

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>Challenger Limited</b>
<b>ABN</b>	<b>85 106 842 371</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Brenda Mary Shanahan
<b>Date of last notice</b>	1 April 2011

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct – Nil Indirect – 250,000 Ordinary Shares
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Sandhurst Trustees Ltd <DMP Asset Management A/C> – 250,000 Ordinary Shares
<b>Date of change</b>	8 October 2014 – Ordinary Shares 9 October 2014 – Challenger Capital Notes
<b>No. of securities held prior to change</b>	250,000 Ordinary Shares
<b>Class</b>	Ordinary Shares issued on 8 October 2014  Challenger Capital Notes issued on 9 October 2014
<b>Number acquired</b>	Sandhurst Trustees Ltd <DMP Asset Management A/C> - 2,112 Ordinary Shares and 1,500 Challenger Capital Notes  Shanahan Superannuation Pty Ltd ATF Shanahan Superannuation Fund – 1,500 Challenger Capital Notes

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+ See chapter 19 for defined terms.

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<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<p>2,112 Ordinary Shares acquired at an issue price of \$7.10 per Ordinary Share pursuant to the Challenger Share Purchase Plan (<b>SPP</b>) as detailed in the ASX announcement dated 5 September 2014</p> <p>3,000 Challenger Capital Notes acquired at an issue price of \$100 per Challenger Capital Note pursuant to the Challenger Capital Notes Offer (<b>Offer</b>) as detailed in the ASX announcement dated 27 August 2014</p>
<b>No. of securities held after change</b>	<p>Direct – Nil Indirect – see below:</p> <p>Sandhurst Trustees Ltd &lt;DMP Asset Management A/C&gt; - 252,112 Ordinary Shares and 1,500 Challenger Capital Notes</p> <p>Shanahan Superannuation Pty Ltd ATF Shanahan Superannuation Fund – 1,500 Challenger Capital Notes</p>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<p>Ordinary Shares acquired pursuant to the SPP</p> <p>Challenger Capital Notes acquired pursuant to the Offer</p>

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A

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<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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