

Sydney

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Sydney NSW 2001
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Telephone 02 9994 7000
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24 September 2019

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 – Redbubble Limited (RBL)

We attach a notice of change of interests of substantial holder in Redbubble 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

Melbourne Level 19, 31 Queen Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 02 9994 7000 Facsimile 02 9994 7777
Brisbane Level 6, 215 Adelaide Street, Brisbane QLD 4000 Telephone 07 3136 5400 Facsimile 07 3136 5407
Perth Level 26, 140 St Georges Terrace, Perth WA 6000 Telephone 08 6466 9613
Adelaide Level 7, Suite 714, 147 Pirie Street, Adelaide SA 5000 Telephone 08 8427 9511

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
Challenger Investment Partners 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
Challenger Investment Solutions Management Pty Ltd ABN 63 130 035 353 AFSL 487354

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Redbubble Limited**

ACN/ARSN **119 200 592**

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 **20/09/2019**

The previous notice was given to the company on **02/08/2019**

The previous notice was dated **02/08/2019**

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	13,095,776	5.11%	17,198,953	6.68%

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)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Ordinary Fully Paid securities purchased 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).	7,582,991 (Ordinary Fully Paid)	7,582,991
Challenger Limited (and its entities listed in Annexure 2)	RBC Investor Services Australia Nominees Pty Limited	RBC Investor Services Australia Nominees Pty Limited	As above	294,863 (Ordinary Fully Paid)	294,863
Challenger Limited (and its entities listed in Annexure 2)	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	As above	4,134,940 (Ordinary Fully Paid)	4,134,940
Challenger Limited (and its entities listed in Annexure 2)	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	As above	3,046,870 (Ordinary Fully Paid)	3,046,870
Challenger Limited (and its entities listed in Annexure 2)	National Nominees Limited	National Nominees Limited	As above	2,139,289 (Ordinary Fully Paid)	2,139,289

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 **24/09/2019**

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:** Redbubble Limited (RBL)**As at:** 20/09/2019**Class of security:** Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
01/08/2019	Challenger Limited (and its entities listed in Annexure 2)	Buy	169,197.68	127,245	127,245
01/08/2019	as above	Buy	52,867.54	39,759	39,759
01/08/2019	as above	Buy	78,500.17	59,036	59,036
01/08/2019	as above	Buy	2,220.60	1,670	1,670
01/08/2019	as above	Buy	101,730.03	76,506	76,506
01/08/2019	as above	Buy	3,959.85	2,978	2,978
01/08/2019	as above	Buy	15,952.41	11,997	11,997
01/08/2019	as above	Buy	3,433.29	2,582	2,582
01/08/2019	as above	Buy	1,533.14	1,153	1,153
02/08/2019	as above	Buy	21,683.96	16,061	16,061
02/08/2019	as above	Buy	6,776.15	5,019	5,019
02/08/2019	as above	Buy	10,060.95	7,452	7,452
02/08/2019	as above	Buy	284.87	211	211
02/08/2019	as above	Buy	13,037.92	9,657	9,657
02/08/2019	as above	Buy	507.64	376	376
02/08/2019	as above	Buy	2,044.05	1,514	1,514
02/08/2019	as above	Buy	440.13	326	326
02/08/2019	as above	Buy	197.11	146	146
05/08/2019	as above	Buy	121,353.92	84,256	84,256
05/08/2019	as above	Buy	37,917.34	26,326	26,326
05/08/2019	as above	Buy	56,302.77	39,091	39,091
05/08/2019	as above	Buy	1,591.53	1,105	1,105
05/08/2019	as above	Buy	72,962.72	50,658	50,658
05/08/2019	as above	Buy	2,840.27	1,972	1,972
05/08/2019	as above	Buy	11,440.30	7,943	7,943
05/08/2019	as above	Buy	2,462.91	1,710	1,710
05/08/2019	as above	Buy	1,098.95	763	763
08/08/2019	as above	Buy	1,584.12	1,135	1,135
08/08/2019	as above	Buy	16,809.81	12,044	12,044
08/08/2019	as above	Buy	340.55	244	244
08/08/2019	as above	Buy	5,252.02	3,763	3,763
08/08/2019	as above	Buy	394.98	283	283
08/08/2019	as above	Buy	219.12	157	157
08/08/2019	as above	Buy	10,088.12	7,228	7,228
08/08/2019	as above	Buy	153.53	110	110
08/08/2019	as above	Buy	7,845.23	5,621	5,621
09/08/2019	as above	Buy	1,812.69	1,324	1,324
09/08/2019	as above	Buy	19,235.86	14,050	14,050

