

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme Pendal Group Limited

ACN/ARSN 126 385 822

**1. Details of substantial holder (1)**

Name Vanguard Group (The Vanguard Group, Inc. and its controlled entities including those listed in Annexure A)

ACN/ARSN (if applicable) N/A

The holder ceased to be a substantial holder on 6 April 2021

The previous notice was given to the company on 25 February 2021

The previous notice was dated 25 February 2021

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
<b>See Annexure A</b>					<b>Vanguard Group now holds 4.966% of voting power</b>

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
<b>N/A</b>	<b>N/A</b>

**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
<b>Vanguard Group</b>	P.O. Box 2600, V26 Valley Forge, PA 19482 USA

**Signature**

print name Shawn Acker capacity Compliance Manager

sign here  date 8 April 2021

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

To Company  
ACN/ARSN

Pendal Group Limited  
126 385 822

Substantial Holder Name  
ACN/ARSN

Vanguard Group  
N/A

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes affected
25-Feb-21	The Vanguard Group, Inc.	BUY	6.10	Ordinary	610	610
25-Feb-21	The Vanguard Group, Inc.	BUY	5.98	Ordinary	20,856	20,856
26-Feb-21	The Vanguard Group, Inc.	BUY	5.94	Ordinary	11,376	11,376
26-Feb-21	The Vanguard Group, Inc.	BUY	5.94	Ordinary	34,128	34,128
1-Mar-21	The Vanguard Group, Inc.	BUY	6.13	Ordinary	26,544	26,544
2-Mar-21	The Vanguard Group, Inc.	BUY	6.12	Ordinary	18,960	18,960
4-Mar-21	The Vanguard Group, Inc.	BUY	6.04	Ordinary	20,856	20,856
5-Mar-21	The Vanguard Group, Inc.	BUY	6.03	Ordinary	15,168	15,168
5-Mar-21	The Vanguard Group, Inc.	BUY	6.03	Ordinary	22,752	22,752
9-Mar-21	The Vanguard Group, Inc.	BUY	6.20	Ordinary	3,750	3,750
9-Mar-21	The Vanguard Group, Inc.	BUY	6.20	Ordinary	22,752	22,752
10-Mar-21	The Vanguard Group, Inc.	BUY	6.22	Ordinary	18,960	18,960
15-Mar-21	The Vanguard Group, Inc.	BUY	6.28	Ordinary	13,272	13,272
16-Mar-21	The Vanguard Group, Inc.	BUY	6.38	Ordinary	5,688	5,688
16-Mar-21	The Vanguard Group, Inc.	BUY	6.38	Ordinary	28,440	28,440
16-Mar-21	The Vanguard Group, Inc.	BUY	6.38	Ordinary	11,376	11,376
17-Mar-21	The Vanguard Group, Inc.	SELL	6.34	Ordinary	(207)	(207)
17-Mar-21	The Vanguard Group, Inc.	BUY	6.33	Ordinary	11,376	11,376
17-Mar-21	The Vanguard Group, Inc.	BUY	6.33	Ordinary	22,752	22,752
19-Mar-21	The Vanguard Group, Inc.	BUY	6.30	Ordinary	8,788	8,788
22-Mar-21	The Vanguard Group, Inc.	BUY	6.24	Ordinary	22,165	22,165
22-Mar-21	The Vanguard Group, Inc.	BUY	6.24	Ordinary	10,230	10,230
23-Mar-21	The Vanguard Group, Inc.	BUY	6.42	Ordinary	206	206
1-Apr-21	The Vanguard Group, Inc.	BUY	6.53	Ordinary	6,820	6,820
26-Feb-21	Vanguard Investments Australia Ltd.	SELL	5.94	Ordinary	(12,255)	(12,255)
26-Feb-21	Vanguard Investments Australia Ltd.	BUY	5.94	Ordinary	2,637	2,637
26-Feb-21	Vanguard Investments Australia Ltd.	BUY	5.94	Ordinary	3,610	3,610
3-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.08	Ordinary	7,280	7,280
5-Mar-21	Vanguard Investments Australia Ltd.	BUY	5.94	Ordinary	3,730	3,730
8-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.05	Ordinary	552	552
9-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.16	Ordinary	1,128	1,128
10-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.18	Ordinary	870	870
10-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.18	Ordinary	4,476	4,476
15-Mar-21	Vanguard Investments Australia Ltd.	SELL	6.24	Ordinary	(1,160)	(1,160)
16-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.41	Ordinary	3,425	3,425
17-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.34	Ordinary	2,628	2,628
17-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.34	Ordinary	3,700	3,700
19-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.30	Ordinary	3,231	3,231
22-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.26	Ordinary	1,156	1,156
29-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.44	Ordinary	1,752	1,752
30-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.41	Ordinary	4,147	4,147
30-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.41	Ordinary	4,901	4,901
31-Mar-21	Vanguard Investments Australia Ltd.	BUY	6.50	Ordinary	370	370
1-Apr-21	Vanguard Investments Australia Ltd.	SELL	6.50	Ordinary	(509,059)	(509,059)
1-Apr-21	Vanguard Investments Australia Ltd.	BUY	6.50	Ordinary	1,144	1,144
6-Apr-21	Vanguard Investments Australia Ltd.	BUY	6.68	Ordinary	1,104	1,104

This is Annexure A of 1 page referred to in Form 605, Notice of ceasing to be a substantial holder.

Signature:



Name: Shawn Acker

Capacity: Compliance Manager

Date: 8 April 2021