

BOARD OF DIRECTORS' CHARTER

23 August 2023



The Board of the Company has adopted, and operates in accordance with, this Charter.

In carrying out its responsibilities, the Board will at all times recognise its overriding responsibility to act honestly, fairly, diligently and in accordance with the duties and obligations imposed upon it by the Constitution, the ASX Listing Rules and under Australian laws, including without limitation the Corporations Act.

The objective of the Company is to maximise Shareholder returns through the provision of asset management services by its subsidiary, Platinum Investment Management Limited ("Platinum").

A. ROLE AND RESPONSIBILITIES

The Board is responsible for the overall operation, strategic direction, and integrity of the Company, and is responsible for its long-term health, growth and prosperity. To this effect, the Board is responsible for:

- a. demonstrating leadership;
- b. defining the Company's purpose and setting its strategic objectives;
- c. approving the Company's corporate values and code of conduct to underpin the Company's desired culture;
- d. overseeing management in its implementation of the entity's strategic objectives, instilling of the Company's values and performance generally;
- e. overseeing the integrity of financial accounts and corporate reporting and approving the Company's accounting policies;
- f. monitoring the performance and financial position of the Company and its subsidiaries, including approving the Company's annual and half yearly financial accounts and reports;
- g. approving and monitoring the capital management of the Company;
- h. declaring the amount of profits available for payment of dividends, fixing the amount of a dividend to be recommended to Shareholders, and declaring and making arrangements for the payment of interim dividends in accordance with the Constitution;
- i. approving the establishment and operation of any dividend reinvestment plan;
- j. approving any long-term borrowings of the Company and any short-term borrowings above such amounts as may be set by the Board from time to time;
- k. approving the Company's operating budget and any capital expenditure of the Company above such amounts as may be set by the Board from time to time;
- l. approving the appointment of the external auditor and the audit plan of the external auditor;
- m. satisfying itself that the Company has in place an appropriate internal control and risk management framework (for both financial and non-financial risks), setting the risk appetite of the Company and satisfying itself that management operate within the Company's approved risk appetite;
- n. satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board and whenever required, challenging management and holding it to account;
- o. reviewing reports and recommendations from any delegated committee of the Board;
- p. approving the appointment and removal of the Chair, Managing Director, Directors, Company Secretary, Platinum's Executive Directors and the members of any delegated committees;
- q. developing and actioning Board succession plans and succession plans for Platinum's senior management;
- r. setting the charters of the delegated committees of the Board;
- s. assessing the performance of the Board, its delegated committees and the Managing Director;
- t. ensuring that the Company operates in compliance with the Constitution and its legal and regulatory obligations;
- u. ensuring corporate governance policies and practices are effective;
- v. ensuring that appropriate remuneration policies and practices are in place for the Directors and Platinum's senior management (including the members of any delegated committees), which align with the Company's purpose, values, strategic objectives and risk appetite;

BOARD OF DIRECTORS' CHARTER

23 August 2023



- w. overseeing communications and reporting to Shareholders;
- x. overseeing the Company's continuous disclosure process;
- y. overseeing diversity and inclusion in Platinum's workplace; and
- z. considering and approving key policies of the Company.

B. COMPOSITION

1. The Board will comprise both Executive Directors and Non-Executive Directors. The majority of Non-Executive Directors must satisfy the criteria for 'independence' as defined in Section H below.
2. The Directors will appoint as Chair one (1) of the Non-Executive Directors who satisfies the criteria for 'independence' as defined in Section H below.
3. The Directors may elect the Chair for such period as they determine.

C. APPOINTMENT OF DIRECTORS AND DIRECTOR'S TERM OF OFFICE

1. All Directors must be appointed in their personal capacities pursuant to a written services agreement which sets out the terms of their appointment.
2. The Company's Constitution specifies that each Director (except the Managing Director) must retire from office at the third AGM after he/she was elected or last re-elected.
3. The Company's Constitution specifies that an election of Directors must be held at each AGM and at least one (1) Director (except the Managing Director) must retire from office, although he/she can offer themselves for re-election.

D. CHAIR, MANAGING DIRECTOR AND EXECUTIVE DIRECTORS

1. The Chair is responsible for leading the Board, ensuring the Board's activities are organised and efficiently conducted, overseeing the processes and procedures in place to evaluate the performance of the Board, its committees and the Directors, facilitating the effective contribution of all Directors, and for promoting constructive and respectful relations between Directors and between the Board and management.

2. The Chair is responsible for approving Board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues.
3. The Managing Director is responsible for implementing the Company's strategic objectives and instilling and reinforcing its values, while operating within the values, code of conduct, budget and risk appetite set by the Board. Those powers not specifically reserved to the Board under this Charter, and which are required for the management and day to day operation of the Company, are conferred on the Managing Director.
4. The Managing Director together with the other Executive Directors are responsible for ensuring that the Board is provided with accurate, timely and clear information on the Company's operations to enable the Board to perform its responsibilities, including information about the financial performance of the Company, its compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values or code of conduct of the Company.
5. The roles of the Chair and Managing Director may not be undertaken by the same person.

