

Sydney

Level 2, 5 Martin Place
Sydney NSW 2000 Australia
GPO Box 3698
Sydney NSW 2001
www.challenger.com.au
Telephone 02 9994 7000

1 November 2022

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

By electronic lodgement

Dear Sir/Madam

Re: Notice of ceasing to be a substantial holder ~ Super Retail Group Limited (SUL)

We attach a notice of ceasing to be a substantial holder in Super Retail Group Limited. This notice is given by Challenger Limited and each of its associated entities named in Annexure 2 to this notice.

Yours faithfully



Linda Matthews
Company Secretary

Melbourne Level 19, 31 Queen Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 02 9994 7000
Brisbane Level 6, 215 Adelaide Street GPO Box 3234, Brisbane QLD 4000 Telephone 07 3136 5400
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 Ltd ABN 91 085 657 307
Challenger Life Company Limited ABN 44 072 486 938 AFSL 234670
Challenger Bank Limited ABN 54 087 651 750 AFSL/Australian Credit Licence 245606
Challenger Investment Partners Limited ABN 29 092 382 842 AFSL 234678
Challenger Retirement and Investment Services Limited ABN 80 115 534 453 AFSL 295642 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

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme **Super Retail Group Limited**

ACN/ARSN **108 676 204**

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 ceased to be a substantial holder on **28/10/2022**

The previous notice was given to the company on **07/04/2022**

The previous notice was dated **07/04/2022**

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
Refer Annexure 1	Challenger Limited (and its entities listed in Annexure 2)	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. 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

print name **Linda Matthews** Capacity **Company Secretary**

sign here  date **01/11/2022**

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 4 of the form.

(2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(3) See the definition of "associate" in section 9 of the Corporations Act 2001.

(4) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

(5) 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.

(6) The voting shares of a company constitute one class unless divided into separate classes.

(7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Linda Matthews
Company Secretary of Challenger Limited

Transactions:**Company****Name/Scheme:** Super Retail Group Limited (SUL)**As at:** 28/10/2022**Class of security:** Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
13/04/2022	Challenger Limited (and its entities listed in Annexure 2)	Sell	513,477	-48,350	48,350
