



All general correspondence to:
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MR SAM SAMPLE
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123 SAMPLE STREET
THE SAMPLE HILL
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SAMPLEVILLE VIC 30

Dear Shareholder,

It is my pleasure to invite you to the 2023 Annual General Meeting (**AGM or Meeting**) of Platinum Capital Limited (**Company**), which will take place at **10:00am (AEDT) on Thursday, 26 October 2023**.

We will be holding a hybrid meeting to allow Shareholders to either attend in person at the **Museum of Sydney, corner of Phillip and Bridge Streets, Sydney, NSW** or otherwise online at <https://meetings.linkgroup.com/PMC23> using the online meeting platform. A guide on how to use the platform is available under the Annual General Meeting section of the Company's website at <https://www.platinum.com.au/our-products/platinum-capital-limited> under the ASX Releases & Updates ribbon.

The AGM provides Shareholders with an opportunity to receive an update on the Company's performance during the year, to ask questions of the Board, as well as the Company's Auditor, and to vote on items of business before the AGM. After the conclusion of the Meeting, Mr Andrew Clifford of Platinum Investment Management Limited will provide an update on the Company's investment portfolio and global equity markets.

Included in this booklet is the Notice of Meeting, Explanatory Notes (including the Board's voting recommendations), Important Information for Shareholders, and the Proxy Form. The items of business at the AGM are outlined in the Notice of Meeting and should be read together with the Explanatory Notes. In particular, Shareholders will be asked to vote on the re-election of Ms Margaret Towers as a Non-Executive Director of the Company and the adoption of the Company's Remuneration Report for the financial year 30 June 2023.

If you are unable to attend the AGM, you also have the option to lodge a vote directly or appoint a proxy to vote on your behalf at the AGM. You may also submit questions in advance of the AGM by emailing invest@platinum.com.au. Please refer to the Important Information for Shareholders for further details.

On behalf of the Board, we look forward to welcoming you to the 2023 AGM.

Yours faithfully

Margaret Towers
Board Chair

22 September 2023

Notice of Annual General Meeting 2023

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Platinum Capital Limited (Company) will be held on **Thursday, 26 October 2023** commencing at **10:00am (AEDT)**.

Shareholders and proxyholders may participate, vote and ask questions in the Meeting either:

- a) In person: at the Museum of Sydney, corner of Phillip and Bridge Streets, Sydney, NSW; or
- b) Online: through Link Market Services' online meeting platform accessible through this link <https://meetings.linkgroup.com/PMC23>

The Notice of Meeting should be read in conjunction with the accompanying Explanatory Notes, Important Information for Shareholders, and the Proxy Form, which form part of this Notice of Meeting.

BUSINESS OF THE MEETING

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

To discuss the Company's financial statements and statutory reports for the financial year ended 30 June 2023.

B. Items for Shareholder approval

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

To consider and, if thought appropriate, pass the following ordinary resolution:

That Margaret Towers, a Non-Executive Director retiring in accordance with the Company's Constitution and ASX Listing Rule 14.4, being eligible, is re-elected as a Non-Executive Director of the Company.

Resolution 2 – Adoption of the Remuneration Report

To consider and, if thought appropriate, pass the following advisory resolution:

That the Remuneration Report of the Company for the financial year ended 30 June 2023 be adopted.

Under the *Corporations Act 2001* (Cth), the vote on this resolution is advisory only and will not bind the Company or the Directors.

By order of the Board

Joanne Jefferies
Company Secretary

22 September 2023

EXPLANATORY NOTES

Introduction

These Explanatory Notes are intended to provide Shareholders with important background information in relation to each item of business. These notes should be read in conjunction with the Notice of Meeting.

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

The Company's Financial Report, Directors' Report and the Auditor's Report for the financial year ended 30 June 2023 (which are contained in the 2023 Annual Report) 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 2023 Annual Report is available under the Financial Statements & Annual Reports section of the Company's website at <https://www.platinum.com.au/our-products/platinum-capital-limited> under the ASX Releases & Updates ribbon.

Shareholders will be given a reasonable opportunity during the AGM to ask questions and make comments in relation to the 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 Non-Executive Director

Rule 46(a) of the Company's Constitution provides that a Director may not hold office for a continuous period in excess of three years or past the third annual general meeting following the Director's appointment, whichever is longer, without submitting for re-election.

Ms Towers, having last stood for re-election at the 2020 AGM, is retiring from office and in accordance with rule 46(a) of the Company's Constitution and ASX Listing Rule 14.4, offers herself for re-election at the AGM. A summary of Ms Towers' qualifications and experience is detailed below.

