

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Super Retail Group Limited

ACN/ARSN 108 676 204

1. Details of substantial holder (1)

Name Apollo Global Management, Inc. and its controlled entities from time to time which, as at the date of this notice, include Apollo Management Holdings, L.P., Athene Life Re Ltd, AP Liberty GP, LLC and AP Liberty LP (noting that AP Liberty GP, LLC acts as general partner of AP Liberty LP) (each a **Substantial Holder** and collectively the **Substantial Holders**)

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 17 October 2023

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares (Shares)	Same as person's votes	11,417,831	5.06% (based on 225,826,500 Shares on issue)

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Each Substantial Holder	Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth) as each Substantial Holder has voting power of more than 20% in Challenger Limited (ACN 106 842 371) (Challenger), as set out in the Form 604 (<i>Notice of change of interests of substantial holder</i>) lodged by the Substantial Holders on 22 September 2023	11,417,831 Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Each Substantial Holder	See the Form 603 (<i>Notice of initial substantial holder</i>) lodged by Challenger dated 19 October 2023 (Challenger SHN)		

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Each Substantial Holder	See the Challenger SHN			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Each Substantial Holder	c/- Apollo Global Management, Inc., One Manhattanville Road, Suite 201, Purchase, New York, 10577

Signature

Signed on behalf of the Substantial Holders

Apollo Management Holdings, L.P.
By: Apollo Management Holdings GP, LLC,
its general partner

print name Suzanne Helen Spells capacity Vice President

sign here  date 30 / 10 / 2023

Athene Life Re Ltd.

By: Apollo Insurance Solutions Group LP,
its Investment Advisor
By: AISG GP Ltd., its General Partner

print name Bradley Molitor capacity President

sign here  date 01 / 11 / 2023

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:

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- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.