





NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the 2018 Annual General Meeting (Meeting) of Shareholders of Pengana Capital Group Limited ACN 059 300 426 (Pengana or Company) will be held on Tuesday 30 October 2018 at 3:00pm (Sydney time) at Computershare, Level 4, 60 Carrington Street, Sydney, NSW 2000.

Shareholders unable to attend the Meeting are invited to vote by proxy on the resolutions to be considered at the Meeting.

Explanatory Notes and instructions on how to vote (including how to vote by proxy) are set out in this Notice.



ORDINARY BUSINESS

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and of the consolidated entity, the Directors' Report, and the Auditor's Report for the year ended 30 June 2018.

Please note neither the Corporations Act nor the Company's Constitution requires Shareholders to vote on such reports.

2. Re-election of Director: Mr Warwick Negus

To consider and, if thought fit, with or without amendment, pass the following as an Ordinary Resolution:

"That Mr Warwick Negus, who retires by rotation in accordance with article 11.2 of the Company's Constitution and, being eligible, is re-elected as a Director of the Company."

3. Re-election of Director: Mr David Groves

To consider and, if thought fit, with or without amendment, pass the following as an Ordinary Resolution:

"That Mr David Groves, who retires by rotation in accordance with article 11.2 of the Company's Constitution and, being eligible, is re-elected as a Director of the Company."

4. Remuneration Report

To consider and, if thought fit, with or without amendment, pass the following as an **Ordinary Resolution**:

"That the Remuneration Report of the Company as set out in the Directors' Report (as part of the Directors' Report) for the financial year ended 30 June 2018 be adopted."

Please note in accordance with section 250R of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion:

Votes cannot be cast on Resolution 4:

- by, or on behalf of a member of the Company's Key Management Personnel (**KMP**) whose remuneration is disclosed in the Remuneration Report or any of their closely related parties (such as close family members and any controlled companies); or
- as a proxy by a member of the KMP or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote:
 - directed proxies, in accordance with the direction on the proxy form specifying how the proxy is to vote; or
 - for undirected proxies, by the Chairman pursuant to an express authorisation in the proxy form to vote undirected proxies as the Chairman sees fit even if that resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

Note: The Chairman will vote all undirected proxies in favour of this resolution.

SPECIAL BUSINESS

5. Amendment to the Constitution

To consider and, if thought fit, with or without amendment, pass the following resolution as a **Special Resolution**:

"That the Constitution of the Company be amended with immediate effect in the manner set out in the Explanatory Notes."

By order of the Board of Directors

Paula Ferrao

Company Secretary

21 September 2018



VOTING INFORMATION

Voting entitlements

Persons holding Shares in the Company at 7:00pm (Sydney time) on Sunday 28 October 2018 shall, for the purposes of ascertaining entitlements to attend and vote at the Meeting, be taken to be Shareholders of the Company.

Shareholders entitled to vote at the Meeting can do so by attending the Meeting and voting in person or by attorney or, in the case of corporate members, by corporate representative OR by appointing a proxy to attend the Meeting and vote on their behalf.

Proxies

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on the Shareholder's behalf. A proxy may be an individual or body corporate and is not required to be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes at the Meeting 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 appointing Shareholder's votes. Fractions of votes will be disregarded.

Corporate members must provide the Company with satisfactory evidence of the appointment of any corporate representative, prior to the commencement of the Meeting. A proxy can be either an individual or a body corporate.

Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- provides the Company with satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

A Proxy Form and a replied paid envelope are enclosed with this Notice. A Shareholder may direct a proxy on how to vote on the proposed resolutions by following the instructions on the Proxy Form. The facility for online proxy voting has been provided at www.investorvote.com.au.

To be valid, online proxy voting or completed Proxy Forms must be submitted by no later 3:00pm (Sydney time) on Sunday 28 October 2018. Completed Proxy Forms can be lodged:

- Online: at www.investorvote.com.au
- By mail: GPO Box 242, Melbourne VIC 3001
- By facsimile: 1800 783 447
- By hand: c/- Pengana Capital Group Limited, Level 12, 167 Macquarie Street, Sydney

Undirected Proxies

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each Resolution by marking either "For", "Against" or "Abstain" against each item of business on the Proxy Form.

It is important that you direct your proxy how to vote on each item of business. If, however, you appoint the Chairman as your proxy, he will vote undirected proxies on, and in favour of, all of the proposed Resolutions. If you do not want the Chairman to cast your vote in favour of a Resolution, you must direct him to vote against the relevant Resolution or to abstain from voting on the relevant Resolution.



EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide Shareholders with sufficient information to assess the merits of the Resolutions and the business to be conducted at the Meeting. You should read the Explanatory Notes in full before making any decisions in relation to the Resolutions.