14/04/2022	As above	Sell	287,089	-26,917	26,917
27/04/2022	As above	Sell	23,462	-2,240	2,240
29/04/2022	As above	Sell	28,724	-2,720	2,720
29/04/2022	As above	Buy	140,556	13,260	13,260
13/05/2022	As above	Sell	41,676	-4,192	4,192
13/05/2022	As above	Sell	683,270	-68,727	68,727
18/05/2022	As above	Sell	351,026	-35,279	35,279
10/06/2022	As above	Sell	50,607	-5,743	5,743
14/06/2022	As above	Buy	395,058	46,845	46,845
14/06/2022	As above	Sell	27,238	-3,197	3,197
14/06/2022	As above	Buy	504,311	59,800	59,800
14/06/2022	As above	Buy	161,287	19,125	19,125
14/06/2022	As above	Buy	3,652	433	433
14/06/2022	As above	Buy	200,687	23,797	23,797
15/06/2022	As above	Buy	451,704	54,206	54,206
15/06/2022	As above	Buy	139,791	16,514	16,514
15/06/2022	As above	Buy	576,634	69,198	69,198
15/06/2022	As above	Buy	178,459	21,082	21,082
15/06/2022	As above	Buy	184,412	22,130	22,130
15/06/2022	As above	Buy	57,063	6,741	6,741
15/06/2022	As above	Buy	4,175	501	501
15/06/2022	As above	Buy	1,295	153	153
15/06/2022	As above	Buy	229,460	27,536	27,536
15/06/2022	As above	Buy	71,004	8,388	8,388
22/06/2022	As above	Buy	33,500	3,874	3,874
22/06/2022	As above	Sell	183,646	-21,280	21,280
22/06/2022	As above	Buy	143,865	16,637	16,637
22/06/2022	As above	Buy	597,243	69,067	69,067
24/06/2022	As above	Sell	184,522	-21,876	21,876
01/07/2022	As above	Buy	326,782	38,126	38,126
08/07/2022	As above	Sell - Transfer	1,708,606	-184,117	184,117
12/07/2022	As above	Sell	4,911	-532	532
14/07/2022	As above	Buy	70,787	7,467	7,467
19/07/2022	As above	Buy	9,969	1,042	1,042
20/07/2022	As above	Buy	350,292	35,514	35,514
21/07/2022	As above	Buy	430,597	42,883	42,883
22/07/2022	As above	Buy	446,210	44,564	44,564
25/07/2022	As above	Buy	53,653	5,486	5,486
03/08/2022	As above	Buy	40,903	4,060	4,060
03/08/2022	As above	Buy	32,813	3,257	3,257
03/08/2022	As above	Buy	98,873	9,814	9,814
05/08/2022	As above	Sell	272,081	-26,269	26,269
10/08/2022	As above	Sell	80,279	-7,712	7,712
10/08/2022	As above	Buy	270,132	25,959	25,959
18/08/2022	As above	Sell	352,450	-35,000	35,000
23/08/2022	As above	Buy	345,784	33,488	33,488
01/09/2022	As above	Sell	49,932	-4,857	4,857
02/09/2022	As above	Sell - Transfer	2,023,693	-198,596	198,596
02/09/2022	As above	Sell - Transfer	618,451	-60,692	60,692
05/09/2022	As above	Sell	284,646	-27,688	27,688
06/09/2022	As above	Sell	420,309	-42,845	42,845
06/09/2022	As above	Sell - Transfer	1,290,421	-133,584	133,584
06/09/2022	As above	Sell	136,899	-13,955	13,955
07/09/2022	As above	Sell	15,504	-1,615	1,615
08/09/2022	As above	Buy	666,349	67,581	67,581
12/09/2022	As above	Sell	1,042,948	-104,347	104,347

