

Sydney

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24 September 2021

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

By electronic lodgement

Dear Sir/Madam

Notice of initial substantial holder – Viva Energy Group Limited (VEA)

We attach a notice of initial substantial holder in Viva Energy Group Limited. This notice is given by Challenger Limited and each of its associated entities named in Annexure 2 to this notice.

Yours faithfully



Linda Matthews
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 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To CompanyName/Scheme

Viva Energy Group Limited

ACN/ARSN

626 661 032

1. Details of substantial holder (1)
Name

Challenger Limited (and its entities listed in Annexure 2)

ACN/ARSN (if applicable)

106 842 371

The holder became a substantial holder on

22/09/2021

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Fully Paid	Same as persons votes	82,017,385	5.10%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Challenger Limited (and its entities listed in Annexure 2)	Ordinary Fully Paid securities purchased and sold on market and acquired and sold (via off market transfer) by Challenger Limited (and its entities listed in Annexure 2) and obtains a relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth).	Refer Annexure 1

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Challenger Limited (and its entities listed in Annexure 2)	Morgan Stanley & Co. International plc	Morgan Stanley & Co. International plc	15,693 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	24,454,661 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	State Street Boston	State Street Boston	1,719,041 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	J. P. Morgan Nominees Australia Pty Limited	J. P. Morgan Nominees Australia Pty Limited	20,340,060 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	National Nominees Limited	National Nominees Limited	10,537,718 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	BNP Paribas Nominees Pty Limited	BNP Paribas Nominees Pty Limited	14,946,580 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	Bank of New York Mellon	Bank of New York Mellon	1,724,675 (Ordinary Fully Paid)

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Refer Annexure 2	Refer Annexure 1	Refer Annexure 1		Refer Annexure 1

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

7. 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 **Linda Matthews** capacity **Company Secretary**

L Matthews

sign here date **24/09/2021**

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 7 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 section s608 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.

(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) 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.

Linda Matthews
Company Secretary of Challenger Limited

Transactions:

Company

Name/Scheme: Viva Energy Group Limited (VEA)

As at: 22/09/2021

Class of security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
20/05/2021	Challenger Limited (and its entities listed in Annexure 2)	Opening Balance adj	237,540,479	48,510,090	48,510,090
20/05/2021	as above	Sell	25,826	-12,694 -	12,694
20/05/2021	as above	Sell	25,822	-12,692 -	12,692
20/05/2021	as above	Sell	173,394	-85,227 -	85,227
20/05/2021	as above	Sell	10,052	-4,941 -	4,941
20/05/2021	as above	Buy	154,678	76,076	76,076
26/05/2021	as above	Buy	75,909	36,849	36,849
16/06/2021	as above	Buy	262,796	129,776	129,776
16/06/2021	as above	Buy	106,023	52,357	52,357
16/06/2021	as above	Buy	175,414	86,624	86,624
16/06/2021	as above	Buy	217,370	107,343	107,343
16/06/2021	as above	Buy	241,261	119,141	119,141
16/06/2021	as above	Buy	300,085	148,190	148,190
16/06/2021	as above	Buy	75,445	37,257	37,257
16/06/2021	as above	Buy	1,125,074	555,592	555,592
16/06/2021	as above	Buy	327,285	161,264	161,264
16/06/2021	as above	Buy	27,783	13,720	13,720
17/06/2021	as above	Buy	157,055	78,277	78,277
17/06/2021	as above	Buy	63,362	31,580	31,580
17/06/2021	as above	Buy	104,832	52,249	52,249
17/06/2021	as above	Buy	129,906	64,746	64,746
17/06/2021	as above	Buy	144,186	71,863	71,863
17/06/2021	as above	Buy	179,342	89,385	89,385
17/06/2021	as above	Buy	45,090	22,473	22,473
17/06/2021	as above	Buy	672,387	335,121	335,121
17/06/2021	as above	Buy	16,605	8,276	8,276
29/06/2021	as above	Buy	62,858	32,910	32,910
02/07/2021	as above	Sell	39,553	-20,185 -	20,185
06/07/2021	as above	Sell	49,502	-25,192 -	25,192
09/07/2021	as above	Buy	33,769	16,342	16,342
09/07/2021	as above	Buy	14,252	6,897	6,897
09/07/2021	as above	Buy	21,205	10,262	10,262
09/07/2021	as above	Buy	30,023	14,529	14,529

