

13 December 2019

Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Pendal Group Limited Results of Annual General Meeting 13 December 2019

The following business was considered at the Annual General Meeting of Pendal Group Limited held on 13 December 2019:

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 2019 was received and considered.

Item 2 - Re-election of Kathryn Matthews as a Director

Ms Kathryn Matthews 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 3 - Remuneration Report

The Remuneration Report for Pendal Group Limited for the year ended 30 September 2019 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 2019 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 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 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

A handwritten signature in black ink, appearing to read 'Joanne Hawkins', with a stylized, cursive script.

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



ANNUAL GENERAL MEETING
Friday, 13 December, 2019

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 RE-ELECTION OF KATHRYN MATTHEWS AS DIRECTOR | 177,312,232 | 652,736 | 1,286,006 | 891,681 | 178,374,916 99.63% | 653,984 0.37% | 1,434,911 |
| 3 ADOPTION OF THE REMUNERATION REPORT | 173,147,776 | 4,611,464 | 1,142,788 | 1,065,804 | 173,938,424 97.12% | 5,162,473 2.88% | 1,080,756 |
| 4 APPROVAL OF 2019 LTI GRANT OF PERFORMANCE SHARE RIGHTS TO MR EMILIO GONZALEZ, GROUP MANAGING DIRECTOR AND CEO | 173,412,373 | 4,409,827 | 1,166,417 | 979,215 | 174,231,702 97.24% | 4,954,222 2.76% | 995,729 |

** - 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