

10 December 2021

Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Pendal Group Limited Results of Annual General Meeting 10 December 2021

The following business was considered at the Annual General Meeting of Pendal Group Limited held on 10 December 2021:

Item 1 - Financial Report

The Annual Financial Report (including the Directors' Report and the Auditor's Report) of Pendal Group Limited for the year ended 30 September 2021 was received and considered.

Item 2 (a) - Re-election of Sally Collier as a Director

Ms Sally Collier was re-elected a Director of Pendal Group Limited. The Resolution was decided on a poll. Details of the votes cast are set out in Attachment 1.

Item 2 (b) - Re-election of Christopher Jones as a Director

Mr Christopher Jones was re-elected a Director of Pendal Group Limited. The Resolution was decided on a poll. Details of the votes cast are set out in Attachment 1.

Item 3 - Remuneration Report

The Remuneration Report for Pendal Group Limited for the year ended 30 September 2021 was adopted. The Resolution was decided on a poll. Details of the votes cast are set out in Attachment 1.

Item 4 - Approval of Non-Executive Directors' Annual Fee Pool

The increase in the annual fee pool for Non-executive Directors to \$2,000,000 was approved. The Resolution was decided on a poll. Details of the votes cast are set out in Attachment 1.

Item 5 - Approval of 2021 LTI Grant of Performance Share Rights to Mr Nick Good, Managing Director and Group CEO

The grant of LTI Performance Share Rights (and acquisition of ordinary shares on exercise of the vested Performance Share Rights to Mr Nick Good under the terms of the Performance Reward Scheme) on the terms described in the Explanatory Notes to the Notice of Meeting was approved. The Resolution was decided on a poll. Details of the votes cast are set out in Attachment 1.

Item 6 - Adoption of New Constitution

The adoption of a new Constitution for Pendal Group Limited was approved. The Resolution was decided on a poll. Details of the votes cast are set out in Attachment 1.

Item 7 - Approval of Proportional Takeover Provisions

The proportional takeover provisions were approved for a period of 3 years. The Resolution was decided on a poll. Details of the votes cast on the resolution are set out in Attachment 1.

Proxies

In accordance with section 251AA of the Corporations Act 2001 (Cth), the total number of proxies that were available in relation to each resolution are also set out in Attachment 1.

Yours sincerely



Joanne Hawkins
Group Company Secretary
Pendal Group Limited
Tel: +61 2 9220 2000

ANNUAL GENERAL MEETING
Friday, 10 December, 2021

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolution Voted on at the meeting | | | Proxy Votes (as at proxy close) | | | | Total votes cast in the poll (where applicable) | | | Result |
|------------------------------------|---|------------------|---------------------------------|--------------------|-------------------------------|-----------|---|--------------------|------------|---------|
| No | Short Description | Strike Y/N/NA | For | Against | Discretionary (open votes) | Abstain | For | Against | Abstain ** | |
| 2A | RE-ELECTION OF SALLY COLLIER AS DIRECTOR | NA | 179,617,540 97.09% | 2,093,976 1.13% | 3,281,686 1.77% | 923,157 | 182,734,883 98.86% | 2,103,394 1.14% | 923,157 | Carried |
| 2B | RE-ELECTION OF CHRISTOPHER JONES AS DIRECTOR | NA | 179,861,153 97.25% | 1,803,529 0.98% | 3,283,697 1.78% | 967,980 | 182,975,607 99.02% | 1,812,947 0.98% | 967,980 | Carried |
| 3 | ADOPTION OF THE REMUNERATION REPORT | N | 175,882,939 95.55% | 4,962,023 2.70% | 3,219,733 1.75% | 1,267,835 | 178,632,932 97.28% | 5,000,674 2.72% | 1,277,334 | Carried |
| 4 | APPROVAL OF THE NON-EXECUTIVE DIRECTORS ANNUAL FEE POOL | NA | 178,799,461 97.00% | 2,304,986 1.25% | 3,231,910 1.75% | 996,173 | 181,534,932 98.71% | 2,365,969 1.29% | 1,001,602 | Carried |
| 5 | APPROVAL OF 2021 LTI GRANT OF PERFORMANCE SHARE RIGHTS TO MR NICK GOOD, GROUP MANAGING DIRECTOR AND CEO | NA | 177,182,283 96.75% | 2,499,101 1.36% | 3,448,889 1.88% | 2,202,257 | 180,125,979 98.59% | 2,581,361 1.41% | 2,202,257 | Carried |
| 6 | ADOPTION OF NEW CONSTITUTION | NA | 180,776,870 97.85% | 469,509 0.25% | 3,497,681 1.89% | 1,172,299 | 184,080,801 99.74% | 478,927 0.26% | 1,191,451 | Carried |
| 7 | APPROVAL OF PROPORTIONAL TAKEOVER PROVISIONS | NA | 177,539,915 96.11% | 3,693,993 2.00% | 3,500,624 1.89% | 1,181,827 | 180,849,005 97.99% | 3,703,411 2.01% | 1,203,009 | Carried |

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item