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Sydney NSW 2000 Australia
GPO Box 3698
Sydney NSW 2001

challenger.com.au

Telephone 02 9994 7000

14 March 2024

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

By electronic lodgement

Dear Sir/Madam

Re: Notice of change of interests of substantial holder – Breville Group Ltd (BRG)

We attach a notice of change of interests of substantial holder in Breville Group Ltd. The notice is given by Challenger Limited and each of its associated entities named in Annexure 2 to the notice and Apollo Global Management, Inc. and its controlled entities named in Annexure 3 to the notice.

Yours faithfully



Linda Matthews
Company Secretary

Sydney Level 2, 5 Martin Place, Sydney NSW 2000 Australia, GPO Box 3698 Sydney NSW 2001, Telephone 02 9994 7000
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 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

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme

Breville Group Ltd

ACN/ARSN

086 933 431**1. Details of substantial holder(1)****Challenger Limited (and its entities listed in Annexure 2)**

Name

Apollo Global Management, Inc. (and its controlled entities from time to time which, as at the date of this notice, are as listed in Annexure 3)

ACN/ARSN (if applicable)

106 842 371 (Challenger Limited)

There was a change in the interests of the substantial holder on

12/03/2024

The previous notice was given to the company on

30/08/2022

The previous notice was dated

30/08/2022**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid	10,440,077	7.33%	8,585,787	5.99%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure 1	Challenger Limited (and its entities listed in Annexure 2) Apollo Global Management, Inc. (and its controlled entities from time to time which, as at the date of this notice, are as listed in Annexure 3)	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Challenger Limited (and its entities listed in Annexure 2) Apollo Global Management, Inc. (and its controlled entities from time to time which, as at the date of this notice, are as listed in Annexure 3)	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	Ordinary Fully Paid securities purchased and sold on market and acquired and sold via off market transfer by Challenger Limited (and its entities listed in Annexure 2) and obtains a relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth).	4,112,943 (Ordinary Fully Paid)	4,112,943

As above	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	2,775,539 (Ordinary Fully Paid)	2,775,539
As above	National Nominees Limited	National Nominees Limited	As above	367,571 (Ordinary Fully Paid)	367,571
As above	J. P. Morgan Nominees Australia Pty Limited	J. P. Morgan Nominees Australia Pty Limited	As above	1,329,734 (Ordinary Fully Paid)	1,329,734

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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

6. 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
Apollo Global Management, Inc.	9 West 57th Street, 42nd Floor, New York NT 10019

Signature

print name **Linda Matthews** Capacity **Company Secretary of Challenger Limited**

L Matthews

sign here date **14/03/2024**

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 6 of the form.

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

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

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

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) 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.

