Form 604

Corporations Law Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme	CHALLENGER LIMITED 106 842 371		
1. Details of substantial hold	er		
Name	UBS Group AG and its related	bodies corporate	
ACN/ARSN (if applicable):			
There was a change in the inte	rests of the substantial holder on	22 February 2018	
The previous notice was given	to the company on	22 February 2018	

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)	Previo	us Notice	Prese	t Notice	
	Person's Votes	Voting Power (5)	Person's Votes	Voting Power (5)	
Ordinary	31,886,137	5.22%	39,396,067	6.45%	

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
Please see	Appendix B.				

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 holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
UBS AG	Various Custodians	UBS AG	Fund Manager with power to exercise control over voting shares	57,686 Ordinary	57,686
UBS Asset Management (Americas) Inc	Various Custodians	UBS Asset Management (Americas) Inc	Fund Manager with power to exercise control over voting shares	23,620 Ordinary	23,620

UBS Asset Management (Australia) Ltd	Various Custodians	UBS Asset Management (Australia) Ltd		2,155,855 Ordinary	2,155,855
UBS Asset Management (Deutschland) GmbH	Various Custodians	UBS Asset Management (Deutschland) GmbH		27,696 Ordinary	27,696
UBS Asset Management (Hong Kong) Ltd	Various Custodians	UBS Asset Management (Hong Kong) Ltd	Fund Manager with power to exercise control over voting shares	294,999 Ordinary	294,999
UBS Asset Management Life Limited	Various Custodians	UBS Asset Management Life Limited	Fund Manager with power to exercise control over voting shares	176,216 Ordinary	176,216
UBS Asset Management (Singapore) Ltd	Various Custodians	UBS Asset Management (Singapore) Ltd	Fund Manager with power to exercise control over voting shares	16,160 Ordinary	16,160
UBS Asset Management Trust Company	Various Custodians	UBS Asset Management Trust Company	Fund Manager with power to exercise control over voting shares	24,099 Ordinary	24,099
UBS Asset Management (UK) Limited	Various Custodians	UBS Asset Management (UK) Limited	Fund Manager with power to exercise control over voting shares	301,127 Ordinary	301,127
UBS Fund Management (Luxembourg) S.A.	Various Custodians	UBS Fund Management (Luxembourg) S.A.	Fund Manager with power to exercise control over voting shares	108,431 Ordinary	108,431
UBS Fund Management (Switzerland) AG	Various Custodians	UBS Fund Management (Switzerland) AG	Fund Manager with power to exercise control over voting shares	695,603 Ordinary	695,603
UBS AG London Branch	Various Custodians	UBS AG London Branch	Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)	2,973,573 Ordinary	2,973,573
	Citicorp Nominees Pty Ltd	UBS AG London Branch	Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A)	181,066 Ordinary	181,066
UBS Securities Australia Ltd	N/A	UBS Securities Australia Ltd	Beneficial Owner	904,200 Options	904,200
UBS Switzerland AG	Various Custodians	UBS Switzerland AG	Broker with power to exercise discretion over account	10,380 Ordinary	10,380
UBS AG, Australia Branch	UBS Nominees Pty Ltd	UBS AG, Australia Branch	Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A)		31,157,29
	N/A	UBS AG, Australia Branch	Beneficial Owner	288,059 Options	288,059

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
Details of all UBS offices can be found through the following link: http://apps2.ubs.com/locationfinder/	

SIGNATURE

Print Name:	Philip Alexander	Capacity:	Authorised signatory
Sign Here:	P. Hoose	Date:	26 February 2018
Print Name:	Serene Peh	Capacity:	Authorised signatory
Sign Here:		Date:	26 February 2018

Contact details for this notice:

