



Announcement Summary

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**Entity name**

PENDAL GROUP LIMITED

**Date of this announcement**

Monday January 17, 2022

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

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

**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	742,453	02/12/2021

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**

17/1/2022



Part 2 - Issue details

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

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

**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

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**ASX +security code and description**

PDLAK : OPTION EXPIRING VARIOUS DATES EX NIL PRICE

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

2/12/2021

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

Yes

**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**

No

**Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms**

The Pandal Group Long Term Incentive Award (Award) is available for certain JOHCM employees of the Pandal Group Limited (PGL). The Award relates to management fee revenue generated by employees and is delivered via a grant of options (Options) to acquire fully paid ordinary shares in PGL (Shares) for nil consideration. The Award contemplates an annual grant of Options within 14 days after 1 December each year (Grant Date). The value of Options granted will be equal to the Management Fee Bonus for the relevant participant for the financial year to which the Grant Date relates plus the Dividend Equivalent, divided by the Market Price. Management Fee Bonus is the relevant participant's A\$ equivalent share of his or her management fee bonus for the relevant financial year.

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

Dividend Equivalent is an amount equal to the total of all dividends paid per share by PGL during the financial year, multiplied by the number of Options granted to the holder in previous financial years and which have not been exercised. Market Price is the average acquisition price per Share of all Shares acquired by the trustee of any PGL equity plan during the financial year to which the Grant Date relates.

Issue details

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**Number of +securities**

742,453

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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	6,709,958
PDLAL : PERFORMANCE SHARE RIGHTS	3,511,869



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?**

All

**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