(7) 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.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) 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:** Breville Group Ltd (BRG)**As at:** 12/03/2024**Class of security:** Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
	Challenger Limited (and its entities listed in Annexure 2)				
	Apollo Global Management, Inc. (and its controlled entities from time to time which, as at the date of this notice, are as listed in Annexure 3)				
29/08/2022	As above	Buy	81,475	3,710	3,710
29/08/2022	As above	Buy	228,414	10,437	10,437
29/08/2022	As above	Buy	272,398	12,417	12,417
29/08/2022	As above	Buy	36,521	1,663	1,663
29/08/2022	As above	Buy	102,400	4,679	4,679
29/08/2022	As above	Buy	122,104	5,566	5,566
29/08/2022	As above	Buy	27,868	1,269	1,269
29/08/2022	As above	Buy	78,108	3,569	3,569
29/08/2022	As above	Buy	93,147	4,246	4,246
29/08/2022	As above	Buy	74,909	3,411	3,411
29/08/2022	As above	Buy	210,030	9,597	9,597
29/08/2022	As above	Buy	250,482	11,418	11,418
29/08/2022	As above	Buy	16,866	768	768
29/08/2022	As above	Buy	47,250	2,159	2,159
29/08/2022	As above	Buy	56,357	2,569	2,569
29/08/2022	As above	Buy	29,977	1,365	1,365
29/08/2022	As above	Buy	84,017	3,839	3,839
29/08/2022	As above	Buy	100,189	4,567	4,567
29/08/2022	As above	Buy	94,344	4,296	4,296
29/08/2022	As above	Buy	264,524	12,087	12,087
29/08/2022	As above	Buy	315,439	14,379	14,379
29/08/2022	As above	Buy	71,636	3,262	3,262
29/08/2022	As above	Buy	200,839	9,177	9,177
29/08/2022	As above	Buy	239,514	10,918	10,918
29/08/2022	As above	Buy	9,355	426	426
29/08/2022	As above	Buy	26,262	1,200	1,200
29/08/2022	As above	Buy	31,305	1,427	1,427
29/08/2022	As above	Buy	25,760	1,173	1,173
29/08/2022	As above	Buy	72,199	3,299	3,299
29/08/2022	As above	Buy	86,105	3,925	3,925
29/08/2022	As above	Buy	23,410	1,066	1,066
29/08/2022	As above	Buy	65,633	2,999	2,999
29/08/2022	As above	Buy	78,273	3,568	3,568
04/10/2022	As above	Sell - Transfer	598,802	-32,211	32,211
04/10/2022	As above	Buy	617,188	33,200	33,200
21/10/2022	As above	Sell	158,080	-8,700	8,700
21/10/2022	As above	Buy	271,322	15,000	15,000
08/11/2022	As above	Sell	1,255,747	-61,900	61,900
08/11/2022	As above	Sell	251,555	-12,400	12,400
10/11/2022	As above	Sell - Transfer	957,002	-47,970	47,970
10/11/2022	As above	Buy - Transfer	957,002	47,970	47,970
10/11/2022	As above	Buy	600,078	30,000	30,000
18/11/2022	As above	Buy	204,309	10,000	10,000
13/12/2022	As above	Sell	942,486	-47,300	47,300
13/12/2022	As above	Sell	294,900	-14,800	14,800
15/12/2022	As above	Buy	387,626	20,726	20,726
15/12/2022	As above	Buy	168,864	9,029	9,029
15/12/2022	As above	Buy	125,699	6,721	6,721
15/12/2022	As above	Buy	76,755	4,104	4,104
15/12/2022	As above	Buy	335,820	17,956	17,956

