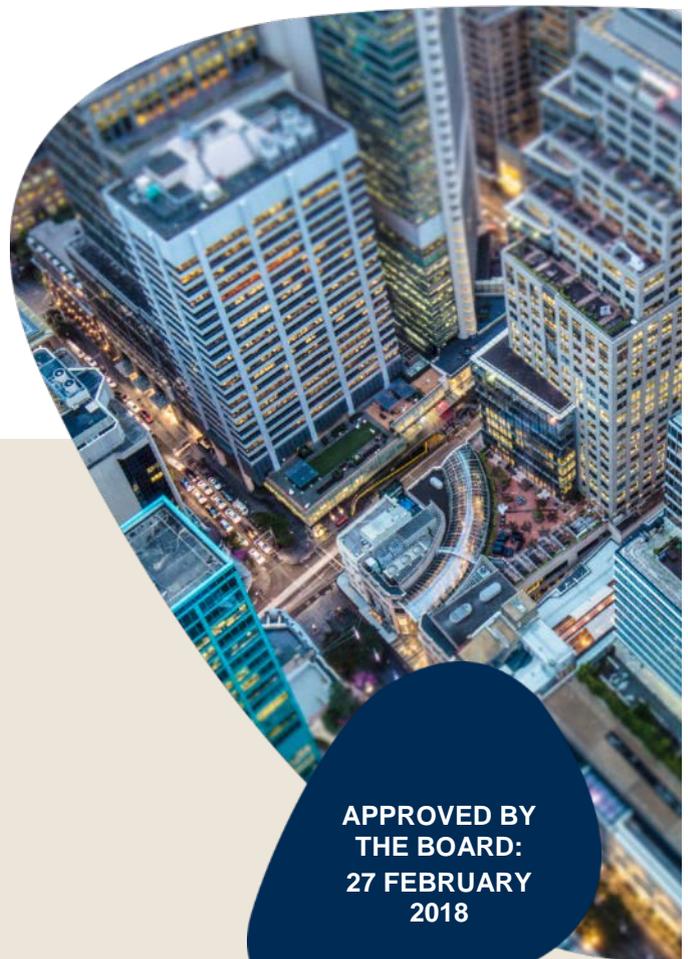


# **DIVIDEND POLICY**

Pengana Capital Group Limited  
ABN 43 059 300 426



**APPROVED BY  
THE BOARD:  
27 FEBRUARY  
2018**

**PENGANA CAPITAL  
HEAD OFFICE**

Level 12, 167 Macquarie Street  
Sydney NSW 2000

Ph: +61 2 8524 9900  
Fax: +61 2 8524 9901

[pengana.com](http://pengana.com)

# DIVIDEND POLICY

## 1. PURPOSE

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

The purpose of this Policy is to ensure fair trading in the securities of PCG and to outline the principles to be considered for the payment of a dividend by PCG in accordance with the ASX listing rules (**Listing Rules**) and the Corporations Act.

## 2. POLICY

The Board of PCG recognises the value placed by shareholders in receiving regular dividends.

PCG generates income from several sources that will contribute to its ability to pay a dividend. The two overriding sources are:

- Management fees
- Performance fees

Profits from management fees will be reasonably predictable and should broadly track the Company's funds under management. Whilst we seek to generate performance fees on a regular basis we acknowledge that they can and may be volatile. In some years it is possible that there will be none.

After addressing the ongoing capital needs of PCG it is our intention to pay out the majority of PCG's earnings in both an interim and final dividend.

## 3. DEFINITIONS

In this Policy, unless the context otherwise indicates:

| TERM                        | DEFINITION  |
|-----------------------------|---|
| <b>Board</b>                | means the full board of directors of the Company.   |
| <b>Committee</b>            | means a committee established by the Board.   |
| <b>Company</b>              | means Pengana Capital Group Limited.  |
| <b>Constitution</b>         | means the constitution of the Company, as amended from time to time.  |
| <b>Director</b>             | means a member of the Board.  |
| <b>Pengana Group</b>        | means the Company and each of its related bodies corporate.   |
| <b>Independent Director</b> | means a Director who has been determined by the Board to be independent in accordance with the requirements and recommendations of the Listing Rules. |
| <b>Laws</b>                 | means all applicable laws in place in the relevant jurisdiction including but not limited to regulatory guides and the Listing Rules.                 |
| <b>Listing Rules</b>        | means the listing rules of the market operated by the ASX Limited.  |