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Dear Shareholder

I am pleased to invite you to the Annual General Meeting (**AGM**) of Platinum Capital Limited (**Company**), which will take place at **10:00am (AEDT)** on **Thursday, 5 November 2020**.

In light of the evolving circumstances relating to the COVID-19 pandemic and to ensure your safety, the AGM will be held as a fully virtual meeting via an online platform which is accessible at: <https://agmlive.link/PMC20>

The online functionality offered for the AGM will provide an easy and convenient way for shareholders to view the AGM live. Shareholders will also be able to ask questions and vote during the meeting. The Company will appoint a moderator to collate any questions received during the meeting and to direct questions to the Chairperson, investment manager or auditor (as the case may be). A guide on how to use the online facility is available at: [https://www.platinum.com.au/PlatinumSite/media/ASX-Releases/pmc\\_virtual\\_meeting\\_online\\_guide.pdf](https://www.platinum.com.au/PlatinumSite/media/ASX-Releases/pmc_virtual_meeting_online_guide.pdf). You may also submit questions in advance of the meeting by emailing [invest@platinum.com.au](mailto:invest@platinum.com.au).

Enclosed are the Notice of Meeting, Explanatory Memorandum, Voting Information and the Proxy Form.

The Board advises shareholders that there are a number of important resolutions to be considered at the AGM and recommends that shareholders read the Notice of Meeting carefully. In particular, shareholders will be asked to vote on the re-election of Margaret Towers as a Director of the Company and the adoption of the Company's Remuneration Report for the financial year ended 30 June 2020. A summary of the report is outlined in the Explanatory Memorandum on page 3.

You may, and are encouraged to, enter your vote on the items of business ahead of the AGM by completing and returning the enclosed Proxy Form no later than **10.00am (Sydney time)** on **Tuesday, 3 November 2020** in one of the ways specified in the Voting Information.

Yours faithfully

Joanne Jefferies  
Company Secretary

2 October 2020

# Notice of Annual General Meeting 2020

Notice is given that the Annual General Meeting (**AGM**) of Platinum Capital Limited (**Company**) will be held on **Thursday, 5 November 2020** commencing at **10:00am (AEDT)**.

In light of the evolving circumstances relating to the COVID-19 pandemic and to ensure your safety, the AGM will be held as a fully virtual meeting via an online platform.

Shareholders will be able to view the AGM live as well as vote and ask questions during the meeting by joining the webcast of the AGM using the following link: <https://agmlive.link/PMC20>

A guide on how to use the online facility is available at: [https://www.platinum.com.au/PlatinumSite/media/ASX-Releases/pmc\\_virtual\\_meeting\\_online\\_guide.pdf](https://www.platinum.com.au/PlatinumSite/media/ASX-Releases/pmc_virtual_meeting_online_guide.pdf)

The Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum, Voting Information and Proxy Form, which form part of this Notice of Meeting.

The business to be considered at the AGM is set out below.

## BUSINESS OF THE MEETING

### A. Financial and Statutory Reports

The first item of business is to receive and consider the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2020, which is available on the Company's website at: [https://www.platinum.com.au/PlatinumSite/media/Financial-Statements/pcl\\_0620.pdf](https://www.platinum.com.au/PlatinumSite/media/Financial-Statements/pcl_0620.pdf)

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

### B. Items for Approval

#### Resolution 1 – Re-election of Margaret Towers as a Director

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

*"That Margaret Towers, retiring from the office of Director in accordance with rule 46(a) of the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."*

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

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

*"That the Remuneration Report of the Company for the financial year ended 30 June 2020 be adopted."*

Note: The vote on this item is advisory only and does not bind the Company or its Directors.

By order of the Board

Joanne Jefferies  
**Company Secretary**  
Sydney

# EXPLANATORY MEMORANDUM

## Introduction

This Explanatory Memorandum is intended to provide shareholders with important background information in relation to each item of business. It should be read in conjunction with the Notice of Meeting.

### A. Financial and Statutory Reports (not voted on)

The Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2020 will be laid before the AGM, as required by section 317 of the *Corporations Act 2001 (Cth) (Corporations Act)*. The Corporations Act does not require a vote of shareholders on these reports.

The Company's Annual Report for the financial year ended 30 June 2020 (which includes the Financial Report, Directors' Report and Auditor's Report) is available on the Company's website at:  
[https://www.platinum.com.au/PlatinumSite/media/Financial-Statements/pcl\\_0620.pdf](https://www.platinum.com.au/PlatinumSite/media/Financial-Statements/pcl_0620.pdf)

Shareholders will be given a reasonable opportunity during the AGM to ask questions and make comments in relation to the financial and statutory reports, and the business and management of the Company.

