

Sydney

Level 15, 255 Pitt Street Sydney NSW 2000 Australia GPO Box 3698 Sydney NSW 2001 www.challenger.com.au

> Telephone 02 9994 7000 Facsimile 02 9994 7777

8 September 2015

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 – Ozforex Group Limited (OFX)

We enclose notice of initial substantial holder in Ozforex Group Limited. This notice is given by Challenger Limited and each of its subsidiaries named in Annexure 2 to this notice.

Yours faithfully

Andrew Brown

Company Secretary

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attach

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Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

Co CompanyName/Scheme	Ozforex Group Limited
ACN/ARSN	165 602 273
I. 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	04/09/2015

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 becamea 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	12,342,592	5.14%	

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 on market and sale (via off market transfer) by Challenger Limited (and it's entities listed in Annexure 2) and obtain a relevant interest by virtue of section 608(3) of the Corporations Act 2001.	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)	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	2,405,930 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	3,752,968 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	National Nominees Limited	National Nominees Limited	1,304,044 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	4,879,650 (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			Class and number of
				securities
Refer Annexure 2	Refer	Refer		Refer
	Annexure 1	Annexure 1		Annexure 1

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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 15, 255 Pitt Street, Sydney

Signature

print name Andrew Brown capacity Company Secretary

sign here

date 08/09/2015

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.



Andrew Brown
Company Secretary of Challenger Limited

Transactions:

Company Name/Scheme:

Ozforex Group Limited (OFX)

As at:

04/09/2015

Class of security:

Ordinary Fully Paid

	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
	Challenger Limited (and its				
	entities listed in Annexure				
18/06/2015		Duny	103,899.04	46,398	46,398
18/06/2015		Buy	279,258.62	124,708	124,708
18/06/2015	II.	Buy	294,960.60	131,720	131,720
18/06/2015	II.	Buy	185,060.23	82,642	82,642
18/06/2015		Buy	195,932.03	87,497	87,497
19/06/2015		Buy	138,968.22	61,915	61,915
19/06/2015	II.	Buy	373,520.71	166,416	166,416
19/06/2015		Buy	394,518.01	175,771	175,771
19/06/2015			247,523.46	110,280	110,280
19/06/2015		Buy	262,067.82	116,760	116,760
22/06/2015		Buy	50,073.80	22,135	22,135
22/06/2015			134,591.85	59,496	59,496
22/06/2015	II.	Buy		62,840	62,840
22/06/2015	II.	Buy	142,156.65 89,191.76	39,427	39,427
22/06/2015		Buy	94,431.01	41,743	41.743
23/06/2015		Buy	67,641.91	29,430	29,430
23/06/2015		Buy	2		
23/06/2015		Buy	181,808.04	79,102 83,549	79,102
	1	Buy	192,029.02		83,549
23/06/2015		Buy	120,482.13 127,558.90	52,420 55,499	52,420
23/06/2015	II.	Buy			55,499
23/06/2015		Buy	19,330.79	8,423	8,423
23/06/2015 23/06/2015		Buy	51,954.21	22,638 23.911	22,638
		Buy	54,875.75	- / -	23,911
23/06/2015		Buy	34,429.59	15,002	15,002
23/06/2015	II.	Buy	36,453.78	15,884	15,884
24/06/2015	II.	Buy	37,417.45	16,699	16,699
24/06/2015		Buy	373,390.25	166,640	166,640
24/06/2015	II.	Buy	394,383.37	176,009	176,009
24/06/2015		Buy	247,438.26	110,429	110,429
24/06/2015	II.	Buy	261,975.92	116,917	116,917
03/08/2015	II.	Buy	17,575.47	7,794	7,794
03/08/2015		Buy	109,209.65	48,430	48,430
03/08/2015	II.	Buy	68,243.07	30,263	30,263
03/08/2015		Buy	72,268.24	32,048	32,048
03/08/2015		Buy	102,618.29	45,507	45,507
04/08/2015	1	Buy	3,528.00	1,563	1,563
04/08/2015		Buy	21,915.15	9,709	9,709
04/08/2015		Buy	13,694.43	6,067	6,067
04/08/2015		Buy	14,502.51	6,425	6,425
04/08/2015		Buy	20,594.69	9,124	9,124
05/08/2015		Buy	15,155.86	6,721	6,721
05/08/2015		Buy	94,182.33	41,766	41,766
05/08/2015	1	Buy	58,850.99	26,098	26,098
05/08/2015		Buy	62,323.69	27,638	27,638
05/08/2015		Buy	88,497.48	39,245	39,245
06/08/2015		Buy	59,330.65	23,633	23,633
06/08/2015		Buy	368,676.97	146,854	146,854
06/08/2015		Buy	230,378.54	91,766	91,766
06/08/2015	II.	Buy	243,965.37	97,178	97,178
06/08/2015		Buy	346,428.92	137,992	137,992
07/08/2015	II.	Buy	161,749.69	65,059	65,059
07/08/2015	as above	Buy	64,608.88	25,987	25,987

