

ASX Announcement

14 December 2018

Pendal Group Limited Annual General Meeting

The following business was considered at the Annual General Meeting of Pendal Group Limited held on 14 December 2018:

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 2018 was received and considered.

Item 2(a) - Re-election of Andrew Fay as a Director

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

Item 2(b) - Election of Sally Collier as a Director

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

Item 2(c) - Election of Christopher Jones as a Director

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

Following the above resolutions, the Board is comprised of the following Directors:

James Evans (Chairman), Emilio Gonzalez (Group Chief Executive Officer), Sally Collier, Andrew Fay, Christopher Jones, Kathryn Matthews and Deborah Page AM.

Item 3 - Remuneration Report

The Remuneration Report for Pendal Group Limited for the year ended 30 September 2018 was adopted. The Resolution was decided on a poll. Details of the votes cast on the resolution are set out in Attachment 1.

Item 4 - Approval of 2018 LTI Grant of Performance Share Rights to Mr Emilio Gonzalez, 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 Emilio Gonzalez under the terms of the Performance Rewards 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 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 set out in Attachment 1.

For further information on this announcement, please contact:

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ANNUAL GENERAL MEETING
Friday, 14 December, 2018

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	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i> **
2(A) RE-ELECTION OF ANDREW FAY AS A DIRECTOR	157,076,755	366,627	2,463,399	452,370	162,296,480 99.77%	369,123 0.23%	452,370
2(B) ELECTION OF SALLY COLLIER AS A DIRECTOR	157,097,828	352,417	2,470,870	438,036	162,333,743 99.78%	353,665 0.22%	438,036
2(C) ELECTION OF CHRISTOPHER JONES AS A DIRECTOR	157,108,218	323,735	2,470,044	456,045	162,340,981 99.80%	324,983 0.20%	457,545
3 ADOPTION OF REMUNERATION REPORT	152,609,445	2,692,522	2,413,766	644,970	156,434,108 97.55%	3,930,309 2.45%	661,366
4 APPROVAL OF 2018 LTI GRANT OF PERFORMANCE SHARE RIGHTS TO MR EMILIO GONZALEZ, GROUP MANAGING DIRECTOR AND CEO	150,326,252	4,986,696	2,455,833	593,170	154,239,238 96.12%	6,220,425 3.88%	609,435

** - 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