

# 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>	15 September 2023

**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
<p><b>Nature of indirect interest (including registered holder)</b>                  Note: Provide details of the circumstances giving rise to the relevant interest.</p>	<ol style="list-style-type: none"> <li>1. RC Pillemer Pty Limited – ACN 099 911 510 Director and shareholder</li> <li>2. MRJ Capital Pty Limited - ACN 127 715 646 Director and shareholder</li> <li>3. 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> </ol> <p>The nature of the change in this holding arises when shares are either issued (or cancelled) to staff under the Pengana Staff Loan Share Plan, or when the voluntary escrow period on these shares' ceases.</p> <p><b>Movements in Pengana Capital Group Limited (PCG) interest disclose the resulting change in Mr Pillemer's deemed relevant interest in these shares. Movements in Pengana Capital Group Limited (PCG) interest do not indicate that Mr Pillemer has purchased or disposed of any shares in a personal capacity nor any shares over which he has an economic interest in.</b></p>

+ See chapter 19 for defined terms.

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<b>Date of change</b>	29 February 2024
<b>No. of securities held prior to change</b>	<ol style="list-style-type: none"> <li>1. Russel Craig Pillemer – 1,285,641 fully paid ordinary shares</li> <li>2. RC Pillemer Pty Limited – 25,516,404 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) - 5,184,140 fully paid ordinary shares</li> </ol>
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	376,066 fully paid ordinary shares <b>issued to Non-executive Directors</b> (“NEDs”) under Pengana Capital Group Limited’s Non-executive Director Equity Plan.
<b>Number disposed</b>	<p>262,662 fully paid ordinary shares issued to staff released from voluntary escrow (as disclosed in PCG’s ASX announcement dated 12 Dec 2023 )</p> <p>Please note Mr Pillemer <b>did not dispose of any shares</b> in a personal capacity nor any shares over which he has an economic interest in.</p>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	NIL
<b>No. of securities held after change</b>	<ol style="list-style-type: none"> <li>1. Russel Craig Pillemer – 1,285,641 fully paid ordinary shares</li> <li>2. RC Pillemer Pty Limited – 25,516,404 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) - 5,297,544 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>Release of 262,662 fully paid ordinary 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%</p> <p>376,066 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 exercise of 376,066 Non-executive Director (“NED”) Restricted Rights Pengana Capital Group Limited’s Non-executive Director Equity Plan.</p>

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	<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>
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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>	
<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 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +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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