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
15/12/2022	As above	Buy	74,847	4,002	4,002
15/12/2022	As above	Buy	142,961	7,644	7,644
15/12/2022	As above	Buy	451,887	24,162	24,162
15/12/2022	As above	Buy	341,562	18,263	18,263
15/12/2022	As above	Buy	45,091	2,411	2,411
15/12/2022	As above	Buy	126,653	6,772	6,772
15/12/2022	As above	Buy	120,892	6,464	6,464
16/12/2022	As above	Buy	27,718	1,475	1,475
19/12/2022	As above	Buy	79,196	4,214	4,214
19/12/2022	As above	Buy	37,305	1,985	1,985
19/12/2022	As above	Buy	27,758	1,477	1,477
19/12/2022	As above	Buy	16,952	902	902
19/12/2022	As above	Buy	74,178	3,947	3,947
19/12/2022	As above	Buy	16,538	880	880
19/12/2022	As above	Buy	31,573	1,680	1,680
19/12/2022	As above	Buy	99,832	5,312	5,312
19/12/2022	As above	Buy	75,456	4,015	4,015
19/12/2022	As above	Buy	9,961	530	530
19/12/2022	As above	Buy	27,984	1,489	1,489
19/12/2022	As above	Buy	26,706	1,421	1,421
20/12/2022	As above	Buy	185,451	10,126	10,126
20/12/2022	As above	Buy	87,341	4,769	4,769
20/12/2022	As above	Buy	64,997	3,549	3,549
20/12/2022	As above	Buy	39,705	2,168	2,168
20/12/2022	As above	Buy	173,675	9,483	9,483
20/12/2022	As above	Buy	38,698	2,113	2,113
20/12/2022	As above	Buy	73,935	4,037	4,037
20/12/2022	As above	Buy	233,764	12,764	12,764
20/12/2022	As above	Buy	176,660	9,646	9,646
20/12/2022	As above	Buy	23,332	1,274	1,274
20/12/2022	As above	Buy	65,492	3,576	3,576
20/12/2022	As above	Buy	62,525	3,414	3,414
18/01/2023	As above	Buy	105,345	5,000	5,000
08/02/2023	As above	Sell	26,397	-1,189	1,189
08/02/2023	As above	Sell	434,922	-19,511	19,511
08/02/2023	As above	Sell	12,743	-574	574
08/02/2023	As above	Sell	210,116	-9,426	9,426
08/02/2023	As above	Sell	31,370	-1,413	1,413
08/02/2023	As above	Sell	516,864	-23,187	23,187
08/02/2023	As above	Sell	7,149	-322	322
08/02/2023	As above	Sell	117,652	-5,278	5,278
08/02/2023	As above	Sell	45,113	-2,032	2,032
08/02/2023	As above	Sell	743,809	-33,368	33,368
08/02/2023	As above	Sell	11,722	-528	528
08/02/2023	As above	Sell	193,308	-8,672	8,672
14/02/2023	As above	Buy	361,638	17,600	17,600
14/02/2023	As above	Buy	271,228	13,200	13,200
14/02/2023	As above	Buy	166,436	8,100	8,100
14/02/2023	As above	Buy	723,276	35,200	35,200
14/02/2023	As above	Buy	160,271	7,800	7,800
14/02/2023	As above	Buy	978,066	47,600	47,600
14/02/2023	As above	Buy	260,955	12,700	12,700
22/03/2023	As above	Buy	288,621	15,000	15,000
27/03/2023	As above	Buy	280,904	15,000	15,000
29/03/2023	As above	Sell	171,695	-9,200	9,200
14/04/2023	As above	Buy - Transfer	4,991,968	244,106	244,106
17/04/2023	As above	Buy	935,834	45,000	45,000
28/04/2023	As above	Buy	205,283	10,000	10,000
25/05/2023	As above	Sell	186,000	-9,300	9,300
25/05/2023	As above	Sell	52,000	-2,600	2,600
31/05/2023	As above	Buy - Transfer	790,392	40,285	40,285
26/06/2023	As above	Sell	422,706	-22,200	22,200
18/07/2023	As above	Sell	602,780	-27,018	27,018
19/07/2023	As above	Sell	891,552	-40,082	40,082
26/07/2023	As above	Sell	426,400	-20,000	20,000
26/07/2023	As above	Sell	1,069,075	-50,000	50,000
21/08/2023	As above	Buy	132,811	5,110	5,110
21/08/2023	As above	Buy	61,234	2,356	2,356
21/08/2023	As above	Buy	48,836	1,879	1,879
21/08/2023	As above	Buy	31,864	1,226	1,226
21/08/2023	As above	Buy	130,342	5,015	5,015
21/08/2023	As above	Buy	28,953	1,114	1,114
21/08/2023	As above	Buy	82,338	3,168	3,168
21/08/2023	As above	Buy	175,826	6,765	6,765

