Rule 3.19A.2

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 30/09/01 Amended 01/01/11

Name of entity	**PLS GROUP LIMITED**
ABN	**95 112 425 788**

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.

Name of Director	Dale Robert Henderson
Date of last notice	18 December 2025

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

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	A: Direct B: Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	B:CPU Share Plans Pty Ltd as trustee of the PLS Loan Share Plan Trust is the registered holder. Dale Henderson is a beneficiary of the trust and beneficial owner of 200,759 shares.
Date of change	29 January 2026
No. of securities held prior to change	A: 2,849,687 Ordinary Shares (ASX:PLS) 843,075 Performance Rights with a three-year vesting period ending on 30 June 2025 (ASX:PLSAT) 501,582 Performance Rights with a three-year vesting period ending on 30 June 2026 (ASX:PLSAAA) 804,060 Performance Rights with a three-year vesting period ending on 30 June 2027 (ASX:PLSAAC) 264,496 Share Rights with a one-year vesting period ending on 30 November 2026 (ASXPLSAZ) 1,741,217 Performance Rights with a three-year vesting period ending on 30 June 2028 (ASX:PLSAAI)
Class	Fully paid ordinary shares with a four-year vesting period

+ See chapter 19 for defined terms.

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	ending on 29 January 2030 (ASX: to be advised)
Number acquired	B: 200,759 fully paid ordinary shares (ASX: to be advised)
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$4.9811 per Ordinary Share funded by a limited recourse loan of $1,000,000 in accordance with the Company's Loan Share Plan approved at the AGM on 24 November 2025.
No. of securities held after change	A: 2,849,687 Ordinary Shares (ASX:PLS) 843,075 Performance Rights with a three-year vesting period ending on 30 June 2025 (ASX:PLSAT) 501,582 Performance Rights with a three-year vesting period ending on 30 June 2026 (ASX:PLSAAA) 804,060 Performance Rights with a three-year vesting period ending on 30 June 2027 (ASX:PLSAAC) 264,496 Share Rights with a one-year vesting period ending on 30 November 2026 (ASX:PLSAZ) 1,741,217 Performance Rights with a three-year vesting period ending on 30 June 2028 (ASXPLSAAI) B: 200,759 Ordinary Shares with a four-year vesting period ending on 29 January 2030 (ASX: to be advised)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	B: Issue of 200,759 fully paid ordinary shares pursuant to the Company's Loan Share Plan and as approved by shareholders at the Company's AGM on 25 November 2025. The shares are restricted and subject to a four-year service-based vesting period from the date of issue.

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.

Detail of contract	N/A
Nature of interest	
Name of registered holder **(if issued securities)**	
Date of change	

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No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

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Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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