

UPDATE ON STRATEGIC REVIEW, MANAGER PROPOSAL AND CAPITAL MANAGEMENT INITIATIVES

9 March 2026

Pengana International Equities Limited (ASX: PIA) (**PIA** or the **Company**) provides the following update in connection with the Company's ongoing Strategic Review and recent developments relating to the Company's investment management arrangements and the statements made by Pengana Capital Group Limited (ASX: PCG) on 5 March 2026 concerning the entry by PCG into an agreement with Antipodes Global Investors (**Antipodes**) in respect of the management of PIA's portfolio (**PCG Announcement**).

PCG announcement not authorised by PIA; no changes approved

As announced on 6 March 2026, PIA reiterates that the PCG Announcement was made without the consent or authorisation of the PIA Board or the Independent Board Committee (**IBC**).

The Board confirms to PIA shareholders that no changes to PIA's investment management arrangements or investment strategy have been approved, and no portfolio transition or implementation steps will occur without Board authorisation.

Status of the Strategic Review

As previously disclosed, the Board established an IBC to review strategic options available to the Company with the objective of improving outcomes for PIA shareholders.

Over recent months, the IBC had been undertaking a structured evaluation of a range of proposals received as part of PIA's strategic review, including proposals relating to investment strategy and capital management initiatives designed to address the persistent discount between the Company's share price and its net tangible assets (**NTA**).

The IBC has completed its assessment and provided the outcomes of its analysis to the Board. Consistent with its mandate, the IBC has now been formally dissolved with all further deliberation and decision-making to be undertaken by the full Board. Following the PCG Announcement and given the evolving circumstances, the full PIA Board has now taken carriage of all elements of the recommendation from the IBC. The Board is undertaking further analysis and due diligence of the matters referred to in the PCG Announcement.

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The PIA Board has requested further materials from Pengana Investment Management Limited (**PIML**) regarding the arrangements referred to in PCG's Announcement and will determine next steps after completing this assessment.

PIA shareholders **do not need to take any action at this time** while the Board of PIA completes its assessment.

The portfolio continues to be managed by Harding Loevner under the existing mandate. The Board has directed PIML that no transition or implementation steps regarding any proposed change to the sub-investment manager are to occur unless and until the Board issues a written instruction. The Board has communicated this direction to PIML and it remains in place while the Board completes its assessment.

Tax considerations in relation to change in sub-investment manager and impact to NTA

The Board has been advised that the proposed change in sub-investment manager announced on 5 March 2026 by PCG may result in the realisation of previous unrealised gains in the investment portfolio and the corresponding deferred tax liabilities within the Company.

If this occurs, it will reduce PIA's current pre-tax NTA to its after tax NTA once any such liabilities are realised and paid.

These implications for shareholders will be carefully considered as part of the Board's assessment.

Capital-management initiatives to provide optional liquidity to all shareholders

As part of the Board's consideration of shareholder outcomes, informed by the work undertaken by the IBC, the Board has resolved to commence the development of an off-market equal access buy-back under which eligible shareholders may have the opportunity to tender up to 100% of their shareholding in the Company. The Board's objective is to provide all shareholders with optional liquidity at a transparent NTA based price (after-tax NTA, less transaction costs), while allowing those who wish to remain invested to do so on an equitable basis.

The Board recognises that PIA shareholders have experienced several changes to the Company's investment strategy and manager arrangements over time. In many of those instances, shareholders did not have access to an accompanying liquidity alternative and were required either to accept the change or sell on-market at a discount to NTA.

In light of that history, the Board considers it appropriate to ensure that shareholders are now provided with clarity and genuine optionality - including the opportunity to remain invested under the future sub-investment manager arrangements or to exit their investment through a proposed off-market buy-back. This approach is designed to support an orderly and shareholder-focused outcome.

The Board is also considering the potential payment of a fully franked special dividend to all shareholders, recognising the potential tax consequences associated with any capital management initiatives to be undertaken by the PIA Board and any transition steps that might occur. Any such special dividend would be implemented only after consideration by the Board of comprehensive tax advice and in a manner that ensures equal treatment of all shareholders and the Board being satisfied as to solvency.

The proposed buy-back structure will be designed to ensure a fair and equitable treatment for all eligible shareholders. Key terms, including the buy-back amount, pricing methodology, record dates, timetable, and the interaction with any special dividend will be finalised following completion of tax and legal review and will be subject to shareholder approval.

At this stage, the Board expects that any buy-back price will be determined by reference to PIA's NTA after-tax, less transaction costs, with the precise formula to be confirmed in the formal documentation to be provided to PIA shareholders.

The Board is also considering, subject to tax and legal advice, a recapitalisation initiative which may follow the proposed buy-back. This would be intended to give existing shareholders who remain invested in PIA, as well as potential new shareholders, the opportunity to acquire new shares in PIA on equal terms. The Board notes that any recapitalisation initiative would be subject to market conditions, regulatory requirements (including any applicable ASX Listing Rule requirements and shareholder approvals), and the Board's assessment of whether such an initiative is in the best interests of PIA shareholders at the relevant time.

No decision has been made to proceed with any of these capital management initiatives. This announcement contains forward-looking statements regarding these proposed capital management initiatives. These statements are based on the Board's current intentions and expectations as at the date of this announcement and are subject to change. No assurance can be given that any of the proposed initiatives will proceed on the terms described, or at all, and all of the capital management initiatives remain subject to tax and legal review, regulatory requirements, and completion of the Board's ongoing assessment. PIA will update shareholders as further information becomes available.

Trading halt and further updates

PIA securities are expected to resume trading following this announcement.

The Board will continue to assess all relevant proposals and potential strategic options in the best interests of PIA shareholders before determining the appropriate course for the Company. The Board believes it is important that shareholders are provided with a clear and equitable choice regarding their investment in PIA as the Company evaluates potential changes to its strategy.

This announcement has been authorised for release to ASX by the Board of Pengana International Equities Limited.

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