	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
07/08/2015	as above	Buy	468,516.93	188,447	188,447
07/08/2015		Buy	6,359.70	2,558	2,558
07/08/2015		Buy	114,320.45	45,982	45,982
07/08/2015 07/08/2015		Buy	62,535.39 5,419.92	25,153	25,153 2,180
07/08/2015		Buy Buy	14,009.74	2,180 5,635	2,180 5,635
07/08/2015		Buy	266,848.82	107,332	107,332
10/08/2015		Buy	17,712.30	6,946	6,946
10/08/2015	as above	Buy	7,073.70	2,774	2,774
10/08/2015		Buy	51,303.45	20,119	20,119
10/08/2015		Buy	696.15	273	273
10/08/2015		Buy	12,517.95	4,909	4,909
10/08/2015 10/08/2015		Buy Buy	6,846.75 594.15	2,685 233	2,685 233
10/08/2015		Buy	1,535.10	602	602
10/08/2015		Buy	29,220.45	11,459	11,459
11/08/2015		Buy	617,270.17	238,494	238,494
11/08/2015		Buy	246,562.28	95,264	95,264
11/08/2015		Buy	1,787,980.32	690,820	690,820
11/08/2015		Buy	24,269.55	9,377	9,377
11/08/2015		Buy	436,272.17	168,562	168,562
11/08/2015 11/08/2015		Buy Buy	238,650.16 20,679.72	92,207 7,990	92,207 7,990
11/08/2015		Buy	53,461.86	20,656	20,656
11/08/2015		Buy	1,018,368.70	393,466	393,466
12/08/2015		Buy	222,919.43	86,675	86,675
12/08/2015	as above	Buy	89,044.32	34,622	34,622
12/08/2015		Buy	645,708.93	251,063	251,063
12/08/2015		Buy	8,765.04	3,408	3,408
12/08/2015		Buy	157,554.59	61,260	61,260
12/08/2015 12/08/2015		Buy	86,186.94	33,511	33,511
12/08/2015		Buy Buy	7,468.80 19,307.25	2,904 7,507	2,904 7,507
12/08/2015		Buy	367,771.41	142,996	142,996
13/08/2015		Buy	164,705.09	64,135	64,135
13/08/2015		Buy	65,789.59	25,618	25,618
13/08/2015	as above	Buy	477,078.51	185,771	185,771
13/08/2015		Buy	6,476.75	2,522	2,522
13/08/2015		Buy	116,409.40	45,329	45,329
13/08/2015		Buy	63,678.61	24,796	24,796
13/08/2015 13/08/2015		Buy	5,518.85 14,265.80	2,149 5,555	2,149 5,555
13/08/2015		Buy Buy	271,728.09	105,809	105,809
14/08/2015		Buy	72,791.46	27,783	27,783
14/08/2015		Buy	29,076.76	11,098	11,098
14/08/2015		Buy	210,849.74	80,477	80,477
14/08/2015		Buy	2,861.04	1,092	1,092
14/08/2015		Buy	51,446.32	19,636	19,636
14/08/2015		Buy	28,141.42	10,741	10,741
14/08/2015 14/08/2015		Buy	2,439.22 6,303.72	931 2,406	931 2,406
14/08/2015		Buy Buy	120,090.32	45,836	45,836
17/08/2015		Buy	107,742.94	40,869	40,869
17/08/2015		Buy	43,037.60	16,325	16,325
17/08/2015		Buy	312,085.19	118,380	118,380
17/08/2015		Buy	4,236.53	1,607	1,607
17/08/2015		Buy	76,149.53	28,885	28,885
17/08/2015		Buy	41,656.18	15,801	15,801
17/08/2015		Buy	3,609.09	1,369	1,369
17/08/2015 17/08/2015		Buy	9,332.50 177,752.53	3,540 67,425	3,540 67,425
18/08/2015		Buy Buy	89,774.47	34,729	34,729
18/08/2015		Buy	35,859.12	13,872	13,872
18/08/2015		Buy	260,035.49	100,594	100,594
18/08/2015	as above	Buy	3,531.11	1,366	1,366
18/08/2015		Buy	63,451.41	24,546	24,546
18/08/2015		Buy	34,708.80	13,427	13,427
18/08/2015		Buy	3,006.36	1,163	1,163
18/08/2015		Buy	7,775.68	3,008	3,008
18/08/2015 18/08/2015		Buy	148,107.58 215,323.81	57,295 83,349	57,295
18/08/2015		Buy Buy	215,323.81 86,009.14	83,349 33,293	83,349 33,293
18/08/2015		Buy	623,705.10	241,428	241,428
18/08/2015		Buy	8,465.80	3,277	3,277
	·		,	- / -	-,

