



PENGANA CAPITAL GROUP LIMITED

ABN 43 059 300 426

BOARD SKILLS POLICY

APPROVED BY THE BOARD: 04 AUGUST 2022

PURPOSE

Pengana Capital Group Limited (PCG or Pengana) is an ASX-listed investment management company.

PCG places a high standard on corporate governance and adopts best practice as set out in the ASX Corporate Governance Principles and Recommendations (Corporate Governance Principles).

BOARD PERFORMANCE

The Board has adopted a Board Skills Matrix that sets out the mix of skills and diversity that the Board currently has or is looking to achieve. The Board will regularly assess the independence of each non-executive director.

The Board Skills Matrix sets out the skills and experience which, in the opinion of the Directors of PCG, are required for the proper functioning of the Board of PCG.

To ensure that the current Directors provide the skills and experience required by the Board Skills Matrix, the Board will assess each Director's skills and experience and the current Directors as a group, against the Board Skills Matrix from time to time. It is not a requirement that each Director should present all of the skills and experience listed in the Board Skills Matrix, but the Board collectively should present all of the skills and experience listed in the Board Skills Matrix.

The Skills Matrix is the primary tool when considering professional development for Directors in order for Directors to maintain the skills and knowledge needed to perform their role effectively or when gaps are identified that are not expected to be addressed in the short term by new appointments.

The Board will take account of the Board Skills Matrix and gaps or weaknesses in the Board Skills Matrix when applied to the existing Directors, when filling any Board vacancies

DISCLOSURE

This policy, and a summary of the Board Skills Matrix will be made available in the Company's website.

REVIEW AND ASSESSMENT

The policy will be reviewed and updated from time to time to ensure that it remains relevant, current and compliant with all applicable laws, and guidance notes

DEFINITIONS

In this Policy, unless the context otherwise indicates:

Term	Definition
Board	means the full board of directors of the Company.
Chair	means the chair of the Board, as appointed by the Board.
Committee	means a committee established by the Board.
Company	means Pengana Capital Group Limited.
Company Secretary	means the company secretary of the Company from time to time.
Corporations Act	means the Corporations Act 2001 (Cth).
Constitution	means the constitution of the Company, as amended from time to time.
Designated Officer	means each Director, Officer, employee and contractor of the Company and their associates.
Director	means a member of the Board.
Independent Director	means a Director who has been determined by the Board to be independent in accordance with the requirements and recommendations of the Listing Rules.
Key Operating Subsidiaries	means a related body corporate as determined by the Board from time to time.
Laws	means all applicable laws in place in the relevant jurisdiction including but not limited to regulatory guides and the Listing Rules.
Listing Rules	means the listing rules of the market operated by the ASX Limited.
Pengana Group	means the Company and each of its related bodies corporate.
Related Bodies Corporate	has the meaning set out in the Corporations Act.