

Sydney

Level 2, 5 Martin Place Sydney NSW 2000 Australia GPO Box 3698 Sydney NSW 2001 www.challenger.com.au

> Telephone 02 9994 7000 Facsimile 02 9994 7777

24 August 2017

The Manager Company Announcements Office **ASX Limited** 20 Bridge Street SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

Re: Notice of change of interests of substantial holder - IRESS Limited (IRE)

We enclose notice of change of interests of substantial holder in IRESS Limited. This notice is given by Challenger Limited and each of its associated entities named in Annexure 2 to this notice.

Yours faithfully

Andrew Brown

Company Secretary

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attach

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme IRESS Limited

ACN/ARSN 060 313 359

1. Details of substantial holder(1)

Name Challenger Limited (and its entities listed in Annexure 2)

ACN/ARSN (if applicable) 106 842 371

There was a change in the interests of the substantial holder on 22/08/2017

The previous notice was given to the company on 07/10/2016

The previous notice was dated 07/10/2016

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Classof securities (4)	Previous notice		Present notice		
	Person's votes	Voting power (5)	Person's votes	Voting power (5)	
Ordinary Fully Paid	12,144,543	7.20%	14,345,245	8.38%	

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	• , ,	 Class and number of securities affected	Person's votes affected
Refer Annexure 1	Challenger Limited (and its entities listed in Annexure 2)		 Refer Annexure 1	Refer Annexure 1

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Challenger Limited (and its entities listed in Annexure 2)	BNP Paribas Nominees Pty Limited	BNP Paribas Nominees Pty Limited	Ordinary Fully Paid securities purchased and sold on market by Challenger Limited (and its entities listed in Annexure 2) and obtains a relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth).	1,243,025 (Ordinary Fully Paid)	1,243,025
Challenger Limited (and its entities listed in Annexure 2)	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	As above	3,592,517 (Ordinary Fully Paid)	3,592,517
Challenger Limited (and its entities listed in Annexure 2)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Ordinary Fully Paid securities purchased and sold on market and acquired (via off market transfer) by Challenger Limited (and its entities listed in Annexure 2) and obtains a relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth).	3,945,919 (Ordinary Fully Paid)	3,945,919

Challenger Limited (and its entities listed in Annexure 2)	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	As above	4,475,522 (Ordinary Fully Paid)	4,475,522
Challenger Limited (and its entities listed in Annexure 2)	National Nominees Limited	National Nominees Limited	Ordinary Fully Paid securities purchased and sold on market by Challenger Limited (and its entities listed in Annexure 2) and obtains a relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth).	1,088,262 (Ordinary Fully Paid)	1,088,262

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable) Nature of asso	clation
rtaine and receive it early in the received in applicable)	

6. Addresses

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

Name	Address
Challenger Limited (and its entities	Level 2, 5 Martin Place, Sydney NSW 2000
listed in Annexure 2)	
,	

Signature

print name
Andrew Brown
Capacity
Company Secretary

Sign here
date
24/08/2017

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

- (7) 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.
- (8) If the substantial holder is unable to determine the identity of the person (eq. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Andrew Brown
Company Secretary of Challenger Limited

Transactions:

Company Name/Scheme:

IRESS Limited (IRE)

As at:

22/08/2017

Class of security:

Ordinary Fully Paid

	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
	Challenger Limited (and its				
	entities listed in Annexure				
13/10/2016		Sell	71,090.01 -	6,100	6,100
13/10/2016		Sell	12,819.51 -	1,100	1,100
13/10/2016		Sell	107,217.72 -	9,200	9,200
13/10/2016		Sell	111,879.36 -	9,600	9,600
17/10/2016		Sell	13,876.68 -	1,174	1,174
17/10/2016		Sell	128,365.20 -	10,860	10,860
17/10/2016		Sell	401,300.82 -	33,951	33,951
17/10/2016		Sell	664,969.56 -	56,258	56,258
17/10/2016		Sell	455,649.18 -	38,549	38,549
17/10/2016		Sell	269,460.54 -	22,797	22,797
17/10/2016		Sell	13,876.68 -	1,174	1,174
17/10/2016		Sell	138,778.62 -	11,741	11,741
17/10/2016		Sell	33,533.34 -	2,837	2,837
17/10/2016		Sell	944,831.70 -	79,935	79,935
17/10/2016		Sell	335,380.68 -	28,374	28,374
17/10/2016		Sell	540,067.62 -	45,691	45,691
17/10/2016		Sell	550,481.04 -	46,572	46,572
17/10/2016		Sell	241,707.18 -	20,449	20,449
17/10/2016		Sell	13,876.68 -	1,174	1,174
17/10/2016		Sell	259,047.12 -	21,916	21,916
17/10/2016		Sell	377,010.72 -	31,896	31,896
17/10/2016		Sell	82,113.54 -	6,947	6,947
17/10/2016		Sell	757,484.70 -	64,085	64,085
17/10/2016		Sell	42,788.40 -	3,620	3,620
19/10/2016		Sell	19,065.51 -	1,647	1,647
19/10/2016		Sell	205,506.95 -	17,753	17,753
21/10/2016		Sell	28,967.25 -	2,500	2,500
21/10/2016		Sell	34,760.70 -	3,000	3,000
24/10/2016		Sell	28,380.00 -	2,500	2,500
26/10/2016		Sell	209,698.96 -	18,800	18,800
26/10/2016		Sell	157,274.22 -	14,100	14,100
26/10/2016		Sell	93,695.28 -	8,400	8,400
26/10/2016		Sell	80,310.24 -	7,200	7,200
26/10/2016		Sell	33,462.60 -	3,000	3,000
27/10/2016		Sell	286,484.06 -	25,400	25,400
28/10/2016		Buy	107,716.52	9,470	9,470
28/10/2016		Buy	23,078.86	2,029	2,029
28/10/2016 28/10/2016		Buy	157,081.85	13,810	13,810
		Buy	114,768.71	10,090	10,090
28/10/2016		Buy	216,058.63	18,995 1,071	18,995 1,071
28/10/2016 28/10/2016		Buy	12,182.09 189,772.16	1,071	1,071
28/10/2016		Buy Buy	78,222.44	6,877	6,877
28/10/2016					
28/10/2016		Buy	74,377.86	6,539	6,539
31/10/2016		Buy Sell	62,195.77 52,210.00 -	5,468 4,600	5,468 4,600
31/10/2016		Buy	52,210.00	4,600	4,600
02/11/2016		Buy	115,892.11	10,466	10,466
02/11/2016		Sell	268,059.22 -	24.700	24.700
04/11/2016		Sell	129,145.94	11,900	11,900
16/11/2016		Sell	97,501.50	9,000	9,000
16/11/2016		Sell	84,500.52	7,800	7,800
16/11/2016		Sell	88,833.88	8,200	8,200
16/11/2016		Sell	147,334.24	13,600	13,600
10/11/2016	as above	JUI	141,334.24 -	13,000	13,000

