

Sydney

Level 15, 255 Pitt Street
Sydney NSW 2000 Australia
GPO Box 3698
Sydney NSW 2001
www.challenger.com.au

Telephone 02 9994 7000
Facsimile 02 9994 7777

8 July 2015

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 its subsidiaries named 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 the entities listed in Annexure 2)**
ACN/ARSN (if applicable) **106 842 371**

There was a change in the interests of the substantial holder on **06.07.2015**
The previous notice was given to the company on **29.06.2015**
The previous notice was dated **29.06.2015**

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	18,381,341	5.04%	22,174,168	6.07%

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 each other entity named 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	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Challenger Limited and each other entity named in Annexure 2	BNP Paribas Nominees Pty Limited	BNP Paribas Nominees Pty Limited	Ordinary fully paid shares purchased and sold on market by Challenger Limited and the entities listed in Annexure 2, obtain a relevant interest by virtue of section 608(3) of the Corporations Act 2001.	1,045,396 (ordinary fully paid)	1,045,396
As above	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	As above	2,138,875 (ordinary fully paid)	2,138,875
As above	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	As above	8,244,568 (ordinary fully paid)	8,244,568
As above	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	8,243,121 (ordinary fully paid)	8,243,121
As above	National Nominees Limited	National Nominees Limited	As above	2,502,208 (ordinary fully paid)	2,502,208

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 each other entity named in Annexure 2	Level 15, 255 Pitt Street, Sydney NSW 2000

Signature

print name

Andrew Brown

capacity

Company Secretary

date **08/07/2015**

Annexure 1

Annexure 1 consists of 2 pages and is referred to in Form 604 signed by me and dated

08/07/2015



Andrew Brown

Transactions:

G8 Education Limited (GEM)

As at 6/7/2015

Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
26/06/2015	Challenger Limited (the entities listed in Annexure 2)	Buy	333,982.94	101,339	101,339
26/06/2015	As above	Buy	245,707.62	74,554	74,554
26/06/2015	As above	Buy	551,815.53	167,435	167,435
26/06/2015	As above	Buy	969,248.89	294,095	294,095
26/06/2015	As above	Buy	242,313.05	73,524	73,524
26/06/2015	As above	Buy	129,016.77	39,147	39,147
26/06/2015	As above	Buy	637,411.45	193,407	193,407
26/06/2015	As above	Buy	67,367.40	20,441	20,441
26/06/2015	As above	Buy	94,352.60	28,629	28,629
26/06/2015	As above	Buy	13,225.64	4,013	4,013
26/06/2015	As above	Buy	11,258.11	3,416	3,416
26/06/2015	As above	Buy	134,472.00	41,376	41,376
26/06/2015	As above	Buy	98,930.00	30,440	30,440
26/06/2015	As above	Buy	222,176.50	68,362	68,362
26/06/2015	As above	Buy	390,243.75	120,075	120,075
26/06/2015	As above	Buy	97,561.75	30,019	30,019
26/06/2015	As above	Buy	51,948.00	15,984	15,984
26/06/2015	As above	Buy	256,639.50	78,966	78,966
26/06/2015	As above	Buy	27,124.50	8,346	8,346
26/06/2015	As above	Buy	37,989.25	11,689	11,689
26/06/2015	As above	Buy	5,323.50	1,638	1,638
26/06/2015	As above	Buy	4,533.75	1,395	1,395
30/06/2015	As above	Sell	1,436,212.56	-440,556	440,556
30/06/2015	As above	Buy	493,083.16	150,707	150,707
30/06/2015	As above	Buy	568,642.11	173,801	173,801
30/06/2015	As above	Buy	60,250.20	18,415	18,415
30/06/2015	As above	Buy	216,252.89	66,096	66,096
30/06/2015	As above	Buy	298,326.00	91,181	91,181
30/06/2015	As above	Buy	11,726.13	3,584	3,584
30/06/2015	As above	Buy	10,096.77	3,086	3,086
30/06/2015	As above	Buy	866,313.75	264,782	264,782
30/06/2015	As above	Buy	115,291.69	35,238	35,238
30/06/2015	As above	Buy	206,483.30	63,110	63,110
01/07/2015	As above	Buy	3,559.19	1,104	1,104
01/07/2015	As above	Buy	2,982.11	925	925
01/07/2015	As above	Buy	62,604.91	19,419	19,419
01/07/2015	As above	Buy	18,176.35	5,638	5,638
01/07/2015	As above	Buy	148,770.09	46,146	46,146
01/07/2015	As above	Buy	34,811.67	10,798	10,798
01/07/2015	As above	Buy	65,393.59	20,284	20,284
01/07/2015	As above	Buy	171,849.99	53,305	53,305
01/07/2015	As above	Buy	90,011.29	27,920	27,920
01/07/2015	As above	Buy	261,380.92	81,076	81,076
01/07/2015	As above	Buy	7,692.23	2,386	2,386
02/07/2015	As above	Buy	218,799.00	69,460	69,460
02/07/2015	As above	Buy	83,097.00	26,380	26,380
02/07/2015	As above	Buy	40,411.35	12,829	12,829
02/07/2015	As above	Buy	92,421.00	29,340	29,340
02/07/2015	As above	Buy	240,439.50	76,330	76,330
02/07/2015	As above	Buy	200,147.85	63,539	63,539
02/07/2015	As above	Buy	20,446.65	6,491	6,491
02/07/2015	As above	Buy	659,628.90	209,406	209,406
02/07/2015	As above	Buy	7,531.65	2,391	2,391
02/07/2015	As above	Buy	6,816.60	2,164	2,164
02/07/2015	As above	Buy	5,260.50	1,670	1,670
02/07/2015	As above	Buy	62,663.80	19,949	19,949
02/07/2015	As above	Buy	23,797.73	7,576	7,576
02/07/2015	As above	Buy	11,575.32	3,685	3,685
02/07/2015	As above	Buy	26,470.89	8,427	8,427
02/07/2015	As above	Buy	68,861.39	21,922	21,922