Margaret Towers CA, GAICD

Ms Towers was appointed as an independent Non-Executive Director on 31 March 2018. Ms Towers is the Board Chair and also serves as a member of the Audit, Risk and Compliance Committee.

Ms Towers has over 35 years' 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 and Board Chair of Platinum Asia Investments Limited. Ms Towers was previously a Non-Executive Director of Platinum Asset Management Limited, serving on its Audit, Risk & Compliance Committee and Nomination & Remuneration Committee and IMB Limited, serving as Chair and member of IMB's Risk Committee, Audit Committee and Financial Planning Committee.

Board Recommendation

Having regard to Ms Towers' knowledge, skills and experience, 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 Non-Executive Director of the Company.

Resolution 2 – Adoption of the Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2023 is set out in the Company's 2023 Annual Report, available under the Financial Statements & Annual Reports section of the Company's website at <https://www.platinum.com.au/our-products/platinum-capital-limited> under the ASX Releases & Updates ribbon.

This item provides an opportunity for Shareholders at the Meeting to comment on, and ask questions about, the 2023 Remuneration Report. The vote on this item will be advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

A summary of the Remuneration Report for the financial year ended 30 June 2023 is as follows:

- The Company had four key management personnel during the year*.
- The annual remuneration paid by the Company to its Board Chair, Margaret Towers, was \$55,250 (including superannuation).
- The annual remuneration paid by the Company to each of Richard Morath, Jim Clegg and Ian Hunter, being Non-Executive Directors was \$44,200 (including superannuation).

* Mr Clegg resigned from the Board on 30 June 2023.

EXPLANATORY NOTES (CONTINUED)

Voting Exclusion Statement

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 2 (in any capacity) by, or on behalf of, 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 2023, or a Closely Related Party of such a member, unless it is cast as proxy for a person who is entitled to vote on Resolution 2 where the proxy form specifies the way the proxy is to vote on the item. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy form expressly authorises the Chair of the Meeting to exercise undirected proxies even if the item is connected, directly or indirectly, with the remuneration of the KMP.

Closely Related Party has the meaning given in the Corporations Act and includes:

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

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 2023 Annual Report and are its Non-Executive Directors.

Board Recommendation

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 2023. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

IMPORTANT INFORMATION FOR SHAREHOLDERS

Am I eligible to vote?

You are eligible to vote at the AGM if you are a registered Shareholder as at 7:00pm (AEDT) on Tuesday, 24 October 2023.

How can I vote?

If you are entitled to vote at the AGM you can exercise your vote in one of the following ways:

a) Lodge your vote directly before the AGM

You can lodge your vote prior to the AGM:

Online:	at https://investorcentre.linkgroup.com using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode, which is set out on the enclosed Proxy Form.
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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.
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By Mail (using reply paid envelope for Australian residents only)	Platinum Capital Limited c/o Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
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By Fax:	+61 (2) 9287 0309
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By Hand*:	Link Market Services Limited Paramatta Square, Level 22, Tower 6, 10 Darcy Street, Paramatta NSW 2150; or Level 12, 680 George Street, Sydney NSW 2000
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* During business hours (Monday to Friday, 9:00am to 5:00pm)

Votes by Shareholders must be received by the Company's share registry, Link Market Services, by **no later than 10:00am (AEDT) on Tuesday, 24 October 2023.**

b) Appoint a proxy before the AGM

You can appoint a proxy to attend the AGM and vote at the AGM on your behalf:

Online: At <https://investorcentre.linkgroup.com> using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode, which is set out on the enclosed Proxy Form.

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.

Or by completing the enclosed Proxy Form and returning it in accordance with the lodgement instructions below:

By Mail (using reply paid envelope for Australian residents only)	Platinum Capital Limited c/o Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
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By Fax:	+61 (2) 9287 0309
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By Hand*:	Link Market Services Limited Paramatta Square, Level 22, Tower 6, 10 Darcy Street, Paramatta NSW 2150; or Level 12, 680 George Street, Sydney NSW 2000
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* During business hours (Monday to Friday, 9:00am to 5:00pm)

Proxy appointments must be received by the Company's share registry, Link Market Services, by **no later than 10:00am (AEDT) on Tuesday, 24 October 2023**.

A proxy may be an individual or body corporate and is not required to be a Shareholder of the Company.

You may direct your proxy on how to vote on the proposed resolutions by following the instructions on the Proxy Form that accompanies this Notice of Meeting, and 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 Notes.

