

Pendal Group Limited  
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**PENDAL**  
GROUP

# ASX Announcement

## Scheme of Arrangement becomes legally effective

Sydney, Australia, 12 January 2023, Pendal Group Limited (Pendal) (ASX: PDL) confirms that it has lodged an office copy of the orders made by the Supreme Court of New South Wales (Court) approving the proposed acquisition of Pendal by Perpetual Limited (Perpetual) (ASX: PPT) by way of Scheme of Arrangement (Scheme), with the Australian Securities and Investments Commission (ASIC) pursuant to sub-section 411(10) of the Corporations Act 2001 (Cth).

As a result, the Scheme is now legally effective, and it is expected that quotation of Pendal shares on the ASX will be suspended from the close of trading today. An office copy of the Court orders lodged with ASIC is attached to this announcement.

It is expected that implementation of the Scheme will occur on 23 January 2023, at which time Pendal shareholders, who owned shares at 7.00pm (AEDT) on 16 January 2023 (the Record Date), will receive the consideration mix for shares held by them. This comprises a total of \$1.65 cash per Pendal share held, less the Permitted Dividend Amount of 3.5 cents per share which was paid to Pendal shareholders on 15 December 2022, and one Perpetual share for every seven Pendal shares.

This timetable is indicative only and included times and dates are subject to change. Pendal will announce any changes to the ASX.

This announcement has been authorised for release by the Board of Pendal Group Limited.

### For further information, please contact:

#### Investors

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Issued: 11 January 2023 10:46 AM

## JUDGMENT/ORDER

### COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2022/00320227

### TITLE OF PROCEEDINGS

First Plaintiff	PENDAL GROUP LIMITED ACN 126385822
First Defendant	Perpetual Limited ACN 000431827

### DATE OF JUDGMENT/ORDER

Date made or given	11 January 2023
Date entered	11 January 2023

### TERMS OF JUDGMENT/ORDER

#### VERDICT, ORDER OR DIRECTION:

Hearing of Further Amended Originating Process. Second Court hearing.

Black J makes orders in accordance with paragraphs 1 – 3 and notes paragraph 4 of the Short Minutes of Order initialled by him and placed in the file.

#### THE COURT ORDERS THAT:

1. Pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth) (“Act”), the scheme of arrangement (“Scheme”) between Pental Group Limited (“Pental”) and its members, the terms of which are set out in Annexure D to Exhibit 1, be approved.
2. Pursuant to section 411(12) of the Act, Pental is exempted from compliance with section 411(11) of the Act in relation to Scheme.
3. These orders be entered forthwith.

#### THE COURT NOTES THAT:

4. Perpetual Limited will rely on the Court’s approval of the Scheme for the purposes of qualifying for exemption from the registration requirements of the Securities Act of 1933 (US), provided for by section 3(a)(10) of that Act, in connection with the implementation of, and the provision of consideration under, the Scheme.

**SEAL AND SIGNATURE**

Signature Chris D'Aeth  
Capacity Principal Registrar  
Date 11 January 2023

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

**PERSON PROVIDING DOCUMENT FOR SEALING UNDER UCPR 36.12**

Name PENDAL GROUP LIMITED, Plaintiff 1

Legal representative Alexander Basil Morris  
Legal representative reference  
Telephone 92962495

**FURTHER DETAILS ABOUT Plaintiff(s)**

First Plaintiff  
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Telephone  
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Client reference

**Legal representative**

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**FURTHER DETAILS ABOUT Defendant(s)**

First Defendant  
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