1808/0016 Se above Buy 7,212 S 2,792 2,79 1808/2016 Se above Buy 7,212 S 2,792 2,79 1808/2016 Se above Buy 18,649.56 7,219 7,21 1808/2016 Se above Buy 365,240 75 187,509 375,00 375,		Holder of relevant			Number of	Person's Votes
1808/0715 is above by 7,212.65			Nature of Change			
180802015 an above bay 1.12.85 2.792 2.778 180802015 an above bay 1.80.806 7.219 7.219 7.219 1.00802015 an above bay 1.09.910.65 1.075 1			'	,		58,909
1908(2015) as above bw 352,4075 377,509 72,119 72,119 1908(2015) as above bw 352,4075 137,509			•			
1908/2015 is above buy 109-310-48 14-674 14-674 14-674 1908/2015 js above buy 109-310-48 14-674 14-674 14-674 1908/2015 js above buy 42-703-65 16-646 16-646 16-646 1908/2015 js above buy 42-703-65 16-646 16-646 16-646 1908/2015 js above buy 42-703-65 16-646 16-646 16-646 1908/2015 js above buy 42-703-65 16-646 16-646 1908/2015 js above buy 42-703-65 16-636 16-646 1908/2015 js above buy 42-703-703-703-703-703-703-703-703-703-703			· ·			· · · · · · · · · · · · · · · · · · ·
1908/2015 as above buy 42,703.65 (16.946) (16.946) (19.046) (19.08) (1			-			
1908/2015 as above buy 306,082.26 120,715 120,715 130,725 13			1		, ,	41,674
1908/2015 [as above Buy 4.204.89 1.533 1.924 1908/2015 [as above Buy 75,563.86 29,455 1908/2015 [as above Buy 41,333.72 16,112 16,13 1908/2015 [as above Buy 43,333.72 16,112 16,13 1908/2015 [as above Buy 5,256.53 3,500 3,00 2008/2015 [as above Buy 5,256.53 3,500 3,00 2008/2015 [as above Buy 13,349.45 3,500 3,00 2008/2015 [as above Buy 13,349.45 3,500 3,20 2008/2015 [as above Buy 97,766.123 37,742 2008/2015 [as above Buy 97,766.123 37,742 2008/2015 [as above Buy 1,327.56 512 51 2008/2015 [as above Buy 1,328.40 1,328 1,328 1,328 2108/2015 [as above Buy 1,328.60 1,328 1,328 1,328 2108/2015 [as above Buy 1,328 1,328 1,328 1,328 1,328 2108/2015 [as above Buy 7,756.92 2,774 2,247 2108/2015 [as above Buy 7,766.92 2,774 2,247 2108/2015 [as above Buy 7,746.92 2,499 2,486 2,490 2108/2015 [as above Buy 7,746.92 2,490 4,490 2,496 2,4			<u> </u>			16,646
1908/2015 (as above by 47.56/38.86) 29.46/5 (29.46/5) (16.11 (19.00/2015 (as above by 41.333.72) (16.112) (16.11 (19.00/2015 (as above by 3.56/13) (1.396) (1.			Buy	309,682.26	120,715	120,715
1908/2015 jas above Buy 3.3813,0 1.396			-			1,639
1908/2015 jas above lay 9,288,53 1,309 1,308 1,3			1			29,455
1906/2015 as above buy 176,381.51 56,754 48,757			<u> </u>		,	
1908/2015 as above Buy 176.381.51 68.754 68.752			•			3,609
2008/2015 jas above by 13,828.89 13,029 13,022 2008/2015 jas above by 13,483.46 5,204 5,22 2008/2015 jas above by 97,881.23 37,742 37,74 2008/2015 jas above by 1,1327.56 512 51 2008/2015 jas above by 1,133.00 45,037 5,03 2008/2015 jas above by 1,133.00 437 43 2008/2015 jas above by 2,292.79 1,128 1,12 2008/2015 jas above by 2,292.79 1,128 1,12 2008/2015 jas above by 6,57 5,03 2,146 2,145 1,12 2008/2015 jas above by 6,57 6,03 2,146 2,145 1,12 2,10 2,145 2,1			· ·			68,754
2008/2015 as above Buy			-			13,029
2008/2015 as above buy 1,327.56 512 51 2008/2015 as above buy 2,3,878.02 9,209 9,20 2008/2015 as above buy 13,080.44 5,037 5,03 2008/2015 as above buy 1,133.10 437 43 2008/2015 as above buy 2,947.98 1,143.10 437 43 2008/2015 as above buy 5,573.69 21,146 21,46 21,46 21,46 21,46 21,46 21,46 21,46 21,46 21,46 21,47 21,08/2015 as above buy 7,156.92 2,774 2,77 21,08/2015 as above buy 7,156.92 2,774 2,77 21,08/2015 as above buy 7,156.92 2,774 2,77 21,08/2015 as above buy 7,04.34 2,73 2,71 2,70 2,00 2,	20/08/2015	as above	1	13,493.45		5,204
