;
- the contribution to the aggregate Board skills;
- criminal record and bankruptcy history (for new candidates)
- requirements of the Corporations Act 2001, ASX Listing Rules, the Company's Constitution and other relevant Company Policies.

The Board seeks to ensure that:

- its membership represents an appropriate balance

CORPORATE GOVERNANCE STATEMENT

Issue Date: 25 August 2016

between Directors with investment management experience and Directors with an alternative perspective; and

- the size of the Board is conducive to effective discussion and efficient decision-making.

Under the terms of the Company's Constitution:

- an election of Directors must be held at each Annual General Meeting and at least one Director (but not the Managing Director) must retire from office; and
- each Director (but not the Managing Director) must retire from office at the third Annual General Meeting following his/her last election.

Where eligible, a Director may stand for re-election.

The Non-Executive Directors have been engaged according to Letters of Appointment.

New Directors undergo an induction program, which includes meetings with Platinum Management and Internal Auditor as well as External Auditor. New Directors are provided with a Director's Handbook of the Company information, key policies and procedures.

The Company will provide appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

Remuneration Policies

Remuneration for the Executive Directors primarily consists of salary and discretionary performance incentives. Any equity-based remuneration for Executive Directors will be subject to shareholder approval, where required by the Corporations Act or ASX Listing Rules.

Remuneration for Non-Executive Directors must not exceed in aggregate a maximum sum that shareholders fix in a general meeting. The current maximum aggregate amount fixed by shareholders is \$2 million per annum (including superannuation contributions). This amount was fixed by shareholders at the 10 April 2007 general meeting.

Executive and Non-Executive Directors may also be reimbursed for their expenses properly incurred as Directors.

Further information is provided in the Remuneration Report in the 2016 Annual Report, and in the Nomination & Remuneration Committee Charter.

Remuneration Practices

Remuneration paid to the Executive and Non-Executive Directors for the 2015/2016 reporting year is set out in the Directors' Report.

All remuneration proposals with respects to Executives and Senior Executives are reviewed by the Nomination & Remuneration Committee, which makes recommendations to the Board for final approval.

The structure of remuneration for Executive Directors and Platinum staff consists of salary, compulsory contributions to superannuation funds and discretionary performance incentives. The proposed remuneration of the Executive and Non-Executive Directors is determined by the Chief Executive Officer. The proposed remuneration of the investment professionals is determined by the Chief Executive Officer and the Chief Investment Officer of Platinum. The proposed remuneration of senior operational staff is determined by the relevant Executive Director and reviewed by the Chief Executive Officer. Annual performance reviews are performed for all staff of Platinum providing an opportunity for a discussion of job performance and remuneration, goal setting and the identification of training needs.

The Non-Executive Directors do not receive performance based incentive remuneration.

3. Company External Auditor

The policy of the Board is to appoint an External Auditor that clearly demonstrates competence and independence.

The performance of the External Auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

PricewaterhouseCoopers was appointed as External Auditor in 2007. It is PricewaterhouseCoopers' policy to rotate audit engagement partners on listed companies at least every five years.

An analysis of fees paid to the External Auditor, including a breakdown of fees for non-audit services, is provided in the Directors' Report. It is the policy of the External Auditor to provide an annual declaration of its

CORPORATE GOVERNANCE STATEMENT

Issue Date: 25 August 2016

independence to the Audit, Risk & Compliance Committee.

The External Auditor is required to attend the Company's Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.

4. Internal Auditor

The Group has an Internal Auditor with a reporting line to the Audit, Risk & Compliance Committee.

The Internal Auditor is responsible for reviewing the higher risk areas of the Group and for the development of testing programs to give assurance over the operation of the Group's internal control framework.

5. Company Policies

5.1 Directors' Code of Conduct

The Board has adopted a Directors' Code of Conduct, which is based upon the Australian Institute of Company Directors' Code of Conduct. It requires the Directors to act honestly, in good faith, and in the best interests of the Company as a whole, whilst in accordance with the letter (and spirit) of the law.

