



Announcement Summary

Entity name

CHALLENGER LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday November 25, 2020

The Proposed issue is:

A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	Challenger Capital Notes 3 (ASX: CGFPC)	3,850,000

Closing date for receipt of acceptances

Thursday November 26, 2020

Proposed +issue date

Wednesday November 25, 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

Wednesday November 25, 2020

1.6 The Proposed issue is:

A non-+pro rata offer of +securities under a +disclosure document or +PDS



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

5A.1 - Are any of the following approvals required for the non-pro rata offer of securities under a disclosure document or PDS?

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

Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	Friday October 2, 2020	<input checked="" type="checkbox"/> Actual	Yes

Comments

APRA approval for the new issue of Challenger Capital Notes 3 and Challenger Life Company Notes 3 and resale/redemption of Challenger Capital Notes and Challenger Life Company Notes issued on 9 October 2014.

Part 5B - Offer 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)?

New class

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

No

Details of securities proposed to be issued

ISIN Code (if Issuer is a foreign company and securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed securities are appropriate and equitable under listing rule 6.1?

Yes

Will the entity be seeking quotation of the 'new' class of securities on ASX?

Yes



ASX +security code

New class-code to be confirmed

+Security description

Challenger Capital Notes 3 (ASX: CGFPC)

+Security type

Other

The number of +securities to be offered under the +disclosure document or +PDS

3,850,000

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

Yes

Is the minimum acceptance unit based or dollar based?

Unit based

Please enter the minimum acceptance value

50

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

No

Offer price details

Has the offer price been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 100.00000

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

Yes

Provide details of the number or value of over-subscriptions that the entity may accept

There was no maximum limit or value of oversubscription under the Offer that Challenger may accept. Information on Challenger's allocation policy in respect of Challenger Capital Notes 3 is set out in Section 7.6.2 of the Prospectus lodged with the ASX on 21 October 2020.

Will a scale back be applied if the offer is over-subscribed?

Yes



Describe the scale back arrangements

On 25 November 2020, Challenger announced to the ASX information on the allocation policy for Challenger Capital Notes 3.

Further information on Challenger's allocation policy in respect of Challenger Capital Notes 3 is set out in Section 7.6.2 of the Prospectus lodged with the ASX on 21 October 2020.

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Please refer to the Prospectus dated 21 October 2020 for further details about the terms of Challenger Capital Notes 3. The terms of the Challenger Capital Notes 3 are set out in full in Appendix A to the Prospectus. The terms are also summarised in Section 2 of the Prospectus. Please also refer to www.challengercapitalnotes.com.au/offer

Part 5C - Timetable

5C.1 Lodgement date of +disclosure document or +PDS with ASIC

Tuesday October 13, 2020

5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

Wednesday October 21, 2020

5C.3 Offer open date

Wednesday October 21, 2020

5C.4 Closing date for receipt of acceptances

Thursday November 26, 2020

5C.6 Proposed +issue date

Wednesday November 25, 2020

Part 5D - Listing Rule requirements

5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

5D.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



5D.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?

100,000 Challenger Capital Notes 3.

5D.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

5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

Part 5E - Fees and expenses

5E.1 Will there be a lead manager or broker to the proposed offer?

Yes

5E.1a Who is the lead manager/broker?

The Joint Lead Managers are National Australia Bank Limited; UBS AG, Australia Branch and Westpac Institutional Bank.

5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Please refer to Section 9.1.4 of the Prospectus for details of the fees payable to the Joint Lead Managers.

5E.2 Is the proposed offer to be underwritten?

No

5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

Yes

5E.3a Will the handling fee or commission be Dollar based or Percentage based?

Percentage based (%)

5E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances on behalf of investors

1.500000 %

5E.3c Please provide any other relevant information about the handling fee or commission method

Challenger will be responsible for paying the Joint Lead Managers fees paid proportionately to each Joint Lead Manager on the basis of their Challenger Capital Notes 3 allocation.

The Joint Lead Managers on behalf of Challenger are responsible for paying all selling fees and other commissions payable to the Syndicate Brokers.

5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Please refer to section 9.2 of the Prospectus for details in relation to the expenses of the Offer.



Part 5F - Further Information

5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The proceeds of the issue will be used to fund the regulatory capital requirements of Challenger Life Company Limited and to refinance the Challenger Capital Notes issued on 9 October 2014.

5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

On 25 November 2020, Challenger announced to the ASX information on the allocation policy for Challenger Capital Notes 3.
Further information on Challenger's allocation policy in respect of Challenger Capital Notes 3 is set out in Section 7.6.2 of the Prospectus lodged with the ASX on 21 October 2020.

5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

<https://www.challengercapitalnotes.com.au/offer/>

5F.4 Any other information the entity wishes to provide about the proposed offer

The closing date for receipt of acceptances was 13 November 2020, however this form does not permit the input of a date that is earlier than today's date in the response field for section 5C.4 "Closing date for receipt of acceptances" of this form.