

Form 604
Corporations Act 2001
Section 671B
Notice of change of interests of substantial holder

To Company Name/Scheme Cooper Energy Limited

ACN/ARSN 096 170 295

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 16/10/2018

The previous notice was given to the company on 03/11/2017

The previous notice was dated 03/11/2017

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	142,008,750	8.87%	113,896,953	7.11%

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 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)	36,107,198 (Ordinary Fully Paid)	36,107,198
Challenger Limited (and its entities listed in Annexure 2)	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	As above	31,866,180 (Ordinary Fully Paid)	31,866,180
Challenger Limited (and its entities listed in Annexure 2)	National Nominees Limited	National Nominees Limited	As above	11,342,734 (Ordinary Fully Paid)	11,342,734
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	3,540,827 (Ordinary Fully Paid)	3,540,827
Challenger Limited (and its entities listed in Annexure 2)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	31,040,014 (Ordinary Fully Paid)	31,040,014

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 **19/10/2018**

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: Cooper Energy Limited (COE)

As at: 16/10/2018

Class of security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
03/11/2017	Challenger Limited	Buy	95,881.40	310,698	310,698
03/11/2017	as above	Buy	48,123.39	155,941	155,941
03/11/2017	as above	Buy	80,494.92	260,839	260,839
03/11/2017	as above	Buy	30,908.14	100,156	100,156
06/11/2017	as above	Buy	8,090.55	24,894	24,894
06/11/2017	as above	Buy	95,413.83	293,581	293,581
06/11/2017	as above	Buy	4,188.28	12,887	12,887
06/11/2017	as above	Buy	40,767.03	125,437	125,437
06/11/2017	as above	Buy	156,449.80	481,384	481,384
06/11/2017	as above	Buy	3,673.48	11,303	11,303
06/11/2017	as above	Buy	265,585.78	817,187	817,187
06/11/2017	as above	Buy	71,099.28	218,767	218,767
06/11/2017	as above	Buy	59,595.39	187,702	187,702
06/11/2017	as above	Buy	29,911.36	94,209	94,209
06/11/2017	as above	Buy	50,031.97	157,581	157,581
06/11/2017	as above	Buy	19,211.29	60,508	60,508
07/11/2017	as above	Buy	7,835.18	23,065	23,065
07/11/2017	as above	Buy	92,402.14	272,011	272,011
07/11/2017	as above	Buy	4,056.02	11,940	11,940
07/11/2017	as above	Buy	39,480.27	116,221	116,221
07/11/2017	as above	Buy	151,512.31	446,018	446,018
07/11/2017	as above	Buy	3,557.68	10,473	10,473
07/11/2017	as above	Buy	257,204.19	757,151	757,151
07/11/2017	as above	Buy	68,855.49	202,695	202,695
10/11/2017	as above	Buy	41,856.11	131,623	131,623
10/11/2017	as above	Buy	21,008.03	66,063	66,063
10/11/2017	as above	Buy	35,139.32	110,501	110,501
10/11/2017	as above	Buy	13,492.74	42,430	42,430
13/11/2017	as above	Buy	38,071.75	120,786	120,786
13/11/2017	as above	Buy	19,108.68	60,624	60,624
13/11/2017	as above	Buy	31,962.23	101,403	101,403
13/11/2017	as above	Buy	12,272.63	38,936	38,936
21/11/2017	as above	Sell	30,300.00	-100,000	100,000
17/01/2018	as above	Buy	164,437.72	514,511	514,511
17/01/2018	as above	Buy	82,531.91	258,235	258,235
17/01/2018	as above	Buy	138,049.94	431,946	431,946
17/01/2018	as above	Buy	53,007.90	165,857	165,857
18/01/2018	as above	Buy	54,983.74	174,607	174,607
18/01/2018	as above	Buy	27,596.89	87,637	87,637
18/01/2018	as above	Buy	46,160.56	146,588	146,588
18/01/2018	as above	Buy	17,724.46	56,286	56,286
19/01/2018	as above	Buy	19,438.83	61,691	61,691
19/01/2018	as above	Buy	9,756.44	30,963	30,963
19/01/2018	as above	Buy	16,319.66	51,792	51,792
19/01/2018	as above	Buy	6,266.39	19,887	19,887
31/01/2018	as above	Buy	28,376.25	80,500	80,500
31/01/2018	as above	Sell	7,437.75	-21,100	21,100
31/01/2018	as above	Sell	20,938.50	-59,400	59,400
31/01/2018	as above	Sell	129,167.00	-370,000	370,000
06/03/2018	as above	Buy	72,891.60	228,000	228,000
20/03/2018	as above	Sell	21,569.38	-69,022	69,022
23/03/2018	as above	Buy	313,000.00	1,000,000	1,000,000
27/03/2018	as above	Sell	245,353.84	-791,464	791,464

