

Sydney

Level 2. 5 Martin Place Sydney NSW 2000 Australia GPO Box 3698 Sydney NSW 2001 www.challenger.com.au

> Telephone 02 9994 7000 Facsimile 02 9994 7777

15 January 2019

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

By electronic lodgement

Dear Sir/Madam

Re: Notice of initial substantial holder - Fleetwood Corporation Limited (FWD)

We attach a notice of initial substantial holder in Fleetwood Corporation 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

dren noun.

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 4001 Telephone 07 3136 5400 Facsimile 07 3136 5407

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 Fleetwo		i leetwood C	orporation Limited			
ACN/ARSN		009 205 261				
1. Details of substantial holder (1)						
		Challenger L	Challenger Limited (and its entities listed in Annexure 2)			
ACN/ARSN (if applicable)		106 842 371				
The holder became a substantial holde	r on		11/01/2019			
The holder became a substantial holder	On		11/01/2019	=		
2. Details of voting power						
The total number of votes attached to a the substantial holder became a substantial			ng interests in the scheme that the su	bstantial holder or a	n associate (2) had a relevant interest (3) in o	
19	la c		In (5)		V 5 (0)	
Class of securities (4)	Number of sec	cunties	Person's votes (5)		Voting power (6)	
Ordinary Fully Paid Same as		ersons votes		4,739,005	5.0	
Holder of relevant interest Challenger Limited (and its e	ntities	Nature of relevant interes Ordinary Fully Paid	* *	Class and number		
Challenger Limited (and its e	ntities		d securities purchased and dacquired via off-market	t i		
iisteu iii Aiiilexure 2)			nger Limited (and it's			
D\(\)			nnexure 2) and obtains a			
		relevant interest by the Corporations A	y virtue of section 608(3) of			
		ine corporations r	101 200 1.			
4. Details of present registered hold	ers					
The persons registered as holders of the		rred to in paragraph 3 abo	ve are as follows:			
Holder of relevant interest	Registered ho	lder of securities	Person entitled to be registered as h	older (8)	Class and number of securities	
(1)					107710 (0 11 7 11 7 11	
Challenger Limited (and its entities listed in Annexure 2)		rgan Nominees tralia Limited	J P Morgan Nominees Aus	tralia Limited	497,549 (Ordinary Fully Paid)	
5	<u></u>				1 22 42 42 42 43	
Challenger Limited (and its entities listed in Annexure 2)		p Nominees Pty Limited	Citicorp Nominees Pt	y Limited	1,267,433 (Ordinary Fully Paid	
Similar in the interval of 2)						
Challenger Limited (and its entities listed in Annexure 2)	BNP Pari	bas Nominees Pty Limited	BNP Paribas Nominees	Pty Limited	2,469,792 (Ordinary Fully Paid)	
		Lilling				
ontitioo notou in 7 unioxulo 2)						
Challenger Limited (and its		ustody Nominees	HSBC Custody Nominee	s (Australia)	504,231 (Ordinary Fully Paid)	
		ustody Nominees tralia) Limited	HSBC Custody Nominee	s (Australia)	504,231 (Ordinary Fully Paid)	
Challenger Limited (and its		-		s (Australia)	504,231 (Ordinary Fully Paid)	
Challenger Limited (and its		-		s (Australia)	504,231 (Ordinary Fully Paid)	
Challenger Limited (and its entities listed in Annexure 2) 5. Consideration	(Aus	tralia) Limited	Limited			
Challenger Limited (and its entities listed in Annexure 2) 5. Consideration	(Aus	tralia) Limited	Limited		504,231 (Ordinary Fully Paid) substantial holder became a substantial holder	

Consideration (9)

Annexure 1

Cash

Refer

Refer

Annexure 1

Non-cash

Refer

Annexure 1

Refer Annexure 2

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	Level 2, 5 Martin Place, Sydney NSW 2000
	listed in Annexure 2)	

Signature

print name Andrew Brown capacity Company Secretary

Maren Boun.

sign here date 15/01/2019

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 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 thescheme (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.

dren noun.

Andrew Brown Company Secretary of Challenger Limited

Transactions:

Company

Fleetwood Corporation Limited (FWD) Name/Scheme:

