

Sydney

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Sydney NSW 2000 Australia
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Sydney NSW 2001
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Telephone 02 9994 7000
Facsimile 02 9994 7777

11 October 2016

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 – G8 Education Limited (GEM)

We enclose notice of change of interests of substantial holder in G8 Education Limited. This notice is given by Challenger Limited and each of the entities in Annexure 2 to this notice.

Yours faithfully



Andrew Brown
Company Secretary

attach

Melbourne Level 19, 31 Queen Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 02 9994 7000 Facsimile 02 9994 7777
Brisbane Level 9, 241 Adelaide Street GPO Box 3234, Brisbane QLD 4001 Telephone 07 3136 5400 Facsimile 07 3136 5407
Perth Level 5, 50 Georges Terrace, Perth WA 6000 Telephone 08 9261 7412 Facsimile 08 9321 5277
Adelaide Level 7, Suite 714, 147 Pirie Street Adelaide SA 5000 Telephone 08 7071 7042 Facsimile 08 8227 0395

Challenger Limited ABN 85 106 842 371 Challenger Group Services Pty Limited ABN 91 085 657 307
Challenger Life Company Limited ABN 44 072 486 938 AFSL 234670 Howard Commercial Lending Limited ABN 65 000 033 143
Challenger Management Services Limited ABN 29 092 382 842 AFSL 234 678
Challenger Retirement and Investment Services Limited ABN 80 115 534 453 AFSL295642 RSE Licence No. L0001304
Challenger Mortgage Management Pty Ltd ABN 72 087 271 109 Challenger Securitisation Management Pty Ltd ABN 56 100 346 898 AFSL 244593

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

G8 Education Limited

ACN/ARSN

123 828 553

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

07/10/2016

The previous notice was given to the company on

24/08/2016

The previous notice was dated

24/08/2016

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:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid	27,173,460	7.16%	31,385,583	8.21%

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	Nature of change (6)	Consideration given in relation to change (7)	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	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)	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	Ordinary Fully Paid securities purchased and sold on market and acquired via dividend reinvestment plan 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).	2,955,665 (Ordinary Fully Paid)	2,955,665
Challenger Limited (and its entities listed in Annexure 2)	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	As above	12,348,733 (Ordinary Fully Paid)	12,348,733

Challenger Limited (and its entities listed in Annexure 2)	National Nominees Limited	National Nominees Limited	As above	3,820,294 (Ordinary Fully Paid)	3,820,294
Challenger Limited (and its entities listed in Annexure 2)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	12,260,891 (Ordinary Fully Paid)	12,260,891

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 association
N/A	N/A

6. Addresses

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

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

Signature

print name **Andrew Brown** Capacity **Company Secretary**



sign here _____ date **11/10/2016**

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 (eg. 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: G8 Education Limited (GEM)****As at: 07/10/2016****Class of security: Ordinary Fully Paid**

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
23/08/2016	Challenger Limited (and its entities listed in Annexure 2)	Buy	25,508.28	8,400	8,400
23/08/2016	as above	Buy	315,816.80	104,000	104,000
23/08/2016	as above	Buy	79,865.21	26,300	26,300
23/08/2016	as above	Buy	69,236.76	22,800	22,800
23/08/2016	as above	Buy	98,085.41	32,300	32,300
23/08/2016	as above	Buy	281,502.09	92,700	92,700
23/08/2016	as above	Buy	8,806.43	2,900	2,900
23/08/2016	as above	Buy	489,819.71	161,300	161,300
23/08/2016	as above	Buy	314,298.45	103,500	103,500
30/08/2016	as above	Buy	15,633.72	5,049	5,049
30/08/2016	as above	Buy	115,672.21	37,357	37,357
30/08/2016	as above	Buy	3,926.24	1,268	1,268
30/08/2016	as above	Buy	1,703.02	550	550
30/08/2016	as above	Buy	40,903.44	13,210	13,210
30/08/2016	as above	Buy	28,973.01	9,357	9,357
30/08/2016	as above	Buy	8,224.04	2,656	2,656
30/08/2016	as above	Buy	66,170.07	21,370	21,370
30/08/2016	as above	Buy	1,703.02	550	550
31/08/2016	as above	Buy	10,815.00	3,500	3,500
31/08/2016	as above	Buy	261,105.00	84,500	84,500
31/08/2016	as above	Buy	421,476.00	136,400	136,400
31/08/2016	as above	Buy	55,002.00	17,800	17,800
31/08/2016	as above	Buy	25,029.00	8,100	8,100
31/08/2016	as above	Buy	10,815.00	3,500	3,500
31/08/2016	as above	Buy	99,807.00	32,300	32,300
31/08/2016	as above	Buy	737,274.00	238,600	238,600
31/08/2016	as above	Buy	184,782.00	59,800	59,800
01/09/2016	as above	Buy	6,995.16	2,279	2,279
01/09/2016	as above	Buy	476,889.61	155,369	155,369
01/09/2016	as above	Buy	119,525.51	38,941	38,941
01/09/2016	as above	Buy	33,760.33	10,999	10,999
01/09/2016	as above	Buy	16,120.49	5,252	5,252
01/09/2016	as above	Buy	168,795.51	54,993	54,993
01/09/2016	as above	Buy	6,995.16	2,279	2,279
01/09/2016	as above	Buy	64,478.89	21,007	21,007
01/09/2016	as above	Buy	272,811.34	88,881	88,881
02/09/2016	as above	Buy	49,074.50	16,090	16,090
02/09/2016	as above	Buy	56,086.45	18,389	18,389
07/09/2016	as above	Buy	19,835.70	6,593	6,593
07/09/2016	as above	Buy	37,739.88	12,544	12,544
07/09/2016	as above	Buy	159,212.10	52,919	52,919
07/09/2016	as above	Buy	4,212.04	1,400	1,400
07/09/2016	as above	Buy	278,397.79	92,534	92,534
07/09/2016	as above	Buy	69,862.70	23,221	23,221
07/09/2016	as above	Buy	9,480.10	3,151	3,151
07/09/2016	as above	Buy	98,651.99	32,790	32,790