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
21/08/2023	As above	Buy	128,679	4,951	4,951
21/08/2023	As above	Buy	16,972	653	653
21/08/2023	As above	Buy	46,341	1,783	1,783
21/08/2023	As above	Buy	47,173	1,815	1,815
29/11/2023	As above	Buy	31,758	1,319	1,319
12/12/2023	As above	Buy - Transfer	1,217,769	48,401	48,401
12/12/2023	As above	Buy - Transfer	6,088,795	242,003	242,003
13/12/2023	As above	Buy	251,017	10,000	10,000
02/01/2024	As above	Sell	75,388	2,797	2,797
02/01/2024	As above	Sell	35,120	1,303	1,303
02/01/2024	As above	Sell	30,619	1,136	1,136
02/01/2024	As above	Sell	18,382	682	682
02/01/2024	As above	Sell	74,606	2,768	2,768
02/01/2024	As above	Sell	16,603	616	616
02/01/2024	As above	Sell	46,952	1,742	1,742
02/01/2024	As above	Sell	101,074	3,750	3,750
02/01/2024	As above	Sell	73,582	2,730	2,730
02/01/2024	As above	Sell	9,649	358	358
02/01/2024	As above	Sell	26,495	983	983
02/01/2024	As above	Sell	39,351	1,460	1,460
03/01/2024	As above	Sell	11,839	447	447
03/01/2024	As above	Sell	5,509	208	208
03/01/2024	As above	Sell	4,820	182	182
03/01/2024	As above	Sell	2,887	109	109
03/01/2024	As above	Sell	11,733	443	443
03/01/2024	As above	Sell	2,596	98	98
03/01/2024	As above	Sell	7,389	279	279
03/01/2024	As above	Sell	15,917	601	601
03/01/2024	As above	Sell	11,574	437	437
03/01/2024	As above	Sell	1,510	57	57
03/01/2024	As above	Sell	4,158	157	157
03/01/2024	As above	Sell	6,197	234	234
09/01/2024	As above	Sell	36,688	1,389	1,389
09/01/2024	As above	Sell	17,089	647	647
09/01/2024	As above	Sell	14,897	564	564
09/01/2024	As above	Sell	8,954	339	339
09/01/2024	As above	Sell	36,292	1,374	1,374
09/01/2024	As above	Sell	8,082	306	306
09/01/2024	As above	Sell	22,848	865	865
09/01/2024	As above	Sell	49,182	1,862	1,862
09/01/2024	As above	Sell	35,816	1,356	1,356
09/01/2024	As above	Sell	4,702	178	178
09/01/2024	As above	Sell	12,890	488	488
09/01/2024	As above	Sell	19,150	725	725
10/01/2024	As above	Sell	201,006	7,571	7,571
10/01/2024	As above	Sell	93,640	3,527	3,527
10/01/2024	As above	Sell	81,640	3,075	3,075
10/01/2024	As above	Sell	49,063	1,848	1,848
10/01/2024	As above	Sell	198,962	7,494	7,494
10/01/2024	As above	Sell	44,258	1,667	1,667
10/01/2024	As above	Sell	125,207	4,716	4,716
10/01/2024	As above	Sell	269,610	10,155	10,155
10/01/2024	As above	Sell	196,201	7,390	7,390
10/01/2024	As above	Sell	25,726	969	969
10/01/2024	As above	Sell	70,675	2,662	2,662
10/01/2024	As above	Sell	104,977	3,954	3,954
11/01/2024	As above	Sell	689,193	25,592	25,592
11/01/2024	As above	Sell	90,147	3,343	3,343
11/01/2024	As above	Sell	321,086	11,923	11,923
11/01/2024	As above	Sell	41,986	1,557	1,557
11/01/2024	As above	Sell	279,910	10,394	10,394
11/01/2024	As above	Sell	36,620	1,358	1,358
11/01/2024	As above	Sell	168,178	6,245	6,245
11/01/2024	As above	Sell	22,004	816	816
11/01/2024	As above	Sell	682,137	25,330	25,330
11/01/2024	As above	Sell	89,204	3,308	3,308
11/01/2024	As above	Sell	151,697	5,633	5,633
11/01/2024	As above	Sell	19,847	736	736
11/01/2024	As above	Sell	429,264	15,940	15,940
11/01/2024	As above	Sell	56,143	2,082	2,082
11/01/2024	As above	Sell	924,426	34,327	34,327
11/01/2024	As above	Sell	120,889	4,483	4,483
11/01/2024	As above	Sell	672,711	24,980	24,980
11/01/2024	As above	Sell	87,990	3,263	3,263
11/01/2024	As above	Sell	88,196	3,275	3,275
11/01/2024	As above	Sell	11,541	428	428
11/01/2024	As above	Sell	242,289	8,997	8,997
11/01/2024	As above	Sell	31,685	1,175	1,175
11/01/2024	As above	Sell	359,893	13,364	13,364
11/01/2024	As above	Sell	47,056	1,745	1,745
12/01/2024	As above	Sell	91,676	3,440	3,440
12/01/2024	As above	Sell	154,592	5,808	5,808
12/01/2024	As above	Sell	42,693	1,602	1,602
12/01/2024	As above	Sell	72,026	2,706	2,706
12/01/2024	As above	Sell	37,230	1,397	1,397
12/01/2024	As above	Sell	62,763	2,358	2,358

