

Sydney

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Sydney NSW 2001
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Telephone 02 9994 7000
Facsimile 02 9994 7777

22 February 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 – 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 associated entities 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 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 **20/02/2017**

The previous notice was given to the company on **11/10/2016**

The previous notice was dated **11/10/2016**

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:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid	31,385,583	8.21%	27,678,371	7.18%

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)	2,733,765 (Ordinary Fully Paid)	2,733,765
Challenger Limited (and its entities listed in Annexure 2)	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	As above	10,438,276 (Ordinary Fully Paid)	10,438,276

Challenger Limited (and its entities listed in Annexure 2)	National Nominees Limited	National Nominees Limited	As above	3,446,016 (Ordinary Fully Paid)	3,446,016
Challenger Limited (and its entities listed in Annexure 2)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	11,060,314 (Ordinary Fully Paid)	11,060,314

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 **22/02/2017**

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 (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: 20/02/2017
Class of security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
14/10/2016	Challenger Limited (and its entities listed in Annexure 2)	Buy	473,932.45	153,575	153,575
14/10/2016	as above	Buy	6,931.16	2,246	2,246
14/10/2016	as above	Buy	6,931.16	2,246	2,246
14/10/2016	as above	Buy	64,176.46	20,796	20,796
14/10/2016	as above	Buy	168,424.62	54,577	54,577
14/10/2016	as above	Buy	121,421.76	39,346	39,346
14/10/2016	as above	Buy	271,463.08	87,966	87,966
14/10/2016	as above	Buy	104,547.51	33,878	33,878
14/10/2016	as above	Buy	16,571.82	5,370	5,370
17/10/2016	as above	Buy	769,125.00	250,000	250,000
20/10/2016	as above	Buy	376,056.00	120,000	120,000
21/10/2016	as above	Buy	65,158.25	20,755	20,755
21/10/2016	as above	Buy	16,754.98	5,337	5,337
21/10/2016	as above	Buy	170,657.78	54,360	54,360
21/10/2016	as above	Buy	480,632.72	153,097	153,097
21/10/2016	as above	Buy	7,135.86	2,273	2,273
21/10/2016	as above	Buy	123,494.58	39,337	39,337
21/10/2016	as above	Buy	6,825.06	2,174	2,174
21/10/2016	as above	Buy	275,221.78	87,667	87,667
27/10/2016	as above	Buy	293,847.51	93,917	93,917
27/10/2016	as above	Buy	4,261.43	1,362	1,362
27/10/2016	as above	Buy	39,901.59	12,753	12,753
27/10/2016	as above	Buy	4,261.43	1,362	1,362
27/10/2016	as above	Buy	21,695.10	6,934	6,934
27/10/2016	as above	Buy	104,210.94	33,307	33,307
27/10/2016	as above	Buy	10,265.59	3,281	3,281
27/10/2016	as above	Buy	168,326.31	53,799	53,799
27/10/2016	as above	Buy	75,738.86	24,207	24,207
31/10/2016	as above	Buy	121,344.00	38,400	38,400
31/10/2016	as above	Sell	121,344.00	-	38,400
11/11/2016	as above	Buy	23,173.06	6,804	6,804
15/11/2016	as above	Sell	33,834.36	-	9,670
15/11/2016	as above	Sell	16,259.39	-	4,647
15/11/2016	as above	Sell	164,409.81	-	46,989
15/11/2016	as above	Sell	120,722.55	-	34,503
15/11/2016	as above	Sell	6,735.38	-	1,925
15/11/2016	as above	Sell	62,742.27	-	17,932
15/11/2016	as above	Sell	265,916.40	-	76,000
15/11/2016	as above	Sell	6,735.38	-	1,925
15/11/2016	as above	Sell	463,341.83	-	132,425
15/11/2016	as above	Sell	371,362.75	-	106,137
16/11/2016	as above	Sell	4,159.60	-	1,187
16/11/2016	as above	Sell	2,000.96	-	571
16/11/2016	as above	Sell	20,219.81	-	5,770
16/11/2016	as above	Sell	14,844.21	-	4,236
16/11/2016	as above	Sell	827.01	-	236
16/11/2016	as above	Sell	7,716.47	-	2,202
16/11/2016	as above	Sell	32,702.13	-	9,332
16/11/2016	as above	Sell	827.01	-	236
16/11/2016	as above	Sell	56,983.42	-	16,261
16/11/2016	as above	Sell	45,668.04	-	13,032
16/11/2016	as above	Sell	343,641.68	-	101,600
25/11/2016	as above	Sell	43,252.11	-	13,606
30/11/2016	as above	Buy	1,919.58	598	598
30/11/2016	as above	Buy	142,623.51	44,431	44,431
30/11/2016	as above	Buy	1,598.58	498	498
30/11/2016	as above	Buy	82,182.42	25,602	25,602
30/11/2016	as above	Buy	50,846.40	15,840	15,840
30/11/2016	as above	Buy	19,186.17	5,977	5,977
30/11/2016	as above	Buy	33,897.60	10,560	10,560
30/11/2016	as above	Buy	4,795.74	1,494	1,494
30/11/2016	as above	Sell	337,050.00	-	105,000
30/11/2016	as above	Buy	568,950.03	177,243	177,243
30/11/2016	as above	Sell	568,950.03	-	177,243
05/12/2016	as above	Buy	23,064.04	6,947	6,947
05/12/2016	as above	Buy	12,104.72	3,646	3,646
05/12/2016	as above	Buy	194,495.56	58,583	58,583
05/12/2016	as above	Buy	120,067.80	36,165	36,165
05/12/2016	as above	Buy	4,906.96	1,478	1,478
05/12/2016	as above	Buy	85,387.08	25,719	25,719