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
09/07/2021	as above	Buy	30,240	14,634	14,634
09/07/2021	as above	Buy	35,352	17,108	17,108
09/07/2021	as above	Buy	10,702	5,179	5,179
09/07/2021	as above	Buy	106,019	51,306	51,306
09/07/2021	as above	Buy	21,298	10,307	10,307
09/07/2021	as above	Buy	3,002	1,453	1,453
12/07/2021	as above	Buy	118,682	55,201	55,201
12/07/2021	as above	Buy	50,093	23,299	23,299
12/07/2021	as above	Buy	74,532	34,666	34,666
12/07/2021	as above	Buy	105,520	49,079	49,079
12/07/2021	as above	Buy	106,281	49,433	49,433
12/07/2021	as above	Buy	124,249	57,790	57,790
12/07/2021	as above	Buy	37,612	17,494	17,494
12/07/2021	as above	Buy	372,617	173,310	173,310
12/07/2021	as above	Buy	74,859	34,818	34,818
12/07/2021	as above	Buy	10,557	4,910	4,910
12/07/2021	as above	Sell	738,624	-344,090	-344,090
14/07/2021	as above	Sell	5,148	-2,400	-2,400
14/07/2021	as above	Buy	118,336	55,297	55,297
27/07/2021	as above	Buy	171,332	83,777	83,777
27/07/2021	as above	Buy	85,246	41,683	41,683
27/07/2021	as above	Buy	120,350	58,848	58,848
27/07/2021	as above	Buy	161,418	78,929	78,929
27/07/2021	as above	Buy	170,823	83,528	83,528
27/07/2021	as above	Buy	194,945	95,323	95,323
27/07/2021	as above	Buy	58,596	28,652	28,652
27/07/2021	as above	Buy	624,105	305,171	305,171
27/07/2021	as above	Buy	99,999	48,897	48,897
27/07/2021	as above	Buy	16,753	8,192	8,192
27/07/2021	as above	Buy	188,634	92,246	92,246
28/07/2021	as above	Buy	108,497	53,242	53,242
28/07/2021	as above	Buy	53,981	26,490	26,490
28/07/2021	as above	Buy	76,212	37,399	37,399
28/07/2021	as above	Buy	102,218	50,161	50,161
28/07/2021	as above	Buy	108,175	53,084	53,084
28/07/2021	as above	Buy	123,450	60,580	60,580
28/07/2021	as above	Buy	37,106	18,209	18,209
28/07/2021	as above	Buy	395,219	193,944	193,944
28/07/2021	as above	Buy	63,325	31,075	31,075
28/07/2021	as above	Buy	10,611	5,207	5,207
29/07/2021	as above	Buy	38,139	18,810	18,810
29/07/2021	as above	Buy	18,976	9,359	9,359
29/07/2021	as above	Buy	26,791	13,213	13,213
29/07/2021	as above	Buy	35,931	17,721	17,721
29/07/2021	as above	Buy	38,026	18,754	18,754
29/07/2021	as above	Buy	43,395	21,402	21,402
29/07/2021	as above	Buy	13,044	6,433	6,433
29/07/2021	as above	Buy	138,923	68,516	68,516
29/07/2021	as above	Buy	22,259	10,978	10,978
29/07/2021	as above	Buy	3,729	1,839	1,839
30/07/2021	as above	Buy	74,178	36,014	36,014
30/07/2021	as above	Sell	90,807	-44,081	-44,081
30/07/2021	as above	Buy	36,906	17,918	17,918
30/07/2021	as above	Buy	52,104	25,297	25,297
30/07/2021	as above	Buy	69,884	33,929	33,929