	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
16/11/2016 17/11/2016		Sell Sell	88,833.88 -	8,200	8,200
17/11/2016		Sell	50,370.00 - 15,330.00 -	4,600 1,400	4,600 1,400
24/11/2016		Sell	13,812.00 -	1,200	1,200
29/11/2016		Sell	97,110.00 -	8,300	8,300
30/11/2016	as above	Buy	208,308.54	18,051	18,051
30/11/2016		Sell	208,308.54 -	18,051	18,051
01/12/2016		Buy	192,787.04	16,696	16,696
01/12/2016		Buy	91,844.04	7,954	7,954
01/12/2016 02/12/2016		Buy Buy	291,732.43 175,950.81	25,265 15,414	25,265 15,414
02/12/2016		Buy	83,820.35	7,343	7,343
02/12/2016		Buy	266,289.12	23,328	23,328
08/12/2016		Buy	89,964.80	8,000	8,000
09/12/2016		Sell	12,221.00 -	1,100	1,100
12/12/2016		Buy	14,261.00	1,300	1,300
13/12/2016		Buy	375,735.18	33,609	33,609
13/12/2016		Buy	178,996.58	16,011	16,011
13/12/2016 15/12/2016		Buy Sell	568,605.64 12,397.00 -	50,861 1,100	50,861 1,100
20/12/2016		Sell	57,719.00 -	5,000	5,000
20/12/2016		Sell	137,371.22 -	11,900	11,900
20/12/2016		Sell	73,880.32 -	6,400	6,400
20/12/2016	as above	Sell	295,521.28 -	25,600	25,600
20/12/2016		Sell	17,315.70 -	1,500	1,500
20/12/2016		Sell	421,348.70 -	36,500	36,500
20/12/2016		Sell	93,504.78 -	8,100	8,100
20/12/2016		Sell	19,624.46 -	1,700	1,700
20/12/2016 04/01/2017		Sell Sell	310,528.22 - 5,215.78 -	26,900 436	26,900 436
04/01/2017		Sell	145,886.35 -	12,195	12,195
04/01/2017		Sell	52,504.73	4,389	4,389
04/01/2017		Sell	85,019.62 -	7,107	7,107
04/01/2017		Sell	85,880.94 -	7,179	7,179
04/01/2017	as above	Sell	6,256.54 -	523	523
04/01/2017		Sell	2,260.97 -	189	189
04/01/2017		Sell	40,506.04 -	3,386	3,386
04/01/2017		Sell	57,026.67 -	4,767	4,767
04/01/2017 04/01/2017		Sell Sell	12,860.01 - 117,881.43 -	1,075 9,854	1,075 9,854
04/01/2017		Sell	10,084.64 -	843	843
04/01/2017		Sell	43,460.85	3,633	3,633
04/01/2017		Sell	2.081.53 -	174	174
04/01/2017	as above	Sell	22,430.25 -	1,875	1,875
04/01/2017	as above	Sell	63,115.73 -	5,276	5,276
04/01/2017		Sell	103,789.25 -	8,676	8,676
04/01/2017		Sell	33,902.58 -	2,834	2,834
04/01/2017		Sell	2,081.53 -	174	174
04/01/2017 05/01/2017		Sell Sell	37,730.67 - 1,582.86 -	3,154 133	3,154 133
05/01/2017		Sell	44,284.37	3,721	3,721
05/01/2017		Sell	15,935.71 -	1,339	1,339
05/01/2017		Sell	25,813.70 -	2,169	2,169
05/01/2017		Sell	26,075.53 -	2,191	2,191
05/01/2017		Sell	1,904.19 -	160	160
05/01/2017		Sell	690.27 -	58	58
05/01/2017		Sell	12,293.94 -	1,033	1,033
05/01/2017		Sell	17,316.25 -	1,455	1,455
05/01/2017 05/01/2017		Sell Sell	3,903.59 - 35,786.91 -	328 3,007	328 3,007
05/01/2017		Sell	3,058.61 -	257	257
05/01/2017		Sell	13,198.43	1,109	1,109
05/01/2017		Sell	630.76 -	53	53
05/01/2017	as above	Sell	6,807.49 -	572	572
05/01/2017		Sell	19,160.93 -	1,610	1,610
05/01/2017		Sell	31,514.38 -	2,648	2,648
05/01/2017		Sell	10,294.54 -	865	865
05/01/2017		Sell	630.76 -	53	53
05/01/2017 05/01/2017		Sell Sell	11,448.95 - 2,783.43 -	962 234	962 234
05/01/2017		Sell	2,783.43 - 77,900.36 -	6,549	6,549
05/01/2017		Sell	28,048.41 -	2,358	2,358
05/01/2017		Sell	45,415.11 -	3,818	3,818
05/01/2017		Sell	45,879.02 -	3,857	3,857

	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
05/01/2017	as above	Sell	3,342.50	- 281	281
05/01/2017		Sell	1,201.40	- 101	101
05/01/2017		Sell	21,637.01	- 1,819	1,819
05/01/2017 05/01/2017		Sell Sell	30,463.10 6,875.31	- 2,561 - 578	2,561 578
05/01/2017		Sell	62,960.24	- 5/8 - 5,293	5,293
05/01/2017		Sell	5,388.44	- 453	453
05/01/2017		Sell	23,219.04	- 1,952	1,952
05/01/2017	as above	Sell	1,118.13	- 94	94
05/01/2017		Sell	11,978.27	- 1,007	1,007
05/01/2017		Sell	33,710.43	- 2,834	2,834
05/01/2017		Sell	55,442.60	- 4,661 1,533	4,661
05/01/2017 05/01/2017		Sell Sell	18,104.19 1,118.13	- 1,522 - 94	1,522 94
05/01/2017		Sell	20,150.13	- 94 - 1,694	1,694
06/01/2017		Sell	22,517.84	- 1,891	1,891
09/01/2017		Sell	5,713.61	- 479	479
09/01/2017		Sell	159,933.31	- 13,408	13,408
09/01/2017		Sell	57,565.49	- 4,826	4,826
09/01/2017		Sell	93,206.95	- 7,814	7,814
09/01/2017		Sell	94,161.21	- 7,894	7,894
09/01/2017 09/01/2017		Sell Sell	6,858.72 2,481.07	- 575 - 208	575 208
09/01/2017		Sell	2,481.07 44,420.62	- 208 - 3,724	3,724
09/01/2017		Sell	62,515.70	- 5,724 - 5,241	5,241
09/01/2017		Sell	14,111.06	- 3,241	1,183
09/01/2017		Sell	129,242.05	- 10,835	10,835
09/01/2017		Sell	11,057.44	- 927	927
09/01/2017		Sell	47,653.16	- 3,995	3,995
09/01/2017		Sell	2,290.21	- 192	192
09/01/2017		Sell	24,584.02	- 2,061	2,061
09/01/2017		Sell	69,195.49	- 5,801	5,801
09/01/2017 09/01/2017		Sell Sell	113,795.03 37,168.27	- 9,540 - 3,116	9,540 3,116
09/01/2017		Sell	2,290.21	- 3,110	192
09/01/2017		Sell	36,440.65	- 3,055	3,055
10/01/2017		Sell	30,478.08	- 2,560	2,560
12/01/2017	as above	Sell	10,431.00	- 900	900
13/01/2017		Sell	43,966.00	- 3,800	3,800
23/01/2017		Sell	32,608.47	- 2,900	2,900
23/01/2017		Sell	104,571.99	- 9,300	9,300
23/01/2017		Sell	78,710.10 118.065.15	- 7,000 40,500	7,000
23/01/2017 23/01/2017		Sell Sell	5,622.15	- 10,500 - 500	10,500 500
23/01/2017		Sell	106,820.85	- 9,500	9,500
01/02/2017		Buy	134,175.29	12,098	12,098
01/02/2017		Buy	391,523.89	35,302	35,302
01/02/2017		Buy	20,894.88	1,884	1,884
01/02/2017		Buy	344,222.06	31,037	31,037
01/02/2017		Buy	145,166.17	13,089	13,089
01/02/2017		Buy	112,171.34	10,114	10,114
01/02/2017		Buy	7,696.95	694	694
01/02/2017 02/02/2017		Buy Buy	285,940.43 428,852.07	25,782 38,846	25,782 38,846
02/02/2017		Buy	87,092.98	7,889	7,889
02/02/2017		Buy	400,181.71	36,249	36,249
02/02/2017		Buy	352,776.81	31,955	31,955
02/02/2017		Buy	382,551.15	34,652	34,652
02/02/2017		Buy	137,809.82	12,483	12,483
02/02/2017		Buy	292,146.23	26,463	26,463
02/02/2017		Buy	7,716.82	699	699
02/02/2017 02/02/2017		Buy	114,659.36 20,942.50	10,386 1,897	10,386
02/02/2017		Buy Buy	20,942.50 148,827.54	1,897	1,897 13,481
06/02/2017		Buy - Transfer	1,356,724.10	124,015	124,015
07/02/2017		Buy	7,569.84	696	696
07/02/2017		Buy	212,085.90	19,500	19,500
07/02/2017		Buy	348,419.07	32,035	32,035
07/02/2017		Buy	288,904.50	26,563	26,563
07/02/2017		Buy	43,287.28	3,980	3,980
07/02/2017		Buy	396,045.95	36,414	36,414
07/02/2017		Buy	20,556.02	1,890	1,890
07/02/2017		Buy	189,354.64	17,410 12,536	17,410 12,536
07/02/2017	as above	Buy	136,344.04	12,536	12,536