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
05/12/2016	as above	Buy	4,906.96	1,478	1,478
05/12/2016	as above	Buy	333,703.16	100,513	100,513
05/12/2016	as above	Buy	51,363.72	15,471	15,471
06/12/2016	as above	Sell	34,109.77	9,690	9,690
06/12/2016	as above	Sell	17,934.91	5,095	5,095
06/12/2016	as above	Sell	178,286.02	50,648	50,648
06/12/2016	as above	Sell	7,385.17	2,098	2,098
06/12/2016	as above	Sell	76,308.73	21,678	21,678
06/12/2016	as above	Sell	288,701.00	82,015	82,015
06/12/2016	as above	Sell	809,485.72	229,961	229,961
06/12/2016	as above	Sell	7,385.17	2,098	2,098
06/12/2016	as above	Sell	495,116.15	140,654	140,654
06/12/2016	as above	Sell	126,945.37	36,063	36,063
07/12/2016	as above	Sell	1,117,689.34	314,302	314,302
07/12/2016	as above	Sell	1,370,855.21	385,494	385,494
07/12/2016	as above	Sell	493,775.15	138,853	138,853
07/12/2016	as above	Sell	799,464.62	224,815	224,815
07/12/2016	as above	Sell	49,817.40	14,009	14,009
07/12/2016	as above	Sell	20,333.78	5,718	5,718
07/12/2016	as above	Sell	350,759.48	98,636	98,636
07/12/2016	as above	Sell	189,444.12	53,273	53,273
07/12/2016	as above	Sell	210,794.94	59,277	59,277
07/12/2016	as above	Sell	19,995.95	5,623	5,623
08/12/2016	as above	Sell	14,144.46	3,930	3,930
08/12/2016	as above	Sell	35,012.04	9,728	9,728
08/12/2016	as above	Sell	559,465.70	155,446	155,446
08/12/2016	as above	Sell	14,144.46	3,930	3,930
08/12/2016	as above	Sell	245,429.83	68,192	68,192
08/12/2016	as above	Sell	199,102.21	55,320	55,320
08/12/2016	as above	Sell	345,510.00	95,999	95,999
08/12/2016	as above	Sell	147,469.52	40,974	40,974
08/12/2016	as above	Sell	959,091.77	266,481	266,481
15/12/2016	as above	Buy	126,224.00	36,064	36,064
15/12/2016	as above	Buy	1,862.00	532	532
15/12/2016	as above	Buy	19,376.00	5,536	5,536
15/12/2016	as above	Buy	32,511.50	9,289	9,289
15/12/2016	as above	Buy	8,757.00	2,502	2,502
15/12/2016	as above	Buy	45,458.00	12,988	12,988
15/12/2016	as above	Buy	4,564.00	1,304	1,304
15/12/2016	as above	Buy	1,862.00	532	532
15/12/2016	as above	Buy	73,682.00	21,052	21,052
15/12/2016	as above	Sell	24,482.20	6,973	6,973
15/12/2016	as above	Sell	12,892.39	3,672	3,672
15/12/2016	as above	Sell	127,091.18	36,198	36,198
15/12/2016	as above	Sell	5,210.32	1,484	1,484
15/12/2016	as above	Sell	54,301.13	15,466	15,466
15/12/2016	as above	Sell	206,000.90	58,673	58,673
15/12/2016	as above	Sell	5,210.32	1,484	1,484
15/12/2016	as above	Sell	353,017.01	100,546	100,546
15/12/2016	as above	Sell	91,022.68	25,925	25,925
20/12/2016	as above	Sell	234,990.14	66,200	66,200
03/01/2017	as above	Sell	104,557.54	28,458	28,458
03/01/2017	as above	Sell	21,864.57	5,951	5,951
03/01/2017	as above	Sell	216,694.74	58,979	58,979
03/01/2017	as above	Sell	8,659.85	2,357	2,357
03/01/2017	as above	Sell	92,653.45	25,218	25,218
03/01/2017	as above	Sell	351,130.06	95,569	95,569
03/01/2017	as above	Sell	8,876.63	2,416	2,416
03/01/2017	as above	Sell	602,240.10	163,915	163,915
03/01/2017	as above	Sell	155,866.34	42,423	42,423
04/01/2017	as above	Sell	48,872.38	13,316	13,316
04/01/2017	as above	Sell	10,217.84	2,784	2,784
04/01/2017	as above	Sell	101,286.51	27,597	27,597
04/01/2017	as above	Sell	4,048.23	1,103	1,103
04/01/2017	as above	Sell	43,308.36	11,800	11,800
04/01/2017	as above	Sell	164,124.00	44,718	44,718
04/01/2017	as above	Sell	4,147.33	1,130	1,130
04/01/2017	as above	Sell	281,500.67	76,699	76,699
04/01/2017	as above	Sell	72,853.47	19,850	19,850
06/01/2017	as above	Buy	63,046.94	18,576	18,576
06/01/2017	as above	Buy	9,767.13	2,877	2,877
06/01/2017	as above	Buy	9,062.78	2,670	2,670
06/01/2017	as above	Buy	21,826.81	6,431	6,431
06/01/2017	as above	Buy	94,413.68	27,817	27,817
06/01/2017	as above	Buy	613,513.02	180,764	180,764
06/01/2017	as above	Buy	220,576.06	64,990	64,990
06/01/2017	as above	Buy	357,466.26	105,323	105,323
06/01/2017	as above	Buy	225,799.43	66,529	66,529
06/01/2017	as above	Buy	160,201.52	47,200	47,200
06/01/2017	as above	Buy	13,992.95	4,122	4,122
09/01/2017	as above	Sell	810,414.00	220,000	220,000
23/01/2017	as above	Sell	89,658.14	25,300	25,300
07/02/2017	as above	Sell	22,188.72	6,268	6,268
20/02/2017	as above	Sell	27,931.83	7,476	7,476
20/02/2017	as above	Sell	1,927,131.96	515,800	515,800
20/02/2017	as above	Sell	692,960.49	185,472	185,472
20/02/2017	as above	Sell	1,130,226.65	302,507	302,507