Shareholders will also be given a reasonable opportunity to ask a representative from the Company's auditor, PricewaterhouseCoopers, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in the preparation of financial statements and/or the independence of the auditor in relation to the conduct of the audit.

### B. Items for Approval

#### Resolution 1 – Re-election of Margaret Towers as a Director

Rule 46(a) of the Company's Constitution provides that a Director may not hold office for a continuous period (without submitting for re-election) in excess of three years or past the third AGM following the Director's appointment, whichever is longer. If no Director would otherwise be required to submit for re-election but the Listing Rules require that an election of Directors be held, the Director to retire at the annual general meeting is the Director who has been longest in office since their last election, but, as between persons who became Directors on the same day, the one to retire is (unless they otherwise agree among themselves) determined by lot.

Ms Towers has been the Chairperson, independent Non-Executive Director and member of the Audit, Risk and Compliance Committee since 31 March 2018.

Ms Towers is retiring from office, and in accordance with ASX Listing Rule 14.4 and rule 46(a) of the Company's Constitution, offers herself for re-election. A summary of Ms Towers' qualifications and experience is detailed below.

#### Margaret Towers CA, GAICD

Chairperson, Independent Non-Executive Director since 31 March 2018

Ms Towers has over 37 years of experience operating at board and senior management levels, within the wealth management and investment banking sectors of the Australian financial services industry. Ms Towers is a non-executive director of IMB Limited and is Chairperson of Platinum Asia Investments Limited. Ms Towers has also previously been a non-executive director of Platinum Asset Management Limited (ASX code: PTM), Chairperson of PTM's Audit, Risk and Compliance Committee and a member of PTM's Nomination and Remuneration Committee.

### Recommendation

Each member of the Board (other than Ms Towers who has abstained) unanimously recommends that shareholders vote in favour of the re-election of Ms Towers as a Director.

# Notice of Annual General Meeting 2020 (continued)

## Resolution 2 – Adoption of the Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2020 forms part of the Directors' Report and is set out on pages 22 to 24 of the Company's Annual Report, which is available on the Company's website at: [https://www.platinum.com.au/PlatinumSite/media/Financial-Statements/pcl\\_0620.pdf](https://www.platinum.com.au/PlatinumSite/media/Financial-Statements/pcl_0620.pdf)

A summary of the Remuneration Report for the financial year ended 30 June 2020 is as follows:

- The Company has three key management personnel ("KMP"), being the Directors of the Company.
- The aggregate annual remuneration paid by the Company to the Chairperson during the year was \$65,700 (including superannuation).
- The remuneration paid by the Company to each of the other Non-Executive Directors was \$60,225 (including superannuation).
- There has only been one increase in base pay for the Chairperson and other Non-Executive Directors in the last 15 years.
- The Company does not pay bonuses to any of its Directors

Shareholders will be asked to vote on a resolution to adopt the Remuneration Report during the AGM. In accordance with section 250R(2) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Board or the Company.

At the 2019 AGM, the Remuneration Report was approved without a 'no' vote of 25% or more. If the Company receives a 'no' vote of 25% or more in relation to the Remuneration Report at two successive AGMs, a spill resolution will be put to the shareholders at the second AGM. In accordance with section 250W of the Corporations Act, if the spill resolution is passed with 50% or more of the votes cast, the Company will, within 90 days of the spill resolution being passed, hold a spill meeting to vote on whether to keep the Directors.

## Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 (in any capacity) by, or on behalf of, the following persons:

- a member of the Company's key management personnel (**KMP**) whose remuneration details are included in the Company's Remuneration Report for the financial year ended 30 June 2020; and
- a closely related party of such a KMP.

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- the vote is cast by the Chairperson of the AGM and the appointment of the Chairperson as proxy:
  - does not specify the way the proxy is to vote on the resolution; and
  - expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

KMP are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. The KMP of the Company are specified in the 2020 Annual Report and are its Directors.

A closely related party of a KMP includes:

- a company that the KMP controls;
- the KMP's spouse, child or dependent (or a child or dependent of the KMP's spouse); or
- anyone else who is a member of the KMP's family and who may be expected to influence, or be influenced by, the KMP, in the KMP's dealing with the Company.

## Recommendation

The Remuneration Report forms part of the Directors' Report which has been approved in accordance with a unanimous resolution of the Company's Board. The Board unanimously recommends that shareholders vote in favour of the adoption of the Company's Remuneration Report for the financial year ended 30 June 2020.

## VOTING INFORMATION

### Entitlement to participate and vote during the AGM

In accordance with regulation 7.11.37 of the Corporations Regulations 2001(Cth), the Board has determined that those shareholders registered as holding the Company's shares as at **7:00pm (AEDT) on Tuesday 3, November 2020** will be entitled to participate and vote at the AGM.