5.2 Trading in Company Securities

All Directors and staff of the Group must comply with the Company's Securities Trading Policy. In summary, the policy prohibits trading in Company securities:

- when aware of unpublished price-sensitive information;
- from the first day of the month until announcement of the Company's monthly funds under management figure to the ASX;
- from 1 January (each year) until the next business day following the Analyst Briefing. The Analyst Briefing typically occurs on the next business day following the announcement of the half-yearly financial results of the Company to the ASX (*usually around mid-February each year*);
- from 1 July (each year) until the next business day following the Analyst Briefing. The Analyst Briefing typically occurs on the next business day following the announcement of the annual financial results of the Company to the ASX (*usually around mid-August each year*); and
- during any other black-out period (as notified).

Directors and staff who receive equity-based remuneration are prohibited from entering into hedging transactions in products that limit the economic risk (i.e. the equity price risk) of participating in unvested entitlements.

5.3 Financial Reporting

In respect of the year ended 30 June 2016, the Managing Director and the Finance Director have made the following certifications to the Board:

- the Company's financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Company and the Group and are in accordance with relevant Accounting Standards; and
- the above statement is founded on a sound system of risk management and internal compliance and control that implements the policies adopted by the Board and that the Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

5.4 Continuous Disclosure

The Board is committed to:

- the promotion of investor confidence by ensuring that trading in Company shares takes place in an efficient, competitive and informed market and that the Company demonstrate integrity in all its communications with shareholders and investors;
- complying with the Company's disclosure obligations under the ASX Listing Rules and the Corporations Act with respects to the Company; and
- ensuring the Company's stakeholders have the opportunity to access externally available information issued by the Company.

The Board has adopted a Continuous Disclosure Policy for the Company.

The Company Secretary is responsible for coordinating the disclosure of information to regulators and shareholders and ensuring that any notifications/reports to the ASX are promptly posted on the Company's website.

5.5 Shareholder Communication

The Board has adopted a Communications Policy that

CORPORATE GOVERNANCE STATEMENT

Issue Date: 25 August 2016

describes the Board's policy for ensuring that shareholders and potential investors of the Company receive or obtain access to information publicly released by the Company. The Company's primary portals are its website, Annual Report, Annual General Meeting, Half-Yearly Financial Report, monthly notices to the ASX, Analyst Briefings and ASX releases on the website.

The Communications Policy further outlines details of the Annual General Meeting of members, typically in November each year. Shareholders are encouraged to attend the meeting, or if unable to attend, to vote on the motions proposed by appointing a proxy.

The Company Secretary oversees and coordinates the distribution of all information by the Company to the ASX, shareholders, the media and the public.

The Company provides its security holders with an electronic communication option.

5.6 Risk Management and Compliance

The Board, through the Audit, Risk & Compliance Committee, is responsible for ensuring that:

- there are effective systems in place to identify, assess, monitor and manage the risks of the Company; and
- internal controls and arrangements are adequate for monitoring compliance with laws and regulations applicable to the Company, including those of foreign jurisdictions in which the Company carries business.

The Group has implemented risk management and compliance frameworks based on AS/NZS ISO 31000:2009 *Risk Management - Principles and Guidelines* and AS 3806-2006 *Compliance Programs*. These frameworks (together with the Group's internal audit function) ensure that:

- emphasis is placed on maintaining a strong control environment;
- accountability and delegations of authority are clearly identified;
- risk profiles are in place and regularly reviewed and updated;
- timely and accurate reporting is provided to Management and respective committees; and
- compliance with the laws (applicable to the

Company) and the Group's policies (including Business Rules of conduct) is communicated and demonstrated.

Management reports periodically to the Audit, Risk & Compliance Committee and the Board on the effectiveness of the Group's risk management and compliance frameworks.

The Audit, Risk & Compliance Committee reviews the Company's risk management framework at least annually. A review has taken place during the period and the Committee is satisfied that the framework remains sound.

5.7 Business Rules of Conduct

Platinum's Business Rules of Conduct ("BROC") apply to all staff of the Group. They communicate the appropriate standards of behaviour, provide a framework for the workplace, and inform staff of their responsibilities with respect to legal compliance, confidentiality and privacy, conflicts of interest, investment activities and operational processes.

Compliance is monitored by the Compliance team. All employees of the Group are required to sign an annual declaration confirming their compliance with the BROC.

5.8 Sustainability Risks

The Company discloses its exposures to material sustainability risks - economic, environmental and social in the Corporate Governance section on the Company's website at: <https://www.platinum.com.au/Shareholder-information/#CorporateResponsibilityandSustainability>

5.9 Diversity

The Company promotes a culture of equal opportunity and has the principles of meritocracy, fairness, equality and contribution to commercial success at all levels within the Company. The Company recognises and values the blend of skills, perspectives, styles and attitudes available to the Company through a diverse workforce. Different perspectives in the investment selection process and stronger problem-solving capabilities flow from a diverse workforce.