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
02/07/2015	As above	Buy	57,320.62	18,248	18,248
02/07/2015	As above	Buy	5,855.20	1,864	1,864
02/07/2015	As above	Buy	188,914.91	60,141	60,141
02/07/2015	As above	Buy	2,158.00	687	687
02/07/2015	As above	Buy	1,950.69	621	621
02/07/2015	As above	Buy	1,507.78	480	480
03/07/2015	As above	Buy	21,551.81	6,941	6,941
03/07/2015	As above	Buy	6,247.26	2,012	2,012
03/07/2015	As above	Buy	7,085.61	2,282	2,282
03/07/2015	As above	Buy	61,687.04	19,867	19,867
03/07/2015	As above	Buy	804.2	259	259
03/07/2015	As above	Buy	7,032.83	2,265	2,265
03/07/2015	As above	Buy	10,898.55	3,510	3,510
03/07/2015	As above	Buy	8,336.93	2,685	2,685
03/07/2015	As above	Buy	652.05	210	210
03/07/2015	As above	Buy	2,024.46	652	652
03/07/2015	As above	Buy	30,668.09	9,877	9,877
03/07/2015	As above	Buy	149,744.31	47,886	47,886
03/07/2015	As above	Buy	43,407.28	13,881	13,881
03/07/2015	As above	Buy	49,236.19	15,745	15,745
03/07/2015	As above	Buy	428,606.58	137,062	137,062
03/07/2015	As above	Buy	5,585.00	1,786	1,786
03/07/2015	As above	Buy	48,867.19	15,627	15,627
03/07/2015	As above	Buy	75,728.98	24,217	24,217
03/07/2015	As above	Buy	57,917.02	18,521	18,521
03/07/2015	As above	Buy	4,524.91	1,447	1,447
03/07/2015	As above	Buy	14,062.57	4,497	4,497
03/07/2015	As above	Buy	213,080.59	68,140	68,140
03/07/2015	As above	Buy	62,147.82	19,649	19,649
03/07/2015	As above	Buy	18,015.88	5,696	5,696
03/07/2015	As above	Buy	20,432.33	6,460	6,460
03/07/2015	As above	Buy	177,878.33	56,239	56,239
03/07/2015	As above	Buy	2,318.41	733	733
03/07/2015	As above	Buy	20,280.51	6,412	6,412
03/07/2015	As above	Buy	31,429.74	9,937	9,937
03/07/2015	As above	Buy	24,034.88	7,599	7,599
03/07/2015	As above	Buy	1,878.76	594	594
03/07/2015	As above	Buy	5,835.55	1,845	1,845
03/07/2015	As above	Buy	88,431.52	27,959	27,959
06/07/2015	As above	Buy	209,934.69	68,642	68,642
06/07/2015	As above	Buy	60,856.04	19,898	19,898
06/07/2015	As above	Buy	69,025.03	22,569	22,569
06/07/2015	As above	Buy	600,893.02	196,473	196,473
06/07/2015	As above	Buy	7,826.45	2,559	2,559
06/07/2015	As above	Buy	68,511.22	22,401	22,401
06/07/2015	As above	Buy	106,166.24	34,713	34,713
06/07/2015	As above	Buy	81,197.46	26,549	26,549
06/07/2015	As above	Buy	6,343.12	2,074	2,074
06/07/2015	As above	Buy	19,714.45	6,446	6,446
06/07/2015	As above	Buy	298,732.28	97,676	97,676
				3,792,827	

