

Sydney

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> Telephone 02 9994 7000 Facsimile 02 9994 7777

17 March 2020

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 - Life360, Inc. (360)

We attach a notice of initial substantial holder in Life360, Inc. 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

Maren noun.

## **Form 603**

Corporations Act 2001 Section 671B

## Notice of initial substantial holder

To CompanyName/Scheme	Life360, Inc.
ACN/ARSN	629 412 942
1. 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	13/03/2020

### 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 became a 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	7,446,096	5.00%

### 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	Ordinary Fully Paid securities	Refer Annexure 1
listed in Annexure 2)	purchased and sold on market by	
	Challenger Limited (and its entities	
	listed in Annexure 2) and obtains a	
	relevant interest by virtue of	
	section 608(3) of the Corporations	
	Act 2001 (Cth).	

## 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)	BNP Paribas Nominees Pty Limited	BNP Paribas Nominees Pty Limited	1,684,204 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	823,442 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	1,293,570 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	National Nominees Limited	National Nominees Limited	2,058,411 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	1,580,146 (Ordinary Fully Paid)
Challenger Limited (and its entities listed in Annexure 2)	RBC Investor Services Australia Nominees Pty Limited	RBC Investor Services Australia Nominees Pty Limited	6,323 (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	Consideration (9)		Class and number of
				securities
		Cash	Non-cash	
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 2, 5 Martin Place, Sydney NSW 2000

Signature	Sia	nature
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print name Andrew Brown capacity Company Secretary

Maren noun.

sign here date 17/03/2020

### **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: Life360, Inc. (360)

As at: 13/03/2020

Class of security: Ordinary Fully Paid

	Halden of valous of	Natura of		Nomelean of	Barrania Watan
Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
Bute of change	mtoroot	Gnango	Contractation	Cocurtico	Allootod
	Challenger Limited				
26/02/2020	(and its entities	C-II	4.454	200	200
	listed in Annexure 2)		1,151	- 396	396
26/02/2020		Sell	6,344	- 2,183	2,183
26/02/2020		Sell	259	- 89	89
26/02/2020		Sell	12,162	- 4,185	4,185
26/02/2020		Sell	3,519	- 1,211	1,211
26/02/2020		Sell	7,312	- 2,516	2,516
26/02/2020		Sell	660	- 227	227
27/02/2020		Sell	11,742	- 4,191	4,191
27/02/2020		Sell	64,793	- 23,127	23,127
27/02/2020		Sell	2,645	- 944	944
27/02/2020		Sell	124,203	- 44,333	44,333
27/02/2020		Sell	35,922	- 12,822	12,822
27/02/2020		Sell	74,677	- 26,655	26,655
27/02/2020		Sell	6,729	- 2,402	2,402
27/02/2020		Buy	14,616	5,220	5,220
27/02/2020		Buy	137,166	48,988	48,988
28/02/2020		Buy	7,470	2,806	2,806
28/02/2020		Buy	7,055	2,650	2,650
02/03/2020		Buy	11,620	4,371	4,371
02/03/2020		Buy	10,977	4,129	4,129
04/03/2020		Buy	3,524	1,315	1,315
04/03/2020		Buy	3,331	1,243	1,243
05/03/2020		Buy	5,053	1,842	1,842
05/03/2020	as above	Buy	4,770	1,739	1,739
10/03/2020	as above	Buy	1,178	471	471
10/03/2020	as above	Buy	1,110	444	444
10/03/2020	as above	Buy	64,611	26,832	26,832
10/03/2020	as above	Buy	61,031	25,345	25,345
13/03/2020	as above	Buy	1,484	687	687
13/03/2020	as above	Buy	22,172	10,265	10,265

Total Number of Securities 13,066

This is page 1 of 4 of Annexure 2 referred to in ASIC Form 603 - Becoming a Substantial Shareholder