ORDINARY BUSINESS

RESOLUTION 1: FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

In accordance with section 317 of the Corporations Act, the Financial Report and the reports of the Directors and the auditor for the financial year ended 30 June 2018 will be presented for consideration by Shareholders at the Meeting. Shareholders will be given a reasonable opportunity to ask questions and to make comments in relation to these reports.

Shareholders will also be given the opportunity to ask a representative of the Company's auditor, Grant Thornton, 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 relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Neither the Corporations Act nor the Company's Constitution requires Shareholders to vote on such reports. The Directors', Auditor's and Financial Reports can be found in the Company's 2018 Annual Report, which is available on the Company's website at www.pengana.com/shareholders. Shareholders who have specifically requested a hard copy of the Annual Report will receive it by mail.

RESOLUTION 2: RE-ELECTION OF DIRECTOR: MR WARWICK NEGUS

In accordance with article 11.2 of the Constitution, at every AGM, one-third of the Directors for the time being (other than any Managing Director) or, if their number is not a multiple of three, then the whole number nearest to but not less than one-third, must retire from office.

A Director who is required to retire under this rule retains office until the dissolution or adjournment of the meeting at which the retiring Director retires. The Director(s) to retire at an AGM are those who have been longest in office since their last election but, as between persons who became (a) Director(s) on the same day, those to retire must (unless they otherwise agree among themselves) be determined by ballot. A retiring Director is eligible for re-election.

Mr Warwick Negus is retiring at this meeting pursuant to the above rule and, being eligible, offers himself for re-election.

Warwick Negus

Chairman

Mr Warwick Negus is Chairman of the Company (appointed on 1 June 2017), having previously been a Non-Executive Director of Pengana Holdings Pty Ltd.

Mr Negus has more than 30 years' experience in the finance industry across Asia, Europe and Australia. His previous executive roles include the Chief Executive Officer of Colonial First State Global Asset Management, Co-founder and Chief Executive Officer of 452 Capital, and a Managing Director of Goldman Sachs in Australia, London and Singapore.

He was also a Vice President of Bankers Trust Australia. Mr Negus is currently a director of Washington H. Soul Pattinson and Company Limited, Bank of Queensland, Terrace Tower Group, Virgin Australia Holdings Limited and FINSIA.

He is also a member of Council of University of NSW and Chairman of ASX listed URB Investments Limited.

The Directors (other than Mr Warwick Negus) recommend that Shareholders vote in favour of the re-election of Mr Warwick Negus. The Chairman intends to vote undirected proxies in favour of the re-election of Mr Warwick Negus.



RESOLUTION 3: RE-ELECTION OF DIRECTOR MR DAVID GROVES

Mr David Groves is retiring at this meeting pursuant to the rule described in the Explanatory Notes for Resolution 2 above and, being eligible, offers himself for re-election.

David Groves Non-Executive Director

Mr David Groves is a Non-Executive Director of the Company (appointed on 5 April 2016).

Mr David Groves has 26 years' experience as a company director. Mr David Groves is Chairman of Pyrolyx AG and Tasman Sea Salt Pty Ltd and is a non-executive director of Pengana International Equities Limited and of Pipers Brook Vineyard Pty Ltd. He is a former director of EQT Holdings Ltd, Tassal Group Ltd and GrainCorp Ltd and a former executive with Macquarie Bank Limited and its antecedent, Hill Samuel Australia.

Mr Groves is an advisory board member of the Australian Rugby Foundation and a member of the Council of Wollongong University.

David Groves is a member of the Australian Institute of Chartered Accountants and a fellow of the Australian Institute of Company Directors.

The Directors (other than Mr David Groves) recommend that Shareholders vote in favour of the re-election of Mr David Groves. The Chairman intends to vote undirected proxies in favour of the re-election of Mr David Groves.

RESOLUTION 4: REMUNERATION REPORT

The Remuneration Report can be found in the Company's 2018 Annual Report, which is available on the Company's website at www.pengana.com/shareholders. The Remuneration Report sets out the Company's remuneration information in relation to Non-Executive Directors, Executive Directors and other specified executives, collectively termed Key Management Personnel.

In accordance with section 250R of the Corporations Act, the Company is required to put to the vote a resolution that the Remuneration Report be adopted. Shareholders should note that this resolution is an 'advisory only' resolution and does not bind the Directors or the Company, but the outcome of the vote could have consequences for the Board. In any case the Directors will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

In accordance with the Corporations Act, the Chairman will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors note that each Director has a personal interest in their own remuneration and therefore they do not consider it is appropriate to make a voting recommendation in relation to this resolution. The Chairman intends to vote all available undirected proxies in favour of the adoption of the Remuneration Report.

