

# 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> PENTAL LIMITED
<b>ABN</b> 29 091 035 353

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>	Charlie McLeish
<b>Date of last notice</b>	15 December 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.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Holder is: Brailsford Group Pty Ltd <Brailsford Super Fund > The Director is a beneficiary of the Super Fund  Holder is: Tina McLeish – spouse of director
<b>Date of change</b>	21 July 2022
<b>No. of securities held prior to change</b>	<b>Pental Executive Performance Rights Plan</b> As fully described in the 2018 Annual Report p82-83 - 211,765 Rights vesting 30 June 2020 conditional on performance factors including a minimum Earnings Per Share of 4.93 cents

**Pental Executive Variable Incentive Plan**

As fully described in the 2019 Annual Report p82 -

Rights to shares	Up to \$200,000 at an issue price of the VWAP at Grant Date, being 685,000 rights
WAP at Grant Date	VWAP for Pental shares prior to 1 July 2019, being \$0.29
Eligibility Condition:	<ul style="list-style-type: none"><li>• An employee at vesting date</li><li>• VWAP for 10 days preceding 30 June 2023 exceeds \$0.29</li><li>• Up to \$200,000 in Rights to be determined based on:<ul style="list-style-type: none"><li>◦ Holder meeting personal KPI's for FY20 (50%); and</li><li>◦ Pental achieving an FY20 EBIT of \$6.582m (50%)</li></ul></li></ul>
Vesting Date:	1 July 2023

**Pental Executive Variable Incentive Plan**

As approved by shareholders at the 2020 AGM -

No. of options	636,205
Issue date	1 July 2021
VWAP at Grant Date	VWAP for Pental shares prior to 1 July 2020, being \$0.3458
Eligibility Condition:	<ul style="list-style-type: none"><li>• An employee at vesting date</li><li>• VWAP for 10 days preceding 30 June 2024 exceeds \$0.3458</li><li>• Holder meeting personal KPI's for FY21 (50%); and</li><li>• Pental achieving FY21 Budget (50%)</li></ul>
Vesting Date:	1 July 2024

**Pental Executive Variable Incentive Plan**

As approved by shareholders at the 2021 AGM -

No. of rights	534,000
Issue date	10 December 2021
VWAP at Grant Date	VWAP for Pental shares prior to 1 July 2021, being \$0.412
Eligibility Condition:	<ul style="list-style-type: none"><li>• An employee at vesting date</li><li>• VWAP for 10 days preceding 30 June 2025 exceeds \$0.412</li><li>• Holder meeting personal KPI's for FY22 (50%); and</li><li>• Pental achieving FY22 Budget (50%)</li></ul>
Vesting Date:	1 July 2025

	Tina McLeish – 14,500 ordinary shares  78,947 ordinary shares held by Brailsford Group Pty Ltd <Brailsford Super Fund>	
<b>Class</b>	Shares, performance rights to shares and options	
<b>Number acquired</b>	Nil –	
<b>Number disposed</b>	Nil - performance rights issued in 2018 have lapsed, and KPI targets for performance rights issued in 2021 have been partly met resulting in a reduced number of performance rights (reduced from 534,000 rights to 267,000 rights)	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Issued under employment agreement	
<b>No. of securities held after change</b>	<b>Pental Executive Variable Incentive Plan</b> As fully described in the 2019 Annual Report p82 -	
	Rights to shares	Up to \$200,000 at an issue price of the VWAP at Grant Date, being 685,000 rights
	WAP at Grant Date	VWAP for Pental shares prior to 1 July 2019, being \$0.29
	Eligibility Condition:	<ul style="list-style-type: none"> <li>• An employee at vesting date</li> <li>• VWAP for 10 days preceding 30 June 2023 exceeds \$0.29</li> <li>• Up to \$200,000 in Rights to be determined based on: <ul style="list-style-type: none"> <li>○ Holder meeting personal KPI's for FY20 (50%); and</li> <li>○ Pental achieving an FY20 EBIT of \$6.582m (50%)</li> </ul> </li> </ul>
	Vesting Date:	1 July 2023

	<b>Pental Executive Variable Incentive Plan</b> As approved by shareholders at the 2020 AGM -	
	No. of options	636,205
	Issue date	1 July 2021
	VWAP at Grant Date	VWAP for Pental shares prior to 1 July 2020, being \$0.3458
	Eligibility Condition:	<ul style="list-style-type: none"> <li>• An employee at vesting date</li> <li>• VWAP for 10 days preceding 30 June 2024 exceeds \$0.3458</li> <li>• Holder meeting personal KPI's for FY21 (50%); and</li> <li>• Pental achieving FY21 Budget (50%)</li> </ul>
	Vesting Date:	1 July 2024
	<b>Pental Executive Variable Incentive Plan</b> As approved by shareholders at the 2021 AGM -	
	No. of rights	267,000
	Issue date	10 December 2021
	VWAP at Grant Date	VWAP for Pental shares prior to 1 July 2021, being \$0.412
	Eligibility Condition:	<ul style="list-style-type: none"> <li>• An employee at vesting date</li> <li>• VWAP for 10 days preceding 30 June 2025 exceeds \$0.412</li> <li>• Holder meeting personal KPI's for FY22 (50%); and</li> <li>• Pental achieving FY22 Budget (50%)</li> </ul>
	Tina McLeish – 14,500 ordinary shares  78,947 ordinary shares held by Brailsford Group Pty Ltd <Brailsford Super Fund >	
<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	Lapse of 2018 performance rights and reduction in 2021 performance rights	

## 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>	
<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>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A