

Sydney

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

Telephone 02 9994 7000  
Facsimile 02 9994 7777

28 July 2023

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 have become aware that due to administrative oversight restricted shares that vested to Mr Hamilton on 1 September 2022 have not been recorded as relevant interests in Challenger Limited’s ordinary shares in Appendix 3Ys lodged with the ASX (but rather still show as Restricted Shares). This oversight was discovered when reconciling the restricted share balances for Mr Hamilton in connection with Challenger’s Annual Report process. The Appendix 3Y shows the changes of the relevant interests in ordinary shares for Mr Hamilton in Part 1 and, correspondingly the deduction of the restricted shares held in Part 2.

We are aware that CGF’s obligation was to file the Appendix 3Y within 5 business days of the change of director’s interest (being the corporate action described above) and we believe our processes to comply with Listing Rule 3.19A.2 are adequate and fit for purpose and we have taken steps to ensure that those procedures are reinforced.

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

Yours faithfully



**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

<b>Name of entity</b>	<b>Challenger Limited</b>
<b>ABN</b>	<b>85 106 842 371</b>

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.

<b>Name of Director</b>	Nicolas Hamilton
<b>Date of last notice</b>	14 July 2023

### 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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
<b>Date of change</b>	1 September 2022
<b>No. of securities held prior to change</b>	75,413 ordinary shares in Challenger Limited  46,793.56 units in certain registered managed investment schemes issued by Fidante Partners Limited ( <b>Fidante Units</b> )
<b>Class</b>	N/A
<b>Number acquired</b>	18,260
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A – corporate action
<b>No. of securities held after change</b>	93,673 ordinary shares in Challenger Limited  46,793.56 Fidante Units

---

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Nature of change</b>          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 Restricted Shares under the Challenger Performance Plan</p>
--	---

**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><b>Detail of contract</b></p>	<p>Mr Hamilton holds 1,414,194 Performance Rights and Restricted Shares under the Challenger Performance Plan comprising:</p> <ul style="list-style-type: none"> <li>• 160,706 Restricted Shares;</li> <li>• 51,094 Deferred Performance Rights; and</li> <li>• 1,202,394 Hurdled Performance Rights.</li> </ul>
<p><b>Nature of interest</b></p>	<p>N/A</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>N/A</p>
<p><b>Date of change</b></p>	<p>1 September 2022</p>
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>N/A</p>
<p><b>Interest acquired</b></p>	<p>N/A</p>
<p><b>Interest disposed</b></p>	<p>18,260 Restricted Shares</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>Grant of Restricted Shares based on approximate value of \$6.44 per share</p>
<p><b>Interest after change</b></p>	<p>Mr Hamilton holds 1,395,934 Performance Rights and Restricted Shares under the Challenger Performance Plan comprising:</p> <ul style="list-style-type: none"> <li>• 142,446 Restricted Shares;</li> <li>• 51,094 Deferred Performance Rights; and</li> <li>• 1,202,394 Hurdled Performance Rights.</li> </ul>

**Part 3 – +Closed period**

<p><b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b></p>	<p>N/A</p>
<p><b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b></p>	<p>N/A</p>

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

<b>If prior written clearance was provided, on what date was this provided?</b>	N/A
---	-----

---

+ See chapter 19 for defined terms.