

# 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>	Russel Craig Pillemer
<b>Date of last notice</b>	17 February 2022

### 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	Direct and 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. RC Pillemer Pty Limited – ACN 099 911 510 Director and shareholder</li><li>2. Pengana Capital Group Limited (PCG) - Mr Pillemer holds in excess of 20% of the issued voting shares in PCG and is therefore deemed to have a relevant interest in all voting shares in which PCG has a relevant interest.</li><li>3. MRJ Capital Pty Limited - ACN 127 715 646 Director and shareholder</li><li>4. Registered holder - 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 Pengana Non-Executive Directors under Pengana Capital Group Limited's Non-executive Director Equity Plan. Mr Pillemer holds in excess of 20% of the issued voting shares in PCG and is therefore deemed to have a relevant interest in all voting shares in which PCG has a relevant interest.</li></ol>

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+ See chapter 19 for defined terms.

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<b>Date of change</b>	2 March 2022
<b>No. of securities held prior to change</b>	<ol style="list-style-type: none"> <li>1. Russel Craig Pillemer – 1,262,205 fully paid ordinary shares</li> <li>2. RC Pillemer Pty Limited – 24,945,404 fully paid ordinary shares</li> <li>3. MRJ Capital Pty Limited - 165,000 fully paid ordinary shares</li> <li>4. Pengana Capital Group Limited (PCG) - 16,456,666 fully paid ordinary shares</li> </ol>
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	205,839 Fully paid ordinary shares
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$401,386
<b>No. of securities held after change</b>	<ol style="list-style-type: none"> <li>1. Russel Craig Pillemer – 1,262,205 fully paid ordinary shares</li> <li>2. RC Pillemer Pty Limited – 24,945,404 fully paid ordinary shares</li> <li>3. MRJ Capital Pty Limited - 165,000 fully paid ordinary shares</li> <li>4. Pengana Capital Group Limited (PCG) - 16,662,505 fully paid ordinary shares</li> </ol>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>205,839 new fully paid ordinary shares issued new fully paid ordinary shares are being issued to Pengana Holdings Pty Ltd ABN 63 103 765 082 in its capacity as Trustee of the Pengana Capital Group Limited Employee Share Trust ("Trust") to satisfy the future exercise of 205,839 Non-executive Director ("NED") Restricted Rights Pengana Capital Group Limited's Non-executive Director Equity Plan.</p> <p>The Trust holds Restricted Shares allocated to NEDs under Pengana Capital Group Limited's Non-executive Director Equity Plan.</p> <p>Mr Pillemer is deemed to have a relevant interest pursuant to section 608(3) of the Corporations Act as his voting power in PCG is above 20%.</p>

+ See chapter 19 for defined terms.

## 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>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<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>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

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