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
12/01/2024	As above	Sell	22,359	- 839	839
12/01/2024	As above	Sell	37,716	- 1,417	1,417
12/01/2024	As above	Sell	90,743	- 3,405	3,405
12/01/2024	As above	Sell	152,995	- 5,748	5,748
12/01/2024	As above	Sell	20,174	- 757	757
12/01/2024	As above	Sell	34,017	- 1,278	1,278
12/01/2024	As above	Sell	57,111	- 2,143	2,143
12/01/2024	As above	Sell	96,274	- 3,617	3,617
12/01/2024	As above	Sell	122,990	- 4,615	4,615
12/01/2024	As above	Sell	207,373	- 7,791	7,791
12/01/2024	As above	Sell	89,464	- 3,357	3,357
12/01/2024	As above	Sell	150,892	- 5,669	5,669
12/01/2024	As above	Sell	11,726	- 440	440
12/01/2024	As above	Sell	19,776	- 743	743
12/01/2024	As above	Sell	32,220	- 1,209	1,209
12/01/2024	As above	Sell	54,325	- 2,041	2,041
12/01/2024	As above	Sell	47,863	- 1,796	1,796
12/01/2024	As above	Sell	80,729	- 3,033	3,033
15/01/2024	As above	Sell	41,730	- 1,556	1,556
15/01/2024	As above	Sell	19,444	- 725	725
15/01/2024	As above	Sell	16,949	- 632	632
15/01/2024	As above	Sell	10,191	- 380	380
15/01/2024	As above	Sell	41,301	- 1,540	1,540
15/01/2024	As above	Sell	9,199	- 343	343
15/01/2024	As above	Sell	25,987	- 969	969
15/01/2024	As above	Sell	55,998	- 2,088	2,088
15/01/2024	As above	Sell	40,738	- 1,519	1,519
15/01/2024	As above	Sell	5,337	- 199	199
15/01/2024	As above	Sell	14,670	- 547	547
15/01/2024	As above	Sell	21,804	- 813	813
16/01/2024	As above	Sell	7,080	- 268	268
16/01/2024	As above	Sell	3,302	- 125	125
16/01/2024	As above	Sell	2,880	- 109	109
16/01/2024	As above	Sell	1,717	- 65	65
16/01/2024	As above	Sell	7,001	- 265	265
16/01/2024	As above	Sell	1,559	- 59	59
16/01/2024	As above	Sell	4,412	- 167	167
16/01/2024	As above	Sell	9,458	- 358	358
16/01/2024	As above	Sell	6,895	- 261	261
16/01/2024	As above	Sell	898	- 34	34
16/01/2024	As above	Sell	2,483	- 94	94
16/01/2024	As above	Sell	3,698	- 140	140
17/01/2024	As above	Sell	32,423	- 1,228	1,228
17/01/2024	As above	Sell	15,103	- 572	572
17/01/2024	As above	Sell	13,175	- 499	499
17/01/2024	As above	Sell	7,921	- 300	300
17/01/2024	As above	Sell	32,080	- 1,215	1,215
17/01/2024	As above	Sell	7,129	- 270	270
17/01/2024	As above	Sell	20,198	- 765	765
17/01/2024	As above	Sell	43,459	- 1,646	1,646
17/01/2024	As above	Sell	31,657	- 1,199	1,199
17/01/2024	As above	Sell	4,145	- 157	157
17/01/2024	As above	Sell	11,406	- 432	432
17/01/2024	As above	Sell	16,924	- 641	641
19/01/2024	As above	Sell	103,951	- 3,915	3,915
19/01/2024	As above	Sell	48,457	- 1,825	1,825
19/01/2024	As above	Sell	42,218	- 1,590	1,590
19/01/2024	As above	Sell	25,384	- 956	956
19/01/2024	As above	Sell	102,942	- 3,877	3,877
19/01/2024	As above	Sell	22,914	- 863	863
19/01/2024	As above	Sell	64,760	- 2,439	2,439
19/01/2024	As above	Sell	139,424	- 5,251	5,251
19/01/2024	As above	Sell	101,508	- 3,823	3,823
19/01/2024	As above	Sell	13,329	- 502	502
19/01/2024	As above	Sell	36,562	- 1,377	1,377
19/01/2024	As above	Sell	54,299	- 2,045	2,045
30/01/2024	As above	Sell	374,913	- 13,713	13,713
30/01/2024	As above	Sell	175,304	- 6,412	6,412
30/01/2024	As above	Sell	153,541	- 5,616	5,616
30/01/2024	As above	Sell	90,851	- 3,323	3,323
30/01/2024	As above	Sell	372,343	- 13,619	13,619
30/01/2024	As above	Sell	83,168	- 3,042	3,042
30/01/2024	As above	Sell	234,167	- 8,565	8,565
30/01/2024	As above	Sell	504,122	- 18,439	18,439
30/01/2024	As above	Sell	365,946	- 13,385	13,385
30/01/2024	As above	Sell	47,353	- 1,732	1,732
30/01/2024	As above	Sell	131,806	- 4,821	4,821
30/01/2024	As above	Sell	197,039	- 7,207	7,207
07/02/2024	As above	Sell	827,672	- 30,700	30,700
21/02/2024	As above	Sell	34,817	- 1,238	1,238
21/02/2024	As above	Sell	16,452	- 585	585
21/02/2024	As above	Sell	14,287	- 508	508
21/02/2024	As above	Sell	8,465	- 301	301
21/02/2024	As above	Sell	34,648	- 1,232	1,232
21/02/2024	As above	Sell	7,706	- 274	274
21/02/2024	As above	Sell	21,037	- 748	748

