

15 September 2022

The Manager
Company Announcements Office
ASX
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

Appendix 3Y – Change of Director’s Interest Notice

We attach an Appendix 3Y – Change of Director’s Interest Notice in respect of Nicolas Hamilton (**Appendix 3Y**).

We are aware that our obligation was to file the Appendix 3Y within 5 business days of the change of director’s interest (in this case the vesting of certain deferred performance share rights and the cessation of certain hurdled performance share rights as a result of the conditions not being met for those securities to vest) however due to an administrative oversight the form is being lodged today.

We believe our processes to comply with Listing Rule 3.19A.2A are adequate and fit for purpose and we have taken steps to ensure that those procedures are reinforced including the inclusion of these registration obligations in the annual reward diary.

Please let me know should you wish to discuss this matter further.

Yours sincerely



Linda Matthews
Company Secretary

Melbourne Level 19, 31 Queen Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 02 9994 7000 Facsimile 02 9994 7777
Brisbane Level 6, 215 Adelaide Street GPO Box 3234, Brisbane QLD 4000 Telephone 07 3136 5400 Facsimile 07 3136 5407
Perth Level 26, 140 St Georges Terrace, Perth WA 6000 Telephone 08 6466 9613
Adelaide Level 7, Suite 714, 147 Pirie Street, Adelaide SA 5000 Telephone 08 8427 9511

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

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	Nicolas Hamilton
Date of last notice	5 January 2022

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
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
Date of change	1 September 2022
No. of securities held prior to change	36,150 ordinary shares in Challenger Limited 55,869.0378 units in certain registered managed investment schemes issued by Fidante Partners Limited
Class	N/A
Number acquired	39,263 ordinary shares resulting from the vesting of Deferred Performance Share Rights.
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$6.3113 per ordinary share (value on vesting)
No. of securities held after change	75,413 ordinary shares in Challenger Limited 55,869.0378 units in certain registered managed investment schemes issued by Fidante Partners Limited

+ See chapter 19 for defined terms.

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Vesting of a portion of each of the 2019 and 2020 Deferred Performance Share Rights pursuant to the Challenger Performance Plan Trust rules.</p>
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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.

<p>Detail of contract</p>	<p>As previously disclosed, Mr Hamilton holds 988,135 Performance Rights and Restricted Shares under the Challenger Performance Plan comprising:</p> <ul style="list-style-type: none"> • 60,866 Restricted Shares; • 90,357 Deferred Performance Rights; and • 836,912 Hurdled Performance Rights.
<p>Nature of interest</p>	<p>N/A</p>
<p>Name of registered holder (if issued securities)</p>	<p>N/A</p>
<p>Date of change</p>	<p>1 September 2021</p>
<p>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</p>	<p>N/A</p>
<p>Interest acquired</p>	<p>N/A</p>
<p>Interest disposed</p>	<ul style="list-style-type: none"> • 39,263 Deferred Performance Share Rights resulting from the vesting of a portion of each of the 2019 and 2020 Deferred Performance Share Rights • 20,899 Hurdled Performance Share Rights lapsed as performance hurdles were not met
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>\$6.3113 per ordinary share (value on vesting)</p>
<p>Interest after change</p>	<p>As previously disclosed, Mr Hamilton holds 927,973 Performance Rights and Restricted Shares under the Challenger Performance Plan comprising:</p> <ul style="list-style-type: none"> • 60,866 Restricted Shares; • 51,094 Deferred Performance Rights; and • 816,013 Hurdled Performance Rights.

Part 3 – +Closed period

<p>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</p>	<p>No</p>
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+ See chapter 19 for defined terms.

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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.