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
12/09/2022	As above	Sell	339,710	-33,988	33,988
12/09/2022	As above	Sell	207,976	-20,658	20,658
13/09/2022	As above	Sell	630,131	-61,717	61,717
13/09/2022	As above	Sell	205,252	-20,103	20,103
16/09/2022	As above	Buy - Transfer	1,556,013	158,939	158,939
21/09/2022	As above	Buy	10,826	1,126	1,126
26/09/2022	As above	Sell - Transfer	1,830,612	-197,477	197,477
30/09/2022	As above	Sell - Transfer	3,201,346	-543,942	543,942
30/09/2022	As above	Buy - Transfer	3,203,814	543,942	543,942
11/10/2022	As above	Sell	272,797	-30,110	30,110
11/10/2022	As above	Sell	169,866	-18,895	18,895
12/10/2022	As above	Sell	211,861	-23,514	23,514
19/10/2022	As above	Sell	79,289	-8,336	8,336
19/10/2022	As above	Sell	19,014	-1,999	1,999
21/10/2022	As above	Sell	24,894	-4,205	4,205
21/10/2022	As above	Sell	5,872	-630	630
21/10/2022	As above	Sell	10,084	-1,082	1,082
21/10/2022	As above	Sell	112,586	-12,080	12,080
21/10/2022	As above	Sell	9,972	-1,070	1,070
21/10/2022	As above	Sell	16,776	-1,800	1,800
21/10/2022	As above	Sell	12,135	-1,302	1,302
21/10/2022	As above	Sell	5,173	-555	555
21/10/2022	As above	Sell	34,139	-3,663	3,663
21/10/2022	As above	Sell	60,422	-6,483	6,483
21/10/2022	As above	Sell	23,803	-2,554	2,554
21/10/2022	As above	Sell	27,979	-3,002	3,002
21/10/2022	As above	Sell	25,956	-2,785	2,785
21/10/2022	As above	Sell	38,510	-4,132	4,132
24/10/2022	As above	Sell	82,557	-13,912	13,912
24/10/2022	As above	Sell	19,590	-2,084	2,084
24/10/2022	As above	Sell	33,661	-3,581	3,581
24/10/2022	As above	Sell	375,615	-39,959	39,959
24/10/2022	As above	Sell	33,285	-3,541	3,541
24/10/2022	As above	Sell	55,977	-5,955	5,955
24/10/2022	As above	Sell	40,505	-4,309	4,309
24/10/2022	As above	Sell	17,240	-1,834	1,834
24/10/2022	As above	Sell	113,919	-12,119	12,119
24/10/2022	As above	Sell	201,592	-21,446	21,446
24/10/2022	As above	Sell	79,411	-8,448	8,448
24/10/2022	As above	Sell	93,370	-9,933	9,933
24/10/2022	As above	Sell	86,583	-9,211	9,211
24/10/2022	As above	Sell	128,479	-13,668	13,668
25/10/2022	As above	Sell	13,747	-2,272	2,272
25/10/2022	As above	Sell	3,277	-341	341
25/10/2022	As above	Sell	5,622	-585	585
25/10/2022	As above	Sell	62,715	-6,526	6,526
25/10/2022	As above	Sell	5,555	-578	578
25/10/2022	As above	Sell	9,351	-973	973
25/10/2022	As above	Sell	6,765	-704	704
25/10/2022	As above	Sell	2,883	-300	300
25/10/2022	As above	Sell	19,018	-1,979	1,979
25/10/2022	As above	Sell	33,664	-3,503	3,503
25/10/2022	As above	Sell	13,262	-1,380	1,380
25/10/2022	As above	Sell	15,587	-1,622	1,622
25/10/2022	As above	Sell	14,463	1,505	1,505
25/10/2022	As above	Sell	21,450	2,232	2,232
27/10/2022	As above	Sell	73,192	11,305	11,305
27/10/2022	As above	Sell	16,904	1,694	1,694
27/10/2022	As above	Sell	29,039	2,910	2,910
27/10/2022	As above	Sell	324,045	32,473	32,473
27/10/2022	As above	Sell	28,719	2,878	2,878
27/10/2022	As above	Sell	48,288	4,839	4,839
27/10/2022	As above	Sell	34,936	3,501	3,501
27/10/2022	As above	Sell	14,879	1,491	1,491
27/10/2022	As above	Sell	98,272	9,848	9,848
27/10/2022	As above	Sell	173,902	17,427	17,427
27/10/2022	As above	Sell	68,505	6,865	6,865
27/10/2022	As above	Sell	80,540	8,071	8,071
27/10/2022	As above	Sell	74,692	7,485	7,485
27/10/2022	As above	Sell	110,836	11,107	11,107
28/10/2022	As above	Sell	48,092	7,382	7,382
28/10/2022	As above	Sell	11,114	1,106	1,106
28/10/2022	As above	Sell	19,093	1,900	1,900

