

## 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.

<b>Name of Director</b>	David Frederick Groves
<b>Date of last notice</b>	1 December 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.

<b>Direct or indirect interest</b>	<b>Direct and Indirect</b>
<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 – Deck Investments Pty Limited ACN 143 039 552 ("DECK"). Mr Groves is a director of, and substantial shareholder in, Deck Investments Pty Limited</li><li>2. Registered proprietor – Superdeck Pty Limited ACN 144 730 101 ("Superdeck") in its capacity as trustee for the D,K,C and E Groves Superannuation Fund ("Fund"). Mr Groves is a director of and shareholder in, Superdeck and a beneficiary of the Fund.</li><li>3. Registered proprietor – Mrs Katarzyna Zofia Groves, a related party of Mr David Groves.</li><li>4. Registered proprietor - Superklik Pty Ltd ACN 624 017 778 ("Superklik"), a related party of Mr David Groves.</li><li>5. 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 Groves under Pengana Capital Group Limited's Non-executive Director Equity Plan for the benefit of Mr Groves.</li><li>6. Registered proprietor – David Groves.</li></ol>

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+ See chapter 19 for defined terms.

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<b>Date of change</b>	7 December 2020
<b>No. of securities held prior to change</b>	<ol style="list-style-type: none"> <li>1. Deck Investments Pty Limited – 44,500 fully paid ordinary shares</li> <li>2. Superdeck Pty Limited – 474,592 fully paid ordinary shares</li> <li>3. Mrs Katarzyna Zofia Groves – 5,694 fully paid ordinary shares</li> <li>4. Superclik Pty Ltd – 19,078 fully paid ordinary shares</li> <li>5. Pengana Holdings Pty Ltd – 27,955 fully paid ordinary shares</li> <li>6. David Groves - 75,748 NED Restricted Rights</li> </ol>
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	24,379 Fully paid ordinary shares
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$40,598.83
<b>No. of securities held after change</b>	<ol style="list-style-type: none"> <li>1. Deck Investments Pty Limited – 44,500 fully paid ordinary shares</li> <li>2. Superdeck Pty Limited – 474,592 fully paid ordinary shares</li> <li>3. Mrs Katarzyna Zofia Groves – 5,694 fully paid ordinary shares</li> <li>4. Superclik Pty Ltd – 43,457 fully paid ordinary shares</li> <li>5. Pengana Holdings Pty Ltd – 27,955 fully paid ordinary shares</li> <li>6. David Groves - 75,748 NED Restricted Rights</li> </ol>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On market purchases

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## 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.

<b>Detail of contract</b>	Not applicable
<b>Nature of interest</b>	Not applicable
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	Not applicable
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
<b>Interest acquired</b>	Not applicable
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
<b>Interest after change</b>	Not applicable

## Part 3 – <sup>+</sup>Closed period

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

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