Date of Change		Holder of relevant			Number of	Person's Votes
13.612.79 10.446	Date of Change		Nature of Change	Consideration		
March Marc	07/02/2017	as above		113,612.79	10,446	10,446
1400/22017 se above Self 20.214.00 1,800 1,800 2100/22017 se above Buy 7,888.17 700			· ·			
210/22/071 is above Buy			,	,		
2002/2017 is above Buy 4,315.18 359 359 2002/2017 is above Buy 105.265.14 8,757 8,757 8,757 2002/2017 is above Buy 105.265.14 8,757 8,757 2002/2017 is above Buy 77.035.16 359			I I			
2002/2017 is above Buy 105.256.8 1894 2002/2017 is above Buy 10.625.68 1894 2002/2017 is above Buy 12.284.44 1.022 1.022 2.002/2017 is above Buy 2.002/2017 is above Buy 4.456.58 2.002/2017 is above Buy 4.456.66 3.343 2.002/2017 is above Buy 4.456.66 3.453 2.002/2017 is above Buy 4.002/2017 is abo			,			
2002/2017 is above Buy 106,259.14 8,767 8,757 2302/2017 is above Buy 10,256.68 884 884 230,202.017 is above Buy 12,284.44 1,022 1,0022 230,222.017 is above Buy 4,315.18 385 386						
2010/2017 is above Buy 10,625,68 884 884 2010/2017 is above Buy 12,284 1,022 1,022 230(22017) as above Buy 4,315,18 359 359 350 230(22017) as above Buy 77,036,18 6,409 6,409 230(22017) as above Buy 44,802,28 4,111 4,1114 4,1114 2,1114						
2300/2017 is above Buy 77.08.18 559 359 2300/2017 is above Buy 49.450.28 4.114 4.114 2300/2017 is above Buy 49.450.28 4.114 4.114 2300/2017 is above Buy 49.450.28 3.729 2300/2017 is above Buy 44.622.58 3.729 2300/2017 is above Buy 44.622.58 3.729 2300/2017 is above Buy 44.150.50 is 3.453 2300/2017 is above Buy 99.979.38 7.569 7.569 2300/2017 is above Buy 99.979.38 7.569 7.569 2300/2017 is above Buy 99.979.38 7.569 7.569 2300/2017 is above Buy 172.062.0 is 4.110 4.310 2300/2017 is above Buy 15.515.50 1.300 1.300 2700/2017 is above Buy 16.515.50 1.300 1.300 2700/2017 is above Buy 16.533 is 1.517 1.317 2700/2017 is above Buy 16.533 is 1.317 2700/2017 is above Buy 2.528 1.317 2700/2017 is above Buy 3.317 1.300 2700/201	23/02/2017	as above	Buy		884	
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21/03/2017 as above Sell 693,017.94 - 61,612 61,612						
	21/03/2017	as above	Sell	693,017.94 -	- 61,612	61,612