As at: 11/01/2019

Class of security: **Ordinary Fully Paid**

27/09/2018 28/09/2018 09/10/2018 08/11/2018 09/11/2018 09/11/2018 12/11/2018 12/11/2018	as above as above as above as above as above as above	Opening Balance Buy Sell Buy - transfer Buy	167,694 11,911 - 615,764	1,168,959 71,542 5,047 273,673	1,168,95; 71,54; 5,04 273,67;
28/09/2018 09/10/2018 08/11/2018 09/11/2018 09/11/2018 12/11/2018 12/11/2018	entities listed in Annexure 2) as above as above as above as above as above as above	Buy Sell Buy - transfer Buy	11,911 - 615,764	71,542 5,047 273,673	71,54 5,04
28/09/2018 09/10/2018 08/11/2018 09/11/2018 09/11/2018 12/11/2018 12/11/2018	entities listed in Annexure 2) as above as above as above as above as above as above	Buy Sell Buy - transfer Buy	11,911 - 615,764	71,542 5,047 273,673	71,54 5,04
28/09/2018 09/10/2018 08/11/2018 09/11/2018 09/11/2018 12/11/2018 12/11/2018	as above as above as above as above as above as above	Buy Sell Buy - transfer Buy	11,911 - 615,764	71,542 5,047 273,673	71,54 5,04
09/10/2018 08/11/2018 09/11/2018 09/11/2018 12/11/2018 12/11/2018	as above as above as above as above	Sell Buy - transfer Buy	11,911 - 615,764	5,047 273,673	5,04
08/11/2018 09/11/2018 09/11/2018 12/11/2018 12/11/2018	as above as above as above	Buy - transfer Buy	615,764	273,673	
08/11/2018 09/11/2018 09/11/2018 12/11/2018 12/11/2018	as above as above as above	Buy	,		273.67
09/11/2018 12/11/2018 12/11/2018	as above	,	4 440 000		
12/11/2018 12/11/2018			4,119,296	1,830,798	1,830,79
12/11/2018	as above	Buy - transfer	1,128,679	513,036	513,03
	,	Buy	114,594	52,088	52,08
12/11/2018	as above	Buy	1,419,946	645,430	645,43
	as above	Buy	9,768	4,481	4,48
12/11/2018	as above	Buy	121,026	55,519	55,5
19/11/2018	as above	Sell	133,657 -	65,518	65,5
19/11/2018	as above	Sell	685,067 -	335,817	335,8
19/11/2018	as above	Sell	196,277 -	96,214	96,2
19/11/2018	as above	Buy	1,015,000	497,549	497,5
19/11/2018	as above	Sell	745 -	369	3
19/11/2018	as above	Sell	3,816 -	1,889	1,8
19/11/2018	as above	Sell	1,093 -	541	5-
20/12/2018	as above	Buy	82,167	43,678	43,67
28/12/2018	as above	Buy	8,342	4,343	4,34
31/12/2018	as above	Buy	9,870	5,000	5,00
03/01/2019	as above	Buy	8,722	4,405	4,40
07/01/2019	as above	Buy	4,683	2,422	2,4
08/01/2019	as above	Buy	12,551	6,501	6,50
09/01/2019	as above	Buy	37,049	19,548	19,5
10/01/2019	as above	Buy	6,661	3,500	3,50
11/01/2019	as above	Buy	3,967	2,078	2,0
11/01/2019	as above	Buy	979	513	5
11/01/2019	as above	Buy	75,090	39,337	39,3
			, , ,		· · · · · · · · · · · · · · · · · · ·
		Total Number of Securities	· 	4,739,005	
			_		
	19/11/2018 19/11/2018 19/11/2018 19/11/2018 19/11/2018 19/11/2018 20/12/2018 28/12/2018 31/12/2018 03/01/2019 07/01/2019 08/01/2019 10/01/2019 11/01/2019	19/11/2018 as above 20/12/2018 as above 28/12/2018 as above 28/12/2018 as above 31/12/2018 as above 03/01/2019 as above 07/01/2019 as above 08/01/2019 as above 10/01/2019 as above 11/01/2019 as above 11/01/2019 as above 11/01/2019 as above	19/11/2018 as above Sell 19/11/2018 as above Sell 19/11/2018 as above Buy 19/11/2018 as above Sell 19/11/2018 as above Sell 20/12/2018 as above Buy 28/12/2018 as above Buy 31/12/2018 as above Buy 03/01/2019 as above Buy 07/01/2019 as above Buy 08/01/2019 as above Buy 09/01/2019 as above Buy 10/01/2019 as above Buy 11/01/2019 as above Buy 11/01/2019 as above Buy 11/01/2019 as above Buy 11/01/2019 as above Buy 11/01/2019 as above Buy	19/11/2018 as above Sell 685,067 - 19/11/2018 as above Sell 196,277 - 19/11/2018 as above Buy 1,015,000 19/11/2018 as above Sell 745 - 19/11/2018 as above Sell 3,816 - 19/11/2018 as above Sell 1,093 - 20/12/2018 as above Buy 82,167 28/12/2018 as above Buy 9,870 03/01/2019 as above Buy 9,870 03/01/2019 as above Buy 4,683 08/01/2019 as above Buy 12,551 09/01/2019 as above Buy 37,049 10/01/2019 as above Buy 6,661 11/01/2019 as above Buy 3,967 11/01/2019 as above Buy 75,090	19/11/2018 as above Sell 685,067 - 335,817 19/11/2018 as above Sell 196,277 - 96,214 19/11/2018 as above Buy 1,015,000 497,549 19/11/2018 as above Sell 745 - 369 19/11/2018 as above Sell 3,816 - 1,889 19/11/2018 as above Sell 1,093 - 541 20/12/2018 as above Buy 82,167 43,678 28/12/2018 as above Buy 8,342 4,343 31/12/2018 as above Buy 9,870 5,000 03/01/2019 as above Buy 8,722 4,405 07/01/2019 as above Buy 4,683 2,422 08/01/2019 as above Buy 12,551 6,501 09/01/2019 as above Buy 37,049 19,548 10/01/2019 as above Buy 6,661

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



Andrew Brown - Company Secretary of Challenger Limited

15/01/2019	ACN/	Country of
Company Name	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 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 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	

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Andrew Brown - Company Secretary of Challenger Limited

15/01/2019	ACN /	Country of
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 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
FIDANTE PARTNERS ARETE HOLDINGS PTY LTD	143 836 373	AUSTRALIA

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Andrew Brown - Company Secretary of Challenger Limited

15/01/2019	A CNL /	Country of
Company Name	ACN / Company No.	Country of Incorporation
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
MAVIS COURT DEVELOPMENT CO PTY LTD	124 112 956	AUSTRALIA

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Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
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
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