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
09/08/2019	as above	Buy	388.82	284	284
09/08/2019	as above	Buy	6,010.35	4,390	4,390
09/08/2019	as above	Buy	451.8	330	330
09/08/2019	as above	Buy	250.55	183	183
09/08/2019	as above	Buy	11,544.25	8,432	8,432
09/08/2019	as above	Buy	175.24	128	128
09/08/2019	as above	Buy	8,978.56	6,558	6,558
12/08/2019	as above	Buy	1,698.74	1,235	1,235
12/08/2019	as above	Buy	18,019.05	13,100	13,100
12/08/2019	as above	Buy	364.51	265	265
12/08/2019	as above	Buy	5,629.92	4,093	4,093
12/08/2019	as above	Buy	423.65	308	308
12/08/2019	as above	Buy	235.21	171	171
12/08/2019	as above	Buy	10,814.18	7,862	7,862
12/08/2019	as above	Buy	165.06	120	120
12/08/2019	as above	Buy	8,411.18	6,115	6,115
13/08/2019	as above	Buy	1,070.54	791	791
13/08/2019	as above	Buy	11,353.67	8,389	8,389
13/08/2019	as above	Buy	230.08	170	170
13/08/2019	as above	Buy	3,547.26	2,621	2,621
13/08/2019	as above	Buy	266.62	197	197
13/08/2019	as above	Buy	147.52	109	109
13/08/2019	as above	Buy	6,814.37	5,035	5,035
13/08/2019	as above	Buy	104.21	77	77
13/08/2019	as above	Buy	5,299.91	3,916	3,916
14/08/2019	as above	Buy	4,478.32	3,417	3,417
14/08/2019	as above	Buy	47,517.11	36,256	36,256
14/08/2019	as above	Buy	960.67	733	733
14/08/2019	as above	Buy	14,846.48	11,328	11,328
14/08/2019	as above	Buy	1,115.32	851	851
14/08/2019	as above	Buy	619.91	473	473
14/08/2019	as above	Buy	28,516.03	21,758	21,758
14/08/2019	as above	Buy	433.81	331	331
14/08/2019	as above	Buy	22,176.66	16,921	16,921
15/08/2019	as above	Buy	4,680.98	3,713	3,713
15/08/2019	as above	Buy	49,655.19	39,387	39,387
15/08/2019	as above	Buy	1,003.52	796	796
15/08/2019	as above	Buy	15,515.43	12,307	12,307
15/08/2019	as above	Buy	1,166.15	925	925
15/08/2019	as above	Buy	648	514	514
15/08/2019	as above	Buy	29,799.17	23,637	23,637
15/08/2019	as above	Buy	453.85	360	360
15/08/2019	as above	Buy	23,175.45	18,383	18,383
16/08/2019	as above	Buy	2,946.80	2,403	2,403
16/08/2019	as above	Buy	31,258.39	25,490	25,490
16/08/2019	as above	Buy	631.54	515	515
16/08/2019	as above	Buy	9,767.48	7,965	7,965
16/08/2019	as above	Buy	734.55	599	599
16/08/2019	as above	Buy	408.36	333	333
16/08/2019	as above	Buy	18,759.94	15,298	15,298
16/08/2019	as above	Buy	285.73	233	233
16/08/2019	as above	Buy	14,589.29	11,897	11,897
19/08/2019	as above	Buy	1,933.63	1,583	1,583
19/08/2019	as above	Buy	20,518.76	16,798	16,798
19/08/2019	as above	Buy	415.31	340	340
19/08/2019	as above	Buy	6,411.65	5,249	5,249