2008/2015 as above			Buy			37,742
2008/2015 as above						512
2008/2015 as above			-			9,209
2008/2016 is above			1			
2008/2015 las above Buy 55,736,98 21,496 21,446 2108/2015 las above Buy 17,920,68 6,946 6,947 224,711 224,711 224,712 2108/2015 las above Buy 17,920,68 6,946 6,948 6,948 2108/2015 las above Buy 51,907,02 20,119 20,111 2108/2015 las above Buy 51,907,02 20,119 20,111 2108/2015 las above Buy 704,34 273 272 2108/2015 las above Buy 12,665,22 4,909 4,909 2108/2015 las above Buy 6,927,30 2,685 2,688 2108/2015 las above Buy 6,927,30 2,685 2,688 2108/2015 las above Buy 6,927,30 2,685 2,688 2108/2015 las above Buy 1,553,16 602 602 603 2108/2015 las above Buy 2,295,64,22 11,459 11,459 11,459 2408/2015 las above Buy 2,9564,22 11,459 11,459 11,459 2408/2015 las above Buy 9,93,83 9,48 2408/2015 las above Buy 9,583,64 3,788 3,778 2408/2015 las above Buy 9,436,69 3,73 3,73 2408/2015 las above Buy 9,277,51 3,667 3,66 2608/2015 las above Buy 9,277,51 3,667 3,66 2608/2015 las above Buy 3,358,48 2,1460 2,446 2,2608/2015 las above Buy 3,358,48 2,1460 2,446 2,2608/2015 las above Buy 3,358,59 2,2608/2015 las above Buy 3,358,59 3,568 2,2608/2015 las above Buy 3,358,59 3,568 2,2608/2015 las above Buy 3,358,55 3,368 2,2608/2015 las above Buy 3,358,55 3,368 2,2608/2015 las above Buy 3,358,55 3,369 3,368 2,2608/2015 las above Buy 3,358,55 3,369 3,36			<u> </u>			437
21/08/2015 as above sel			•			
21/08/2016 las above						224,711
21/08/2015 as above Bay 51,907.02 20,119 20,111 21/08/2015 as above Bay 51,907.02 20,119 20,111 21/08/2015 as above Bay 704.34 273 27 21/08/2015 as above Bay 12,666.52 4,909 4,909 21/08/2015 as above Bay 66,927.30 2,685 2,686 21/08/2015 as above Bay 60,114 233 22 21/08/2015 as above Bay 60,114 233 23 21/08/2015 as above Bay 90,114 233 23 21/08/2015 as above Bay 90,114 233 23 21/08/2015 as above Bay 20,591.04 23 11,459 11,459 24/08/2015 as above Bay 20,591.94 24,08/2015 as above Bay 20,591.94 24,08/2015 as above Bay 20,591.94 3,488 3,788 3,788 24/08/2015 as above Bay 91,458 3,788						6,946
21(08/2016) as above Buy 12,666.22 4,909 4,909 21(08/2016) as above Buy 12,666.22 4,909 4,909 21(08/2016) as above Buy 6,027.30 2,686 2,686 21(08/2016) as above Buy 6,071.4 233 232 21(08/2016) as above Buy 1,553.16 602 602 21(08/2016) as above Buy 2,3,991.99 9,463 9,463 24(08/2016) as above Buy 2,3,991.99 9,463 9,463 24(08/2016) as above Buy 9,583.64 3,788 3,788 24(08/2016) as above Buy 9,583.64 3,788 3,788 24(08/2016) as above Buy 9,43.69 373 3,788 3,788 24(08/2016) as above Buy 9,43.69 373 3,73 24(08/2016) as above Buy 9,43.69 373 3,73 24(08/2016) as above Buy 9,43.69 373 3,73 24(08/2016) as above Buy 9,277.51 3,667 3,66 26(08/2016) as above Buy 9,277.51 3,667 3,66 26(08/2016) as above Buy 9,277.59 3,67 26(08/2016) as above Buy 9,277.59 3,67 26(08/2016) as above Buy 9,277.59 3,67 26(08/2016) as above Buy 1,26,26,36 3,27 26(08/2016) as above Buy 1,26,26,37 26(08/2016) as above Buy 1,26,28,37 26(08/2016) as above Buy 1,26,28,37 26(08/2016) as above Buy 1,26,28,36 26(08/2016) as above Buy 1,26,28,36 26(08/2016) as above Buy 1,26,28,36 27(08/2016) as above Buy 1,26,28,36 27(08/2016) as above Buy 1,26,36,36 27(08/2016) as above Buy 1,26,28,36 27(08/2016) as above Buy 1,26,28,	21/08/2015	as above	1	7,156.92	, ,	2,774
2108/2015 as above	21/08/2015	as above	Buy		20,119	20,119