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
07/09/2016	as above	Buy	4,037.54	1,342	1,342
12/09/2016	as above	Buy	48,760.48	16,400	16,400
12/09/2016	as above	Buy	4,647.11	1,563	1,563
12/09/2016	as above	Buy	78,670.87	26,460	26,460
12/09/2016	as above	Buy	18,636.02	6,268	6,268
12/09/2016	as above	Buy	2,021.78	680	680
12/09/2016	as above	Buy	9,811.56	3,300	3,300
12/09/2016	as above	Buy	137,546.18	46,262	46,262
12/09/2016	as above	Buy	1,980.15	666	666
12/09/2016	as above	Buy	34,688.32	11,667	11,667
15/09/2016	as above	Buy	1,602.87	529	529
15/09/2016	as above	Buy	14,595.51	4,817	4,817
15/09/2016	as above	Buy	61,678.68	20,356	20,356
15/09/2016	as above	Buy	1,560.45	515	515
15/09/2016	as above	Buy	107,810.43	35,581	35,581
15/09/2016	as above	Buy	27,460.89	9,063	9,063
15/09/2016	as above	Buy	7,665.90	2,530	2,530
15/09/2016	as above	Buy	3,681.45	1,215	1,215
15/09/2016	as above	Buy	38,247.69	12,623	12,623
15/09/2016	as above	Sell	28,878.10	- 9,500	9,500
16/09/2016	as above	Sell	29,539.30	- 9,500	9,500
19/09/2016	as above	Sell	18,511.40	- 5,989	5,989
20/09/2016	as above	Sell	10,865.49	- 3,511	3,511
21/09/2016	as above	Sell	29,681.13	- 9,586	9,586
22/09/2016	as above	Buy	459,974.87	150,851	150,851
22/09/2016	as above	Buy	6,891.19	2,260	2,260
22/09/2016	as above	Buy	263,097.17	86,284	86,284
22/09/2016	as above	Buy	117,464.33	38,523	38,523
22/09/2016	as above	Buy	15,880.23	5,208	5,208
22/09/2016	as above	Buy	6,592.37	2,162	2,162
22/09/2016	as above	Buy	32,663.03	10,712	10,712
22/09/2016	as above	Buy	62,328.70	20,441	20,441
22/09/2016	as above	Buy	163,312.10	53,559	53,559
27/09/2016	as above	Buy	7,380.16	2,413	2,413
27/09/2016	as above	Buy	1,517.02	496	496
27/09/2016	as above	Buy	14,102.74	4,611	4,611
27/09/2016	as above	Buy	3,560.09	1,164	1,164
27/09/2016	as above	Buy	59,445.01	19,436	19,436
27/09/2016	as above	Buy	103,863.60	33,959	33,959
27/09/2016	as above	Buy	1,517.02	496	496
27/09/2016	as above	Buy	36,839.63	12,045	12,045
27/09/2016	as above	Buy	26,624.24	8,705	8,705
28/09/2016	as above	Buy	14,138.28	4,639	4,639
28/09/2016	as above	Buy	2,901.41	952	952
28/09/2016	as above	Buy	27,011.77	8,863	8,863
28/09/2016	as above	Buy	6,814.66	2,236	2,236
28/09/2016	as above	Buy	113,849.88	37,356	37,356
28/09/2016	as above	Buy	198,920.33	65,269	65,269
28/09/2016	as above	Buy	2,901.41	952	952
28/09/2016	as above	Buy	70,557.30	23,151	23,151
28/09/2016	as above	Buy	50,994.12	16,732	16,732
28/09/2016	as above	Buy	170,877.00	55,300	55,300
28/09/2016	as above	Buy	36,153.00	11,700	11,700
29/09/2016	as above	Buy	8,998.17	2,931	2,931
29/09/2016	as above	Buy	1,848.14	602	602
29/09/2016	as above	Buy	17,195.07	5,601	5,601
29/09/2016	as above	Buy	4,337.91	1,413	1,413
29/09/2016	as above	Buy	72,476.56	23,608	23,608
29/09/2016	as above	Buy	126,637.50	41,250	41,250
29/09/2016	as above	Buy	1,848.14	602	602
29/09/2016	as above	Buy	44,917.17	14,631	14,631
29/09/2016	as above	Buy	32,462.18	10,574	10,574
30/09/2016	as above	Buy	7,302.46	2,397	2,397

