

# 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> PENGANA CAPITAL GROUP LIMITED
<b>ABN</b> 43 059 300 426

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>	30 April 2024

### 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> <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. Pillemer Family Holdings Pty Limited ACN 130 257 680 – Director and shareholder</li> <li>3. Gleneagle Securities Nominees Pty Limited ABN 43 150 259 877 – registered holder as custodian for Mr Pillemer, RC Pillemer Pty Limited and Pillemer Family Holdings Pty Limited</li> <li>4. 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>
<b>Date of change</b>	30 October 2024

+ See chapter 19 for defined terms.

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<b>No. of securities held prior to change</b>	1. Russel Craig Pillemer – 1,285,642 PCG Shares 2. RC Pillemer Pty Limited – 25,516,404 PCG Shares 3. MRJ Capital Pty Limited – 165,000 PCG Shares 4. Pengana Capital Group Limited – 5,267,544 PCG Shares
<b>Class</b>	Fully paid ordinary shares ( <b>PCG Shares</b> )
<b>Number acquired</b>	N/A
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A

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<p><b>No. of securities held after change</b></p>	<ol style="list-style-type: none"> <li>1. Russel Craig Pillemer – 1,285,642 PCG Shares (all of which are Secured Shares held via a custodian as described in Item 6 below)</li> <li>2. RC Pillemer Pty Limited – 8,672,876 PCG Shares (all of which are Secured Shares held via a custodian as described in Item 6 below)</li> <li>3. Pillemer Family Holdings Pty Limited – 16,843,528 PCG Shares (10,722,732 of which are Secured Shares held via a custodian as described in Item 6 below)</li> <li>4. MRJ Capital Pty Limited – 165,000 PCG Shares</li> <li>5. Pengana Capital Group Limited – 5,267,544 PCG Shares</li> <li>6. Gleneagle Securities Nominees Pty Limited as custodian for Mr Pillemer, RC Pillemer Pty Limited and Pillemer Family Holdings Pty Limited in connection with the Margin Loan Facility (described in Part 2 below) – 20,681,250 PCG Shares (<b>Secured Shares</b>)</li> </ol>
<p><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>	<p>Off-market transfer of PCG Shares</p>

**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.

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<b>Detail of contract</b>	Margin Loan Facility Agreement, General Security Deed, Specific Security Deed, Featherweight Security Deed, Call Option Deed and Custodian Tripartite Deed <b>(Margin Loan Facility)</b>
<b>Nature of interest</b>	Mr Pillemer, Pillemer Family Holdings Pty Limited and RC Pillemer Pty Ltd have entered into the Margin Loan Facility in respect of the Secured Shares (estimated 57% loan to value ratio ( <b>LVR</b> ) and held by a custodian as described in Part 1). The Margin Loan Facility requires the LVR generally to not exceed 85% at any time. If at any time the LVR exceeds that amount, Mr Pillemer has agreed to provide additional security or pay cash to reduce the LVR accordingly. In connection with the Margin Loan Facility, Pillemer Family Holdings Pty Limited has also granted the financier an option to acquire 1,000,000 PCG Shares at \$1.00 per share exercisable at any time within four years.
<b>Name of registered holder (if issued securities)</b>	Gleneagle Securities Nominees Pty Limited
<b>Date of change</b>	30 October 2024
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**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

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