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
30/07/2021	as above	Buy	73,956	35,906	35,906
30/07/2021	as above	Buy	84,400	40,977	40,977
30/07/2021	as above	Buy	25,369	12,317	12,317
30/07/2021	as above	Buy	270,204	131,186	131,186
30/07/2021	as above	Buy	43,295	21,020	21,020
30/07/2021	as above	Buy	7,254	3,522	3,522
03/08/2021	as above	Buy	130,003	63,562	63,562
03/08/2021	as above	Buy	64,683	31,625	31,625
03/08/2021	as above	Buy	91,319	44,648	44,648
03/08/2021	as above	Buy	122,479	59,883	59,883
03/08/2021	as above	Buy	129,617	63,373	63,373
03/08/2021	as above	Buy	147,918	72,321	72,321
03/08/2021	as above	Buy	44,463	21,739	21,739
03/08/2021	as above	Buy	473,556	231,534	231,534
03/08/2021	as above	Buy	75,879	37,099	37,099
03/08/2021	as above	Buy	12,714	6,216	6,216
04/08/2021	as above	Buy	103,979	50,517	50,517
04/08/2021	as above	Buy	51,735	25,135	25,135
04/08/2021	as above	Buy	73,039	35,485	35,485
04/08/2021	as above	Buy	97,963	47,594	47,594
04/08/2021	as above	Buy	103,670	50,367	50,367
04/08/2021	as above	Buy	118,309	57,479	57,479
04/08/2021	as above	Buy	35,563	17,278	17,278
04/08/2021	as above	Buy	378,768	184,020	184,020
04/08/2021	as above	Buy	60,689	29,485	29,485
04/08/2021	as above	Buy	10,168	4,940	4,940
05/08/2021	as above	Buy	57,350	28,015	28,015
05/08/2021	as above	Buy	28,535	13,939	13,939
05/08/2021	as above	Buy	40,285	19,679	19,679
05/08/2021	as above	Buy	54,031	26,394	26,394
05/08/2021	as above	Buy	57,180	27,932	27,932
05/08/2021	as above	Buy	65,253	31,876	31,876
05/08/2021	as above	Buy	19,613	9,581	9,581
05/08/2021	as above	Buy	208,907	102,050	102,050
05/08/2021	as above	Buy	33,472	16,351	16,351
05/08/2021	as above	Buy	5,607	2,739	2,739
07/08/2021	as above	Buy - transfer	47,664	23,480	23,480
07/08/2021	as above	Sell - transfer	47,664	-	23,480
10/08/2021	as above	Buy	52,762	26,160	26,160
16/08/2021	as above	Sell	340,036	-	168,903
17/08/2021	as above	Buy	346,335	173,837	173,837
23/08/2021	as above	Sell	233,256	-	120,390
24/08/2021	as above	Sell	335,495	-	168,168
24/08/2021	as above	Sell	119,744	-	60,022
26/08/2021	as above	Buy	246,140	119,776	119,776
26/08/2021	as above	Buy	342,268	166,554	166,554
26/08/2021	as above	Buy	82,512	40,152	40,152
26/08/2021	as above	Buy	114,737	55,833	55,833
26/08/2021	as above	Buy	146,585	71,331	71,331
26/08/2021	as above	Buy	203,833	99,189	99,189
26/08/2021	as above	Buy	207,740	101,090	101,090
26/08/2021	as above	Buy	288,873	140,571	140,571
26/08/2021	as above	Buy	200,476	97,555	97,555
26/08/2021	as above	Buy	278,773	135,656	135,656
26/08/2021	as above	Buy	249,796	121,555	121,555
26/08/2021	as above	Buy	347,350	169,027	169,027
26/08/2021	as above	Buy	75,190	36,589	36,589
26/08/2021	as above	Buy	104,554	50,878	50,878
26/08/2021	as above	Buy	858,275	417,652	417,652
26/08/2021	as above	Buy	1,193,468	580,763	580,763
26/08/2021	as above	Buy	133,055	64,747	64,747

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
26/08/2021	as above	Buy	185,020	90,034	90,034
26/08/2021	as above	Buy	22,432	10,916	10,916
26/08/2021	as above	Buy	31,195	15,180	15,180
27/08/2021	as above	Buy	24,023	11,635	11,635
27/08/2021	as above	Buy	8,052	3,900	3,900
27/08/2021	as above	Buy	14,306	6,929	6,929
27/08/2021	as above	Buy	20,275	9,820	9,820
27/08/2021	as above	Buy	19,567	9,477	9,477
27/08/2021	as above	Buy	24,380	11,808	11,808
27/08/2021	as above	Buy	7,338	3,554	3,554
27/08/2021	as above	Buy	83,771	40,573	40,573
27/08/2021	as above	Buy	12,987	6,290	6,290
27/08/2021	as above	Buy	2,189	1,060	1,060
30/08/2021	as above	Buy	62,934	40,972	40,972
30/08/2021	as above	Buy	15,036	7,143	7,143
30/08/2021	as above	Buy	21,176	10,060	10,060
30/08/2021	as above	Buy	79,123	37,285	37,285
30/08/2021	as above	Buy	26,524	12,499	12,499
30/08/2021	as above	Buy	47,121	22,205	22,205
30/08/2021	as above	Buy	19,607	15,043	15,043
30/08/2021	as above	Buy	66,778	31,468	31,468
30/08/2021	as above	Buy	171,873	81,650	81,650
30/08/2021	as above	Buy	28,020	13,311	13,311
30/08/2021	as above	Buy	30,861	14,661	14,661
30/08/2021	as above	Buy	52,705	25,038	25,038
30/08/2021	as above	Buy	64,444	30,368	30,368
30/08/2021	as above	Buy	21,309	10,123	10,123
30/08/2021	as above	Buy	80,296	37,838	37,838
30/08/2021	as above	Buy	157,612	74,875	74,875
30/08/2021	as above	Buy	24,171	11,390	11,390
30/08/2021	as above	Buy	217,270	103,216	103,216
30/08/2021	as above	Buy	113,975	54,145	54,145
30/08/2021	as above	Buy	71,170	33,810	33,810
30/08/2021	as above	Buy	57,147	27,148	27,148
30/08/2021	as above	Buy	275,888	130,007	130,007
30/08/2021	as above	Buy	42,771	20,155	20,155
30/08/2021	as above	Buy	7,211	3,398	3,398
30/08/2021	as above	Buy	78,935	37,499	37,499
31/08/2021	as above	Buy	255,219	165,381	165,381
31/08/2021	as above	Buy	39,523	25,605	25,605
31/08/2021	as above	Buy	60,949	28,831	28,831
31/08/2021	as above	Buy	9,439	4,464	4,464
31/08/2021	as above	Buy	85,839	40,605	40,605
31/08/2021	as above	Buy	13,294	6,287	6,287
31/08/2021	as above	Buy	79,424	60,720	60,720
31/08/2021	as above	Buy	12,300	9,401	9,401
31/08/2021	as above	Buy	1,447,891	1,093,523	1,093,523
31/08/2021	as above	Buy	696,717	329,573	329,573
31/08/2021	as above	Buy	107,897	51,027	51,027
31/08/2021	as above	Buy	113,581	53,728	53,728
31/08/2021	as above	Buy	17,588	8,318	8,318
31/08/2021	as above	Buy	125,098	59,176	59,176
31/08/2021	as above	Buy	19,373	9,162	9,162
31/08/2021	as above	Buy	213,645	101,062	101,062
31/08/2021	as above	Buy	33,086	15,647	15,647
31/08/2021	as above	Buy	86,378	40,860	40,860
31/08/2021	as above	Buy	13,376	6,326	6,326
31/08/2021	as above	Buy	638,902	302,224	302,224
31/08/2021	as above	Buy	98,942	46,792	46,792
31/08/2021	as above	Buy	880,733	416,619	416,619
31/08/2021	as above	Buy	136,392	64,503	64,503
31/08/2021	as above	Buy	462,019	218,552	218,552
31/08/2021	as above	Buy	71,550	33,838	33,838
31/08/2021	as above	Buy	288,500	136,471	136,471
31/08/2021	as above	Buy	44,677	21,129	21,129
31/08/2021	as above	Buy	231,652	109,580	109,580