Serene Peh Group Risk Control (T) +65 6495 5283

Holder of relevant interest	UBS AG, London Branch	UBS AG, London Branch	UBS AG, Australia Branch
Type of agreement	Securities Lending Agreement	Prime Brokerage Agreement	Prime Brokerage Agreeme ा
Parties to agreement	(i) UBS AG, London Branch ("UBS AG ")/ UBS Limited (ii) Client (Please refer to Appendix A-1.)	(i) UBS AG, London Branch ("UBS AG") (ii) Client (Please refer to Appendix A-1.)	(i) UBS AG, Australia Branch ("UBS AG") (ii) Client (Please refer to Appendix A-1.)
Transfer date	Please refer to Appendix A-1.	Please refer to Appendix A-1.	Please refer to Appendix A-1.
Holder of voting rights	UBS AG/ UBS Limited	UBS AG	UBS AG
Are there any restrictions on voting rights?	Please refer to the details below.	No.	Please refer to the details below.
If yes, detail	Since all right and title in the securities passes to the transferee (i.e. UBS AG/ UBS Limited), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client).	N/A	Since all right and title in the securities passes to the transferee (i.e. UBS AG), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client).
Scheduled return date (if any)	None.	None,	None, subject to the terms of the relevant loan.
Does the borrower have the right to return early?	Yes.	Yes.	Yes.
If yes, detail	The borrower (i.e. UBS AG/ UBS Limited) has the right to return at its discretion subject to the terms of the relevant loan.	The borrower (i.e. UBS AG) has the right to return at its discretion.	The borrower (i.e. UBS AG) has the right to return at its discretion.
Does the lender have the right to recall early?	Yes.	Yes.	Yes.
If yes, detail	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.
Will the securities be returned on settlement?	Yes.	Yes.	Yes.
If yes, detail any exceptions	None.	None.	None.

Securities Lending Agreement - UBS AG London Branch

T	Parties to agreement		Transfer date	
	The Northern Trust Company as an agent acting on behalf of its clients	(i)	22 February 2018	

Prime Brokerage Agreement - UBS AG, London Branch

Parties to agreement		Transfer date	
Crown Managed accounts SPC acting for and on behalf Crown BLS Segregated Portfolio		25 September 2017	
	(ii)	3 October 2017	
	(iii)	31 October 2017	
AJ Managed Holdings LLC	(i)	25 September 2017	

Prime Brokerage Agreement - UBS AG, Australia Branch

Parties to agreement	Trans	Transfer date		
CJH Holdings Pty Ltd in its capacity as trustee of the CJH Family Trust	(i)	5 September 2017		
	(li)	5 October 2017		
	(iii)	27 October 2017		
	(iv)	30 October 2017		
	(v)	31 October 2017		
	(vi)	1 November 2017		
	(vii)	29 January 2018		
	(vili)	20 February 2018		
Bennelong Funds Management Ltd as Trustee for Bennelong Kardinia Absolute Return	(i)	5 September 2017		
Fund	(ii)	12 September 2017		
	(iii)	13 September 2017		
	(iv)	15 September 2017		
	(v)	3 January 2018		
	(vi)	8 January 2018		
	(vii)	9 January 2018		
	(viii)	10 January 2018		
	(ix)	16 January 2018		
Manderrah Pty Ltd in its capacity as trustee of the GJJ Family Trust	(i)	4 October 2017		
	(ii)	5 October 2017		
	(iii)	12 October 2017		
	(iv)	27 October 2017		
	(v)	30 October 2017		
	(vi)	31 October 2017		
	(vii)	1 November 2017		
	(viii)	20 February 2018		