Andrew Brown - Company Secretary of Challenger Limited

255 FINANCE GROUP PTY LTD         628 853 056         AUSTRALIA           255 FINANCE INVESTMENTS PTY LTD         164 516 401         AUSTRALIA           255 FINANCE INVESTMENTS PTY LTD         168 112 507         AUSTRALIA           255 FINANCE PTY LTD         158 242 936         AUSTRALIA           ACCURIUM PTY LTD         009 492 219         AUSTRALIA           ACCURIUM PTY LTD         009 492 219         AUSTRALIA           AGRICULTURAL ASSET MANAGEMENT LIMITED         6490323         ENGLANDWALES           APPIA FINANCE LIMITED         6538054         ENGLANDWALES           APPIA FINANCE LIMITED         6490331         ENGLANDWALES           APPIA GROUP LIMITED         6490313         ENGLANDWALES           APPIA GROUP LIMITED         6490313         ENGLANDWALES           APPIA INVESTMENTS LIMITED         6490313         ENGLANDWALES           CDPG AUSTRALIA PTY LIMITED         6490313         ENGLANDWALES           CDPG LUXEMBOURG HOLDINGS SARL         B 127515         LUXEMBOURG           CDPG LUXEMBOURG I SARL         B 127515         LUXEMBOURG           CDPG LUXEMBOURG SARL         B 127515         LUXEMBOURG           CDPG LUXEMBOURG MARKET INFRASTRUCTURE FUND PTE LTD         2006 097 399         AUSTRALIA           CHALLENGER DIVERSIFIED PROP	Company Name	ACN / Company No.	Country of Incorporation
255 FINANCE PTY LTD         168 112 507         AUSTRALIA           ACCURIUM HOLDINGS PTY LTD         156 242 936         AUSTRALIA           ACCURIUM PTY LTD         009 492 219         AUSTRALIA           ACCURIUM PTY LTD         008 953424         ENGLAND/WALES           APPIA EUROPE LIMITED         6490323         ENGLAND/WALES           APPIA FINANCE LIMITED         6538054         ENGLAND/WALES           APPIA GROUP LIMITED         6490331         ENGLAND/WALES           APPIA GROUP LIMITED         6490331         ENGLAND/WALES           APPIA INVESTMENTS LIMITED         6490313         ENGLAND/WALES           APPIA INVESTMENTS LIMITED         6490313         ENGLAND/WALES           CDPG AUXEMBOURG HOLDINGS SARL         124 498 095         AUSTRALIA           CDPG LUXEMBOURG HOLDINGS SARL         B 127550         LUXEMBOURG           CDPG LUXEMBOURG SARL         B 127515         LUXEMBOURG           CDPG LUXEMBOURG SARL         B 127515         LUXEMBOURG           CDPG MALTA LIMITED         096 097 399         AUSTRALIA           CHALLENGER DIVERSIFIED PROPERTY DEVELOPMENT PTY LIMITED         121 624 833         AUSTRALIA           CHALLENGER DIVERSIFIED PROPERTY DEVELOPMENT PTY LIMITED         212 624 833         AUSTRALIA           CHALLENGER FIN	255 FINANCE GROUP PTY LTD	628 853 056	AUSTRALIA
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AGRICULTURAL ASSET MANAGEMENT LIMITED         08953424         ENGLAND/WALES           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           CDPG AUSTRALIA PTY LIMITED         6490313         ENGLAND/WALES           CDPG AUSTRALIA PTY LIMITED         124 498 095         AUSTRALIA           CDPG LUXEMBOURG HOLDINGS SARL         B 1277580         LUXEMBOURG           CDPG LUXEMBOURG SARL         B 127580         LUXEMBOURG           CDPG MALTA LIMITED         096 097 399         AUSTRALIA           CDPG MALTA LIMITED         096 097 399         AUSTRALIA           CHALLENGER DIVERSIFIED PROPERTY DEVELOPMENT PTY LIMITED         121 624 833         AUSTRALIA           CHALLENGER DIVERSIFIED PROPERTY DEVELOPMENT PTY LIMITED         212 624 833         AUSTRALIA           CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND, L.P.         CAYMAN ISLANDS         CAYMAN ISLANDS           CHALLENGER FINANCIAL SERVICES PTY LIMITED         087 464 131         AUSTRALIA           CHALLENGER FUNDS MANAGEMENT HOLDINGS PTY LIMITED	ACCURIUM HOLDINGS PTY LTD	158 242 936	AUSTRALIA