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
31/08/2021	as above	Buy	35,875	16,966	16,966
31/08/2021	as above	Buy	319,977	151,361	151,361
31/08/2021	as above	Buy	49,553	23,435	23,435
01/09/2021	as above	Buy	584,885	373,363	373,363
01/09/2021	as above	Buy	139,484	65,088	65,088
01/09/2021	as above	Buy	196,449	91,670	91,670
01/09/2021	as above	Buy	35,627	16,687	16,687
01/09/2021	as above	Buy	11,943	5,594	5,594
01/09/2021	as above	Buy	21,218	9,938	9,938
01/09/2021	as above	Buy	181,940	137,082	137,082
01/09/2021	as above	Buy	30,069	14,084	14,084
01/09/2021	as above	Buy	1,594,486	744,044	744,044
01/09/2021	as above	Buy	259,937	121,296	121,296
01/09/2021	as above	Buy	286,296	133,596	133,596
01/09/2021	as above	Buy	488,940	228,157	228,157
01/09/2021	as above	Buy	29,017	13,591	13,591
01/09/2021	as above	Buy	197,679	92,244	92,244
01/09/2021	as above	Buy	36,154	16,934	16,934
01/09/2021	as above	Buy	1,462,167	682,299	682,299
01/09/2021	as above	Buy	10,882	5,097	5,097
01/09/2021	as above	Buy	2,015,627	940,563	940,563
01/09/2021	as above	Buy	1,057,363	493,403	493,403
01/09/2021	as above	Buy	660,250	308,096	308,096
01/09/2021	as above	Buy	530,150	247,387	247,387
01/09/2021	as above	Buy	124,223	58,184	58,184
01/09/2021	as above	Buy	19,258	9,020	9,020
01/09/2021	as above	Buy	3,247	1,521	1,521
01/09/2021	as above	Buy	732,289	341,712	341,712
02/09/2021	as above	Buy	65,316	40,730	40,730
02/09/2021	as above	Buy	15,445	7,101	7,101
02/09/2021	as above	Buy	21,750	10,000	10,000
02/09/2021	as above	Buy	125,200	57,563	57,563
02/09/2021	as above	Buy	41,969	19,296	19,296
02/09/2021	as above	Buy	74,561	34,281	34,281
02/09/2021	as above	Buy	20,232	14,954	14,954
02/09/2021	as above	Buy	105,668	48,583	48,583
02/09/2021	as above	Buy	176,540	81,168	81,168
02/09/2021	as above	Buy	28,780	13,232	13,232
02/09/2021	as above	Buy	31,698	14,574	14,574
02/09/2021	as above	Buy	54,136	24,890	24,890
02/09/2021	as above	Buy	101,973	46,884	46,884
02/09/2021	as above	Buy	21,887	10,063	10,063
02/09/2021	as above	Buy	127,057	58,417	58,417
02/09/2021	as above	Buy	161,890	74,432	74,432
02/09/2021	as above	Buy	38,245	17,584	17,584
02/09/2021	as above	Buy	223,170	102,607	102,607
02/09/2021	as above	Buy	117,072	53,826	53,826
02/09/2021	as above	Buy	73,102	33,610	33,610
02/09/2021	as above	Buy	58,699	26,988	26,988
02/09/2021	as above	Buy	436,566	200,720	200,720
02/09/2021	as above	Buy	67,679	31,117	31,117
02/09/2021	as above	Buy	11,412	5,247	5,247
02/09/2021	as above	Buy	81,080	37,278	37,278
07/09/2021	as above	Buy	520,289	318,126	318,126
07/09/2021	as above	Buy	122,008	55,458	55,458
07/09/2021	as above	Buy	171,835	78,107	78,107
07/09/2021	as above	Buy	161,067	116,801	116,801
07/09/2021	as above	Buy	1,394,725	633,966	633,966
07/09/2021	as above	Buy	227,372	103,351	103,351
07/09/2021	as above	Buy	250,426	113,830	113,830
07/09/2021	as above	Buy	427,684	194,402	194,402
07/09/2021	as above	Buy	172,913	78,597	78,597
07/09/2021	as above	Buy	1,278,983	581,356	581,356
07/09/2021	as above	Buy	1,763,102	801,410	801,410
07/09/2021	as above	Buy	924,891	420,405	420,405
07/09/2021	as above	Buy	577,531	262,514	262,514