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
21/02/2024	As above	Sell	47,023	- 1,672	1,672
21/02/2024	As above	Sell	34,142	- 1,214	1,214
21/02/2024	As above	Sell	4,472	- 159	159
21/02/2024	As above	Sell	12,262	- 436	436
21/02/2024	As above	Sell	18,365	- 653	653
22/02/2024	As above	Sell	519,000	- 19,109	19,109
22/02/2024	As above	Sell	95,658	- 3,522	3,522
23/02/2024	As above	Buy	99,268	3,681	3,681
01/03/2024	As above	Sell	7,674	- 286	286
01/03/2024	As above	Sell	3,623	- 135	135
01/03/2024	As above	Sell	3,140	- 117	117
01/03/2024	As above	Sell	1,878	- 70	70
01/03/2024	As above	Sell	7,647	- 285	285
01/03/2024	As above	Sell	1,691	- 63	63
01/03/2024	As above	Sell	4,642	- 173	173
01/03/2024	As above	Sell	10,358	- 386	386
01/03/2024	As above	Sell	7,540	- 281	281
01/03/2024	As above	Sell	993	- 37	37
01/03/2024	As above	Sell	2,710	- 101	101
01/03/2024	As above	Sell	4,052	- 151	151
04/03/2024	As above	Sell	202,130	- 7,644	7,644
04/03/2024	As above	Sell	95,565	- 3,614	3,614
04/03/2024	As above	Sell	82,925	- 3,136	3,136
04/03/2024	As above	Sell	49,157	- 1,859	1,859
04/03/2024	As above	Sell	201,204	- 7,609	7,609
04/03/2024	As above	Sell	44,794	- 1,694	1,694
04/03/2024	As above	Sell	122,193	- 4,621	4,621
04/03/2024	As above	Sell	273,102	- 10,328	10,328
04/03/2024	As above	Sell	198,216	- 7,496	7,496
04/03/2024	As above	Sell	25,967	- 982	982
04/03/2024	As above	Sell	71,211	- 2,693	2,693
04/03/2024	As above	Sell	106,565	- 4,030	4,030
05/03/2024	As above	Sell	18,981	- 703	703
05/03/2024	As above	Sell	597,155	- 22,257	22,257
05/03/2024	As above	Sell	386,137	- 14,303	14,303
05/03/2024	As above	Sell	8,964	- 332	332
05/03/2024	As above	Sell	282,278	- 10,521	10,521
05/03/2024	As above	Sell	182,553	- 6,762	6,762
05/03/2024	As above	Sell	7,776	- 288	288
05/03/2024	As above	Sell	244,958	- 9,130	9,130
05/03/2024	As above	Sell	158,418	- 5,868	5,868
05/03/2024	As above	Sell	4,617	- 171	171
05/03/2024	As above	Sell	145,204	- 5,412	5,412