	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
21/03/2017		Sell	30,752.31 -	2,734	2,734
21/03/2017 21/03/2017		Sell Sell	614,011.28 - 241,851.80 -	54,588 21,365	54,588 21,365
21/03/2017		Sell	109,362.52 -	9,661	9,661
21/03/2017		Sell	60,086.56 -	5,308	5,308
21/03/2017		Sell	231,912.84 -	20,487	20,487
21/03/2017		Sell	5,829.80 -	515	515
21/03/2017		Sell	112,826.44 -	9,967	9,967
21/03/2017		Sell	5,626.04 -	497	497
21/03/2017 21/03/2017		Sell Sell	34,367.52 - 26,805.76 -	3,036	3,036 2,368
21/03/2017		Sell	90,990.16	2,368 8,038	8,038
21/03/2017		Sell	391,207.88 -	34,559	34,559
21/03/2017		Sell	140,707.60 -	12,430	12,430
21/03/2017		Sell	16,210.24 -	1,432	1,432
21/03/2017		Sell	229,750.72 -	20,296	20,296
21/03/2017		Sell	103,306.32 -	9,126	9,126
21/03/2017		Sell	6,044.88 -	534	534
21/03/2017		Sell	151,506.88 -	13,384 27,973	13,384
21/03/2017 21/03/2017		Sell Sell	316,654.36 - 14,048.12 -	1,241	27,973 1,241
21/03/2017		Sell	280,543.56 -	24,783	24,783
22/03/2017		Sell	134,250.22 -	12,092	12,092
22/03/2017		Sell	60,707.92 -	5,468	5,468
22/03/2017		Sell	33,351.61 -	3,004	3,004
22/03/2017	as above	Sell	128,721.23 -	11,594	11,594
22/03/2017		Sell	3,241.90 -	292	292
22/03/2017		Sell	58,343.11 -	5,255	5,255
22/03/2017		Sell	3,119.77 -	281	281
22/03/2017		Sell	19,073.92 -	1,718	1,718
22/03/2017 22/03/2017		Sell Sell	14,877.22 - 50,504.82 -	1,340 4,549	1,340 4,549
22/03/2017		Sell	217,140.74 -	19.558	19,558
22/03/2017		Sell	78,094.28 -	7,034	7,034
22/03/2017		Sell	8,992.94 -	810	810
22/03/2017		Sell	127,533.27 -	11,487	11,487
22/03/2017	as above	Sell	55,512.00 -	5,000	5,000
22/03/2017		Sell	9,459.24 -	852	852
22/03/2017		Sell	84,100.68 -	7,575	7,575
22/03/2017		Sell	175,762.09 -	15,831	15,831
22/03/2017 22/03/2017		Sell Sell	7,793.88 - 155,722.26 -	702 14,026	702 14,026
22/03/2017		Sell	104,473.20 -	9.412	9,412
22/03/2017		Sell	47,241.60 -	4,256	4,256
22/03/2017		Sell	25,951.80 -	2,338	2,338
22/03/2017	as above	Sell	100,177.50 -	9,025	9,025
22/03/2017		Sell	2,519.70 -		227
22/03/2017		Sell	48,740.10 -	4,391	4,391
22/03/2017		Sell	2,430.90 -	219	219
22/03/2017 22/03/2017		Sell Sell	14,840.70 - 11,577.30 -	1,337	1,337 1,043
22/03/2017		Sell	39,305.10 -	3,541	3,541
22/03/2017		Sell	168,986.40 -	15.224	15,224
22/03/2017		Sell	60,783.60	5,476	5,476
22/03/2017	as above	Sell	7,004.10 -	631	631
22/03/2017		Sell	99,245.10 -	8,941	8,941
22/03/2017		Sell	44,633.10 -	4,021	4,021
22/03/2017		Sell	2,619.60 -	236	236
22/03/2017		Sell	65,445.60 -	5,896	5,896
22/03/2017 22/03/2017		Sell	136,763.10 -	12,321	12,321
22/03/2017		Sell Sell	6,071.70 - 121,189.80 -	10,918	547 10,918
23/03/2017		Sell	134.914.10 -	12,153	12,153
23/03/2017		Sell	61,001.64	5,495	5,495
23/03/2017	as above	Sell	33,525.93 -	3,020	3,020
23/03/2017		Sell	129,374.55 -	11,654	11,654
23/03/2017		Sell	3,252.68 -	293	293
23/03/2017		Sell	65,297.85 -	5,882	5,882
23/03/2017		Sell	3,130.57 -	282	282
23/03/2017 23/03/2017		Sell	19,171.95 -	1,727	1,727
23/03/2017		Sell	14,942.35 -	1,346	1,346 4,573
	ac ahove				
23/03/2017 23/03/2017		Sell Sell	50,766.24 - 218,229.36 -	4,573 19,658	19,658

	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
23/03/2017		Sell	9,047.56	- 815	815
23/03/2017		Sell	128,164.51	- 11,545	11,545
23/03/2017		Sell	58,648.17	- 5,283	5,283
23/03/2017		Sell	84,514.20	- 7,613	7,613
23/03/2017 23/03/2017		Sell Sell	176,610.58 7,837.52	- 15,909 - 706	15,909 706
23/03/2017		Sell	156,495.03	- 14,097	14,097
27/03/2017		Sell	16,905.00	- 1,500	1,500
04/04/2017	as above	Sell	11,550.00	- 1,000	1,000
05/04/2017		Buy	229,782.00	20,000	20,000
11/04/2017		Buy	16,274.02	1,400	1,400
18/04/2017		Buy	22,051.29	1,878	1,878
18/04/2017 18/04/2017		Buy Buy	201,784.55 10,062.81	17,185 857	17,185 857
18/04/2017		Buy	95,790.42	8,158	8,158
18/04/2017		Buy	69,746.89	5,940	5,940
18/04/2017		Buy	58,028.47	4,942	4,942
18/04/2017	as above	Buy	72,494.49	6,174	6,174
18/04/2017		Buy	154,922.63	13,194	13,194
18/04/2017		Buy	179,592.36	15,295	15,295
18/04/2017		Buy	148,171.04	12,619	12,619
19/04/2017 19/04/2017		Buy	51,609.45	4,356 39,853	4,356 39,853
19/04/2017		Buy	472,174.36 23,541.78		
19/04/2017		Buy Buy	23,541.78	1,987 18,919	1,987 18,919
19/04/2017		Buy	163,192.97	13,774	13,774
19/04/2017		Buy	135,776.93	11,460	11,460
19/04/2017	as above	Buy	169,650.08	14,319	14,319
19/04/2017	as above	Buy	362,522.04	30,598	30,598
19/04/2017		Buy	420,245.01	35,470	35,470
19/04/2017		Buy	346,716.95	29,264	29,264
20/04/2017		Buy	25,864.40	2,178	2,178
20/04/2017 20/04/2017		Buy Buy	236,639.10 11,792.17	19,927 993	19,927 993
20/04/2017		Buy	112,340.34	9,460	9,460
20/04/2017		Buy	81,785.19	6,887	6,887
20/04/2017		Buy	68,045.47	5,730	5,730
20/04/2017		Buy	85,015.27	7,159	7,159
20/04/2017		Buy	181,680.21	15,299	15,299
20/04/2017		Buy	210,608.45	17,735	17,735
20/04/2017		Buy	173,759.39	14,632	14,632
21/04/2017		Buy	15,509.67	1,283	1,283
21/04/2017 21/04/2017		Buy Buy	141,908.08 7,083.92	11,739 586	11,739 586
21/04/2017		Buy	67,369.77	5,573	5,573
21/04/2017		Buy	49,043.45	4,057	4,057
21/04/2017	as above	Buy	40,811.11	3,376	3,376
21/04/2017	as above	Buy	50,989.71	4,218	4,218
21/04/2017		Buy	108,954.55	9,013	9,013
21/04/2017		Buy	126,301.69	10,448	10,448
21/04/2017		Buy	104,203.73	8,620	8,620
01/05/2017 02/05/2017		Buy Sell	26,231.52 127.816.00	2,100 - 10,400	2,100 10.400
02/05/2017		Sell	20,842.00	- 10,400 - 1,700	1,700
03/05/2017		Buy	73,826.40	6,000	6,000
08/05/2017		Sell	73,055.26	- 5,996	5,996
08/05/2017	as above	Sell	125,885.09	- 10,332	10,332
08/05/2017		Sell	7,870.86	- 646	646
08/05/2017		Sell	477,698.09	- 39,207	39,207
08/05/2017		Sell	171,952.79	- 14,113	14,113
08/05/2017 08/05/2017		Sell Sell	56,204.79 16,862.66	- 4,613 - 1,384	4,613 1,384
08/05/2017		Sell	280,999.59	- 1,364	23,063
08/05/2017		Sell	7,870.86	- 23,003	646
09/05/2017		Sell	16,732.24	- 1,375	1,375
09/05/2017		Sell	123,100.59	- 10,116	10,116
09/05/2017		Sell	1,030,267.75	- 84,664	84,664
09/05/2017		Sell	371,711.22	- 30,546	30,546
09/05/2017		Sell	35,861.75	- 2,947	2,947
09/05/2017		Sell	607,167.27	- 49,895 4 077	49,895
09/05/2017 09/05/2017		Sell Sell	15,539.69 157,769.79	- 1,277 - 12,965	1,277 12,965
09/05/2017		Sell	258,163.21	- 12,905 - 21,215	21,215
10/05/2017		Sell	1,562,161.20	- 128,046	128,046
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	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
10/05/2017		Sell	951,685.40 -	78,007	78,007
10/05/2017		Sell	41,223.80 -	3,379	3,379
10/05/2017 10/05/2017		Sell Sell	405,235.20 -	33,216	33,216
10/05/2017		Sell	2,640,128.80 - 92,976.20 -	216,404 7,621	216,404 7,621
10/05/2017		Sell	659,593.00 -	54,065	54,065
10/05/2017		Sell	42,980.60 -	3,523	3,523
10/05/2017	as above	Sell	314,015.80 -	25,739	25,739
10/05/2017		Sell	610,899.06 -	50,054	50,054
10/05/2017		Sell	372,160.97 -	30,493	30,493
10/05/2017 10/05/2017		Sell Sell	16,122.54 - 158,467.12 -	1,321 12,984	1,321 12,984
10/05/2017		Sell	1,032,477.26 -	84,596	84,596
10/05/2017		Sell	36,358.10 -	2,979	2,979
10/05/2017		Sell	257,948.45 -	21,135	21,135
10/05/2017		Sell	16,806.01 -	1,377	1,377
10/05/2017		Sell	122,792.49 -	10,061	10,061
19/05/2017		Buy	75,810.95	6,316	6,316
19/05/2017 19/05/2017		Buy Buy	88,642.16 73,194.29	7,385 6,098	7,385 6,098
19/05/2017		Buy	10,790.70	899	899
19/05/2017		Buy	99,432.85	8,284	8,284
19/05/2017	as above	Buy	4,957.24	413	413
19/05/2017		Buy	45,491.37	3,790	3,790
19/05/2017		Buy	34,412.60	2,867	2,867
19/05/2017		Buy	28,579.14	2,381	2,381
19/05/2017 31/05/2017		Buy	37,617.40 140,560.84	3,134 11,731	3,134 11,731
31/05/2017		Buy Buy	116,369.18	9,712	9,712
31/05/2017		Buy	154,388.07	12,885	12,885
31/05/2017		Buy	362,323.70	30,239	30,239
31/05/2017	as above	Buy	298,399.73	24,904	24,904
31/05/2017		Buy	405,542.77	33,846	33,846
31/05/2017		Buy	20,165.71	1,683	1,683
05/06/2017 06/06/2017		Buy	29,825.00 26,050.20	2,500 2,200	2,500
06/06/2017		Buy Buy	5,920.50	500	2,200 500
06/06/2017		Buy	39,075.30	3,300	3,300
07/06/2017		Buy	13,046.44	1,100	1,100
07/06/2017		Buy	122,162.12	10,300	10,300
07/06/2017		Buy	20,162.68	1,700	1,700
07/06/2017		Buy	3,558.12	300	300
07/06/2017 08/06/2017		Buy Buy	112,673.80 72,485.23	9,500 6,117	9,500 6,117
08/06/2017		Buy	53,407.05	4,507	4,507
08/06/2017		Buy	25,157.13	2,123	2,123
08/06/2017		Buy	20,831.95	1,758	1,758
08/06/2017		Buy	3,614.19	305	305
08/06/2017		Buy	64,747.31	5,464	5,464
08/06/2017		Buy	26,188.06	2,210	2,210
09/06/2017 09/06/2017		Buy Buy	356,645.22 262,791.84	30,195 22,249	30,195 22,249
09/06/2017		Buy	123,783.47	10,480	10,480
09/06/2017		Buy	102,475.71	8,676	8,676
09/06/2017	as above	Buy	17,752.53	1,503	1,503
09/06/2017	as above	Buy	318,600.70	26,974	26,974
09/06/2017		Buy	128,850.56	10,909	10,909
13/06/2017		Buy	78,610.62	6,617	6,617
13/06/2017 13/06/2017		Buy Buy	57,927.37 27,288.59	4,876 2,297	4,876 2,297
13/06/2017		Buy	22,584.07	1,901	1,901
13/06/2017		Buy	3,908.55	329	329
13/06/2017		Buy	70,223.27	5,911	5,911
13/06/2017		Buy	28,417.20	2,392	2,392
15/06/2017		Buy	176,254.56	14,400	14,400
15/06/2017		Buy	94,247.23	7,700	7,700
15/06/2017		Buy	367,197.00	30,000	30,000
15/06/2017 15/06/2017		Buy Buy	203,182.34 384,332.86	16,600 31,400	16,600 31,400
15/06/2017		Buy	158,948.40	13,000	13,000
21/06/2017		Buy	56,035.36	4,600	4,600
22/06/2017		Buy	89,595.39	7,247	7,247
22/06/2017		Buy	72,163.41	5,837	5,837
22/06/2017	as above	Buy	44,173.36	3,573	3,573

