

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b> <b>PENGANA CAPITAL GROUP LIMITED</b>
<b>ABN</b> <b>43 059 300 426</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Warwick Martin Negus
Date of last notice	29 June 2020

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ol style="list-style-type: none"> <li>1. Registered proprietor – Farnworth House Pty Ltd ACN 102 850 457 ("FHP"). Mr Negus is a shareholder of FHP</li> <li>2. Registered proprietor – Pretage Pty Ltd ACN 113 963 170 (PPL). Mr Negus is a shareholder of PPL.</li> <li>3. Registered proprietor - Pengana Holdings Pty Ltd ABN 63 103 765 082 in its capacity as Trustee of the Pengana Capital Group Limited Employee Share Trust ("Trust"). The Trust holds Restricted Shares allocated to Mr Negus under Pengana Capital Group Limited's Non-executive Director Equity Plan for the benefit of Mr Negus.</li> </ol>
Date of change	26 August 2020
No. of securities held prior to change	<ol style="list-style-type: none"> <li>1. Farnworth House Pty Ltd - 2,809,949 fully paid ordinary shares</li> <li>2. Pretage Pty Ltd – 630,051 fully paid ordinary shares</li> </ol>

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+ See chapter 19 for defined terms.

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Class	Fully paid ordinary shares
Number acquired	39,137 fully paid ordinary shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$42,617.98
No. of securities held after change	1. Farnworth House Pty Ltd - 2,809,949 fully paid ordinary shares  2. Pretage Pty Ltd – 630,051 fully paid ordinary shares  3. Pengana Holdings Pty Ltd – 39,137 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of Non-Executive Director (NED) Restricted Rights into Restricted Shares, in accordance with the Pengana Capital Group Limited NED Equity Plan Rules

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	Pengana Capital Group Limited NED Equity Plan Rules
Nature of interest	Exercise of NED Restricted Rights into Restricted Shares in accordance with the Pengana Capital Group Limited NED Equity Plan Rules
Name of registered holder (if issued securities)	PENGANA HOLDINGS PTY LTD <PENGANA CAP GR L EMP SH A/C>
Date of change	26 August 2020
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	39,137 NED Restricted Rights
Interest acquired	-
Interest disposed	39,137 NED Restricted Rights
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$42,617.98
Interest after change	-

+ See chapter 19 for defined terms.

Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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<sup>+</sup> See chapter 19 for defined terms.