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
20/04/2018	as above	Buy	103,470.00	300,000	300,000
27/04/2018	as above	Buy	42,888.10	128,600	128,600
30/04/2018	as above	Sell	420,106.50	-1,217,700	1,217,700
30/04/2018	as above	Buy	420,106.50	1,217,700	1,217,700
09/05/2018	as above	Sell	56,234.22	-155,472	155,472
10/05/2018	as above	Sell	52,752.72	-144,528	144,528
13/06/2018	as above	Sell	112,200.00	-300,000	300,000
19/06/2018	as above	Buy	720,000.00	1,920,000	1,920,000
06/07/2018	as above	Sell	84,621.09	-211,447	211,447
06/07/2018	as above	Buy	465,764.66	1,202,594	1,202,594
06/07/2018	as above	Buy	242,506.35	626,146	626,146
06/07/2018	as above	Buy	303,527.78	783,702	783,702
06/07/2018	as above	Buy	150,101.21	387,558	387,558
09/07/2018	as above	Sell	3,060.00	-7,650	7,650
09/07/2018	as above	Sell	11,898.00	-29,745	29,745
09/07/2018	as above	Sell	70,645.20	-176,613	176,613
09/07/2018	as above	Sell	2,238.00	-5,595	5,595
09/07/2018	as above	Sell	5,964.00	-14,910	14,910
09/07/2018	as above	Sell	67,507.20	-168,768	168,768
09/07/2018	as above	Sell	33,582.40	-83,956	83,956
09/07/2018	as above	Sell	218,133.20	-545,333	545,333
09/07/2018	as above	Sell	124,481.20	-311,203	311,203
09/07/2018	as above	Sell	3,864.00	-9,660	9,660
11/07/2018	as above	Sell	13,352.86	-33,068	33,068
11/07/2018	as above	Sell	51,919.39	-128,577	128,577
11/07/2018	as above	Sell	308,268.59	-763,419	763,419
11/07/2018	as above	Sell	9,765.90	-24,185	24,185
11/07/2018	as above	Sell	26,025.31	-64,451	64,451
11/07/2018	as above	Sell	294,574.93	-729,507	729,507
11/07/2018	as above	Sell	146,541.44	-362,906	362,906
11/07/2018	as above	Sell	951,851.49	-2,357,235	2,357,235
11/07/2018	as above	Sell	543,188.53	-1,345,192	1,345,192
11/07/2018	as above	Sell	16,861.48	-41,757	41,757
12/07/2018	as above	Sell	4,075.41	-10,153	10,153
12/07/2018	as above	Sell	89,908.78	-223,988	223,988
12/07/2018	as above	Sell	290,518.87	-723,764	723,764
12/07/2018	as above	Sell	165,788.64	-413,026	413,026
12/07/2018	as above	Sell	5,146.35	-12,821	12,821
12/07/2018	as above	Sell	15,846.47	-39,478	39,478
12/07/2018	as above	Sell	94,087.76	-234,399	234,399
12/07/2018	as above	Sell	2,980.80	-7,426	7,426
12/07/2018	as above	Sell	7,942.90	-19,788	19,788
12/07/2018	as above	Sell	44,726.80	-111,427	111,427
13/07/2018	as above	Sell	1,881.70	-4,594	4,594
19/07/2018	as above	Sell - Transfer	3,708,087.24	-8,427,471	8,427,471
15/08/2018	as above	Buy	236,980.49	501,546	501,546
15/08/2018	as above	Buy	455,317.54	963,635	963,635
27/08/2018	as above	Buy	462,041.28	990,867	990,867
27/08/2018	as above	Buy	308,057.83	660,643	660,643
27/08/2018	as above	Buy	225,235.96	483,028	483,028
28/08/2018	as above	Buy	215,546.76	459,490	459,490
28/08/2018	as above	Buy	143,712.54	306,358	306,358
28/08/2018	as above	Buy	105,075.12	223,993	223,993
04/09/2018	as above	Buy	6,041.93	14,051	14,051
06/09/2018	as above	Buy	63,631.40	147,980	147,980
06/09/2018	as above	Buy	635.11	1,477	1,477
06/09/2018	as above	Buy	24,443.35	56,845	56,845
06/09/2018	as above	Buy	9,754.98	22,686	22,686
06/09/2018	as above	Buy	872.47	2,029	2,029
06/09/2018	as above	Buy	20,728.15	48,205	48,205
06/09/2018	as above	Buy	3,408.61	7,927	7,927
06/09/2018	as above	Buy	1,706.67	3,969	3,969
06/09/2018	as above	Buy	40,142.65	93,355	93,355
06/09/2018	as above	Buy	1,253.02	2,914	2,914
10/09/2018	as above	Buy	43,289.73	100,932	100,932
10/09/2018	as above	Buy	431.9	1,007	1,007
10/09/2018	as above	Buy	16,629.31	38,772	38,772
10/09/2018	as above	Buy	6,636.37	15,473	15,473
10/09/2018	as above	Buy	593.6	1,384	1,384
10/09/2018	as above	Buy	14,101.80	32,879	32,879
10/09/2018	as above	Buy	2,319.06	5,407	5,407