21/08/2015 as above Buy 69.7.30			Buy			273
21/08/2015 as above			-			4,909
21/08/2015 as above			1			2,685
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31/08/2015 as above Buy 19,053.00 7,300 7,300 01/09/2015 as above Buy 131,403.51 51,438 51,438 01/09/2015 as above Buy 26,925.48 10,540 10,54 01/09/2015 as above Buy 380,865.31 149,090 149,090 01/09/2015 as above Buy 47,635.63 18,647 18,64 01/09/2015 as above Buy 94,121.68 36,844 36,84 01/09/2015 as above Buy 50,859.53 19,909 19,90 01/09/2015 as above Buy 4,373.48 1,712 1,71 01/09/2015 as above Buy 11,505.92 4,504 4,50 01/09/2015 as above Buy 216,780.80 84,859 84,85 02/09/2015 as above Buy 97,771.16 39,168 39,168 02/09/2015 as above Buy 27,797.68 11,136 11,136			'	,		158,683
01/09/2015 as above Buy 131,403.51 51,438 51,438 01/09/2015 as above Buy 26,925.48 10,540 10,54 01/09/2015 as above Buy 380,865.31 149,090 149,090 01/09/2015 as above Buy 47,635.63 18,647 18,64 01/09/2015 as above Buy 94,121.68 36,844 36,84 01/09/2015 as above Buy 50,859.53 19,909 19,90 01/09/2015 as above Buy 4,373.48 1,712 1,71 01/09/2015 as above Buy 11,505.92 4,504 4,50 01/09/2015 as above Buy 216,780.80 84,859 84,85 02/09/2015 as above Buy 97,771.16 39,168 39,168 02/09/2015 as above Buy 27,797.68 11,136 11,136			'		,	
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01/09/2015 as above Buy 380,865.31 149,090 149,090 01/09/2015 as above Buy 47,635.63 18,647 18,64 01/09/2015 as above Buy 94,121.68 36,844 36,84 01/09/2015 as above Buy 50,859.53 19,909 19,90 01/09/2015 as above Buy 4,373.48 1,712 1,71 01/09/2015 as above Buy 11,505.92 4,504 4,50 01/09/2015 as above Buy 216,780.80 84,859 84,85 02/09/2015 as above Buy 97,771.16 39,168 39,168 02/09/2015 as above Buy 27,797.68 11,136 11,136			'	,	, ,	10,540
01/09/2015 as above Buy 47,635.63 18,647 18,647 01/09/2015 as above Buy 94,121.68 36,844 36,844 01/09/2015 as above Buy 50,859.53 19,909 19,909 01/09/2015 as above Buy 4,373.48 1,712 1,71 01/09/2015 as above Buy 11,505.92 4,504 4,504 01/09/2015 as above Buy 216,780.80 84,859 84,859 02/09/2015 as above Buy 97,771.16 39,168 39,168 02/09/2015 as above Buy 27,797.68 11,136 11,136			•			149,090
01/09/2015 as above Buy 94,121.68 36,844 36,844 01/09/2015 as above Buy 50,859.53 19,909 19,90 01/09/2015 as above Buy 4,373.48 1,712 1,712 01/09/2015 as above Buy 11,505.92 4,504 4,504 01/09/2015 as above Buy 216,780.80 84,859 84,859 02/09/2015 as above Buy 97,771.16 39,168 39,168 02/09/2015 as above Buy 27,797.68 11,136 11,133			'	47,635.63	, ,	18,647
01/09/2015 as above Buy 4,373.48 1,712 1,712 01/09/2015 as above Buy 11,505.92 4,504 4,504 01/09/2015 as above Buy 216,780.80 84,859 84,859 02/09/2015 as above Buy 97,771.16 39,168 39,168 02/09/2015 as above Buy 27,797.68 11,136 11,13	01/09/2015	as above	'			36,844
01/09/2015 as above Buy 11,505.92 4,504 4,504 01/09/2015 as above Buy 216,780.80 84,859 84,859 02/09/2015 as above Buy 97,771.16 39,168 39,168 02/09/2015 as above Buy 27,797.68 11,136 11,13			Buy	,	-,	19,909
01/09/2015 as above Buy 216,780.80 84,859 84,859 02/09/2015 as above Buy 97,771.16 39,168 39,168 02/09/2015 as above Buy 27,797.68 11,136 11,13			<u> </u>			1,712
02/09/2015 as above Buy 97,771.16 39,168 39,16 02/09/2015 as above Buy 27,797.68 11,136 11,13			'	,	, ,	4,504
02/09/2015 as above Buy 27,797.68 11,136 11,13			'	,		84,859
			•			
TO THE STATE OF TH			Buy Buy	396,116.99	158,688	158,688

