

## 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.

<b>Name of entity:</b>	Pendal Group Limited
<b>ABN:</b>	28 126 385 822
<b>Date:</b>	12 November 2018

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.

<b>Name of Director:</b>	Andrew Fay
<b>Date of last notice:</b>	29 June 2016

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

<b>Direct or indirect interest:</b>	Indirect	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Held by Narelle Fay (Spouse).	Held by Andrew Fay as the trustee for the Andrew Fay Super Fund.
<b>Date of change:</b>	9 November 2018	-
<b>No. of securities held prior to change:</b>	20,000	13,609 (No change)
<b>Class:</b>	Fully paid ordinary shares in Pendal Group Limited (PDL)	Fully paid ordinary PDL shares.
<b>Number acquired:</b>	15,000	-
<b>Number disposed:</b>	0	-
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	10,000 shares at \$8.41 per share 5,000 shares at \$8.35 per share	-
<b>No. of securities held after change:</b>	35,000	13,609 (No change)
<b>Nature of change:</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back.</small>	On-market trade.	-

## 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.*

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

## Part 3 – Closed period

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