Workplace diversity in this context includes, but is not limited to, gender, age, ethnicity and cultural background. Workplace flexibility involves developing people management strategies that accommodate differences in

CORPORATE GOVERNANCE STATEMENT

Issue Date: 25 August 2016

background, perspectives and family responsibilities of staff.

Flexibility

The Group has in place a written policy on flexible working arrangements. Flexible working arrangements under the policy include, but are not limited to, flexible patterns of work (for example, job sharing) and flexible arrangements with respects to where a staff member works.

Senior managers are trained on how to assess and manage flexible working arrangements.

Training

The Company values what experienced and educated employees contribute to the organisation and has an established Staff Training Program. The program broadly encompasses the provision of formal and informal training delivered by internal staff members and external service providers. Staff are strongly encouraged to attend specialised industry forums and are provided with educational resources and access to experts necessary for the execution of their duties.

Recruitment

The Board is committed to utilising recruitment firms that have in place diversity policies or processes designed to provide a diverse representation of candidates for open positions in the Group.

Hiring managers are required to include in the interview process (for vacant positions in the Group), a diversified group (including gender diversity) of staff.

For vacant positions on the Board, the Company is committed to including in the interview process, a diversified group of Board members.

Gender Diversity

Quota driven objectives designed to improve gender diversity within companies undermine the principle of equality and can result in an increased sense of tokenism. Platinum has developed a business-led approach, whereby Company Directors and Platinum staff are appointed on merit regardless of (but not limited to) gender, age, ethnicity and cultural background.

The Company commits to formally reviewing salaries for pay equity to address gender pay gaps on an annual

basis. The results of this review are reported annually to the Board.

Diversity Committee

The Company has established a Diversity Committee comprising of representatives from each business area.

The role of the Diversity Committee is to:

- implement diversity initiatives (if any) as mandated by the Board;
- meet periodically to review the Diversity Policy;
- review the progress made on any diversity initiatives;
- if deemed necessary, formulate new diversity initiatives and make recommendations to the Board;

The Board receives a report from the Diversity Committee Chair on any progress made on diversity initiatives on an annual basis.

Platinum's measurable objectives for workplace diversity for 2016/17 are:

| Objective | Initiative |
|--|--|
| Business strategy Build awareness of diversity | Build ongoing awareness of diversity across the business Periodic meetings of the Diversity Committee with representatives from each business area |
| Training and Mentoring Training and mentoring opportunities | To provide training and mentoring opportunities with the aim of bringing through the underlying potential of staff |
| Remuneration Equitable pay | To review annual salaries for pay equity and against prevailing market benchmarks for existing and new staff |
| Flexibility Flexible work arrangements and the retention of women following parental leave | To provide flexibility to all staff members, where possible Contact with those on parental leave to identify opportunities for returning to work, including various initiatives to assist with a smoother transition to the return to the workforce |
| Recruitment Recruitment and selection practices | Candidate shortlists and interview process for vacant positions to include a diversified group (including gender |

CORPORATE GOVERNANCE STATEMENT

Issue Date: 25 August 2016

| Objective | Initiative |
|-----------|---|
| | <p>diversity) of staff</p> <p>To utilise recruitment firms that select from diverse candidate pools and have in place a written diversity policy or process with respect to their hiring practices that demonstrates their ongoing commitment to meeting our diversity objectives</p> |

5.10 Diversity Statistics

| Diversity Criteria | Platinum ² (%) | Australia (%) |
|---|---------------------------|--------------------|
| Women on the Board | 25.0 (2 of 8) | 20.7 ³ |
| Women in senior executive positions ⁴ | 25.0 (1 of 4) | 9.7 ⁵ |
| Women in the workforce | 31.4 (27 of 86) | 46.0 ⁶ |
| Women in line roles ⁷ | 16.7 (3 of 18) | 6.0 ⁸ |
| Women employed on a part-time basis | 48.1 (13 of 27) | 46.3 ⁹ |
| Workforce over 55 years of age | 7.0 (6 of 86) | 18.6 ¹⁰ |
| Workforce made up of people born outside of Australia | 52.3 (45 of 86) | 28.0 ¹¹ |
| Workforce made up of people with tertiary qualifications | 84.9 (73 of 86) | 30.6 ¹² |
| Workforce made up of people identified as Aboriginal or Torres Strait Islander people | 0.0 (0 of 86) | 1.6 ¹³ |

² This data is current as at 11 May 2016

³ Australian Institute of Company Directors, S&P/ASX300 Boards, 29 February 2016.