SPECIAL BUSINESS

RESOLUTION 5: AMENDMENT TO THE CONSTITUTION

Under Article 11.2 of the Company's Constitution, at every annual general meeting (**AGM**), one-third of the Directors for the time being (other than any Managing Director) must retire from office. If their number is not a multiple of three, then the whole number nearest to but not less than one-third must retire from office.

The Company currently intends to maintain its relatively small Board of four Directors (not including the Managing Director). In these circumstances, two of the four Directors would be required to retire at every AGM, and consequently, each Director would be required to be re-elected every second year. This results in a situation where Directors are regularly required to seek re-election at intervals shorter than the three years contemplated under the Listing Rules.

Accordingly, the Company proposes to amend Article 11.2 of its Constitution to better align the rotation provision with the requirements under the Listing Rules. The proposed amendment is as follows:

"Subject to rules 11.4 and 11.5(b), at every annual general meeting, one-third of the Directors for the time being (other than any Managing Director), or, if their number is not a multiple of three, then the whole number nearest whole number to but not less than one, must retire from office. A Director (other than any Managing Director) must retire from office at the conclusion of the third annual general meeting after which the Director was elected or re-elected. A Director who is required to retire under this rule retains office until the dissolution or adjournment of the meeting at which the retiring Director retires. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by ballot. A retiring Director is eligible for re-election."

The Company also seeks a balance of short- and long-tenured Directors to ensure that fresh perspectives are provided, and that experience, continuity and stability exist on the Board. The proposed amendment seeks to achieve this balance.

Pursuant to Section 136(2) of the Corporations Act, the Constitution can be amended by a special resolution passed by Shareholders at a general meeting of the Company. If passed by Shareholders at the Meeting, these amendments will have immediate effect.

The Directors recommend that Shareholders vote in favour of the Resolution. The Chairman intends to vote undirected proxies in favour of the Resolution.



GLOSSARY

AGM means annual general meeting of the Company.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 or the market it operates, as the context requires.

Board means the board of directors of the Company.

Company or Pengana means Pengana Capital Group Limited ACN 059 300 426.

Corporations Act means Corporations Act 2001 (Cth).

Director means a director of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Notes means the explanatory notes which form part of this Notice.

Key management personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or non-executive) of the Company.

Listing Rules means the official Listing Rules of the ASX, as amended or waived from time to time.

Meeting means the annual general meeting of the Company the subject of the Notice to be held on Tuesday 30 October 2018.

Notice means this notice of annual general meeting.

Ordinary Resolution means a resolution passed by more than 50% of the Shareholders eligible to vote on the relevant resolution and present at the Meeting, either in person or by proxy.

Proxy Form means the proxy form that accompanies the Explanatory Notes or is available from the Company.

Resolution means a resolution to be put to Shareholders at the Meeting as set out in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Special Resolution means a resolution:

- of which notice has been given as set out in section 249L(1)(c) of the Corporations Act; and
- that has been passed by at least 75% of the Shareholders eligible to vote on the relevant resolution and present at the Meeting, either in person or by proxy.







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SAMPLEVILLE VIC 3030

Lodge your vote:

Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Alternatively you can fax your form to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

Proxy Form XX



Vote and view the annual report online

- •Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 19999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 3.00pm (Sydney time) on Sunday 28 October 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE, or turn over to complete the form



MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Change of address. If incorrect,
mark this box and make the
correction in the space to the left.
Securityholders sponsored by a
broker (reference number
commences with 'X') should advise
your broker of any changes



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IND

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PTE: Leave this box blank if ected the Chairman of the not insert your own name(s	you have selected the		the Chairman of the Meeting OR
ons have been given, an to be held at	ns (or if no directions has all Group Limited to be	orporate named, or if no individual or body corporate is named, the on my/our behalf and to vote in accordance with the following direction the proxy sees fit) at the Annual General Meeting of Pengana Capington Street, Sydney, NSW 2000 on Tuesday 30 October 2018 at that Meeting.	to act generally at the Meeting of to the extent permitted by law, as
nan to exercise my/our	norise the Chairman to	se undirected proxies on remuneration related resolutions: Whe Chairman becomes my/our proxy by default), I/we expressly aut we have indicated a different voting intention below) even though Itek key management personnel, which includes the Chairman.	the Meeting as my/our proxy (or proxy on Item 4 (except where I/
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Signature of Security	moider(s) mi	s section must be comple	tea.				
Individual or Securityholder 1	Securityholder 2	Securityholder 2		Securityholder 3			
Sole Director and Sole Company Secretary	Director		Director/Compa	Director/Company Secretary			
Contact		Contact Daytime			1	1	
Name		Telephone		Date			