APPIA EUROPE LIMITED	ACCURIUM PTY LTD	009 492 219	AUSTRALIA
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APPIA FINANCE LIMITED 6490331 ENGLAND/WALES APPIA GROUP LIMITED 99865 JERSEY APPIA GROUP LIMITED 6490313 ENGLAND/WALES APPIA INVESTMENTS LIMITED 6490313 ENGLAND/WALES APPIA INVESTMENTS LIMITED 6490313 ENGLAND/WALES CDPG AUSTRALIA PTY LIMITED CDPG LUXEMBOURG HOLDINGS SARL CDPG LUXEMBOURG HOLDINGS SARL B 127717 LUXEMBOURG CDPG LUXEMBOURG II SARL CDPG LUXEMBOURG SARL B 127580 LUXEMBOURG CDPG LUXEMBOURG SARL CDPG LUXEMBOURG SARL CHAILENGER DIRECT PTY LID CESCADE PTY LIMITED O96 097 399 AUSTRALIA CHALLENGER DIRECT PTY LTD O06 475 501 AUSTRALIA CHALLENGER DIRECT PTY LTD O06 475 501 AUSTRALIA CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND PTE. LTD CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND, L.P. CHALLENGER FINANCIAL SERVICES PTY LIMITED CHALLENGER FINANCIAL SERVICES PTY LIMITED O80 036 657 AUSTRALIA CHALLENGER FUNDS MANAGEMENT HOLDINGS PTY LIMITED O80 036 667 AUSTRALIA CHALLENGER GROUP PTY LIMITED O02 993 302 AUSTRALIA CHALLENGER GROUP PTY LIMITED O03 374 196 AUSTRALIA CHALLENGER GROUP PTY LIMITED O4244127 ENGLAND/WALES CHALLENGER GROUP SERVICES (UK) LIMITED O4244127 ENGLAND/WALES CHALLENGER GROUP SERVICES PTY. LTD. O85 667 307 AUSTRALIA CHALLENGER GROUP SERVICES PTY. LTD. O85 667 307 AUSTRALIA CHALLENGER GROUP SERVICES PTY. LTD. O86 667 307 AUSTRALIA CHALLENGER GROUP SERVICES PTY. LTD. O87 68 10 AUSTRALIA CHALLENGER HOLDING VAGYONKEZELO KFT OHALLENGER HOME LOAN CORPORATION PTY LTD O58 891 302 AUSTRALIA CHALLENGER HOME LOAN CORPORATION PTY LTD O706 810 AUSTRALIA CHALLENGER INVESTMENT PARTNERS LIMITED O92 382 842 AUSTRALIA CHALLENGER INVESTMENT PARTNERS LIMITED O93 303 AUSTRALIA CHALLENGER JAPAN HOLDINGS KABUSHIKI KAISHA O100-01-182990 JAPAN CHALLENGER JAPAN KABUSHIKI KAISHA O100-01-182990 JAPAN CHALLENGER JAPAN KABUSHIKI KAISHA O100-01-182900 JAPAN	APPIA EUROPE LIMITED	6490323	ENGLAND/WALES
APPIA GROUP LIMITED  APPIA INVESTMENTS LIMITED  APPIA INVESTMENTS LIMITED  CDG AUSTRALIA PTY LIMITED  CDG AUSTRALIA PTY LIMITED  CDG LUXEMBOURG HOLDINGS SARL  CDG LUXEMBOURG HOLDINGS SARL  CDG LUXEMBOURG II SARL  CDG LUXEMBOURG II SARL  CDG LUXEMBOURG II SARL  CDG LUXEMBOURG SARL  CDG MALTA LIMITED  C 41110  MALTA  CESCADE PTY LIMITED  CHALLENGER DIRECT PTY LTD  CHALLENGER MERGING MARKET INFRASTRUCTURE FUND PTE. LTD  CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND, L.P.  CHALLENGER FINANCIAL SERVICES PTY LIMITED  CHALLENGER FINANCIAL SERVICES PTY LIMITED  CHALLENGER FINANCIAL SERVICES PTY LIMITED  CHALLENGER FUNDS MANAGEMENT HOLDINGS PTY LIMITED  CHALLENGER FUNDS MANAGEMENT HOLDINGS PTY LIMITED  CHALLENGER GROUP HOLDINGS LIMITED  CHALLENGER GROUP PTY LIMITED  CHALLENGER GROUP SERVICES (UK) LIMITED  CHALLENGER GROUP SERVICES (UK) LIMITED  CHALLENGER GROUP SERVICES PTY. LTD.  CHALLENGER GROUP SERVICES (UK) LIMITED  CHALLENGER GROUP SERVICES PTY LITD  CHALLENGER HOLDING VAGYONKEZELO KFT  CHALLENGER HOLDING VAGYONKEZELO KFT  CHALLENGER HOLDING VAGYONKEZELO KFT  CHALLENGER HOLDING VAGYONKEZELO KFT  CHALLENGER INVESTMENT PARTNERS LIMITED  CHALLENGER INVESTMENT PARTNERS LIMITED  CHALLENGER INVESTMENT PARTNERS LIMITED  CHALLENGER JAPAN HOLDINGS KABUSHIKI KAISHA  CHALLENGER JAPAN HOLDINGS COMPANY LIMITED  GHO 2382 842  AUSTRALIA  CHALLENGER JAPAN HOLDINGS COMPANY LIMITED  GHO 2001-182999  JAPAN  CHALLENGER LODGER LAS COMPANY LIMITED  GHO 2001-182999  JAPAN  CHALLENGER LODGER LAS COMPANY LIMITED  GHO 2001-182919  JAPAN	APPIA FINANCE 2 LIMITED	6538054	ENGLAND/WALES
