

# 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	Russel Craig Pillemer
Date of last notice	1 February 2021

### 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> Note: Provide details of the circumstances giving rise to the relevant interest.	<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></ol>
Date of change	16 February 2021

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+ See chapter 19 for defined terms.

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No. of securities held prior to change	<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 – 24,795,404 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) - 28,060,173 fully paid ordinary shares</li> <li>5. BNP Paribas Security Services 4,909,228 Alignment Shares</li> </ol>
Class	Fully paid ordinary shares
Number acquired	Nil
Number disposed	6,408,806 fully paid ordinary shares issued to staff released from voluntary escrow (as disclosed in PCG's ASX announcement dated 10 February 2021).
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	No change
No. of securities held after change	<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 – 24,795,404 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) - 21,651,367 fully paid ordinary shares</li> <li>5. BNP Paribas Security Services 4,909,228 Alignment Shares</li> </ol>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Release of 6,408,806 shares from voluntary escrow issued to staff under the Pengana Staff Loan Share Plan, in which the Director was previously deemed to have a relevant interest pursuant to section 608(3) of the Corporations Act as his voting power in PCG is above 20%.

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

**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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