

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity:	Pendal Group Limited
ABN:	28 126 385 822
Date:	18 January 2023

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director:	Nicholas Good
Date of last notice:	17 May 2022

Part 1 - Change of director's relevant interests in securities

Direct or indirect interest:	Direct	Direct	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	-	-	-
Date of change:	-	12 January 2023	12 January 2023
No. of securities held prior to change:	207,087	71,719	262,194
Class:	Unrestricted fully paid ordinary Pendal Group Limited (PDL) shares.	Ordinary shares allocated under the terms of the PDL Employee Share Plan.	Performance share rights (PSRs) which, upon performance hurdles being met, may lead to an award of ordinary shares under the terms of the PDL Employee Share Plan.
Number acquired:	-	43,119 PDL ordinary shares (acquired via exercise of PSRs)	-
Number disposed:	-	68,908 PDL ordinary shares	43,119 PSRs exercised 219,075 PSRs forfeited
Value/Consideration: <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	-	68,908 PDL ordinary shares sold for consideration of \$5.0964 per share	-

No. of securities held after change:	207,087 PDL ordinary shares	45,930 PDL ordinary shares	0
Nature of change: Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	-	Exercise of PSRs and conversion into PDL ordinary shares under the PDL Employee Share Plan (43,119) Off-market sale of ordinary shares into the PDL 2023 Off Market Employee Share Sale Program (68,908)	43,119 PSRs have vested in accordance with the Scheme of Arrangement - details of which are set out in pages 60 and 61 of the Scheme Booklet dated 21 November 2022. The balance of the PSRs have been cancelled.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract:	-
Nature of interest:	-
Name of registered holder (if issued securities):	-
Date of change:	-
No. and class of securities to which interest related prior to change: Note: Details are only required for a contract in relation to which the interest has changed	-
Interest acquired:	-
Interest disposed:	-
Value/Consideration: Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change:	-

Part 3 – Closed period

Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable.
If prior written clearance was provided, on what date was this provided?	Not applicable.