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Dear Shareholder

I am pleased to invite you to the Annual General Meeting (“**AGM**”) of Platinum Capital Limited (the “**Company**”), which will take place at **10:00am (AEDT)** on **Thursday, 14 November 2019** at the **Museum of Sydney, corner of Phillip & Bridge Streets, Sydney, NSW.**

Enclosed are the Notice of Meeting, Explanatory Memorandum, important 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 Richard Morath as a Director of the Company and the adoption of the Company’s 2019 Remuneration Report. A summary of the Company’s 2019 Remuneration Report is outlined in the Explanatory Memorandum on page 3.

If you decide to attend the meeting, please bring the enclosed Proxy Form with you to facilitate registration prior to the meeting.

If you are unable to attend the meeting, you may appoint a proxy. You can do so by completing the enclosed Proxy Form and returning it in the enclosed reply paid envelope (for Australian residents only) or faxing it (+612 9287 0309) to the Company’s share registrar, Link Market Services. Alternatively, you can appoint a proxy by completing the Proxy Form online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Your Proxy Form must be received by the Company’s share registrar no later than **10:00am (AEDT)** on **Tuesday, 12 November 2019.**

Corporate shareholders may appoint an individual representative to attend the AGM on their behalf. Such representatives must bring their authorities of appointment to the AGM. An Appointment of Corporate Representation Form is available from the Company’s share registrar or may be printed from: [www.linkmarketservices.com.au/corporate/InvestorServices/Forms](http://www.linkmarketservices.com.au/corporate/InvestorServices/Forms).

You may submit questions in advance of the meeting by emailing [invest@platinum.com.au](mailto:invest@platinum.com.au).

Yours faithfully

Joanne Jefferies  
Company Secretary

20 September 2019

# Notice of Annual General Meeting 2019

Notice is given that the Annual General Meeting (“**AGM**”) of Platinum Capital Limited (the “**Company**”) will be held at the **Museum of Sydney, corner of Phillip & Bridge Streets, Sydney, NSW** on **Thursday, 14 November 2019** commencing at **10:00am (AEDT)**. The business to be considered at the AGM is set out below. The Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

## **BUSINESS OF THE MEETING**

### **1. Financial and Statutory Reports (not voted on)**

To receive and consider the Company’s Financial Report, Directors’ Report and Auditor’s Report for the financial year ended 30 June 2019.

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

### **2. Re-election of Richard Morath as a Director**

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

*That Richard Morath, retiring from the office of Director in accordance with rule 46(a) of the Company’s Constitution and being eligible for the re-appointment, be re-appointed as a Director of the Company.*

### **3. 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 2019 be adopted.*

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

Please refer to the Explanatory Memorandum for further information on the resolutions.

By order of the Board

Joanne Jefferies  
**Company Secretary**

Sydney

20 September 2019

# 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.

### Item 1 - 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 2019 will be laid before the AGM, as required by section 317 of the Corporations Act 2001 (Cth) (the "**Corporations Act**"). The Corporations Act does not require a vote of shareholders on these reports.

The Company's 2019 Annual Report (which includes the Financial Report, Directors' Report and Auditor's Report) is available on the Company's website at: [www.platinum.com.au/Our-Products/All-Products/Platinum-Capital-Limited](http://www.platinum.com.au/Our-Products/All-Products/Platinum-Capital-Limited)

During this item of business, shareholders will be given a reasonable opportunity 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.

### Item 2 - Re-election of Richard Morath as a Director

Rule 46(a) of the Company's Constitution provides that a Director may not hold office for a continuous period (without 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 AGM must be the Director who has been longest in office since last being elected.

ASX Listing Rule 14.5 requires the Company to hold an election of Directors at each AGM. This rule applies even if no Director is required to stand for re-election at the AGM under the Company's Constitution.

The Board has decided that Mr Morath submit himself for re-election this year because Mr Morath has been the longest serving Director of the Company since last being elected.

Mr Morath has been an Independent Non-Executive Director since March 2009 and is Chairman of the Audit, Risk and Compliance Committee. A summary of Mr Morath's qualifications and experience is detailed below.

#### **Richard Morath** BA, FIAA, ASIA

Mr Morath has over 45 years of experience in life insurance, funds management, banking and financial planning. Mr Morath is currently non-executive director and chairman of the Advice & Licences Boards of all financial planning companies in National Australia Bank/MLC. Mr Morath is also a director of JANA Investment Advisors Limited, BNZ Life and chairman of BNZ Investment Services Limited.

## Recommendation

Each member of the Board (other than Mr Morath who cannot participate because of his interest) unanimously recommends that shareholders vote in favour of the re-election of Mr Morath as a Director.

# Notice of Annual General Meeting 2019 (continued)

## Item 3 - Adoption of the Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2019 forms part of the Directors' Report and is set out on pages 22 to 25 of the Company's 2019 Annual Report, which is available on the Company's website at: [www.platinum.com.au/Our-Products/All-Products/Platinum-Capital-Limited](http://www.platinum.com.au/Our-Products/All-Products/Platinum-Capital-Limited)

A summary of the Remuneration Report for the financial year ended 30 June 2019 is as follows:

- The Company had 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 Company 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 given a reasonable opportunity at the AGM to ask questions about, and comment on, the Company's Remuneration Report.

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

At the 2018 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, hold a spill meeting to vote on whether to keep the Directors.

### Voting exclusion statement

The Company will disregard any votes cast on Item 3 by:

- key management personnel ("KMP") of the Company whose remuneration details are included in the Company's Remuneration Report for the financial year ended 30 June 2019 or by any closely related party ("CRP") of any such person; or
- by a proxy holder for a KMP and/or any of their CRPs.

However, the Company need not disregard a vote if:

- it is cast by KMP (including the Chairperson of the AGM) or any of their CRPs as proxy for a Shareholder, in accordance with the directions of the Shareholder on the Proxy Form; or
- it is cast by the Chairperson of the AGM as proxy for a Shareholder (other than KMP or any of their CRPs), and the Proxy Form expressly authorises the Chairperson to exercise the proxy as the Chairperson decides.

### Who are KMP and CRPs?

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. Members of the KMP of the Company are specified in the 2019 Annual Report and are its Directors.

A CRP of a member of the KMP is:

- a company that the KMP member controls;
- the KMP member's spouse, child or dependent (or a child or dependent of the member's spouse); or
- anyone else who is one of the KMP member's family and may be expected to influence, or be influenced by, the member, in the member'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 2019.



# Notice of Annual General Meeting 2019 (continued)

## **Undirected proxies and Chairperson's voting instructions**

If you appoint the Chairperson as your proxy and have not directed her 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 and Directors**

If you appoint a Director (other than the Chairperson) or their Closely Related Party as your proxy, they will not be able to vote your proxy on Item 3 unless you have directed them how to vote.

## **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 at 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 [www.linkmarketservices.com.au/corporate/InvestorServices/Forms](http://www.linkmarketservices.com.au/corporate/InvestorServices/Forms).

The representative must bring to the AGM the completed Corporate Representation Form or evidence of their appointment (including the authority under which the appointment is signed).

## **Shareholder Questions**

You may ask questions at the AGM about any of the resolutions being considered at 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



**X999999999999**

**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 of the person or body corporate you are appointing as your proxy

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, 14 November 2019 at the Museum of Sydney, corner of Phillip and Bridge Streets, Sydney NSW** (the Meeting) and at any postponement or adjournment of the 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 Richard Morath 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 show of hands or 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).



**STEP 1**

**STEP 2**

**STEP 3**

## 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 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 attend the Meeting 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 the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of 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, 12 November 2019**, 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 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

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**