E. CONDUCT OF DIRECTORS

1. Each Director must comply with the Directors' Code of Conduct, the Platinum Group's Social Media Policy, the Platinum Group's Anti-bribery and Corruption Policy, the Platinum Group's Modern Slavery Policy, the Company's Securities Trading Policy, Platinum Capital Limited's Securities Trading Policy, Platinum Asia Investments Limited's Securities Trading Policy and all other Company policies as may be in place and notified to them from time to time.
2. Each Director must provide an annual declaration and certification about their compliance with the policies stated in paragraph E.1 above.
3. Each Director must ensure that any updated personal information is provided to the Company Secretary in a timely fashion to enable the Company Secretary to make any necessary filings with the ASX and/or ASIC.

BOARD OF DIRECTORS' CHARTER

23 August 2023



- Each Non-Executive Director must seek approval from the Chair before accepting, any new role that could impact upon the time commitment expected of the Director or give rise to a conflict of interest.

F. COMPANY SECRETARY

- The Company Secretary is accountable to the Board, through a dotted reporting line to the Chair, for all governance matters to do with the proper functioning of the Board.
- The Company Secretary is responsible for advising the Board and its Committees on corporate governance matters, monitoring that the Board and Committee policy and procedures are followed, co-ordinating the timely completion and despatch of Board and Committee papers, ensuring that the business at the Board and Committee meetings is accurately captured in the minutes, and helping to organise and facilitate the induction and professional development of the Directors.
- Each Director has unrestricted access to the Company Secretary and the Company Secretary has unrestricted access to each Director.
- The appointment and removal of the Company Secretary must be determined by the Board.

G. MEETINGS

- The Board will meet at least four (4) times a year.
- A Director may at any time convene a Board meeting by giving a reasonable notice to all members of the Board.
- A quorum is two (2) Directors.
- The Company Secretary will use best endeavours to ensure that all Directors receive meeting papers at least four (4) clear business days prior to the Board meeting.
- The Company Secretary shall take accurate minutes of the Board meeting and will ensure all members of the Board receive a copy.

- If the current Chair is not present at a Board meeting, the Directors present shall elect one (1) of them to be the Chair of the meeting.
- Resolutions arising at a Board meeting shall be decided by a majority of votes of Directors present and voting. However, in all circumstances, a resolution will only be carried with the support of a majority of Non-Executive Directors.
- The Chair of the meeting has a casting vote in addition to his/her deliberative vote, provided that:
 - more than two (2) Directors are present;
 - more than two (2) Directors are qualified to vote on the resolution being considered; and
 - the decision is not in relation to the remuneration or re-appointment of the Chair.
- The Board may set the form of reports to be received (and the timeframe for delivery) from the Executive Directors and Platinum's management to enable the Board to effectively discharge its duties.
- A Director may request additional information where he/she considers it is necessary to make informed decisions.

H. DIRECTOR INDEPENDENCE

- In determining the 'independence' of a Director, the Board will consider all the circumstances relevant to the Director, bearing in mind that an independent director should be able to exercise unfettered judgement in the best interests of the Company's shareholders generally. Factors that the Board will consider in assessing independence are outlined in H.2 and H.3.
- An "independent director" is a Non-Executive Director who is free of any interest, position, association or relationship that could influence (or could reasonably be perceived to influence), in a material respect, the independent exercise of his/her judgement and the ability to act in the best interests of shareholders generally.
- The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition establish a number of factors that may be

BOARD OF DIRECTORS' CHARTER

23 August 2023



considered when assessing the independence of directors. The factors include whether a Director:

- a. is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;
 - b. receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
 - c. is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
 - d. is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder;
 - e. has close personal ties with any person who falls within any of the categories described above - these ties may be based on family, friendship or other social or business connections; or
 - f. has been a Director of the entity for such a period that their independence from management and substantial holders may have been compromised.
4. These factors are only indicators of matters in which to assess the independence of a Director.
 5. Personal ties and cross-directorships may be relevant in considering interests and relationships which may affect independence, and Directors must disclose these to the Board.
 6. Materiality is to be judged by the Board on both a quantitative and qualitative basis.
 7. All Non-Executive Directors are to disclose to the Company, as soon as possible, any information that may affect their independence. A review of Non-Executive Directors' independence is undertaken by the tabling of individual Non-Executive Director's interests at each Board meeting. The Board will also review the 'independence' of each Non-Executive Director annually.