### How to vote

If you are a shareholder entitled to participate in and vote during the AGM, you can vote your shares directly in one of the following ways, by:

- voting your shares online prior to the AGM at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on the enclosed Proxy Form;
- appointing a proxy to participate and act on your behalf at the AGM by completing the enclosed Proxy Form and returning the Proxy Form in accordance with the lodgement instructions below; or
- joining the webcast using the following link <https://agmlive.link/PMC20> and voting online during the AGM.

You may still participate in the online meeting and vote even if you have appointed a proxy. However, if you have previously submitted a Proxy Form, your participation during the online meeting will cancel your proxy vote/appointment (unless you instruct Link Market Services otherwise).

### Lodgement

To be effective, your Proxy Form must be received by the Company's share registrar, Link Market Services, by no later than **10:00am (AEDT) on Tuesday 3, November 2020**, by one of the following methods:

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

By Mail: Link Market Services Limited  
(using reply paid Locked Bag A14  
envelope for Australian Sydney South NSW 1235  
residents only)

By Fax: Link Market Services Limited  
+61 2 9287 0309

Mobile: By scanning the QR code on the attached Proxy Form. To scan the QR code you will need a QR code reader application, which can be downloaded for free on your mobile device. You will also need your SRN or HIN.

# Notice of Annual General Meeting 2020 (continued)

## Appointing a proxy

If you are a shareholder entitled to participate and vote, you may appoint a proxy to participate and vote on your behalf at the AGM. A proxy may be an individual or body corporate and is not required to be a shareholder of the Company.

A shareholder who is entitled to cast two or more votes during the AGM, may appoint two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. Where a shareholder appoints two proxies but does not specify the percentage or number of votes each proxy may exercise, each proxy may exercise half of the shareholder's votes. Fractions of votes will be disregarded.

A shareholder entitled to participate and vote, may direct their proxy on how to vote on the proposed resolutions by following the instructions on the Proxy Form that accompanies this Notice of Meeting. If the shareholder appointing the proxy directs the proxy on how to vote on a proposed resolution, then the proxy may only vote in the way so directed. If the shareholder does not direct the proxy on how to vote on a proposed resolution, then the proxy may vote on that resolution as the proxy thinks fit, subject to the voting exclusions outlined in the Explanatory Memorandum.

If you wish to appoint a proxy, you must complete the Proxy Form accompanying this Notice of Meeting and lodge the Proxy Form using one of the methods listed under the Lodgement section above. Alternatively, you can appoint a proxy by completing the Proxy Form online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on the enclosed Proxy Form.

Your Proxy Form must be received by the Company's share registrar, Link Market Services, no later than **10:00am (AEDT) on Tuesday 3, November 2020**. Proxies received after that time will not be effective for the AGM.

## Corporate Representatives

A body corporate, which is a Shareholder or which has been appointed as a proxy of a Shareholder, may appoint an individual to act as its representative during the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. An Appointment of Corporate Representation Form is available from the Company's share registrar (phone 1300 554 474 or +61 2 8280 7100) or online at <https://www.linkmarketservices.com.au/corporate/resources/forms.html>.

The representative should deliver a properly executed Appointment of Corporate Representation Form or other document confirming its authority to act as the company's representative, to Link Market Services prior to the AGM.

## Undirected proxies and Chairperson's voting instructions

If you appoint the Chairperson as your proxy and have not directed the Chairperson how to vote, you are authorising the Chairperson to cast your undirected proxy in favour of all proposed resolutions, which are set out in this Notice of Meeting. The Chairperson intends to vote all such undirected proxies in favour of all resolutions.

## Proxies in favour of KMPs

If you appoint a Director (other than the Chairperson) or any closely related party of such as your proxy, they will not be able to vote your proxy on Resolution 2, unless you have directed them how to vote.

## Voting at the Meeting

It is intended that voting on each of the proposed resolutions at the AGM will be conducted by a poll.

## Shareholder Questions

You may ask questions during the AGM about any of the resolutions being considered during the AGM or general questions about the Company's management or performance. You may also ask questions of the Company's auditor about the content of the Auditor's Report or the conduct of the audit. In addition, you may submit written questions prior to the AGM by emailing [invest@platinum.com.au](mailto:invest@platinum.com.au).

**LODGE YOUR VOTE**

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

 **BY MAIL**  
Platinum Capital Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

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

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Platinum Capital Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairperson of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairperson of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairperson of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 5 November 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/PMC20> (refer to details in the Notice of Meeting).

**Important for Resolution 2:** If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairperson of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

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

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

**Resolutions**

	For	Against	Abstain*
1 Re-election of Margaret Towers as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRPERSON OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Tuesday, 3 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Platinum Capital Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

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