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
28/10/2022	As above	Sell	213,077	- 21,204	21,204
28/10/2022	As above	Sell	18,892	- 1,880	1,880
28/10/2022	As above	Sell	31,755	- 3,160	3,160
28/10/2022	As above	Sell	22,972	- 2,286	2,286
28/10/2022	As above	Sell	9,778	- 973	973
28/10/2022	As above	Sell	64,624	- 6,431	6,431
28/10/2022	As above	Sell	114,356	- 11,380	11,380
28/10/2022	As above	Sell	45,049	- 4,483	4,483
28/10/2022	As above	Sell	52,968	- 5,271	5,271
28/10/2022	As above	Sell	49,119	- 4,888	4,888
28/10/2022	As above	Sell	72,875	- 7,252	7,252
			Total Number of Securities	-961,867	

Annexure 2

This is page 1 of 3 of Annexure 2 referred to in ASIC Form 605 - ceasing to be a substantial holder holder



Linda Matthews - Company Secretary of Challenger Limited

01/11/2022

Company Name	ACN / Company Number	Country of Incorporation
Challenger Limited	106842371	Australia
255 Finance Group Pty Ltd	628853056	Australia
255 Finance Investments Pty Ltd	164516401	Australia
255 Finance Pty Ltd	168112507	Australia
255 Finance Services Pty Ltd	168107355	Australia
Alphinity Investment Management Pty Ltd	140833709	Australia
Appia Europe Limited	6490323	United Kingdom
Appia Group Limited	99865	Jersey
Ardea Investment Management Pty Ltd	132902722	Australia
Ardea Investment Management (UK) Limited	13043903	United Kingdom
Ares Australia Management Pty Limited	636490732	Australia
Artega Investment Administration Pty Limited	661042093	Australia
Assetsecure Pty. Limited	110953618	Australia
Bentham Asset Management Pty Ltd	140833674	Australia
CDPG Australia Pty Limited	124498095	Australia
CDPG Malta Limited	C41110	Malta
Challenger Bank Limited	087651750	Australia
Challenger Direct Pty Ltd	006475501	Australia
Challenger Diversified Property Development Pty Limited	121624833	Australia
Challenger DPG France II SAS	495391062	France
Challenger Emerging Market Infrastructure Fund Pte. Ltd	200804361D	Singapore
Challenger Emerging Market Infrastructure Fund, L.P.		Cayman Islands
Challenger Financial Services Pty Limited	087464131	Australia
Challenger Funds Management (Asia) Pte Ltd	202113533D	Singapore
Challenger Funds Management Holdings Pty Limited	107728030	Australia
Challenger Group Holdings Limited	002993302	Australia
Challenger Group Pty Limited	003374196	Australia
Challenger Group Services Pty. Ltd.	085657307	Australia
Challenger Holdco2 Holdings Pty Ltd	646761275	Australia
Challenger Holdco3 Holdings Pty Ltd	657425744	Australia
Challenger Home Loan Corporation Pty Ltd	058891302	Australia
Challenger Investment Partners Limited	092382842	Australia
Challenger Investment Solutions Management Pty Ltd	130035353	Australia
Challenger Japan Holdings Kabushiki Kaisha	0100-01-182399	Japan
Challenger Japan Holdings Pty Limited	617208205	Australia
Challenger Japan Kabushiki Kaisha	0100-01-182920	Unknown
Challenger Kabushiki Kaisha	0100-01-182872	Unknown
Challenger LBC Terminals Holding Company Limited	C41149	Malta
Challenger Life CDI Nominees Pty Ltd	055293644	Australia
Challenger Life Company Holdings Pty Ltd	006381193	Australia
Challenger Life Company Limited	072486938	Australia
Challenger Life Debt Investments (Europe) Limited	7626067	United Kingdom
Challenger Life Fund Property Investments Pty Ltd	161212693	Australia
Challenger Life Investments UK Limited	6067787	United Kingdom
Challenger Life Nominees No.2 Pty Ltd	078627013	Australia
Challenger Life Nominees No.3 Pty Limited	151482147	Australia
Challenger Life Nominees Pty Ltd	091336793	Australia
Challenger Life Subsidiary Holdings Pty Limited	099742122	Australia

Annexure 2

This is page 2 of 3 of Annexure 2 referred to in ASIC Form 605 - ceasing to be a substantial holder holder