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
07/09/2021	as above	Buy	463,731	210,787	210,787
07/09/2021	as above	Buy	640,545	291,157	291,157
08/09/2021	as above	Buy	175,371	109,403	109,403
08/09/2021	as above	Buy	41,386	19,072	19,072
08/09/2021	as above	Buy	58,288	26,861	26,861
08/09/2021	as above	Buy	54,364	40,168	40,168
08/09/2021	as above	Buy	473,101	218,019	218,019
08/09/2021	as above	Buy	77,126	35,542	35,542
08/09/2021	as above	Buy	84,947	39,146	39,146
08/09/2021	as above	Buy	145,073	66,854	66,854
08/09/2021	as above	Buy	58,653	27,029	27,029
08/09/2021	as above	Buy	433,842	199,927	199,927
08/09/2021	as above	Buy	69,587	32,121	32,121
08/09/2021	as above	Buy	598,056	275,602	275,602
08/09/2021	as above	Buy	313,730	144,576	144,576
08/09/2021	as above	Buy	195,903	90,278	90,278
08/09/2021	as above	Buy	157,301	72,489	72,489
08/09/2021	as above	Buy	217,278	100,128	100,128
14/09/2021	as above	Sell	539,087	- 243,380 -	243,380
14/09/2021	as above	Buy	283,648	175,847	175,847
14/09/2021	as above	Buy	67,441	30,655	30,655
14/09/2021	as above	Buy	94,985	43,175	43,175
14/09/2021	as above	Buy	88,107	64,563	64,563
14/09/2021	as above	Buy	770,946	350,430	350,430
14/09/2021	as above	Buy	125,682	57,128	57,128
14/09/2021	as above	Buy	138,426	62,921	62,921
14/09/2021	as above	Buy	236,405	107,457	107,457
14/09/2021	as above	Buy	95,579	43,445	43,445
14/09/2021	as above	Buy	706,970	321,350	321,350
14/09/2021	as above	Buy	974,571	442,987	442,987
14/09/2021	as above	Buy	511,243	232,383	232,383
14/09/2021	as above	Buy	319,235	145,107	145,107
14/09/2021	as above	Buy	256,331	116,514	116,514
14/09/2021	as above	Buy	440,303	197,233	197,233
14/09/2021	as above	Buy	354,068	160,940	160,940
15/09/2021	as above	Buy	341,044	151,730	151,730
16/09/2021	as above	Buy	194,654	115,743	115,743
16/09/2021	as above	Buy	46,306	20,177	20,177
16/09/2021	as above	Buy	65,219	28,418	28,418
16/09/2021	as above	Buy	60,473	42,495	42,495
16/09/2021	as above	Buy	529,349	230,653	230,653
16/09/2021	as above	Buy	86,297	37,602	37,602
16/09/2021	as above	Buy	95,047	41,415	41,415
16/09/2021	as above	Buy	162,323	70,729	70,729
16/09/2021	as above	Buy	65,628	28,596	28,596
16/09/2021	as above	Buy	485,422	211,513	211,513
16/09/2021	as above	Buy	669,160	291,573	291,573
16/09/2021	as above	Buy	351,032	152,955	152,955
16/09/2021	as above	Buy	219,195	95,510	95,510
16/09/2021	as above	Buy	176,004	76,690	76,690
16/09/2021	as above	Buy	243,112	105,931	105,931
20/09/2021	as above	Buy	20,811	13,179	13,179
20/09/2021	as above	Buy	4,986	2,297	2,297
20/09/2021	as above	Buy	7,024	3,236	3,236
20/09/2021	as above	Buy	6,511	4,839	4,839
20/09/2021	as above	Buy	57,006	26,263	26,263
20/09/2021	as above	Buy	9,295	4,282	4,282
20/09/2021	as above	Buy	10,237	4,716	4,716
20/09/2021	as above	Buy	17,480	8,053	8,053
20/09/2021	as above	Buy	7,067	3,256	3,256
20/09/2021	as above	Buy	52,277	24,084	24,084
20/09/2021	as above	Buy	72,064	33,200	33,200
20/09/2021	as above	Buy	37,803	17,416	17,416
20/09/2021	as above	Buy	23,605	10,875	10,875
20/09/2021	as above	Buy	18,954	8,732	8,732
20/09/2021	as above	Buy	26,182	12,062	12,062