⁴ In the 2012 Australian Census Women in Leadership means Executive Key Management Personnel (KMP) as defined by AASB 124

⁵ Equal Opportunity for Women in the Workplace Agency ("EOWA"), Australian Census of Women in Leadership 2012, Women Executive Key Management Personnel.

⁶ Workplace Gender Equality Agency ("WGEA"), Gender workplace statistics at a glance, February 2016.

⁷ In the 2012 Australian Census of Women in Leadership means amongst other things, business unit heads.

⁸ EOWA, Australian Census of Women in Leadership 2012.

⁹ WGEA, Gender workplace statistics at a glance, February 2016.

¹⁰ Australia Bureau of Statistics ("ABS"), Cat. 6291.0.55.001, Labour Force, Australia, March 2016.

¹¹ ABS, Cat.3415.0, Migrants, Education and Work, Australia, May 2013.

¹² ABS, Cat. 6227.0, Education and Work, Australia, May 2015.

¹³ ABS, Cat. 4727.0, Australian Aboriginal and Torres Strait Islander Health Survey 2012-13.

6. Governance Principles Map

| GP Recommendations | Location in CGS |
|---|-----------------|
| 1 - <u>Lay solid foundations for management and oversight</u> | |
| Recommendation 1.1 – Roles and responsibilities of the Board and management | 1.1, 1.2 |
| Recommendation 1.2 – Directorship candidates | 2.2 |
| Recommendation 1.3 – Director and Senior Executive appointment agreement | 2.2 |
| Recommendation 1.4 – Company Secretary | 1.5 |
| Recommendation 1.5 – Diversity Policy | 5.9, 5.10 |
| Recommendation 1.6 – Board Performance evaluation | 1.8 |
| Recommendation 1.7 – Senior Executive performance evaluation | 2.2 |
| 2 – <u>Structure the board to add value</u> | |
| Recommendation 2.1 – Nomination Committee | 2.2 |
| Recommendation 2.2 – Board skills matrix | 1.7 |
| Recommendation 2.3 – Independent Directors | 1.3, 1.7 |
| Recommendation 2.4 – Majority of the Board should be Independent Directors | 1.3, 1.4 |
| Recommendation 2.5 – Chair of the Board | 1.3 |
| Recommendation 2.6 – New Directors induction & appropriate professional development opportunity | 2.2 |
| 3 – <u>Act ethically and responsibly</u> | |
| Recommendation 3.1 – Code of Conduct | 5.1 |
| 4 – <u>Safeguard integrity in corporate reporting</u> | |
| Recommendation 4.1 – Audit Committee | 2.1 |
| Recommendation 4.2 – Financial statements and records | 5.3 |

CORPORATE GOVERNANCE STATEMENT

Issue Date: 25 August 2016

| GP Recommendations | Location in CGS |
|---|------------------------|
| Recommendation 4.3 – AGM & Company Auditor | 3 |
| 5 – <u>Make timely and balanced disclosure</u> | |
| Recommendation 5.1 – Continuous disclosure obligations | 5.4 |
| 6 – <u>Respect the rights of security holders</u> | |
| Recommendation 6.1 – Website information | 5.5 |
| Recommendation 6.2 – Investor relations program | 5.5 |
| Recommendation 6.3 – Policies and processes disclosure to facilitate meetings of security holders | 5.5 |
| Recommendation 6.4 – Security holders communications | 5.5 |
| 7 – <u>Recognise and manage risk</u> | |
| Recommendation 7.1 – Risk Committee | 2.1 |
| Recommendation 7.2 – Risk management framework | 5.6 |
| Recommendation 7.3 – Internal audit | 4 |
| Recommendation 7.4 – Material exposure | 5.8 |
| 8 – <u>Remunerate fairly and responsibly</u> | |
| Recommendation 8.1 – Remuneration Committee | 2.2 |
| Recommendation 8.2 – Remuneration policies and practices | 2.2 |
| Recommendation 8.3 – Equity-based remuneration policy | 2.2.5.2 |