

## DUE DILIGENCE COMMITTEE CHARTER

27 February 2018



The Board of Directors (the "**Board**") of Platinum Capital Limited ABN 51 063 975 431 (the "**Company**" or "**PMC**") resolved to establish a Due Diligence Committee of the Board (the "**Committee**") and adopt this Due Diligence Committee charter on 20 February 2018.

### A. OBJECTIVES OF THE COMMITTEE

The objectives of the Committee are to assist the Board in fulfilling its continuous disclosure responsibilities under the Corporations Act 2001 (Cth) (the "**Act**") and under the Australian Securities Exchange ("**ASX**") Listing Rules, by implementing and overseeing compliance with PMC's Continuous Disclosure Policy.

### B. COMPOSITION

1. The Board will consider the composition of the Committee on an annual basis and determine whether it remains of sufficient size and has the necessary technical expertise to discharge its mandate effectively.
2. The Committee will consist of Platinum Investment Management Limited's ("**PIML**") Finance Director, the PIML Director of Investor Services and Communications, and the PMC Company Secretary.
3. The Committee will be chaired by PMC's Company Secretary (or in his/her absence, the PIML Finance Director).
4. The PMC Company Secretary will also serve as the secretary of the Committee.
5. All Board members have a standing invitation to attend any meeting of the Committee.

### C. TERM OF MEMBERSHIP

Members of the Committee will be appointed by the Board for a term as considered appropriate by the Board.

### D. MEETINGS

1. The Committee will be convened on an ad-hoc basis by the PMC Company Secretary (or in his/her absence, the PIML Finance Director).
2. The Committee may discharge its responsibilities by meetings or circular resolutions, using any appropriate technology.
3. Decisions of the Committee require a quorum of at least two Committee members.
4. Decisions will be determined by a majority vote, but the Chair of the Committee will report the fact of a dissenting vote to the Board when reporting the decision to the Board. The Chair of the Committee will not have a casting vote.
5. The PMC Company Secretary, or their delegate, will maintain a record of the decisions of the Committee.
6. The Chair of the Committee shall report any decisions taken by the Committee to the Board following each meeting of the Committee and the minutes of any meeting of the Committee together with a copy of any approved ASX announcement shall be provided by the Chair of the Committee to the Board.
7. The Chair of the Committee shall promptly escalate to the PMC Chair any potential or actual conflict of interest that arises during any meeting of the Committee.
8. The Chair of the Committee shall notify PIML's Compliance and Risk Department if any restrictions need to be placed on PMC Securities in the PIML personal trading system.

### E. ACCESS AND AUTHORITY

1. The Committee is authorised by the Board to investigate any activity within the scope of its duties and responsibilities under this Charter.

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2. The Committee is authorised by the Board to seek any information it requires from any PMC or PIML director, officer, employee or contractor, or external party, for the purpose of discharging its duties and responsibilities under this Charter.
3. The Committee is authorised by the Board to consult independent experts (at the Company's expense) where the Committee considers it necessary to carry out its duties under this Charter.

### F. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as set out in this section:

1. implement and oversee compliance with PMC's Continuous Disclosure Policy;
2. determine whether any information referred to the Committee is price sensitive information, requiring disclosure;
3. take such action as is required by the ASX in order to correct or prevent a false market in PMC's quoted securities ("**PMC Securities**");
4. determine whether a trading halt or voluntary suspension in respect of PMC Securities is justified in any particular situation subject to consultation with the PMC Chair (or another non-executive director of the Company if the PMC Chair is not available), to the extent practicable;
5. subject to paragraph 6 below, approve all ASX announcements concerning price sensitive information and satisfy itself that appropriate verification has been undertaken regarding the factual accuracy and completeness of the content of the announcement;
6. make recommendations to the Board in respect of any Major Announcements (as defined in PMC's Continuous Disclosure Policy from time to time) and provide confirmation to the Board that an appropriate verification process has been conducted; and
7. authorise the PMC Company Secretary to release any announcements to ASX.

The Committee is not responsible for reviewing routine administrative

announcements, which may be made by the PMC Company Secretary without reference to this Committee.

The Board may delegate other responsibilities and functions to the Committee from time to time.

### G. ANNUAL PERFORMANCE REVIEW

1. On an annual basis the Committee will consider its performance and confirm whether it has fulfilled its duties and responsibilities to the Company, as outlined in this Charter. In its review, the Committee will obtain feedback from the Board on the Committee's performance and implement any agreed actions.
2. The Board conducts an annual formal review of the performance of the Committee. The Committee will provide any information that the Board may request to facilitate its review of the Committee's performance.