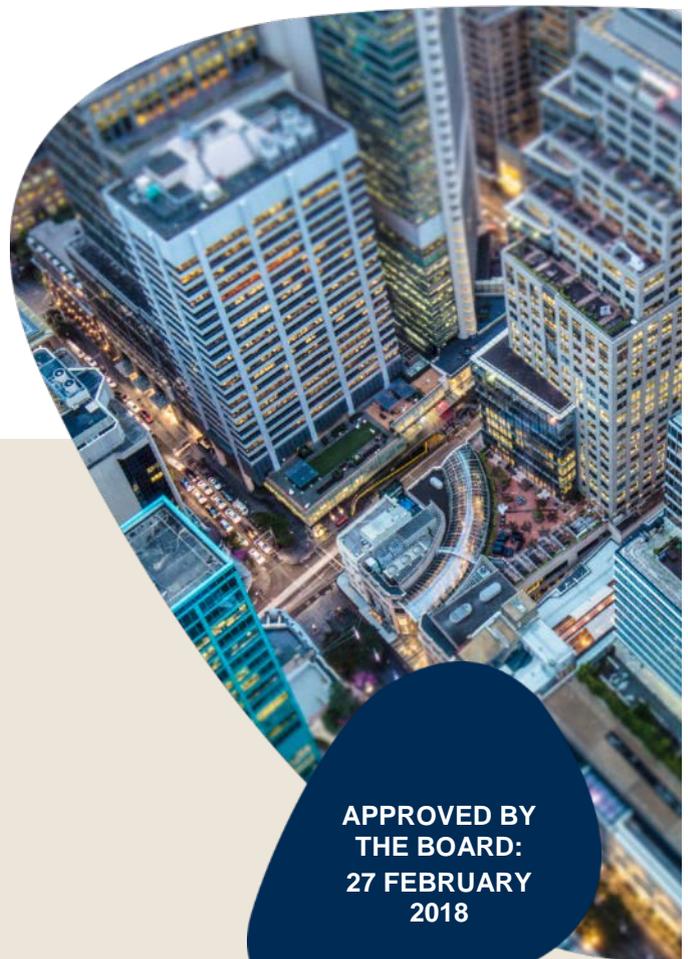


**DIVIDEND
POLICY**



DIVIDEND POLICY

Pengana Capital Group Limited
ABN 43 059 300 426



**APPROVED BY
THE BOARD:
27 FEBRUARY
2018**

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DIVIDEND POLICY

1. PURPOSE

Pengana Capital Group Limited (**PCG or Pengana**) is an ASX-listed investment management company.

The purpose of this Policy is to ensure fair trading in the securities of PCG and to outline the principles to be considered for the payment of a dividend by PCG in accordance with the ASX listing rules (**Listing Rules**) and the Corporations Act.

2. POLICY

The Board of PCG recognises the value placed by shareholders in receiving regular dividends.

PCG generates income from several sources that will contribute to its ability to pay a dividend. The two overriding sources are:

- Management fees
- Performance fees

Profits from management fees will be reasonably predictable and should broadly track the Company's funds under management. Whilst we seek to generate performance fees on a regular basis we acknowledge that they can and may be volatile. In some years it is possible that there will be none.

After addressing the ongoing capital needs of PCG it is our intention to pay out the majority of PCG's earnings in both an interim and final dividend.

3. DEFINITIONS

In this Policy, unless the context otherwise indicates:

TERM	DEFINITION
Board	means the full board of directors of the Company.
Committee	means a committee established by the Board.
Company	means Pengana Capital Group Limited.
Constitution	means the constitution of the Company, as amended from time to time.
Director	means a member of the Board.
Pengana Group	means the Company and each of its related bodies corporate.
Independent Director	means a Director who has been determined by the Board to be independent in accordance with the requirements and recommendations of the Listing Rules.
Laws	means all applicable laws in place in the relevant jurisdiction including but not limited to regulatory guides and the Listing Rules.
Listing Rules	means the listing rules of the market operated by the ASX Limited.