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CHALLENGER GROUP SERVICES PTY. LTD.  CHALLENGER HOLDING VAGYONKEZELO KFT  CHALLENGER HOME LOAN CORPORATION PTY LTD  CHALLENGER INVENTORY FINANCE SERVICING PTY LIMITED  CHALLENGER INVESTMENT PARTNERS LIMITED  CHALLENGER INVESTMENT SOLUTIONS MANAGEMENT PTY LTD  CHALLENGER JAPAN HOLDINGS KABUSHIKI KAISHA  CHALLENGER JAPAN HOLDINGS PTY LIMITED  CHALLENGER JAPAN KABUSHIKI KAISHA  CHALLENGER JAPAN KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	CHALLENGER GROUP SERVICES (UK) LIMITED	04244127	_
CHALLENGER HOLDING VAGYONKEZELO KFT 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 KABUSHIKI KAISHA 0100-01-182920 JAPAN CHALLENGER KABUSHIKI KAISHA 0100-01-182920 JAPAN CHALLENGER KABUSHIKI KAISHA 0100-01-182872 JAPAN	CHALLENGER GROUP SERVICES PTY. LTD.	085 657 307	
CHALLENGER HOME LOAN CORPORATION PTY LTD  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  CHALLENGER JAPAN HOLDINGS PTY LIMITED  617 208 205  AUSTRALIA  CHALLENGER JAPAN KABUSHIKI KAISHA  CHALLENGER JAPAN KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER LBC TERMINIALS HOLDING COMPANY LIMITED	CHALLENGER HOLDING VAGYONKEZELO KFT	01-09-879644	_
CHALLENGER INVESTMENT PARTNERS LIMITED  CHALLENGER INVESTMENT SOLUTIONS MANAGEMENT PTY LTD  CHALLENGER JAPAN HOLDINGS KABUSHIKI KAISHA  CHALLENGER JAPAN HOLDINGS PTY LIMITED  CHALLENGER JAPAN KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER LBC TERMINIALS HOLDING COMPANY LIMITED	CHALLENGER HOME LOAN CORPORATION PTY LTD	058 891 302	
CHALLENGER INVESTMENT PARTNERS LIMITED  CHALLENGER INVESTMENT SOLUTIONS MANAGEMENT PTY LTD  130 035 353  AUSTRALIA  CHALLENGER JAPAN HOLDINGS KABUSHIKI KAISHA  CHALLENGER JAPAN HOLDINGS PTY LIMITED  617 208 205  AUSTRALIA  617 208 205  AUSTRALIA  CHALLENGER JAPAN KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	CHALLENGER INVENTORY FINANCE SERVICING PTY LIMITED	107 706 810	_
CHALLENGER INVESTMENT SOLUTIONS MANAGEMENT PTY LTD  130 035 353  AUSTRALIA  CHALLENGER JAPAN HOLDINGS KABUSHIKI KAISHA  CHALLENGER JAPAN HOLDINGS PTY LIMITED  617 208 205  AUSTRALIA  CHALLENGER JAPAN KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	CHALLENGER INVESTMENT PARTNERS LIMITED	092 382 842	_
CHALLENGER JAPAN HOLDINGS KABUSHIKI KAISHA  CHALLENGER JAPAN HOLDINGS PTY LIMITED  CHALLENGER JAPAN KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	CHALLENGER INVESTMENT SOLUTIONS MANAGEMENT PTY LTD	130 035 353	_
CHALLENGER JAPAN KABUSHIKI KAISHA  CHALLENGER KABUSHIKI KAISHA  CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	CHALLENGER JAPAN HOLDINGS KABUSHIKI KAISHA	0100-01-182399	_
CHALLENGER KABUSHIKI KAISHA  CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED  0100-01-182920 JAPAN 0100-01-182920 JAPAN	CHALLENGER JAPAN HOLDINGS PTY LIMITED	617 208 205	
CHALLENGER KABUSHIKI KAISHA 0100-01-182872 JAPAN	CHALLENGER JAPAN KABUSHIKI KAISHA		
CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	CHALLENGER KABUSHIKI KAISHA		
	CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED		