	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
27/06/2017		Sell	23,674.00 -	1,900	1,900
17/07/2017		Sell	7,944.00 -	600	600
28/07/2017		Buy - Transfer	3,281,387.55	253,389	253,389
31/07/2017 31/07/2017		Sell Sell	14,212.77 - 64,603.50 -	1,100 5,000	1,100
03/08/2017		Sell	90,057.80	7.000	5,000 7.000
15/08/2017		Sell	69,165.00	5,300	5,300
17/08/2017		Buy	126,151.00	10,226	10,226
17/08/2017	as above	Buy	20,687.98	1,677	1,677
17/08/2017		Buy	400,732.37	32,484	32,484
17/08/2017		Buy	25,067.36	2,032	2,032
17/08/2017 17/08/2017		Buy Buy	487,086.47 4,379.39	39,484 355	39,484 355
17/08/2017		Buy	82,776.57	6,710	6,710
17/08/2017		Buy	197,775.56	16,032	16,032
17/08/2017		Buy	202,956.81	16,452	16,452
17/08/2017		Buy	541,995.34	43,935	43,935
17/08/2017		Buy	120,575.00	9,774	9,774
17/08/2017		Buy	10,350.16	839	839
17/08/2017 17/08/2017		Buy	189,029.12 51,331.34	15,323	15,323
17/08/2017		Buy Buy	5,168.91	4,161 419	4,161 419
17/08/2017		Buy	28,657.22	2,323	2,323
17/08/2017		Buy	156,794.37	12,710	12,710
17/08/2017		Buy	333,474.86	27,032	27,032
17/08/2017		Buy	197,775.56	16,032	16,032
17/08/2017		Buy	4,379.39	355	355
17/08/2017		Buy	20,293.21	1,645	1,645
17/08/2017 17/08/2017		Buy Buy	182,449.75 29,929.10	14,722 2,415	14,722 2,415
17/08/2017		Buy	579,583.43	46,767	46,767
17/08/2017		Buy	36,261.92	2,926	2,926
17/08/2017		Buy	704,480.09	56,845	56,845
17/08/2017		Buy	6,332.82	511	511
17/08/2017		Buy	119,716.38	9,660	9,660
17/08/2017		Buy	286,067.62	23,083	23,083
17/08/2017 17/08/2017		Buy Buy	293,528.21 783,919.22	23,685 63,255	23,685 63,255
17/08/2017		Buy	174,394.30	14,072	14,072
17/08/2017		Buy	14,958.35	1,207	1,207
17/08/2017		Buy	273,389.58	22,060	22,060
17/08/2017	as above	Buy	74,246.46	5,991	5,991
17/08/2017		Buy	7,485.37	604	604
17/08/2017		Buy	41,442.19	3,344	3,344
17/08/2017		Buy	226,767.11	18,298	18,298
17/08/2017 17/08/2017		Buy Buy	482,323.17 286,055.23	38,919 23,082	38,919 23,082
17/08/2017		Buy	6,332.82	511	511
17/08/2017		Buy	29,359.02	2,369	2,369
18/08/2017		Buy	451,694.32	37,837	37,837
18/08/2017		Buy	45,173.01	3,784	3,784
18/08/2017		Buy	728,235.78	61,002	61,002
18/08/2017		Buy	338,308.15	28,339	28,339
18/08/2017 18/08/2017		Buy Buy	279,311.05 717,169.34	23,397 60,075	23,397 60,075
18/08/2017		Buy	103,238.96	8,648	8,648
18/08/2017		Buy	967,901.06	81,078	81,078
18/08/2017		Buy	871,108.56	72,970	72,970
18/08/2017	as above	Buy	354,006.49	29,654	29,654
18/08/2017		Buy	32,232.33	2,700	2,700
21/08/2017		Buy	9,602.83	809	809
21/08/2017 21/08/2017		Buy	135,270.52	11,396 29,263	11,396 29,263
21/08/2017		Buy Buy	347,351.81 175,426.73	29,263 14,779	29,263 14,779
21/08/2017		Buy	163,639.82	13,786	13,786
21/08/2017		Buy	584,739.94	49,262	49,262
21/08/2017		Buy	468,663.21	39,483	39,483
21/08/2017		Buy	211,202.91	17,793	17,793
21/08/2017		Buy	21,817.06	1,838	1,838
21/08/2017		Buy	421,966.63	35,549	35,549
21/08/2017		Buy Buy	9,163.64	772 12 270	772 12 270
21/08/2017 21/08/2017		Buy	145,751.73 235,204.05	12,279 19,815	12,279 19,815
21/08/2017		Buy	89,891.51	7,573	7,573
21/00/2017	122 42010	- ~ J	00,001.01	1,010	1,010