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
19/08/2019	as above	Buy	481.27	394	394
19/08/2019	as above	Buy	267.51	219	219
19/08/2019	as above	Buy	12,313.94	10,081	10,081
19/08/2019	as above	Buy	186.89	153	153
19/08/2019	as above	Buy	9,576.56	7,840	7,840
09/09/2019	as above	Buy	4,800.81	3,415	3,415
09/09/2019	as above	Buy	30,480.56	21,682	21,682
09/09/2019	as above	Buy	466.73	332	332
09/09/2019	as above	Buy	50,871.68	36,187	36,187
09/09/2019	as above	Buy	23,956.24	17,041	17,041
09/09/2019	as above	Buy	1,210.39	861	861
09/09/2019	as above	Buy	1,038.89	739	739
09/09/2019	as above	Buy	15,840.55	11,268	11,268
09/09/2019	as above	Buy	580.6	413	413
10/09/2019	as above	Buy	317.53	226	226
11/09/2019	as above	Buy	12,487.82	9,088	9,088
11/09/2019	as above	Buy	79,286.94	57,701	57,701
11/09/2019	as above	Buy	1,214.70	884	884
11/09/2019	as above	Buy	132,335.45	96,307	96,307
11/09/2019	as above	Buy	62,253.60	45,305	45,305
11/09/2019	as above	Buy	3,146.69	2,290	2,290
11/09/2019	as above	Buy	2,700.11	1,965	1,965
11/09/2019	as above	Buy	41,203.76	29,986	29,986
11/09/2019	as above	Buy	1,511.51	1,100	1,100
12/09/2019	as above	Buy	10,051.13	7,357	7,357
12/09/2019	as above	Buy	63,819.30	46,713	46,713
12/09/2019	as above	Buy	976.83	715	715
12/09/2019	as above	Buy	106,521.25	77,969	77,969
12/09/2019	as above	Buy	50,109.48	36,678	36,678
12/09/2019	as above	Buy	2,532.93	1,854	1,854
12/09/2019	as above	Buy	2,173.62	1,591	1,591
12/09/2019	as above	Buy	33,165.87	24,276	24,276
12/09/2019	as above	Buy	1,217.28	891	891
13/09/2019	as above	Buy	6,725.84	4,883	4,883
13/09/2019	as above	Buy	42,704.91	31,004	31,004
13/09/2019	as above	Buy	654.27	475	475
13/09/2019	as above	Buy	71,276.32	51,747	51,747
13/09/2019	as above	Buy	33,531.43	24,344	24,344
13/09/2019	as above	Buy	1,694.20	1,230	1,230
13/09/2019	as above	Buy	1,454.53	1,056	1,056
13/09/2019	as above	Buy	22,192.67	16,112	16,112
13/09/2019	as above	Buy	814.04	591	591
16/09/2019	as above	Buy	4,538.18	3,346	3,346
16/09/2019	as above	Buy	28,814.59	21,245	21,245
16/09/2019	as above	Buy	440.8	325	325
16/09/2019	as above	Buy	48,094.40	35,460	35,460
16/09/2019	as above	Buy	22,624.44	16,681	16,681
16/09/2019	as above	Buy	1,143.36	843	843
16/09/2019	as above	Buy	981.96	724	724
16/09/2019	as above	Buy	14,974.91	11,041	11,041
16/09/2019	as above	Buy	549.3	405	405
17/09/2019	as above	Buy	13,087.54	10,005	10,005
17/09/2019	as above	Buy	83,090.51	63,520	63,520
17/09/2019	as above	Buy	1,272.78	973	973
17/09/2019	as above	Buy	138,679.53	106,016	106,016
17/09/2019	as above	Buy	65,241.49	49,875	49,875