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
30/09/2016	as above	Buy	496,262.66	162,896	162,896
30/09/2016	as above	Buy	125,966.68	41,348	41,348
30/09/2016	as above	Buy	37,426.25	12,285	12,285
30/09/2016	as above	Buy	17,343.72	5,693	5,693
30/09/2016	as above	Buy	175,868.35	57,728	57,728
30/09/2016	as above	Buy	7,302.46	2,397	2,397
30/09/2016	as above	Buy	67,242.35	22,072	22,072
30/09/2016	as above	Buy	283,885.06	93,184	93,184
04/10/2016	as above	Buy	6,995.63	2,299	2,299
04/10/2016	as above	Buy	479,016.36	157,421	157,421
04/10/2016	as above	Buy	121,959.43	40,080	40,080
04/10/2016	as above	Buy	70,254.48	23,088	23,088
04/10/2016	as above	Buy	16,726.82	5,497	5,497
04/10/2016	as above	Buy	170,012.91	55,872	55,872
04/10/2016	as above	Buy	6,995.63	2,299	2,299
04/10/2016	as above	Buy	65,084.59	21,389	21,389
04/10/2016	as above	Buy	274,028.36	90,055	90,055
07/10/2016	as above	Buy	68,447.34	23,396	23,396
07/10/2016	as above	Buy	9,396.99	3,211	3,211
07/10/2016	as above	Buy	8,706.88	2,976	2,976
07/10/2016	as above	Buy	20,330.69	6,949	6,949
07/10/2016	as above	Buy	598,914.20	204,715	204,715
07/10/2016	as above	Buy	211,851.47	72,413	72,413
07/10/2016	as above	Buy	343,468.37	117,401	117,401
07/10/2016	as above	Buy	245,569.01	83,938	83,938
07/10/2016	as above	Buy	150,492.86	51,440	51,440
07/10/2016	as above	Buy	14,111.62	4,823	4,823
07/10/2016	as above	Buy	81,114.72	27,725	27,725

Total Number of Securities

4,212,123

Annexure 2

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

11/10/2016

Company Name	ACN / Company No.	Country of Incorporation
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
BENTHAM ASSET MANAGEMENT PTY LTD	140 833 674	AUSTRALIA
BLUEZEN PTY LTD	100 220 175	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 HOME LOAN CORPORATION PTY LTD	058 891 302	AUSTRALIA
CHALLENGER INVENTORY FINANCE SERVICING PTY LIMITED	107 706 810	AUSTRALIA
CHALLENGER INVESTMENT SOLUTIONS MANAGEMENT PTY LTD	130 035 353	AUSTRALIA
CHALLENGER JERSEY I3 LIMITED	95120	JERSEY
CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	C41149	MALTA
CHALLENGER LBC TERMINALS LIMITED	C41150	MALTA
CHALLENGER LIFE CDI NOMINEES PTY LTD	055 293 644	AUSTRALIA

Annexure 2

This is page 2 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

11/10/2016

Company Name	ACN / Company No.	Country of Incorporation
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 LIMITED	092 382 842	AUSTRALIA
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 SPECIALISED FINANCE PTY LTD	164 516 401	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
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

Annexure 2

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

11/10/2016

Company Name	ACN / Company No.	Country of Incorporation
CSPP1 BROADBEACH PTY LTD	122 460 977	AUSTRALIA
CSPP1 INVESTMENT COMPANY 1 PTY LIMITED	120 463 023	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 ASSET MANAGEMENT (EUROPE) LIMITED	06393787	ENGLAND/WALES
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 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
LANV PTY LTD	147 224 502	AUSTRALIA
LBC TANK TERMINALS (JERSEY) LIMITED	97371	JERSEY
LEASE COLLATERAL NO.2 PTY LTD	168 112 481	AUSTRALIA

Annexure 2

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

11/10/2016

Company Name	ACN / Company No.	Country of Incorporation
LEASE COLLATERAL PTY LTD	168 112 472	AUSTRALIA
LEASE FUNDING MANAGEMENT PTY LTD	168 112 490	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.	49G	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 LTD	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
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

Annexure 2

This is page 5 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

11/10/2016

Company Name

**ACN /
Company No.**

**Country of
Incorporation**

WELCOME BREAK NO.3 LIMITED

08331918

ENGLAND/WALES

WELCOME BREAK SERVICES LIMITED

04099292

ENGLAND/WALES

WYETREE FUNDS PLC

520464

IRELAND