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
22/09/2021	as above	Buy	154,076	93,711	93,711
22/09/2021	as above	Buy	260,054	156,813	156,813
22/09/2021	as above	Buy	147,501	89,607	89,607
22/09/2021	as above	Buy	916	561	561
22/09/2021	as above	Buy	37,003	16,337	16,337
22/09/2021	as above	Buy	62,738	27,337	27,337
22/09/2021	as above	Buy	35,585	15,621	15,621
22/09/2021	as above	Buy	221	98	98
22/09/2021	as above	Buy	52,113	23,008	23,008
22/09/2021	as above	Buy	88,360	38,501	38,501
22/09/2021	as above	Buy	50,118	22,001	22,001
22/09/2021	as above	Buy	312	138	138
22/09/2021	as above	Buy	48,218	34,406	34,406
22/09/2021	as above	Buy	81,446	57,574	57,574
22/09/2021	as above	Buy	46,196	32,900	32,900
22/09/2021	as above	Buy	287	206	206
22/09/2021	as above	Buy	422,986	186,749	186,749
22/09/2021	as above	Buy	717,183	312,498	312,498
22/09/2021	as above	Buy	406,782	178,570	178,570
22/09/2021	as above	Buy	2,529	1,119	1,119
22/09/2021	as above	Buy	68,956	30,444	30,444
22/09/2021	as above	Buy	116,916	50,944	50,944
22/09/2021	as above	Buy	66,315	29,111	29,111
22/09/2021	as above	Buy	411	182	182
22/09/2021	as above	Buy	75,948	33,531	33,531
22/09/2021	as above	Buy	128,772	56,110	56,110
22/09/2021	as above	Buy	73,040	32,063	32,063
22/09/2021	as above	Buy	454	201	201
22/09/2021	as above	Buy	129,707	57,266	57,266
22/09/2021	as above	Buy	219,921	95,826	95,826
22/09/2021	as above	Buy	124,739	54,758	54,758
22/09/2021	as above	Buy	775	343	343
22/09/2021	as above	Buy	52,442	23,153	23,153
22/09/2021	as above	Buy	88,915	38,743	38,743
22/09/2021	as above	Buy	50,433	22,139	22,139
22/09/2021	as above	Buy	314	139	139
22/09/2021	as above	Buy	387,884	171,251	171,251
22/09/2021	as above	Buy	657,669	286,566	286,566
22/09/2021	as above	Buy	373,027	163,752	163,752
22/09/2021	as above	Buy	2,319	1,026	1,026
22/09/2021	as above	Buy	534,705	236,073	236,073
22/09/2021	as above	Buy	906,610	395,037	395,037
22/09/2021	as above	Buy	514,222	225,734	225,734
22/09/2021	as above	Buy	3,198	1,415	1,415
22/09/2021	as above	Buy	280,498	123,840	123,840
22/09/2021	as above	Buy	475,591	207,229	207,229
22/09/2021	as above	Buy	269,754	118,417	118,417
22/09/2021	as above	Buy	1,677	742	742
22/09/2021	as above	Buy	175,152	77,330	77,330
22/09/2021	as above	Buy	296,973	129,400	129,400
22/09/2021	as above	Buy	168,442	73,943	73,943
22/09/2021	as above	Buy	1,046	463	463
22/09/2021	as above	Buy	140,638	62,092	62,092
22/09/2021	as above	Buy	238,457	103,903	103,903
22/09/2021	as above	Buy	135,252	59,373	59,373
22/09/2021	as above	Buy	841	372	372
22/09/2021	as above	Buy	194,262	85,767	85,767
22/09/2021	as above	Buy	329,376	143,519	143,519
22/09/2021	as above	Buy	186,821	82,011	82,011
22/09/2021	as above	Buy	1,162	514	514
					-
			Total Number of Securities	82,017,385	
					-

Annexure 2

This is page 1 of 4 of Annexure 2 referred to in ASIC Form 603 - becoming a substantial holder