Linda Matthews - Company Secretary of Challenger Limited

01/11/2022

Company Name	ACN / Company Number	Country of Incorporation
Challenger Managed Investments (International) Pty Limited	120871212	Australia
Challenger Management Services (UK) Limited	6393787	United Kingdom
Challenger Margin Lending Pty Ltd	091338822	Australia
Challenger MBK Emerging Market Infrastructure Fund GP Ltd	WK-209744	Cayman Islands
Challenger Mortgage Management Pty Ltd	087271109	Australia
Challenger Non-conforming Finance Pty Ltd	107725486	Australia
Challenger Property Asset Management Pty Ltd	077569021	Australia
Challenger Retirement and Investment Services Limited	115534453	Australia
Challenger Securitisation Management Pty Ltd	100346898	Australia
Challenger Skybridge (Group) Holding Company Pty Ltd	130888327	Australia
Challenger Skybridge (Hastings) Holding Company Pty Ltd	130888274	Australia
Challenger Special Servicing Pty Ltd	107707415	Australia
Challenger Treasury Limited	093307996	Australia
Challenger Wholesale Finance Holdings Pty Limited	087284240	Australia
Challenger Wind Holdings Pty Limited	151496061	Australia
CLS US Holdings, LLC	5302598	United States
CPHIC Investments Pty Ltd	093340526	Australia
CSPP1 Maitland Pty Ltd	122460968	Australia
Cultiv8 Carry Services Pty Ltd	661978356	Australia
Cultiv8 Funds Management Pty Ltd	659433593	Australia
Cultiv8 GPCo Pty Ltd	655779105	Australia
Eiger Capital Pty Limited	631838607	Australia
Fidante Partners (Guernsey) Limited	40288	Guernsey
Fidante Partners AAM Holdings Pty Limited	636490189	Australia
Fidante Partners AB	559327-5497	Sweden
Fidante Partners Alphinity Holdings Pty Ltd	140716016	Australia
Fidante Partners Ardea Holdings Pty Ltd	133865853	Australia
Fidante Partners Avenir Capital Holdings Pty Ltd	616504502	Australia
Fidante Partners Bentham Holdings Pty Ltd	140715573	Australia
Fidante Partners Cultiv8 Holdings Pty Ltd	659373109	Australia
Fidante Partners Eiger Holdings Pty Limited	631837360	Australia
Fidante Partners Europe Limited	4040660	United Kingdom
Fidante Partners FME Holdings Limited	11410594	United Kingdom
Fidante Partners Holdings (Guernsey) Limited	43315	Guernsey
Fidante Partners Holdings Europe Limited	6172534	United Kingdom
Fidante Partners Holdings Pty Limited	123318650	Australia
Fidante Partners Lennox Holdings Pty Limited	616975565	Australia
Fidante Partners Limited	002835592	Australia
Fidante Partners Merlon Holdings Pty Ltd	140715662	Australia
Fidante Partners Novaport Holdings Pty Ltd	140715797	Australia
Fidante Partners Ox Holdings Pty Ltd	649174087	Australia
Fidante Partners Services Limited	119605373	Australia
Fidante Partners Wavestone Holdings Pty Limited	133626276	Australia
Fidante Partners Whitehelm Holdings Pty Ltd	169043903	Australia
Fidante Partners Wyetree Limited	9387239	United Kingdom
Gasvalpo S.A.	96.960.800-6	Chile
Greencape Capital Pty Ltd	120328529	Australia
GV Cayman Company Limited	OG-206918	Cayman Islands

Annexure 2

This is page 3 of 3 of Annexure 2 referred to in ASIC Form 605 - ceasing to be a substantial holder holder



Linda Matthews - Company Secretary of Challenger Limited

01/11/2022

Company Name	ACN / Company Number	Country of Incorporation
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	000033143	Australia
Kudu Investment Partners I, Lp	47-2497501	Unknown
Lanv Pty Ltd	147224502	Australia
Lease Collateral No.2 Pty Ltd	168112481	Australia
Lease Collateral Pty Ltd	168112472	Australia
Lease Funding Management Pty Ltd	168112490	Australia
Lending JV Holdco Pty Ltd	661671683	Australia
Lennox Capital Partners Pty Limited	617001966	Australia
Maitland Nominee Holdings Pty Limited	122853114	Australia
Merlon Capital Partners Pty Ltd	140833683	Australia
MIR Libra Capital Management Ltd	236748	Cayman Islands
Novaport Capital Pty Ltd	140833656	Australia
Oaklands Hill Pty Ltd	149814559	Australia
Oaklands Hill Wind Farm Pty Ltd	126595935	Australia
Offshore Reinsurer (Bermuda) Company Limited	51746	Bermuda
Ox Capital Management Pty Ltd	648887914	Australia
Residential Real Estate Total Return Opportunities Fund Ltd.	212456	Cayman Islands
Residential Real Estate Total Return Opportunities Master Fund L.P.	27263	Cayman Islands
The Liberty Group Consortium Pty Ltd	082564289	Australia
TLG Services Pty Limited	092500608	Australia
TLGH Pty Limited	092927467	Australia
US LLC Holdings Pty Ltd	130888292	Australia
US LLC Investments LLC	36-4811214	Unknown
Waterford County Pty Limited	122853089	Australia
Wavestone Capital Pty Limited	120179419	Australia
Welcome Break Group Limited	3147949	United Kingdom
Welcome Break Holdings (1) Limited	4099287	United Kingdom
Welcome Break Holdings (2) Limited	4379574	United Kingdom
Welcome Break Holdings Limited	3290817	Cayman Islands
Welcome Break Limited	1735476	United Kingdom
Welcome Break No.1 Limited	8331837	United Kingdom
Welcome Break No.2 Limited	8331870	United Kingdom
Welcome Break Services Limited	4099292	United Kingdom