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
10/09/2018	as above	Buy	1,161.03	2,707	2,707
10/09/2018	as above	Buy	27,310.21	63,675	63,675
10/09/2018	as above	Buy	852.22	1,987	1,987
11/09/2018	as above	Buy	32,854.34	76,441	76,441
11/09/2018	as above	Buy	327.94	763	763
11/09/2018	as above	Buy	12,620.65	29,364	29,364
11/09/2018	as above	Buy	5,036.83	11,719	11,719
11/09/2018	as above	Buy	450.43	1,048	1,048
11/09/2018	as above	Buy	10,702.45	24,901	24,901
11/09/2018	as above	Buy	1,760.03	4,095	4,095
11/09/2018	as above	Buy	881.09	2,050	2,050
11/09/2018	as above	Buy	20,726.68	48,224	48,224
11/09/2018	as above	Buy	646.85	1,505	1,505
12/09/2018	as above	Buy	38,611.72	90,025	90,025
12/09/2018	as above	Buy	385.15	898	898
12/09/2018	as above	Buy	14,832.22	34,582	34,582
12/09/2018	as above	Buy	5,919.25	13,801	13,801
12/09/2018	as above	Buy	529.69	1,235	1,235
12/09/2018	as above	Buy	12,577.49	29,325	29,325
12/09/2018	as above	Buy	2,068.16	4,822	4,822
12/09/2018	as above	Buy	1,035.36	2,414	2,414
12/09/2018	as above	Buy	24,358.52	56,793	56,793
12/09/2018	as above	Buy	760.01	1,772	1,772
03/10/2018	as above	Sell	19,707.88	-42,806	42,806
16/10/2018	as above	Sell - Transfer	13,150,298.30	-28,587,605	28,587,605

Total Number of Securities -28,111,797

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 19/10/2018

Company Name

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
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
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 DPG FRANCE SAS	495 390 392	FRANCE
CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND PTE. LTD CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND, L.P.	200804361D	SINGAPORE 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	

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 19/10/2018

Company Name

Company Name	ACN / Company No.	Country of Incorporation
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
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 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 (CAPITAL II) INVESTMENT LLP	OC338355	ENGLAND/WALES
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 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
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

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 19/10/2018

Company Name

Company Name	ACN / Company No.	Country of Incorporation
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 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

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 19/10/2018

Company Name

Company Name	ACN / Company No.	Country of Incorporation
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.	200604549G	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 STORAGE LIMITED	315280	ENGLAND/WALES
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES FUND LTD.	212456	CAYMAN ISLANDS
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES MASTER FUND L.P.	27263	CAYMAN ISLANDS
RESONANCE ASSET MANAGEMENT LIMITED	09028327	ENGLAND/WALES
SABRAND LIMITED	126677	CYPRUS
STRUCTURED CREDIT RESEARCH LLP	OC328062	ENGLAND/WALES
TALAVERA HERRING PTY LIMITED	086 068 984	AUSTRALIA
TEMPO ASSET MANAGEMENT PTY LTD	167 321 637	AUSTRALIA
THE LIBERTY GROUP CONSORTIUM PTY LTD	082 564 289	AUSTRALIA
TLG SERVICES PTY LIMITED	092 500 608	AUSTRALIA
TLGH PTY LIMITED	092 927 467	AUSTRALIA
TRE DATA CENTRES CANBERRA PTY LTD	141 881 227	AUSTRALIA
US LLC HOLDINGS PTY LTD	130 888 292	AUSTRALIA
US LLC INVESTMENTS LLC	36-4811214	UNITED STATES
WATER VENTURES LIMITED	09592184	ENGLAND/WALES
WATERFORD COUNTY PTY LIMITED	122 853 089	AUSTRALIA
WAVESTONE CAPITAL PTY 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