I. DIRECTOR EQUITY HOLDINGS

1. Non-Executive Directors should invest at least one year's director's fees (excluding Committee fees) in the Company's shares, within three years of joining the Board. The price of the Company's shares for the purposes of this calculation shall be the price at the time of the Non-Executive Directors' appointment (in respect of Company shares already owned) or the price at the time of purchase of the Company's shares (in respect of Company shares acquired after the date of the Non-Executive Directors' appointment to the Board).
2. Executive Directors are subject to a Minimum Shareholding Requirement Policy. Executive Directors are required to hold the equivalent of (including vested awards) 2 x fixed remuneration for the CEO and 1 x fixed remuneration for the other executive directors in the Company's shares. Executive Directors are required to meet these requirements within three years for current executive directors and within five years of becoming an executive director for any new executive director.

J. INDEPENDENT PROFESSIONAL ADVICE

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

K. BOARD COMMITTEES

1. The Board may establish committees to assist it in carrying out its responsibilities, and shall adopt charters setting out matters relevant to the composition, responsibilities and administration of such committees, and other matters that the Board may consider appropriate.
2. The Board will establish an Audit, Risk & Compliance Committee and will adopt a charter setting out matters relevant to the composition, responsibilities and administration of that committee.

BOARD OF DIRECTORS' CHARTER

23 August 2023



3. The Board will establish a Nomination & Remuneration Committee and will adopt a charter setting out matters relevant to the composition, responsibilities and administration of that committee, including the responsibility of that committee to establish a Diversity and Inclusion Committee to review and report on all diversity and inclusion matters, including the relative proportion of women and men employed by Platinum.
4. The Board will establish a Due Diligence Committee to assist the Board in fulfilling its responsibilities under the Corporations Act 2001 (*Cth*) and Regulations and under the ASX Listing Rules, in the context of its continuous disclosure responsibilities and/or any proposed buy-back by the Company of its shares, and will adopt a charter setting out matters relevant to the composition, responsibilities and administration of that committee.
5. The Board has determined that no other committees are necessary given the size and specialised nature of the Company.

L. BOARD PERFORMANCE

1. The Board is to review its own performance (at least annually) against previously agreed quantitative and qualitative indicators.
2. The Chair reviews with each non-Executive Director his/her individual performance and, after obtaining feedback from the other Directors, a nominated non-Executive Director reviews the Chair's performance.
3. The Chair will review the performance of the Managing Director. The Managing Director will review the performance of each other Executive Director. However the Chair will meet with the other Executive Directors and the Company Secretary to discuss the results of their individual annual performance assessments.
4. The Board will undertake a formal annual review of its overall effectiveness, including its delegated committees. If necessary, the Board will implement changes to improve the effectiveness of the Board and any delegated committee.
5. The Board will review its performance in progressing toward the measurable diversity and inclusion objectives.

6. The Board will seek to ensure that:
 - a. its Directors have an appropriate balance between those with financial services industry experience and those with an alternative perspective;
 - b. the knowledge and skills represented by Directors and the composition and mix of that knowledge and those skills remains appropriate for the Company, to enable the Board to discharge its duties effectively and to add value;
 - c. the composition of the Board is diverse such that Directors bring different perspectives and experiences to the Board, avoiding "groupthink" or other cognitive biases in decision making;
 - d. it has an appropriate number of independent Non-Executive Directors who can challenge Platinum's management and hold them to account, and who are able to represent the best interests of the Company as a whole; and
 - e. the size of the Board is conducive to effective discussion and efficient decision making.
7. The Board together with the Company Secretary will establish induction procedures so that new Board appointees can participate fully and actively in Board decision-making at the earliest opportunity. The Company Secretary is responsible for arranging for a new Director to undertake the induction programme.
8. Directors shall have access to continuing education to update and enhance their skills and knowledge relevant to the performance of their roles as Directors of the Company and more generally the financial services industry (in which Platinum operates).

M. CONSTITUTION

The Constitution is a key governance document. The Board must ensure that it complies at all times with the provisions of the Constitution. The Company's Constitution prevails over this Charter to the extent of any inconsistency.

N. REVIEW

The Board may amend and review this Charter from time to time.

BOARD OF DIRECTORS' CHARTER

23 August 2023



O. GLOSSARY

AGM	annual general meeting of Shareholders of the Company
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691)
Board	board of Directors of the Company
Chair	chairperson of the Board
Charter	this Board charter
Company	Platinum Asset Management Limited (ABN 13 050 064 287)
Company Secretary	secretary of the Company
Constitution	constitution of the Company
Corporations Act	Corporations Act 2001 (Cth), as amended from time to time
Executive Director	a director of the Company who is employee of Platinum
Director	director of the Company
Director's Code of Conduct	Company's Directors' code of conduct, as amended by the Board from time to time
Executive Director	the Managing Director and any other Director who is an employee of Platinum
Listing Rules	ASX listing rules, as amended from time to time
Managing Director	managing director of the Company
Non-Executive Director	a Director who is not an employee of Platinum
Shareholder	holder of shares in the Company