Linda Matthews - Company Secretary of Challenger Limited
24/09/2021

Company Name	ACN / Company Number	Country of Incorporation
Challenger Limited	106842371	Australia
255 Finance Group Pty Ltd	628853056	Australia
255 Finance Investments Pty Ltd	164516401	Australia
255 Finance Pty Ltd	168112507	Australia
255 Finance Services Pty Ltd	168107355	Australia
Accurium Holdings Pty Ltd	158242936	Australia
Accurium Pty Ltd	009492219	Australia
Alphinity Investment Management Pty Ltd	140833709	Australia
Appia Europe Limited	6490323	United Kingdom
Appia Group Limited	99865	Jersey
Ardea Investment Management Pty Ltd	132902722	Australia
Ares Australia Management Pty Limited	636490732	Australia
Assetsecure Pty. Limited	110953618	Australia
Bentham Asset Management Pty Ltd	140833674	Australia
CDPG Australia Pty Limited	124498095	Australia
CDPG Luxembourg Holdings Sarl	B127717	Luxembourg
CDPG Luxembourg II S.a.r.l	B127580	Luxembourg
CDPG Luxembourg Sarl	B127515	Luxembourg
CDPG Malta Limited	C41110	Malta
Cescade Pty Limited	096097399	Australia
Challenger Direct Pty Ltd	006475501	Australia
Challenger Diversified Property Development Pty Limited	121624833	Australia
Challenger Emerging Market Infrastructure Fund Pte. Ltd	200804361D	Singapore
Challenger Emerging Market Infrastructure Fund, L.P.		Cayman Islands
Challenger Financial Services Pty Limited	087464131	Australia
Challenger FM 2 Holdings Pty Limited	080036657	Australia
Challenger Funds Management (Asia) Pte Ltd	202113533D	Singapore
Challenger Funds Management Holdings Pty Limited	107728030	Australia
Challenger Group Holdings Limited	002993302	Australia
Challenger Group Pty Limited	003374196	Australia
Challenger Group Services Pty. Ltd.	085657307	Australia
Challenger Holdco1 Holdings Pty Ltd	645868659	Australia
Challenger Holdco2 Holdings Pty Ltd	646761275	Australia
Challenger Home Loan Corporation Pty Ltd	058891302	Australia
Challenger Inventory Finance Servicing Pty Limited	107706810	Australia
Challenger Investment Partners Limited	092382842	Australia
Challenger Investment Solutions Management Pty Ltd	130035353	Australia
Challenger Japan Holdings Kabushiki Kaisha	0100-01-182399	Japan
Challenger Japan Holdings Pty Limited	617208205	Australia
Challenger Japan Kabushiki Kaisha	0100-01-182920	Unknown

Annexure 2

This is page 2 of 4 of Annexure 2 referred to in ASIC Form 603 - becoming a substantial holder



Linda Matthews - Company Secretary of Challenger Limited
24/09/2021

Company Name	ACN / Company Number	Country of Incorporation
Challenger Kabushiki Kaisha	0100-01-182872	Unknown
Challenger LBC Terminals Holding Company Limited	C41149	Malta
Challenger Life CDI Nominees Pty Ltd	055293644	Australia
Challenger Life Company Holdings Pty Ltd	006381193	Australia
Challenger Life Company Limited	072486938	Australia
Challenger Life Debt Investments (Europe) Limited	7626067	United Kingdom
Challenger Life Fund Property Investments Pty Ltd	161212693	Australia
Challenger Life Investments UK Limited	6067787	United Kingdom
Challenger Life Nominees No.2 Pty Ltd	078627013	Australia
Challenger Life Nominees No.3 Pty Limited	151482147	Australia
Challenger Life Nominees Pty Ltd	091336793	Australia
Challenger Life Subsidiary Holdings Pty Limited	099742122	Australia
Challenger Managed Investments (International) Pty Limited	120871212	Australia
Challenger Management Services (UK) Limited	6393787	United Kingdom
Challenger Margin Lending Pty Ltd	091338822	Australia
Challenger MBK Emerging Market Infrastructure Fund GP Ltd	WK-209744	Cayman Islands
Challenger Mortgage Management Pty Ltd	087271109	Australia
Challenger Non-conforming Finance Pty Ltd	107725486	Australia
Challenger Originator Finance Pty Ltd	095085466	Australia
Challenger Property Asset Management Pty Ltd	077569021	Australia
Challenger Retirement and Investment Services Limited	115534453	Australia
Challenger Securitisation Management Pty Ltd	100346898	Australia
Challenger Skybridge (Group) Holding Company Pty Ltd	130888327	Australia
Challenger Skybridge (Hastings) Holding Company Pty Ltd	130888274	Australia
Challenger Special Servicing Pty Ltd	107707415	Australia
Challenger Treasury Limited	093307996	Australia
Challenger Wholesale Finance Holdings Pty Limited	087284240	Australia
Challenger Wind Holdings Pty Limited	151496061	Australia
CLS US Holdings, LLC	5302598	United States
CPHIC Investments Pty Ltd	093340526	Australia
CSPP1 Maitland Pty Ltd	122460968	Australia
CSPP1 Mavis Court Pty Ltd	122461983	Australia
Eiger Capital Pty Limited	631838607	Australia
Fidante Partners (Guernsey) Limited	40288	Guernsey
Fidante Partners AAM Holdings Pty Limited	636490189	Australia
Fidante Partners Alphinity Holdings Pty Ltd	140716016	Australia
Fidante Partners Ardea Holdings Pty Ltd	133865853	Australia
Fidante Partners Arete Holdings Pty Ltd	143836373	Australia
Fidante Partners Avenir Capital Holdings Pty Ltd	616504502	Australia
Fidante Partners Bentham Holdings Pty Ltd	140715573	Australia
Fidante Partners Eiger Holdings Pty Limited	631837360	Australia
Fidante Partners Europe Limited	4040660	United Kingdom
Fidante Partners FME Holdings Limited	11410594	United Kingdom