(i)	5 September 2017
(ii)	6 September 2017
(iii)	27 October 2017
(iv)	30 October 2017
(v)	31 October 2017
(vi)	17 January 2018
(vii)	25 January 2018
(viii)	29 January 2018
(i)	5 September 2017
(ii)	4 October 2017
(iii)	27 October 2017
(iv)	30 October 2017
(v)	31 October 2017
(vi)	1 November 2017
(vii)	3 November 2017
(viii)	8 November 2017
(ix)	6 December 2017
(x)	3 January 2018
(xi)	17 January 2018
(xii)	15 February 2018
(xiii)	20 February 2018
(0)	5 October 2017
(ii)	27 October 2017
(iii)	30 October 2017
(iv)	1 November 2017
	6 December 2017
(vi)	15 February 2018
(vii)	20 February 2018
(1)	5 September 2017
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	1 November 2017
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Alfred Street Nominees Pty Ltd as trustee for MAN Caledonia Investment Trust	(i)	27 October 2017
	(ii)	30 October 2017
	(iii)	31 October 2017
	(iv)	1 November 2017
	(v)	6 December 2017
	(vi)	15 February 2018
	(vii)	20 February 2018
Alfred Street Nominees as trustee for Caledonia Carbrook Trust	(i)	5 September 2017
	(ii)	27 October 2017
	(iii)	30 October 2017
	(iv)	31 October 2017
	(v)	1 November 2017
	(vi)	13 November 2017
	(vii)	19 February 2018
	(viii)	20 February 2018
Alfred Street Nominees as trustee for AES Caledonia Fund	(i)	5 September 2017
, and disserting to the second of the second	(ii)	5 October 2017
	(iii)	27 October 2017
	(iv)	30 October 2017
	(v)	31 October 2017
	(vi)	1 November 2017
	(vii)	8 November 2017
	(viii)	6 December 2017
	(ix)	15 February 2018
	(x)	20 February 2018
Atrium Investment Management Pty Ltd (A.C.N 137 088 745) in its capacity as Trustee of	(i)	5 September 2017
the Atrium Benn L-S Fund	(ii)	6 September 2017
Alfred Street Nominees Pty Limited as trustee for MGD Investment Fund	(i)	5 September 2017
	(ii)	12 October 2017
	(iii)	30 October 2017
	(iv)	31 October 2017
	(v)	1 November 2017
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Alfred Street Nominees Pty Limited ATF Caledonia Indweco Trust		30 October 2017
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Alfred Street Nominees Pty Limited as trustee for Caledonia EFL Trust	(i)	5 September 2017
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	(xi)	28 November 2017
	(xii)	29 November 2017
	(xiii)	1 December 2017
	(xiv)	22 December 2017
	(xv)	17 January 2018
	(xvi)	20 February 2018
Alfred Street Nominees Pty Limited as trustee for the scheme MJM Caledonia Investment	(i)	5 September 2017
Trust	(ii)	6 September 2017
	(iii)	15 September 2017
	(iv)	5 October 2017
	(v)	3 January 2018
	(vi)	16 January 2018
	(vii)	29 January 2018
	(viii)	15 February 2018
	(ix)	20 February 2018
Alfred Street Nominees Pty Limited as trustee for the Caledonia Siddle Family Investment	(i)	27 October 2017
Fund	(ii)	30 October 2017
	(iii)	31 October 2017
	(iv)	1 November 2017
	(v)	8 November 2017
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imited as Manager of the Longbridge Caledonia Investment Trust	(ii)	12 October 2017	
	(iii)	27 October 2017	
	(iv)	30 October 2017	
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2	USS XCOURS AUXIONA LID	, too	E71 F	253	Ordinary
듥	UBS Securities Australia Lld	Виу	2 674	293	Chdnany
#	UBS Securios Australa tid	Buy	1.18/7	100	Order
1	USS Securities Australia Ltd	Виу	400'4	20.5	A-1 mark
=	I ale Country Andralg Ltd	Buy	12,101	- CDA	Ordinary
: :		7.0	14,985	1,55	Ord.nary
=	UBS Securities Australia Ltd	ino	155.7	5,705	Ordinary
퓌	UBS Securities Australia Ltd	,5 _B	700	(72)	Drdinary
=	1985 Securities Australia Ltd	- Rell		10000	Didinar
ŀ	has securities Amstralia Ltd	lleS	7,057		Ciprosi
ء ا ۽	COS Security Australia Net		12,101	(96)	Ordinary
امِ	USS Security Australia us	100	294,640	(23,496)	Ordinary
81-63-12	UBS Securities Australia Ltd	- L			
				72.400	200
	Miles de la contraction de la	3	10,245	(718)	Ordery