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
20/02/2017	as above	Sell	28,469.84	- 7,620	7,620
20/02/2017	as above	Sell	295,985.50	- 79,221	79,221
20/02/2017	as above	Sell	264,560.32	- 70,810	70,810
20/02/2017		Sell	506,561.47	- 135,582	135,582
20/02/2017		Sell	937,916.97	- 251,035	251,035
20/02/2017		Sell	69,564.31	- 18,619	18,619

Total Number of Securities

-3,707,212

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

22/02/2017

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
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 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
CHALLENGER LIFE COMPANY HOLDINGS PTY LTD	006 381 193	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

22/02/2017

Company Name	ACN / Company No.	Country of Incorporation
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 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 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
CSPP1 MAITLAND PTY LTD	122 460 968	AUSTRALIA

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Andrew Brown - Company Secretary of Challenger Limited

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Company Name	ACN / Company No.	Country of Incorporation
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 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 ORCHID HOLDINGS PTY LTD	616 975 565	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
LEASE COLLATERAL PTY LTD	168 112 472	AUSTRALIA
LEASE FUNDING MANAGEMENT PTY LTD	168 112 490	AUSTRALIA

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Andrew Brown - Company Secretary of Challenger Limited

22/02/2017

Company Name	ACN / Company No.	Country of Incorporation
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
ORCHID MANAGEMENT PTY LTD	617 001 966	AUSTRALIA
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
WELCOME BREAK NO.3 LIMITED	08331918	ENGLAND/WALES

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Andrew Brown - Company Secretary of Challenger Limited

22/02/2017

Company Name

**ACN /
Company No.**

**Country of
Incorporation**

WELCOME BREAK SERVICES LIMITED

04099292

ENGLAND/WALES

WYETREE FUNDS PLC

520464

IRELAND