	Holder of relevant			Number of	Person's Votes
Date of Change	interest	Nature of Change	Consideration	Securities	Affected
02/09/2015	as above	Buy	11,981.76	4,800	4,800
02/09/2015	as above	Buy	225,257.09	90,240	90,240
02/09/2015	as above	Buy	4,553.07	1,824	1,824
02/09/2015	as above	Buy	5,271.97	2,112	2,112
02/09/2015	as above	Buy	52,959.38	21,216	21,216
02/09/2015	as above	Buy	136,831.70	54,816	54,816
04/09/2015	as above	Buy	4,763.60	2,000	2,000
04/09/2015	as above	Buy	420,864.06	176,700	176,700
04/09/2015	as above	Buy	56,210.48	23,600	23,600
04/09/2015	as above	Buy	12,623.54	5,300	5,300
04/09/2015	as above	Buy	239,609.08	100,600	100,600
04/09/2015	as above	Buy	5,716.32	2,400	2,400
04/09/2015	as above	Buy	103,608.30	43,500	43,500
04/09/2015	as above	Buy	145,051.62	60,900	60,900

Total Number of Securities 12,342,592

This is page 1 of 5 of Annexure 2 referred to in ASIC Form 603 - Notice of initial substantial holder



Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
255 FINANCE PTY LTD	168 112 507	AUSTRALIA
ACCURIUM HOLDINGS PTY LTD	158 242 936	AUSTRALIA
ACCURIUM PTY LTD	009 492 219	AUSTRALIA
ACRUX LIMITED	082 001 152	AUSTRALIA
ALLFINE HOLDINGS PTY LTD	100 231 918	AUSTRALIA
ALPHACAT 2013, LTD	47159	BERMUDA
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
ASSETSECURE PTY. LIMITED	110 953 618	AUSTRALIA
BELVINO INVESTMENTS PTY LIMITED	147 114 387	AUSTRALIA
BENTHAM ASSET MANAGEMENT PTY LTD	140 833 674	AUSTRALIA
BLUEZEN PTY LTD	100 220 175	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 R.C.S.	FRANCE
CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND PTE. LTD	200804361D	SINGAPORE
CHALLENGER FINANCIAL SERVICES PTY LIMITED	087 464 131	AUSTRALIA
CHALLENGER FM 2 HOLDINGS PTY LIMITED	080 036 657	AUSTRALIA
CHALLENGER FM NOMINEES PTY LIMITED	130 035 353	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 JERSEY I3 LIMITED	95120	JERSEY
CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	C41149	MALTA