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.

c) Vote online during the AGM

You can attend the AGM by logging into the online platform <https://meetings.linkgroup.com/PMC23>.

You will be able to vote online through the platform during the AGM.

The Chair of the Meeting will open the poll shortly after the Meeting commences at **10:00am (AEDT) on Thursday, 26 October 2023** and you will be able to vote at any time during the Meeting until the time the Chair announces voting closure.

If you have lodged a direct vote or appointed a proxy before the Meeting and then vote online during the Meeting, your direct vote or proxy vote (as applicable) will be cancelled.

We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- enter <https://meetings.linkgroup.com/PMC23> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN and postcode to obtain a voting card; and
- proxyholders will need their proxy code which Link Market Services will provide via email no later than the day prior to the meeting.

A guide on how to use the online platform is available under the Annual General Meeting section of the Company's website at <https://www.platinum.com.au/our-products/platinum-capital-limited>, under the ASX Releases & Updates ribbon.

IMPORTANT INFORMATION FOR SHAREHOLDERS (CONTINUED)

d) **Vote in person at the AGM**

Vote in person at the AGM by attending the physical venue.

You can attend the AGM in person which will be held at **10:00am (AEDT)** on **Thursday, 26 October 2023** at the **Museum of Sydney, corner of Phillip and Bridge Streets, Sydney, NSW.**

Registration will open from **9:30am (AEDT).**

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 registry (phone 1300 554 474) or online at 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 body corporate's representative, to the Company's share registry, Link Market Services, prior to the Meeting.

Chair as proxy

You may appoint the Chair of the Meeting as your proxy. If you direct the Chair of the Meeting how to vote on an item of business, your vote will be cast in accordance with your direction. If you do not direct the Chair of the Meeting how to vote on an item of business, or the Chair of the Meeting becomes your proxy by default, then by submitting a proxy appointment you will be expressly authorising the Chair of the Meeting to exercise your votes as an undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the Key Management Personnel (KMP).

Chair's voting intentions

The Chair intends to vote all available proxies in favour of all resolutions. If you appoint the Chair of the Meeting as your proxy, or the Chair of the Meeting is taken to be appointed as your proxy and you have not specified the way to vote on an item of business, the Chair of the Meeting intends to exercise your votes in favour of the relevant resolution.

All resolutions by poll

Voting on each of the proposed resolutions at the AGM will be conducted by a poll.

How can I ask questions?

You can ask or submit questions using one of the options below. Questions should be relevant to the AGM.

a) Before the AGM

You can submit questions before the AGM by emailing invest@platinum.com.au.

b) At the AGM

If attending the AGM online, you will have the opportunity to ask questions during the Meeting:

- via the online platform at or <https://meetings.linkgroup.com/PMC23>
- by telephone:
 - Australia: 1800 870 861
 - International: + 61 2 9189 8866

The Company's online meeting guide which is available under the Annual General Meeting section of the Company's website at <https://www.platinum.com.au/our-products/platinum-capital-limited> under the ASX Releases & Updates ribbon, provides more detailed information on how to ask questions online or by telephone if attending the AGM online.

If a number of Shareholders submit the same or a similar question online to the Meeting, it may be practical for the Chair of the Meeting to respond only once, addressing the Shareholders who submitted the same or similar question.

If attending the AGM **in person** at the venue, the Chair will invite you to use a microphone to ask your question at the appropriate time.

LODGE YOUR VOTE

-  **ONLINE**
<https://investorcentre.linkgroup.com>
-  **Please see reverse for Mobile Voting**
-  **BY MAIL**
Platinum Capital Limited
c/o Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Platinum Capital Limited (ABN 51 063 975 431) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair 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 Chair 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, 26 October 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Museum of Sydney, corner of Phillip and Bridge Streets, Sydney, NSW** or logging in online at <https://meetings.linkgroup.com/PMC23> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 2: If the Chair 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 Chair 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 Chair of the Meeting intends to vote undirected proxies in favour of each Resolution.


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

Resolutions	For	Against	Abstain*
1 Re-election of Margaret Towers as a Non-Executive 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) <input type="text"/>	Joint Shareholder 2 (Individual) <input type="text"/>	Joint Shareholder 3 (Individual) <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 Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1 and provide their email address. 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 Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted in favour of each Resolution, 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 Resolution. 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:

- (a) 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
- (b) 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 registrars@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/corporate/resources/forms.html.

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, 24 October 2023**, 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

<https://investorcentre.linkgroup.com>

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).



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 <https://investorcentre.linkgroup.com> 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/o 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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