

ASX: PE1

PENGANA PRIVATE EQUITY TRUST

A diversified portfolio of global private market investments, managed by one of the largest and most diversified independent asset managers in the world – Grosvenor Capital Management (“GCM”).

ANNOUNCING A 1-FOR-5 ENTITLEMENT OFFER



Dear Unitholder,

I am very pleased to announce that you will have the opportunity to increase your investment into PE1 via a **1-for-5 Entitlement Offer that is being made available to all eligible unitholders in PE1.**

This means that all eligible unitholders will be guaranteed an allocation of 1 new unit for every 5 units held in PE1 as at the record date of 14 March 2022 (7PM Sydney time), provided that a valid “Entitlement and Acceptance Form” and sufficient application funds are received on or before the closing date of 31 March 2022.

As part of this offer, eligible unitholders are also invited to subscribe for additional new units in PE1 under a shortfall facility that may become available if the rights issue is not fully subscribed by other unitholders.^a

The offer price will be set at \$1.54, which is the net asset value (NAV) per unit of \$1.5348 as at the end of February 2022 (rounded to comply with ASX requirements).

The offer will be open from 16 to 31 March, unless fully allocated sooner.

Applicants may pay their application amounts by BPAY if applying online when the offer opens at the Trust Website: www.pengana.com/PE1

The proposed timetable for the Entitlement Offer is as follows:

Event	Date
Announcement of offer, lodgement of Appendix 3B and cleansing statement	Wednesday, 9 March 2022
Ex-date	Friday, 11 March 2022
Record date	Monday, 14 March 2022
Unitholder Webinar <<Register HERE>>	Tuesday, 15 March 2022
Dispatch of offer details to eligible unitholders	Wednesday, 16 March 2022
Offer opening date	Wednesday, 16 March 2022
Offer closing date	Thursday, 31 March 2022
Settlement of units	Wednesday, 6 April 2022
Announcement of results of issue	Thursday, 7 April 2022
Allotment of units	Thursday, 7 April 2022

All dates and times are indicative only and subject to change at the discretion of Pengana. Any changes to the timetable will be posted on Pengana's website at www.pengana.com/PE1.

STATE OF THE TRUST AND THE PRIVATE EQUITY MARKET

At the time of PE1's IPO in April 2019, we detailed a four-year plan to deploy the proceeds, from a pool of largely cash in the early years to a well-diversified long-term portfolio. Pleasingly, notwithstanding raising additional capital in July 2020 to invest in the opportunities created by COVID-related volatility, we have achieved our long-term target portfolio well ahead of schedule.

PE1 is now fully committed with exposure to over 350 private companies and cash levels of about 10%.

The maturity and diversification of our portfolio allocation underpins the performance of PE1, which has returned 12.3% p.a. since inception.^b

Our private market exposure is only expected to continue to increase, with cash projected to decrease to a mid to low single digit percentage of NAV by 30 September 2022 as existing commitments are funded.

WHY NOW?

Our decision to raise additional capital is motivated by a number of core factors including:

1. Additional Cash Required to Meaningfully Capitalise on Near-Term Opportunities

The start of 2022 has been characterised by an inflation shock in the US, which has presented a unique opportunity to structure solutions for high quality, growth-oriented companies that require continued financing. There is a potential for conservative structuring to include strong downside protection and significant upside participation.

2. Strengthening PE1's Portfolio Construction

The availability of a highly flexible pool of capital that can be tactically deployed into discrete pockets of near-term opportunity (including co-investments and possibly secondaries) allows for the pairing of a swift and agile deployment strategy with our current core and all-weather PE construction approach.

Diversification and risk mitigation will be enhanced by targeting specific sub-strategies based on current and projected investment exposures on a more real-time basis, and by reducing current portfolio concentrations resulting from the outperformance of some of PE1's initial investments.

3. Investor Demand

The attractiveness of the offer is further enhanced by an opportunity to subscribe for PE1 units at NAV.

FOR MORE INFORMATION - JOIN US FOR A WEBINAR

We invite you to join us for a webinar on Tuesday, 15 March at 11:00am Sydney time where we will more broadly discuss the offer, provide an update on the portfolio's positioning and the opportunities we are seeing for PE1, as well as open up for any questions from all unitholders.

If you are unable to attend the webinar for whatever reason but would still like to receive a recording, please continue to register for the webinar.

REGISTER FOR THE WEBINAR >>

Kind regards,

Russel Pillemer

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An eligible unitholder is a unitholder on the Record Date who: has a registered address in Australia or New Zealand; is not in the United States and is not acting for the account or benefit of a person in the United States (to the extent such person holds Units for the account or benefit of such person in the United States); and is eligible under all applicable securities laws to receive an offer under the Offer.

^a Pengana reserves the right to scale back the size of the facility in its absolute discretion. There is no guarantee that you will receive any additional new units under a shortfall facility.

^b Past performance is not a reliable indicator of future performance, the value of investments can go up and down. The net return has been determined with reference to the increase in the Net Asset Value per Unit, as well as of the reinvestment of a Unit's distribution back into the Trust pursuant to the Trust's distribution reinvestment plan ("DRP"). Pengana has established a DRP in respect of distributions made by the Trust. Under the DRP, Unitholders may elect to have all or part of their distribution reinvested in additional Units. The NAV per unit at inception is based on the subscription price per unit which is equal to \$1.25.

None of Pengana Private Equity Trust (ARSN 630 923 643) ("PE1"), Pengana Investment Management Limited (ABN 69 063 081 612, AFSL 219 462) ("Responsible Entity"), Grosvenor Capital Management, L.P., nor any of their related entities guarantees the repayment of capital or any particular rate of return from PE1. Past performance is not a reliable indicator of future performance, the value of investments can go up and down. This document has been prepared by the Responsible Entity and does not take into account a reader's investment objectives, particular needs or financial situation. It is general information only and should not be considered investment advice and should not be relied on as an investment recommendation.

Authorised by: Paula Ferrao, Company Secretary



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Taylor Collison Limited (ABN 53 008 172 450) is acting as the lead arranger (Lead Arranger) and joint lead manager to the Offer. The Offer is also being managed by **Morgans Financial Limited** (ABN 49 010 699 726).