This is page 2 of 5 of Annexure 2 referred to in ASIC Form 603 - Notice of initial substantial holder



Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
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 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 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 SPECIALISED FINANCE PTY LTD	164 516 401	AUSTRALIA
CHALLENGER TREASURY LIMITED	093 307 996	AUSTRALIA
CHALLENGER UK TANK STORAGE LIMITED	6067787	ENGLAND/WALES
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

This is page 3 of 5 of Annexure 2 referred to in ASIC Form 603 - Notice of initial substantial holder



Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
CLS US HOLDINGS, LLC	5302598	UNITED STATES
CPHIC INVESTMENTS PTY LTD	093 340 526	AUSTRALIA
CSPP1 BROADBEACH PTY LTD	122 460 977	AUSTRALIA
CSPP1 INVESTMENT COMPANY 1 PTY LIMITED	120 463 023	AUSTRALIA
CSPP1 MAITLAND PTY LTD	122 460 968	AUSTRALIA
CSPP1 MAVIS COURT PTY LTD	122 461 983	AUSTRALIA
DEXION CAPITAL (GUERNSEY) LIMITED	40288	GUERNSEY
DEXION CAPITAL HOLDINGS LIMITED	43315	GUERNSEY
DEXION CAPITAL PLC	04040660	ENGLAND/WALES
EMIF HOLDINGS PTY LTD	130 565 169	AUSTRALIA
FIDANTE LIMITED	06172534	ENGLAND/WALES
FIDANTE PARTNERS (UK & EUROPE) LIMITED	06393787	ENGLAND/WALES
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 BENTHAM HOLDINGS PTY LTD	140 715 573	AUSTRALIA
FIDANTE PARTNERS GP US LLC	5651702	UNITED STATES
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 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 FINANCE PTY LIMITED	003 376 529	AUSTRALIA
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	12431 17236 11675	CHILE
GV CHILE LIMITADA	12430 17253 11696	CHILE
GV JERSEY HOLDING COMPANY LIMITED	100293	JERSEY
GV JERSEY TRUSTEE COMPANY LIMITED	100294	JERSEY
GV JERSEY TRUSTEE COMPANY NO. 2 LIMITED	100367	JERSEY
HOMELOANS LIMITED	095 034 003	AUSTRALIA
HOWARD COMMERCIAL LENDING LIMITED	000 033 143	AUSTRALIA
KAPSTREAM CAPITAL PTY LIMITED	122 076 117	AUSTRALIA

This is page 4 of 5 of Annexure 2 referred to in ASIC Form 603 - Notice of initial substantial holder



Andrew Brown - Company Secretary of Challenger Limited

08/09/2015 Company Name	ACN / Company No.	Country of Incorporation
KINETIC INVESTMENT PARTNERS PTY LTD	009 568 496	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
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
MIR ASIA PACIFIC EQUITY FEEDER FUND LTD	184062	CAYMAN ISLANDS
MIR ASIA PACIFIC EQUITY MASTER FUND LTD	184007	CAYMAN ISLANDS
MIR GREATER CHINA PTE LTD	200715836D	SINGAPORE
MIR LIBRA CAPITAL MANAGEMENT LTD	236748	CAYMAN ISLANDS
MIR LIBRA GREATER CHINA EQUITY FUND LTD	WK-237319	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
OIKOS LIMITED	2705354	ENGLAND/WALES
OIKOS STORAGE LIMITED	315280	ENGLAND/WALES
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES FUND LTD.	212456	CAYMAN ISLANDS
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES MASTER	27263	CAYMAN ISLANDS
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
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

This is page 5 of 5 of Annexure 2 referred to in ASIC Form 603 - Notice of initial substantial holder

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Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
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
WHITEHELM CAPITAL PTY LTD	008 636 717	AUSTRALIA
WYETREE ASSET MANAGEMENT LTD.	06041569	ENGLAND/WALES
WYETREE FUNDS PLC	520464	IRELAND