31-69-15	USS Securities Australia Lid	1	200		Na Populo
Sap-18	1.083 Securities Australia Ltd	, 61	1991	=	1
22.00.18	HILL Conjusting Augustia (C)	, m	250	20.	Ordinary
١			250	R	Ordinary
	מון אינועושי שואווים און היים היים		13.108	1,047	Ordinary
Feb-18	UBS Securities Australia Ltd	P-1	350.61	1 053	Orderan
22-Feb-18	USS Secunities Austrate 11d	9.5	PC2, L1	1000	Cheban
2-feb-18	U.3.5 Securities Australia 11d	P.O.S.	116.61	-	Ord more
27-Feh-18	1935 Securities Australia Ltd	* [72,033	16/76	1
	1910 Con white Australia Its		87,552	666'9	Ordinary.
21-00-12	COS SECURIOS HONORES CO	100	28.232	7,846	Ordinary
2.420 18	UBS Securities Australia Lid	Arat	235 063	18,775	Ordinary
2-Feb-18	URS Securities Australia Ltd	Buy	POT TOT	C.Buc.	Distinguir
2-reb-18	UBS Securities Australia Ltd	Виу	467,495	OC L'AND	1
2.54.18	1195 Securities Australia Ltd		250	0.2	Crossesy
	Participate Australia 1900	1.00	1,327	(904)	Ordinary
	Day of the state o		5,459	(436)	Ord-n#17
F-0-18	UBS Securities Australia Lia		20,182	(1,612)	Ord:nany
2-Feb-15	UBS Secunders Australia Lid	lac lac	3D 440	(3.230)	Ordinary
2-Feb-19	USS Securities Australia 110		125	-	Ordinary
2-FB-18	U95 Securities Australia 11d	Виу	107	100) defeated
7.Feb.18	USS Securities Australia Ltd	Buy	74,947	חממים	1000
100	India Security Australia 114		83,947	(6.723)	Cidnay
	COLUMN TO SERVICE AND SERVICE	3	9,146	(1E1)	Ordnany
2-re0-15	U.S. Securings Advisor Life	0	15Z.15B	12,949	Ordinary
2-Feb-18	UBS Securities Australia Ltd	and.	8 UI	(481)	Ordinary
2-Feb-18	UBS Securities Australia Ltd			142 1 751	Didinary
22-feb-18	UBS Securities Asstralia Ltd	7	87676	102 130	Ordinan
22-Feb-18	UBS Securates Australia Ltd	×	414,436	De 150	
2-Feb-18	U95 Securities Australia Ltd	8.39	B23,5883	618,60	0
72-Feb-18	UBS Securities Australia Lid	135	421,134	(33,584)	Orenary
Z. Feb. 19	Hac Countries And Calantel	3	160,749	(12,918)	Ordinary
	1105 Canardae Australia IId	Buy	151,689	50,627	Ordinary
		, in the second	980,08	(2,408)	Ordinary
2	LIBS Securices Auxenia um	100	HE.	E	Drdinary
10-13	DBS Securities Accessed Lid		1.838.346	146,929	Ordinary
2.69-18	UBS Securities Australia (1d	inn)	27.515	(7,000)	Crdnary
2-Feb-19	UBS Securities Australia 34d	×	eve to	(7.877)	Ordinary
2-Feb-19	UBS Securities Australia UIO	33.	50016	(VLS)	Sections
2-Feb-18	UBS Securities Australia 110	, X	60117		Pedintry
2-Feb-18	UBS Secunties Australia LIS	Buy	BX.	- 50	Callion Co
2-Feb-18	UBS Securities Australia Ud	Suy	159,01	2	5
2-Feb-18	UBS Securities Australia IId	8.09	247,458	18,/81	Ciginary
13.5rb.18	LIBS Securities Australia Itd	154	8,017	(1 4 4)	Organia
43.0	LINA Securities Australia Ud	les.	1,509	(12D)	Ordinary
2 4 4 5	Till Charles Analysis 114	1	6,571	(523)	Ordinary
01.01.7	Und Securities Augusta Ltd	Stock Dommand	N/A	4,000,000	Ordinary
2	TOTAL PRINCIPLES MAKING THE	1000	472	000'000'E	Ordinary
2-F85-18	U95 AG London Branch	SCOCK BOTTOWED	652	350.000	Ordinary
22-Feb-18	UB5 AG London Branch	Stock barrowed		(MAIL SE/	Ordinary
B1-G94-23	LIBS AG, Australia Branch	Stock returned	NA.	(35,000)	California de la Califo
04 469 CE	The state of the s	9	17,077	4	5
23-1-6	THE PROPERTY OF THE PROPERTY O	-			

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