	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
21/08/2017	as above	Buy	33,164.78	2,794	2,794
21/08/2017	as above	Buy	35,788.05	3,015	3,015
21/08/2017	as above	Buy	17,888.09	1,507	1,507
21/08/2017	as above	Buy	346,473.43	29,189	29,189
21/08/2017	as above	Buy	8,285.26	698	698
21/08/2017	as above	Buy	147,935.81	12,463	12,463
22/08/2017	as above	Buy	16,466.32	1,389	1,389
22/08/2017	as above	Buy	232,140.69	19,582	19,582
22/08/2017	as above	Buy	596,059.34	50,280	50,280
22/08/2017	as above	Buy	101,014.75	8,521	8,521
22/08/2017	as above	Buy	280,804.65	23,687	23,687
22/08/2017	as above	Buy	1,003,413.98	84,642	84,642
22/08/2017	as above	Buy	804,229.63	67,840	67,840
22/08/2017	as above	Buy	362,424.95	30,572	30,572
22/08/2017	as above	Buy	37,437.46	3,158	3,158
22/08/2017	as above	Buy	724,114.89	61,082	61,082
22/08/2017	as above	Buy	15,719.46	1,326	1,326
22/08/2017	as above	Buy	250,100.72	21,097	21,097
22/08/2017	as above	Buy	403,608.52	34,046	34,046
22/08/2017	as above	Buy	154,254.66	13,012	13,012
22/08/2017	as above	Buy	56,914.89	4,801	4,801
22/08/2017	as above	Buy	61,396.01	5,179	5,179
22/08/2017	as above	Buy	30,703.93	2,590	2,590
22/08/2017	as above	Buy	594,577.49	50,155	50,155
22/08/2017	as above	Buy	14,237.61	1,201	1,201
22/08/2017	as above	Buy	57,377.23	4,840	4,840
22/08/2017	as above	Buy	201,021.40	16,890	16,890
22/08/2017	as above	Buy	197,474.67	16,592	16,592

Total Number of Securities

2,200,702

This is page 1 of 5 of Annexure 2 referred to in ASIC Form 604 - Notice of change of interests of Substantial Holder



Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
255 FINANCE INVESTMENTS PTY LTD	164 516 401	AUSTRALIA
255 FINANCE PTY LTD	168 112 507	AUSTRALIA
ACCURIUM HOLDINGS PTY LTD	158 242 936	AUSTRALIA
ACCURIUM PTY LTD	009 492 219	AUSTRALIA
AGRICULTURAL ASSET MANAGEMENT LIMITED	08953424	ENGLAND/WALES
ALLFINE HOLDINGS PTY LTD	100 231 918	AUSTRALIA
ALPHINITY INVESTMENT MANAGEMENT PTY LTD	140 833 709	AUSTRALIA
APPIA EUROPE LIMITED	6490323	ENGLAND/WALES
APPIA FINANCE 2 LIMITED	6538054	ENGLAND/WALES
APPIA FINANCE LIMITED	6490331	ENGLAND/WALES
APPIA GROUP LIMITED	99865	JERSEY
APPIA INVESTMENTS LIMITED	6490313	ENGLAND/WALES
ARDEA INVESTMENT MANAGEMENT PTY LTD	132 902 722	AUSTRALIA
ARETE INVESTMENT PARTNERS PTY LTD	167 156 961	AUSTRALIA
AVENIR CAPITAL PTY LTD	150 790 355	AUSTRALIA
BENTHAM ASSET MANAGEMENT PTY LTD	140 833 674	AUSTRALIA
CDPG AUSTRALIA PTY LIMITED	124 498 095	AUSTRALIA
CDPG LUXEMBOURG HOLDINGS SARL	B 127717	LUXEMBOURG
CDPG LUXEMBOURG II SARL	B 127580	LUXEMBOURG
CDPG LUXEMBOURG SARL	B 127515	LUXEMBOURG
CDPG MALTA LIMITED	C 41110	MALTA
CESCADE PTY LIMITED	096 097 399	AUSTRALIA
CFSG HOLDINGS NO 2 (VICTORIA) PTY LIMITED	107 601 605	AUSTRALIA
CHALLENGER DIRECT PTY LTD	006 475 501	AUSTRALIA
CHALLENGER DIVERSIFIED PROPERTY DEVELOPMENT PTY LIMITED	121 624 833	AUSTRALIA
CHALLENGER DPG FRANCE II SAS	495 391 062	FRANCE
CHALLENGER DPG FRANCE SAS	495 390 392	FRANCE
CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND PTE. LTD	200804361D	SINGAPORE
CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND, L.P.		CAYMAN ISLANDS
CHALLENGER FINANCIAL SERVICES PTY LIMITED	087 464 131	AUSTRALIA
CHALLENGER FM 2 HOLDINGS PTY LIMITED	080 036 657	AUSTRALIA
CHALLENGER FUNDS MANAGEMENT HOLDINGS PTY LIMITED	107 728 030	AUSTRALIA
CHALLENGER GROUP HOLDINGS LIMITED	002 993 302	AUSTRALIA
CHALLENGER GROUP PTY LIMITED	003 374 196	AUSTRALIA
CHALLENGER GROUP SERVICES (UK) LIMITED	04244127	ENGLAND/WALES
CHALLENGER GROUP SERVICES PTY. LTD.	085 657 307	AUSTRALIA
CHALLENGER HOLDING VAGYONKEZELO KFT	01-09-879644	HUNGARY
CHALLENGER INVENTORY FINANCE SERVICING PTY LIMITED	107 706 810	AUSTRALIA
CHALLENGER INVESTMENT PARTNERS LIMITED	092 382 842	AUSTRALIA
CHALLENGER INVESTMENT SOLUTIONS MANAGEMENT PTY LTD	130 035 353	AUSTRALIA
CHALLENGER JAPAN HOLDINGS KABUSHIKI KAISHA	0100-01-182399	JAPAN
CHALLENGER JAPAN HOLDINGS PTY LIMITED	617 208 205	AUSTRALIA
CHALLENGER JAPAN KABUSHIKI KAISHA	0100-01-182920	

