



Announcement Summary

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**Entity name**

PENDAL GROUP LIMITED

**Date of this announcement**

Thursday October 14, 2021

**The +securities the subject of this notification are:**

Other

**Total number of +securities to be issued/transferred**

<b>ASX +security code</b>	<b>Security description</b>	<b>Total number of +securities to be issued/transferred</b>	<b>Issue date</b>
PDLAK	OPTION EXPIRING VARIOUS DATES EX NIL PRICE	123,612	16/09/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of entity**

PENDAL GROUP LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

**1.2 Registered number type**

ABN

**Registration number**

28126385822

**1.3 ASX issuer code**

PDL

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

14/10/2021



Part 2 - Issue details

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**2.1 The +securities the subject of this notification are:**

Other

**Please specify**

Nil Cost Options

**2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:**

has an existing ASX security code ("existing class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

**Additional +securities in an existing class**

**ASX +security code and description**

PDLAK : OPTION EXPIRING VARIOUS DATES EX NIL PRICE

**Date the +securities the subject of this notification were issued**

16/9/2021

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class**

No

**If some of the issued +securities do not rank equally:**

**Is the actual date from which the +securities will rank equally (non-ranking end date) known?**

No

**Provide the estimated non-ranking end period**

N/A

**Please state the extent to which the +securities do not rank equally:**

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

The NCOs have different exercise conditions and expire on different dates.

**Any other information the entity wishes to provide about the +securities the subject of this notification**

Exercise conditions:As to 61,806 options, if Regnan branded assets under management exceed GPB3 billion prior to 13 September 2026 and as to 61,806 options if the closing PDL share price equals or exceeds \$10 per share between 13 September 2024 and 13 September 2026. Nil exercise price. Transfer or issue:PDL may satisfy its obligations on valid exercise of the option by either transferring (or procuring the transfer to the optionholder of) the shares the subject of the option or by issuing the optionholder with such shares. Shares transferred or issued on exercise will rank equally with all ordinary shares. Option expiry:13 December 2026 or sooner if the optionholder is a bad leaver, breaches certain terms of PDL policies or in some cases a change in control. Voting and dividend rights:Nil. Change of Control:Upon the announcement of any change of control, the board may, in its discretion, determine whether the option may be exercised and the terms on which such exercise will occur.

**Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B**

N/A



Issue details

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**Number of +securities**

123,612

**Were the +securities issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Nil Cost Options are provided as part of remuneration arrangements.

**Purpose of the issue**

Other

**Additional Details**

Part 4 - +Securities on issue

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**Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:**

**(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)**

**4.1 Quoted +Securities (Total number of each +class of +securities quoted)**

<b>ASX +security code and description</b>	<b>Total number of +securities on issue</b>
PDL : ORDINARY FULLY PAID	382,677,887

**4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)**

<b>ASX +security code and description</b>	<b>Total number of +securities on issue</b>
PDLAK : OPTION EXPIRING VARIOUS DATES EX NIL PRICE	5,967,505
PDLAL : PERFORMANCE SHARE RIGHTS	3,519,864



Part 5 - Other Listing Rule requirements

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**5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?**

No

**5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

No

**5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

123,612

**5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No