Sydney

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16 September 2019

Mr George Tharian
Senior Adviser, Listings Compliance
ASX
Exchange Centre
20 Bridge Street
Sydney, NSW 2000

Dear George,

Appendix 3Y – Change of Director's Interest

Attached is an Appendix 3Y for Mr Richard Howes, Challenger's Chief Executive Officer, for the award of Deferred Performance Rights (i.e. STI bonus) for the year ended 30 June 2019.

Yours sincerely,

Andrew Brown
Company Secretary

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

7Rule 3.19A.2

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

Name of entity	**Challenger Limited**
ABN	**85 106 842 371**

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.

Name of Director	Richard Howes
Date of last notice	9 September 2019

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.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Investments in financial products issued by related bodies corporate of Challenger Limited: • Guaranteed Annuity issued by Challenger Life Company Limited for his spouse, Mrs Melissa Howes. • $5,102,019.76 of units in certain registered managed investment schemes issued by Fidante Partners Limited (5,149,391 units) held by the Howes Family Trust.
Date of change	9 September 2019

+ See chapter 19 for defined terms.

No. of securities held prior to change	561,478 ordinary shares Investments in financial products issued by related bodies corporate of Challenger Limited: • $2,500,000 of Guaranteed Annuities issued by Challenger Life Company Limited (including an annuity for his spouse, Mrs Melissa Howes); and • $5,102,019.76 of units in certain registered managed investment schemes issued by Fidante Partners Limited (5,149,391 units) held by the Howes Family Trust.
Class	Ordinary shares
Number acquired	N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	561,478 ordinary shares Investments in financial products issued by related bodies corporate of Challenger Limited: • $2,500,000 of Guaranteed Annuities issued by Challenger Life Company Limited (including an annuity for his spouse, Mrs Melissa Howes); and • $5,102,019.76 of units in certain registered managed investment schemes issued by Fidante Partners Limited (5,149,391 units) held by the Howes Family Trust.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

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.

Detail of contract	As previously disclosed, Mr Howes held 780,251 Performance Rights under the Challenger Performance Plan comprising: • 101,381 Deferred Performance Rights; and • 678,870 Hurdled Performance Rights.
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	Grant of 2019 Deferred Performance Rights on 9 September 2019.
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	94,220 Deferred Performance Rights
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	874,471 Performance Rights comprising: • 195,601 Deferred Performance Rights; and • 678,870 Hurdled Performance Rights.

Part 3 – +Closed period

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

+ See chapter 19 for defined terms.