



Announcement Summary

Entity name

CHALLENGER LIMITED

Announcement Type

New announcement

Date of this announcement

Monday June 22, 2020

The Proposed issue is:

- ☒ An offer of securities under a securities purchase plan
- ☒ A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
CGF	ORDINARY FULLY PAID	6,134,969

+Record date

Friday June 19, 2020

Offer closing date

Tuesday July 21, 2020

+Issue date

Thursday July 30, 2020

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
CGF	ORDINARY FULLY PAID	55,214,723

Proposed +issue date

Friday June 26, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

CHALLENGER LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

85106842371

1.3 ASX issuer code

CGF

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Monday June 22, 2020

1.6 The Proposed issue is:

- ☒ An offer of +securities under a +securities purchase plan
- ☒ A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

CGF : ORDINARY FULLY PAID

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

CGF : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

6,134,969

Minimum Number of +securities proposed to be offered to each individual +security holder

204

Maximum Number of +securities proposed to be offered to each individual +security holder

6,134



Minimum subscription \$ amount proposed to be offered to each individual security holder	Maximum subscription \$ amount proposed to be offered to each individual security holder
AUD 1,000	AUD 30,000

Purpose of the issue

To further strengthen Challenger's capital position and provide flexibility to enhance earnings.

Offer price details for retail security holders

Issue Currency	Offer Price per +security	Estimated or Actual?
AUD - Australian Dollar	AUD	

If the Offer Price is not yet known, please provide details about how the Offer Price per +security will be determined?

The issue price of the Share Purchase Plan Shares will be the lower of:

- the Placement Price, being \$4.89; and
- a 2% discount to the 5-day VWAP of Challenger shares up to, and including, the closing date of the SPP.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Oversubscription & Scale back details**May a scale back be applied to this event?**

☒ Yes

Provide the scale back details

Challenger may in its absolute discretion undertake a scale back of applications for New Shares to the extent and in the manner it sees fit including (but without limiting Challenger's discretion) by taking into account, among other factors, the number of eligible shareholders participating, the size of a shareholding at the Record Date or the number of shares that have been applied for under the SPP.

Part 4C - Timetable**4C.1 Date of announcement of +security purchase plan**

Monday June 22, 2020

4C.2 +Record date

Friday June 19, 2020

4C.3 Date on which offer documents will be made available to investors

Wednesday July 1, 2020



4C.4 Offer open date

Wednesday July 1, 2020

4C.5 Offer closing date

Tuesday July 21, 2020

4C.6 Announcement of results

Friday July 24, 2020

4C.7 +Issue date

Thursday July 30, 2020

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that:

- the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and
- the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made?

☒ Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

☒ No

4E.2 Is the proposed offer to be underwritten?

☒ No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer



Part 4F - Further Information

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No

4F.2 Countries in which the entity has security holders who will not be eligible to accept the proposed offer

All countries other than Australia and New Zealand.

4F.3 URL on the entity's website where investors can download information about the proposed offer

<https://www.challenger.com.au/shareholder>

4F.4 Any other information the entity wishes to provide about the proposed offer



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

CGF : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

55,214,723

Purpose of the issue

To further strengthen Challenger's capital position and provide flexibility to enhance earnings.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 4.89000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes



Oversubscription & Scale back details

May a scale back be applied to this event?

☒ No

Part 7C - Timetable

7C.1 Proposed +issue date

Friday June 26, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

55,214,723 New Shares

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ Yes

7E.1a Who is the lead manager/broker?

Macquarie Capital (Australia) Limited (MCAL) and Goldman Sachs Australia Pty Ltd (GS) (together, the JLMs)



7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

CGF has agreed to pay MCAL a management fee of 0.45% of the Offer Proceeds.

CGF may also pay the JLMs an incentive fee of up to 0.30% of the Offer Proceeds, which is payable at CGF's absolute discretion.

7E.2 Is the proposed issue to be underwritten?

☒ Yes

7E.2a Who are the underwriter(s)?

As above, Macquarie Capital (Australia) Limited and Goldman Sachs Australia Pty Ltd

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

Fully underwritten

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

CGF has agreed to pay the JLMs an underwriting fee of 1.30% of the Offer Proceeds

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Please refer to "Equity Funding Risk" in the investor presentation, announced to ASX on Monday, 22 June 2020.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Fees and costs incurred by CGF in connection with the placement includes share registry fees, settlement fees and legal and other external adviser fees.

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue