



Announcement Summary

Entity name

PENDAL GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

Monday May 10, 2021

The Proposed issue is:

- ☒ An offer of securities under a securities purchase plan
- ☒ A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +security code	+Security description	Maximum Number of +securities to be issued
PDL	ORDINARY FULLY PAID	122,115,336

+Record date

Friday May 7, 2021

Offer closing date

Monday June 7, 2021

+Issue date

Tuesday June 15, 2021

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
PDL	ORDINARY FULLY PAID	30,766,250

Proposed +issue date

Friday May 14, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

PENDAL GROUP LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

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

Monday May 10, 2021

1.6 The Proposed issue is:

- ☒ An offer of +securities under a +securities purchase plan
- ☒ A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

PDL : ORDINARY FULLY PAID

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

PDL : ORDINARY FULLY PAID

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

122,115,336

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

☒ No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?

☒ No



Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

☒ Yes

Is the minimum acceptance unit based or dollar based?

☒ Dollar based (\$)

Please enter the minimum acceptance value

\$ 2,500

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

☒ Yes

Is the maximum acceptance unit based or dollar based?

☒ Dollar based (\$)

Please enter the maximum acceptance value

\$ 30,000

Describe all the applicable parcels available for this offer in number of securities or dollar value

Under the SPP, eligible shareholders may apply for New Shares in parcels valued at \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.

Offer price details

Has the offer price been determined?

☒ No

How and when will the offer price be determined?

Under the SPP, the offer price per New Share is the lower of:
\$6.80 per New Share (being the price paid under the Placement); and
the 5-day volume weighted average price of Pendal Group Limited's shares traded on the Australian Securities Exchange on the 5 trading days up to and including the SPP Closing Date.

Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?

☒ Yes

Describe the scale back arrangements

Pendal Group Limited may in its absolute discretion, scale back applications for New Shares under the SPP depending on demand.

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

☒ Yes



Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

Monday May 10, 2021

4C.2 +Record date

Friday May 7, 2021

4C.3 Date on which offer documents will be made available to investors

Monday May 17, 2021

4C.4 Offer open date

Monday May 17, 2021

4C.5 Offer closing date

Monday June 7, 2021

4C.6 Announcement of results

Thursday June 10, 2021

4C.7 +Issue date

Tuesday June 15, 2021

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?

☒ Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

☒ No

4E.2 Is the proposed offer to be underwritten?

☒ No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No



4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Fees and costs incurred by Pental Group Limited in connection with the SPP include share registry fees, settlement fees, legal and other external adviser fees and printing and mailing costs.

Part 4F - Further Information

4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The proceeds will be used to partially fund the acquisition of Thompson, Siegel & Walmsley LLC.

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No

4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

All countries other than Australia and New Zealand.

4F.3 URL on the entity's website where investors can download information about the proposed offer

<https://investors.pentalgroup.com/Investor-Centre/>

4F.4 Any other information the entity wishes to provide about the proposed offer



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

PDL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

30,766,250

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 6.80000

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

☒ Yes



Part 7C - Timetable

7C.1 Proposed +issue date

Friday May 14, 2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

30,766,250 ordinary shares which includes 27,941,177 shares (Placement Shares) and on closing of the Acquisition 2,825,073 shares (Consideration Shares).

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

2,825,073 ordinary shares being the Consideration Shares which will generally be released over a four year period following completion of the acquisition.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ Yes



7E.1a Who is the lead manager/broker?

Macquarie Capital (Australia) Limited is the lead manager for the Placement Shares. There is no lead manager in relation to the Consideration Shares.

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Management fee 0.4% of Placement proceeds.
Nil for Consideration Shares.

7E.2 Is the proposed issue to be underwritten?

☒ Yes

7E.2a Who are the underwriter(s)?

Placement only: Macquarie Capital (Australia) Limited

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

Fully underwritten for the placement.

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

Placement only: Underwriting fee of 1.6% of the Placement proceeds.

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Please refer to the "Summary of Underwriting Agreement" in the Investor Presentation announced to ASX on 10 May 2021.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Transaction costs are set out in the Investor Presentation dated 10 May 2021.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Please refer to the Investor Presentation dated 10 May 2021.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

The shares to be issued will not participate in the interim dividend in respect of the half year ended 30 March 2021 (with a record date of 14 May 2021).