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

08/07/2015

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
ACRUX LIMITED	082 001 152	AUSTRALIA
ALLFINE HOLDINGS PTY LTD	100 231 918	AUSTRALIA
ALPHACAT 2013, LTD	47159	BERMUDA
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
ASSETSECURE PTY. LIMITED	110 953 618	AUSTRALIA
BELVINO INVESTMENTS PTY LIMITED	147 114 387	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 R.C.S.	FRANCE
CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND PTE. LTD	200804361D	SINGAPORE
CHALLENGER FINANCIAL SERVICES PTY LIMITED	087 464 131	AUSTRALIA
CHALLENGER FM 2 HOLDINGS PTY LIMITED	080 036 657	AUSTRALIA
CHALLENGER FM NOMINEES PTY LIMITED	130 035 353	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 JERSEY I3 LIMITED	95120	JERSEY
CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	C41149	MALTA

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

08/07/2015

Company Name	ACN / Company No.	Country of Incorporation
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 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 TANK STORAGE LIMITED	6067787	ENGLAND/WALES
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

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

08/07/2015

Company Name	ACN / Company No.	Country of Incorporation
CLS US HOLDINGS, LLC	5302598	UNITED STATES
CPHIC INVESTMENTS PTY LTD	093 340 526	AUSTRALIA
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
EMIF HOLDINGS PTY LTD	130 565 169	AUSTRALIA
FIDANTE LIMITED	06172534	ENGLAND/WALES
FIDANTE PARTNERS (UK & EUROPE) LIMITED	06393787	ENGLAND/WALES
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 BENTHAM HOLDINGS PTY LTD	140 715 573	AUSTRALIA
FIDANTE PARTNERS GP US LLC	5651702	UNITED STATES
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 FINANCE PTY LIMITED	003 376 529	AUSTRALIA
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	12431 17236 11675	CHILE
GV CHILE LIMITADA	12430 17253 11696	CHILE
GV JERSEY HOLDING COMPANY LIMITED	100293	JERSEY
GV JERSEY TRUSTEE COMPANY LIMITED	100294	JERSEY
GV JERSEY TRUSTEE COMPANY NO. 2 LIMITED	100367	JERSEY
HOMELOANS LIMITED	095 034 003	AUSTRALIA
HOWARD COMMERCIAL LENDING LIMITED	000 033 143	AUSTRALIA
KAPSTREAM CAPITAL PTY LIMITED	122 076 117	AUSTRALIA
KINETIC INVESTMENT PARTNERS PTY LTD	009 568 496	AUSTRALIA
KUDU INVESTMENT MANAGEMENT LLC	1231609	UNITED STATES
KUDU INVESTMENT PARTNERS I, LP	47-2497501	UNITED STATES

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

08/07/2015

Company Name	ACN / Company No.	Country of Incorporation
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
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
MIR ASIA PACIFIC EQUITY FEEDER FUND LTD	184062	CAYMAN ISLANDS
MIR ASIA PACIFIC EQUITY MASTER FUND LTD	184007	CAYMAN ISLANDS
MIR GREATER CHINA PTE LTD	200715836D	SINGAPORE
MIR LIBRA CAPITAL MANAGEMENT LTD	236748	CAYMAN ISLANDS
MIR LIBRA GREATER CHINA EQUITY FUND LTD	WK-237319	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
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
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
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

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

08/07/2015

Company Name

ACN / Company No. Country of Incorporation

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 ASSET MANAGEMENT LTD.	06041569	ENGLAND/WALES
WYETREE FUNDS PLC	520464	IRELAND