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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 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 (GROUP) HOLDING COMPANY PTY LTD	130 888 327	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) HOLDING COMPANY PTY LTD	130 888 274	AUSTRALIA
CHALLENGER SPECIAL SERVICING PTY LTD	107 707 415	AUSTRALIA
255 FINANCE SERVICES 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
EIGER CAPITAL PTY LIMITED	631 838 607	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
FIDANTE PARTNERS AVENIR CAPITAL HOLDINGS PTY LTD	616 504 502	AUSTRALIA
FIDANTE PARTNERS BENTHAM HOLDINGS PTY LTD	140 715 573	AUSTRALIA
FIDANTE PARTNERS EIGER HOLDINGS PTY LIMITED	631 837 360	AUSTRALIA

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Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
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 FIDANTE	133 626 276	AUSTRALIA
PARTNERS WHITEHELM HOLDINGS PTY LTD	169 043 903	AUSTRALIA
FIDANTE PARTNERS WYETREE LIMITED	09387239	ENGLAND/WALES
GASVALPO S.A.	96.960.800-6	CHILE
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
MAITLAND NOMINEE HOLDINGS PTY LIMITED	122 853 114	AUSTRALIA
MAWBURY PTY LIMITED	096 097 479	AUSTRALIA
METISQ CAPITAL HOLDINGS PTY LTD	158 011 351	AUSTRALIA

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Andrew Brown - Company Secretary of Challenger Limited

Company Name	ACN / Company No.	Country of Incorporation
METISQ CAPITAL PTY LTD	104 642 613	AUSTRALIA
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
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
SABRAND LIMITED	126677	CYPRUS
STRUCTURED CREDIT RESEARCH LLP	OC328062	ENGLAND/WALES
TEMPO ASSET MANAGEMENT PTY LTD THE	167 321 637	AUSTRALIA
LIBERTY GROUP CONSORTIUM PTY LTD TLG	082 564 289	AUSTRALIA
SERVICES PTY LIMITED	092 500 608	AUSTRALIA
TLGH PTY LIMITED	092 927 467	AUSTRALIA
TRE DATA CENTRES CANBERRA PTY LTD US	141 881 227	AUSTRALIA
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 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
ARES AUSTRALIA MANAGEMENT PTY LTD	636 490 732	AUSTRALIA
ASSETSECURE PTY. LTD	110 953 618	AUSTRALIA
BELVINO INVESTMENTS PTY LIMITED	147 114 387	AUSTRALIA
FIDANTE PARTNERS AAM HOLDINGS PTY	636 490 189	AUSTRALIA
LIMITED		