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
17/09/2019	as above	Buy	3,297.72	2,521	2,521
17/09/2019	as above	Buy	2,830.73	2,164	2,164
17/09/2019	as above	Buy	43,181.69	33,011	33,011
17/09/2019	as above	Buy	1,584.11	1,211	1,211
18/09/2019	as above	Buy	101,057.12	76,235	76,235
20/09/2019	as above	Buy	18.39	13	13
20/09/2019	as above	Buy	1,941.97	1,373	1,373
20/09/2019	as above	Buy	893.9	632	632
20/09/2019	as above	Buy	45.26	32	32
20/09/2019	as above	Buy	39.6	28	28
20/09/2019	as above	Buy	602.53	426	426
20/09/2019	as above	Buy	22.63	16	16
20/09/2019	as above	Buy	182.46	129	129
20/09/2019	as above	Buy	1,161.22	821	821
20/09/2019	as above	Buy	10,302.87	7,333	7,333
20/09/2019	as above	Buy	1,111,288.97	790,953	790,953
20/09/2019	as above	Buy	511,955.31	364,381	364,381
20/09/2019	as above	Buy	25,825.31	18,381	18,381
20/09/2019	as above	Buy	23,015.31	16,381	16,381
20/09/2019	as above	Buy	345,228.17	245,714	245,714
20/09/2019	as above	Buy	12,845.92	9,143	9,143
20/09/2019	as above	Buy	104,638.78	74,476	74,476
20/09/2019	as above	Buy	664,899.39	473,238	473,238

Total Number of Securities

4,103,177

Annexure 2

This is page 1 of 4 of Annexure 2 referred to in ASIC Form 604 - Notice of change of interests of Substantial Holder



Andrew Brown - Company Secretary of Challenger Limited

24/09/2019

Company Name	ACN / Company No.	Country of Incorporation
255 FINANCE GROUP PTY LTD	628 853 056	AUSTRALIA
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
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
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
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 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 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	
CHALLENGER KABUSHIKI KAISHA	0100-01-182872	
CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	C41149	MALTA

Annexure 2

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



Andrew Brown - Company Secretary of Challenger Limited

24/09/2019

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 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 SUBSIDIARY HOLDINGS PTY LIMITED	099 742 122	AUSTRALIA
CHALLENGER LIMITED	106 842 371	AUSTRALIA
CHALLENGER MANAGED INVESTMENTS (INTERNATIONAL) PTY LIMITED	120 871 212	AUSTRALIA
CHALLENGER MANAGEMENT SERVICES (UK) LIMITED	06393787	ENGLAND/WALES
CHALLENGER MARGIN LENDING PTY LTD	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 LTD	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 (GROUP) HOLDING COMPANY PTY LTD	130 888 327	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) HOLDING COMPANY PTY LTD	130 888 274	AUSTRALIA
CHALLENGER SPECIAL SERVICING PTY LTD	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 WHOLESALE FINANCE HOLDINGS PTY LIMITED	087 284 240	AUSTRALIA
CHALLENGER WIND HOLDINGS PTY LIMITED	151 496 061	AUSTRALIA
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
EIGER CAPITAL PTY LIMITED	631 838 607	AUSTRALIA
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 EIGER HOLDINGS PTY LIMITED	631 837 360	AUSTRALIA

Annexure 2

This is page 3 of 4 of Annexure 2 referred to in ASIC Form 604 - Notice of change of interests of Substantial Holder



Andrew Brown - Company Secretary of Challenger Limited

24/09/2019

Company Name	ACN / Company No.	Country of Incorporation
FIDANTE PARTNERS EUROPE LIMITED	04040660	ENGLAND/WALES
FIDANTE PARTNERS FME HOLDINGS LIMITED	11410594	UNITED KINGDOM
FIDANTE PARTNERS GP US LLC	5651702	UNITED STATES
FIDANTE PARTNERS HOLDINGS (GUERNSEY) LIMITED	43315	GUERNSEY
FIDANTE PARTNERS HOLDINGS EUROPE LIMITED	06172534	ENGLAND/WALES
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 LATIGO HOLDINGS LLC	5651705	UNITED STATES
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 USA LLC	81-4925448	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
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
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

Annexure 2

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



Andrew Brown - Company Secretary of Challenger Limited

24/09/2019

Company Name	ACN / Company No.	Country of Incorporation
METISQ CAPITAL PTY LTD	104 642 613	AUSTRALIA
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 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
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
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