05/03/2024	As above	Sell	93,895	- 3,478	3,478
05/03/2024	As above	Sell	18,900	- 700	700
05/03/2024	As above	Sell	594,445	- 22,156	22,156
05/03/2024	As above	Sell	384,382	- 14,238	14,238
05/03/2024	As above	Sell	4,212	- 156	156
05/03/2024	As above	Sell	132,326	- 4,932	4,932
05/03/2024	As above	Sell	85,580	- 3,170	3,170
05/03/2024	As above	Sell	11,475	- 425	425
05/03/2024	As above	Sell	361,024	- 13,456	13,456
05/03/2024	As above	Sell	233,442	- 8,647	8,647
05/03/2024	As above	Sell	25,677	- 951	951
05/03/2024	As above	Sell	806,885	- 30,074	30,074
05/03/2024	As above	Sell	521,715	- 19,325	19,325
05/03/2024	As above	Sell	18,630	- 690	690
05/03/2024	As above	Sell	585,618	- 21,827	21,827
05/03/2024	As above	Sell	378,686	- 14,027	14,027
05/03/2024	As above	Sell	2,430	- 90	90
05/03/2024	As above	Sell	76,680	- 2,858	2,858
05/03/2024	As above	Sell	49,593	- 1,837	1,837
05/03/2024	As above	Sell	6,696	- 248	248
05/03/2024	As above	Sell	210,347	- 7,840	7,840
05/03/2024	As above	Sell	136,037	- 5,039	5,039
05/03/2024	As above	Sell	10,017	- 371	371
05/03/2024	As above	Sell	314,877	- 11,736	11,736
05/03/2024	As above	Sell	203,611	- 7,542	7,542
06/03/2024	As above	Sell	239,906	- 8,920	8,920
06/03/2024	As above	Sell	113,417	- 4,217	4,217
06/03/2024	As above	Sell	98,410	- 3,659	3,659
06/03/2024	As above	Sell	58,336	- 2,169	2,169
06/03/2024	As above	Sell	238,803	- 8,879	8,879
06/03/2024	As above	Sell	53,145	- 1,976	1,976
06/03/2024	As above	Sell	145,019	- 5,392	5,392
06/03/2024	As above	Sell	324,115	- 12,051	12,051
06/03/2024	As above	Sell	235,253	- 8,747	8,747
06/03/2024	As above	Sell	30,795	- 1,145	1,145
06/03/2024	As above	Sell	84,505	- 3,142	3,142
06/03/2024	As above	Sell	126,489	- 4,703	4,703
11/03/2024	As above	Sell	825,133	- 29,312	29,312
11/03/2024	As above	Sell	395,958	- 14,066	14,066
11/03/2024	As above	Sell	401,475	- 14,262	14,262
11/03/2024	As above	Sell	786,342	- 27,934	27,934
11/03/2024	As above	Sell	177,204	- 6,295	6,295
11/03/2024	As above	Sell	501,154	- 17,803	17,803