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Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
CHALLENGER JERSEY I3 LIMITED	95120	JERSEY
CHALLENGER KABUSHIKI KAISHA	0100-01-182872	
CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	C41149	MALTA
CHALLENGER LBC TERMINALS LIMITED	C41150	MALTA
CHALLENGER LIFE CDI NOMINEES PTY LTD	055 293 644	AUSTRALIA
CHALLENGER LIFE COMPANY HOLDINGS PTY LTD	006 381 193	AUSTRALIA
CHALLENGER LIFE COMPANY LIMITED	072 486 938	AUSTRALIA
CHALLENGER LIFE DEBT INVESTMENTS (EUROPE) LIMITED	07626067	ENGLAND/WALES
CHALLENGER LIFE FUND PROPERTY INVESTMENTS PTY LTD	161 212 693	AUSTRALIA
CHALLENGER LIFE INVESTMENTS UK LIMITED	6067787	ENGLAND/WALES
CHALLENGER LIFE NOMINEES NO.2 PTY LTD	078 627 013	AUSTRALIA
CHALLENGER LIFE NOMINEES NO.3 PTY LIMITED	151 482 147	AUSTRALIA
CHALLENGER LIFE NOMINEES PTY LTD	091 336 793	AUSTRALIA
CHALLENGER LIFE OFFSHORE INVESTMENTS LIMITED	105145	JERSEY
CHALLENGER LIFE SUBSIDIARY HOLDINGS LTD	099 742 122	AUSTRALIA
CHALLENGER LIMITED	106 842 371	AUSTRALIA
CHALLENGER LUXEMBOURG HOLDING NO.1A SARL	B124890	LUXEMBOURG
CHALLENGER LUXEMBOURG HOLDING NO.1B SARL	B124891	LUXEMBOURG
CHALLENGER LUXEMBOURG HOLDING NO.2 SARL	B124889	LUXEMBOURG
CHALLENGER MANAGED INVESTMENTS (INTERNATIONAL) PTY LIMITED	120 871 212	AUSTRALIA
CHALLENGER MANAGEMENT SERVICES (UK) LIMITED	06393787	ENGLAND/WALES
CHALLENGER MARGIN LENDING PTY LIMITED	091 338 822	AUSTRALIA
CHALLENGER MBK EMERGING MARKET INFRASTRUCTURE FUND GP LTD	WK-209744	CAYMAN ISLANDS
CHALLENGER MBK FUND MANAGEMENT PTE. LTD	200804360M	SINGAPORE
CHALLENGER MORTGAGE MANAGEMENT PTY LTD	087 271 109	AUSTRALIA
CHALLENGER NON-CONFORMING FINANCE PTY LTD	107 725 486	AUSTRALIA
CHALLENGER ORIGINATOR FINANCE PTY LIMITED	095 085 466	AUSTRALIA
CHALLENGER PROPERTY ASSET MANAGEMENT PTY LTD	077 569 021	AUSTRALIA
CHALLENGER RETIREMENT AND INVESTMENT SERVICES LIMITED	115 534 453	AUSTRALIA
CHALLENGER SECURITISATION MANAGEMENT PTY LTD	100 346 898	AUSTRALIA
CHALLENGER SKYBRIDGE (CAPITAL II) INVESTMENT LLP	OC338355	ENGLAND/WALES
CHALLENGER SKYBRIDGE (FUND SLP) JERSEY LIMITED	100742	JERSEY
CHALLENGER SKYBRIDGE (GP HOLDINGS) INVESTMENT LLP	OC338388	ENGLAND/WALES
CHALLENGER SKYBRIDGE (GROUP) HOLDING COMPANY PTY LTD	130 888 327	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) HOLDING COMPANY PTY LTD	130 888 274	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) INVESTMENT LLP	OC338387	ENGLAND/WALES
CHALLENGER SKYBRIDGE FUND (LP) JERSEY LIMITED	100741	JERSEY
CHALLENGER SPECIAL SERVICING PTY LIMITED	107 707 415	AUSTRALIA
CHALLENGER SPECIALISED FINANCE NO.2 PTY LTD	168 107 355	AUSTRALIA
CHALLENGER TREASURY LIMITED	093 307 996	AUSTRALIA
CHALLENGER UK TERMINALS LIMITED	95751	JERSEY
CHALLENGER WELCOME BREAK LIMITED	99827	JERSEY
CHALLENGER WHOLESALE FINANCE HOLDINGS PTY LIMITED	087 284 240	AUSTRALIA

This is page 3 of 5 of Annexure 2 referred to in ASIC Form 604 - Notice of change of interests of Substantial Holder



Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
CHALLENGER WIND HOLDINGS PTY LIMITED	151 496 061	AUSTRALIA
CLASHFERN INVESTMENTS (UK) LIMITED	4558112	ENGLAND/WALES
CLS US HOLDINGS, LLC	5302598	UNITED STATES
CPHIC INVESTMENTS PTY LTD	093 340 526	AUSTRALIA
CSPP1 MAITLAND PTY LTD	122 460 968	AUSTRALIA
CSPP1 MAVIS COURT PTY LTD	122 461 983	AUSTRALIA
FIDANTE PARTNERS HOLDINGS EUROPE LIMITED	06172534	ENGLAND/WALES
FIDANTE PARTNERS (GUERNSEY) LIMITED	40288	GUERNSEY
FIDANTE PARTNERS ALPHINITY HOLDINGS PTY LTD	140 716 016	AUSTRALIA
FIDANTE PARTNERS ARDEA HOLDINGS PTY LTD	133 865 853	AUSTRALIA
FIDANTE PARTNERS ARETE HOLDINGS PTY LTD	143 836 373	AUSTRALIA
FIDANTE PARTNERS AVENIR CAPITAL HOLDINGS PTY LTD	616 504 502	AUSTRALIA
FIDANTE PARTNERS BENTHAM HOLDINGS PTY LTD	140 715 573	AUSTRALIA
FIDANTE PARTNERS EUROPE LIMITED	04040660	ENGLAND/WALES
FIDANTE PARTNERS GP US LLC	5651702	UNITED STATES
FIDANTE PARTNERS HOLDINGS (GUERNSEY) LIMITED	43315	GUERNSEY
FIDANTE PARTNERS HOLDINGS PTY LIMITED	123 318 650	AUSTRALIA
FIDANTE PARTNERS INVESTMENT FUNDS PUBLIC LIMITED COMPANY	533320	IRELAND
FIDANTE PARTNERS KAPSTREAM HOLDINGS PTY LIMITED	123 319 460	AUSTRALIA
FIDANTE PARTNERS LENNOX HOLDINGS PTY LIMITED	616 975 565	AUSTRALIA
FIDANTE PARTNERS LIMITED	002 835 592	AUSTRALIA
FIDANTE PARTNERS MERLON HOLDINGS PTY LTD	140 715 662	AUSTRALIA
FIDANTE PARTNERS METISQ HOLDINGS PTY LTD	143 376 961	AUSTRALIA
FIDANTE PARTNERS NOVAPORT HOLDINGS PTY LTD	140 715 797	AUSTRALIA
FIDANTE PARTNERS R&M HOLDINGS PTY LIMITED	152 375 436	AUSTRALIA
FIDANTE PARTNERS SERVICES LIMITED	119 605 373	AUSTRALIA
FIDANTE PARTNERS TEMPO HOLDINGS PTY LTD	167 321 262	AUSTRALIA
FIDANTE PARTNERS US LLC	5651705	UNITED STATES
FIDANTE PARTNERS WAVESTONE HOLDINGS PTY LIMITED	133 626 276	AUSTRALIA
FIDANTE PARTNERS WHITEHELM HOLDINGS PTY LTD	169 043 903	AUSTRALIA
FIDANTE PARTNERS WYETREE LIMITED	09387239	ENGLAND/WALES
GASVALPO S.A.	96.960.800-6	CHILE
GREENCAPE CAPITAL PTY LTD	120 328 529	AUSTRALIA
GV CAYMAN COMPANY LIMITED	OG-206918	CAYMAN ISLANDS
GV CHILE HOLDING LIMITADA	124311723611675	CHILE
GV CHILE LIMITADA	124301725311696	CHILE
GV JERSEY HOLDING COMPANY LIMITED	100293	JERSEY
GV JERSEY TRUSTEE COMPANY LIMITED	100294	JERSEY
GV JERSEY TRUSTEE COMPANY NO. 2 LIMITED	100367	JERSEY
HOWARD COMMERCIAL LENDING PTY LTD	000 033 143	AUSTRALIA
KUDU INVESTMENT MANAGEMENT LLC	1231609	UNITED STATES
KUDU INVESTMENT PARTNERS I, LP	47-2497501	UNITED STATES
KUDU INVESTMENTS GP LLC	1244682	UNITED STATES

This is page 4 of 5 of Annexure 2 referred to in ASIC Form 604 - Notice of change of interests of Substantial Holder



Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
LANV PTY LTD	147 224 502	AUSTRALIA
LBC TANK TERMINALS (JERSEY) LIMITED	97371	JERSEY
LEASE COLLATERAL NO.2 PTY LTD	168 112 481	AUSTRALIA
LEASE COLLATERAL PTY LTD	168 112 472	AUSTRALIA
LEASE FUNDING MANAGEMENT PTY LTD	168 112 490	AUSTRALIA
LENNOX CAPITAL PARTNERS PTY LIMITED	617 001 966	AUSTRALIA
MAITLAND NOMINEE HOLDINGS PTY LIMITED	122 853 114	AUSTRALIA
MAVIS COURT DEVELOPMENT CO PTY LTD	124 112 956	AUSTRALIA
MAWBURY PTY LIMITED	096 097 479	AUSTRALIA
MERLON CAPITAL PARTNERS PTY LTD	140 833 683	AUSTRALIA
METISQ CAPITAL HOLDINGS PTY LTD	158 011 351	AUSTRALIA
METISQ CAPITAL PTY LTD	104 642 613	AUSTRALIA
METISQ CAPITAL SINGAPORE PTE. LTD.	200604549G	SINGAPORE
METISQ LIBRA GREATER CHINA EQUITY FUND LTD.	WK-237319	CAYMAN ISLANDS
MIR GREATER CHINA PTE LTD	200715836D	SINGAPORE
MIR LIBRA CAPITAL MANAGEMENT LTD	236748	CAYMAN ISLANDS
NOVAPORT CAPITAL PTY LTD	140 833 656	AUSTRALIA
OAKLANDS HILL PTY LTD	149 814 559	AUSTRALIA
OAKLANDS HILL WIND FARM PTY LTD	126 595 935	AUSTRALIA
OFFSHORE REINSURER (BERMUDA) COMPANY LIMITED	51746	BERMUDA
OIKOS LIMITED	2705354	ENGLAND/WALES
OIKOS STORAGE LIMITED	315280	ENGLAND/WALES
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES FUND LTD.	212456	CAYMAN ISLANDS
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES MASTER FUND L.P.	27263	CAYMAN ISLANDS
RESONANCE ASSET MANAGEMENT LIMITED	09028327	ENGLAND/WALES
SABRAND LIMITED	126677	CYPRUS
STRUCTURED CREDIT RESEARCH LLP	OC328062	ENGLAND/WALES
TALAVERA HERRING PTY LIMITED	086 068 984	AUSTRALIA
TEMPO ASSET MANAGEMENT PTY LTD	167 321 637	AUSTRALIA
THE LIBERTY GROUP CONSORTIUM PTY LTD	082 564 289	AUSTRALIA
TLG SERVICES PTY LIMITED	092 500 608	AUSTRALIA
TLGH PTY LIMITED	092 927 467	AUSTRALIA
TRE DATA CENTRES CANBERRA PTY LTD	141 881 227	AUSTRALIA
US LLC HOLDINGS PTY LTD	130 888 292	AUSTRALIA
US LLC INVESTMENTS LLC	36-4811214	UNITED STATES
WATER VENTURES LIMITED	09592184	ENGLAND/WALES
WATERFORD COUNTY PTY LIMITED	122 853 089	AUSTRALIA
WAVESTONE CAPITAL PTY LIMITED	120 179 419	AUSTRALIA
WELCOME BREAK CAYMAN LIMITED	FC027450	CAYMAN ISLANDS
WELCOME BREAK GROUP HOLDINGS LIMITED	FC027451	CAYMAN ISLANDS
WELCOME BREAK GROUP LIMITED	03147949	ENGLAND/WALES
WELCOME BREAK HOLDINGS (1) LIMITED	04099287	ENGLAND/WALES
WELCOME BREAK HOLDINGS (2) LIMITED	04379574	ENGLAND/WALES

This is page 5 of 5 of Annexure 2 referred to in ASIC Form 604 - Notice of change of interests of Substantial Holder

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Andrew Brown - Company Secretary of Challenger Limited

2-7/00/2017		
Company Name	ACN / Company No.	Country of Incorporation
WELCOME BREAK HOLDINGS LIMITED	03290817	CAYMAN ISLANDS
WELCOME BREAK LIMITED	01735476	ENGLAND/WALES
WELCOME BREAK NO.1 LIMITED	08331837	ENGLAND/WALES
WELCOME BREAK NO.2 LIMITED	08331870	ENGLAND/WALES
WELCOME BREAK NO.3 LIMITED	08331918	ENGLAND/WALES
WELCOME BREAK SERVICES LIMITED	04099292	ENGLAND/WALES
WYETREE FUNDS PLC	520464	IRELAND