Annexure 2

This is page 3 of 4 of Annexure 2 referred to in ASIC Form 603 - becoming a substantial holder



Linda Matthews - Company Secretary of Challenger Limited
24/09/2021

Company Name	ACN / Company Number	Country of Incorporation
Fidante Partners Holdings (Guernsey) Limited	43315	Guernsey
Fidante Partners Holdings Europe Limited	6172534	United Kingdom
Fidante Partners Holdings Pty Limited	123318650	Australia
Fidante Partners Kapstream Holdings Pty Limited	123319460	Australia
Fidante Partners Latigo Holdings LLC	5651705	Unknown
Fidante Partners Lennox Holdings Pty Limited	616975565	Australia
Fidante Partners Limited	002835592	Australia
Fidante Partners Merlon Holdings Pty Ltd	140715662	Australia
Fidante Partners Metisq Holdings Pty Ltd	143376961	Australia
Fidante Partners Novaport Holdings Pty Ltd	140715797	Australia
Fidante Partners Ox Holdings Pty Ltd	649174087	Australia
Fidante Partners R&M Holdings Pty Limited	152375436	Australia
Fidante Partners Services Limited	119605373	Australia
Fidante Partners Tempo Holdings Pty Ltd	167321262	Australia
Fidante Partners USA LLC	81-4925448	United States
Fidante Partners Wavestone Holdings Pty Limited	133626276	Australia
Fidante Partners Whitehelm Holdings Pty Ltd	169043903	Australia
Fidante Partners Wyetree Limited	9387239	United Kingdom
Gasvalpo S.A.	96.960.800-6	Chile
Greencape Capital Pty Ltd	120328529	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	000033143	Australia
Kudu Investment Partners I, Lp	47-2497501	Unknown
Lanv Pty Ltd	147224502	Australia
Lease Collateral No.2 Pty Ltd	168112481	Australia
Lease Collateral Pty Ltd	168112472	Australia
Lease Funding Management Pty Ltd	168112490	Australia
Lennox Capital Partners Pty Limited	617001966	Australia
Maitland Nominee Holdings Pty Limited	122853114	Australia
Mawbury Pty Limited	096097479	Australia
Merlon Capital Partners Pty Ltd	140833683	Australia
Metisq Capital Holdings Pty Ltd	158011351	Australia
Metisq Capital Pty Ltd	104642613	Australia
MIR Libra Capital Management Ltd	236748	Cayman Islands
MyLifeMyFinance Limited	087651750	Australia

Annexure 2

This is page 4 of 4 of Annexure 2 referred to in ASIC Form 603 - becoming a substantial holder



Linda Matthews - Company Secretary of Challenger Limited
24/09/2021

Company Name	ACN / Company Number	Country of Incorporation
Novaport Capital Pty Ltd	140833656	Australia
Oaklands Hill Pty Ltd	149814559	Australia
Oaklands Hill Wind Farm Pty Ltd	126595935	Australia
Offshore Reinsurer (Bermuda) Company Limited	51746	Bermuda
Ox Capital Management Pty Ltd	648887914	Australia
Residential Real Estate Total Return Opportunities Fund Ltd.	212456	Cayman Islands
Residential Real Estate Total Return Opportunities Master Fund L.I	27263	Cayman Islands
Sabrand Limited	126677	Cyprus
The Liberty Group Consortium Pty Ltd	082564289	Australia
TLG Services Pty Limited	092500608	Australia
TLGH Pty Limited	092927467	Australia
TRE Data Centres Canberra Pty Ltd	141881227	Australia
US LLC Holdings Pty Ltd	130888292	Australia
US LLC Investments LLC	36-4811214	Unknown
Waterford County Pty Limited	122853089	Australia
Wavestone Capital Pty Limited	120179419	Australia
Welcome Break Group Limited	3147949	United Kingdom
Welcome Break Holdings (1) Limited	4099287	United Kingdom
Welcome Break Holdings (2) Limited	4379574	United Kingdom
Welcome Break Holdings Limited	3290817	Cayman Islands
Welcome Break Limited	1735476	United Kingdom
Welcome Break No.1 Limited	8331837	United Kingdom
Welcome Break No.2 Limited	8331870	United Kingdom
Welcome Break Services Limited	4099292	United Kingdom
Whitehelm Capital Pty Ltd	008636717	Australia