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
11/03/2024	As above	Sell	290,733	- 10,328	10,328
12/03/2024	As above	Sell - Transfer	39,664,237	- 1,440,241	1,440,241
12/03/2024	As above	Sell - Transfer	5,188,508	- 188,399	188,399
			Total Number of Securities	-1,854,290	

Annexure 2

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Linda Matthews - Company Secretary of Challenger Limited

14/03/2024

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
Ardea Investment Management Pty Ltd	132902722	Australia
Ardea Investment Management (UK) Limited	13043903	United Kingdom
Artega Investment Administration Pty Limited	661042093	Australia
Bentham Asset Management Pty Ltd	140833674	Australia
CDPG Australia Pty Limited	124498095	Australia
Challenger Bank Limited	087651750	Australia
Challenger Diversified Property Development Pty Limited	121624833	Australia
Challenger DPG France II SAS	495391062	France
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 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
Challenger Managed Investments (International) Pty Limited	120871212	Australia
Challenger Management Services (UK) Limited	6393787	United Kingdom
Challenger Margin Lending Pty Ltd	091338822	Australia
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 Special Servicing Pty Ltd	107707415	Australia
Challenger Treasury Limited	093307996	Australia

Annexure 2

This is page 2 of 3 of Annexure 2 referred to in ASIC Form 604 - change of interest holder

Linda Matthews - Company Secretary of Challenger Limited

14/03/2024

Company Name	ACN / Company Number	Country of Incorporation
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
Cultiv8 Carry Services Pty Ltd	661978356	Australia
Cultiv8 Funds Management Pty Ltd	659433593	Australia
Cultiv8 GPCo Pty Ltd	655 779 105	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 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 Holdco1 Pty Limited	666942196	Australia
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 Liquid Strategies ICAV	C139635	Ireland
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
FME Asset Management Limited	11064883	United Kingdom
Greencape Capital Pty Ltd	120328529	Australia
Kabushiki Kaisha C & K	0104-01-067168	Japan
Kudu Investment Partners I, Lp	47-2497501	Unknown
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
Merlon Capital Partners Pty Ltd	140833683	Australia
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
Resonance Asset Management Limited	9028327	United Kingdom
The Liberty Group Consortium Pty Ltd	082564289	Australia

Annexure 2

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Linda Matthews - Company Secretary of Challenger Limited

14/03/2024

Company Name	ACN / Company Number	Country of Incorporation
TLGH Pty Limited	092927467	Australia
US LLC Holdings Pty Ltd	130888292	Australia
US LLC Investments LLC	36-4811214	United States
Water Ventures Limited	9592184	United Kingdom
Wavestone Capital Pty Limited	120179419	Australia

Annexure 3

This is page 1 of 1 of Annexure 3 referred to in ASIC Form 604 - change of interest holder



Linda Matthews - Company Secretary of Challenger Limited

14/03/2024

Company Name	Company Number	State of Incorporation/Country of Incorporation
Apollo Management Holdings, L.P.	4291041	Delaware, USA
Athene Life Re Ltd	43286	Bermuda
AP Liberty GP, LLC	WC-4527	Cayman Islands
AP Liberty LP (with AP Liberty GP, LLC acts as general partner of AP Liberty LP)	WC-113262	Cayman Islands