

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

3 June 2022

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 – Qube Holdings Limited (QUB)

We attach a notice of change of interests of substantial holder in Qube Holdings 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 Facsimile 02 9994 7777
Brisbane Level 6, 215 Adelaide Street, 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 MyLifeMyFinance Limited ABN 54 087 651 750 AFSL 245606

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Qube Holdings Limited**

ACN/ARSN **149 723 053**

1. Details of substantial holder(1)

Name **Challenger Limited (and its entities listed in Annexure 2)**

ACN/ARSN (if applicable) **106 842 371**

There was a change in the interests of the substantial holder on **01/06/2022**

The previous notice was given to the company on **18/05/2022**

The previous notice was dated **18/05/2022**

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	109,470,465	6.20%	127,637,537	7.23%

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)	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)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Ordinary Fully Paid securities purchased on market by Challenger Limited (and its entities listed in Annexure 2)	43,624,276 (Ordinary Fully Paid)	43,624,276
Challenger Limited (and its entities listed in Annexure 2)	J. P. Morgan Nominees Australia Pty Limited	J. P. Morgan Nominees Australia Pty Limited	As above	33,563,766 (Ordinary Fully Paid)	33,563,766
Challenger Limited (and its entities listed in Annexure 2)	BNP Paribas Nominees Pty Limited	BNP Paribas Nominees Pty Limited	As above	3,949,344 (Ordinary Fully Paid)	3,949,344

Challenger Limited (and its entities listed in Annexure 2)	National Nominees Limited	National Nominees Limited	As above	7,985,074 (Ordinary Fully Paid)	7,985,074
Challenger Limited (and its entities listed in Annexure 2)	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	As above	38,515,077 (Ordinary Fully Paid)	38,515,077

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

Signature

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



sign here _____ date **03/06/2022**

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 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:** Qube Holdings Limited (QUB)**As at:** 01/06/2022**Class of security:** Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
01/06/2022	Challenger Limited (and its entities listed in Annexure 2)	BUY	1,235,345.50	401,660	401,660
01/06/2022	As above	BUY	1,135,880.59	369,320	369,320
01/06/2022	As above	BUY	830,138.27	269,911	269,911
01/06/2022	As above	BUY	527,954.42	171,659	171,659
31/05/2022	As above	BUY	1,137,219.49	371,774	371,774
31/05/2022	As above	BUY	1,045,648.26	341,838	341,838
31/05/2022	As above	BUY	764,195.81	249,827	249,827
31/05/2022	As above	BUY	486,013.33	158,885	158,885
31/05/2022	As above	BUY	1,008,665.39	331,253	331,253
31/05/2022	As above	BUY	927,449.15	304,581	304,581
31/05/2022	As above	BUY	677,810.91	222,598	222,598
31/05/2022	As above	BUY	431,074.56	141,568	141,568
30/05/2022	As above	BUY	204,378.00	68,126	68,126
30/05/2022	As above	BUY	187,926.00	62,642	62,642
30/05/2022	As above	BUY	137,343.00	45,781	45,781
30/05/2022	As above	BUY	87,348.00	29,116	29,116
25/05/2022	As above	BUY	1,134,228.48	385,792	385,792
25/05/2022	As above	BUY	423,924.48	144,192	144,192
25/05/2022	As above	BUY	8,638,337.40	2,938,210	2,938,210
25/05/2022	As above	BUY	1,698,923.10	577,865	577,865
25/05/2022	As above	BUY	6,477,340.38	2,203,177	2,203,177
25/05/2022	As above	BUY	4,579,352.82	1,557,603	1,557,603
25/05/2022	As above	BUY	44,076.42	14,993	14,993
25/05/2022	As above	BUY	16,474.64	5,604	5,604
25/05/2022	As above	BUY	335,698.70	114,191	114,191
25/05/2022	As above	BUY	66,022.03	22,458	22,458
25/05/2022	As above	BUY	251,720.38	85,625	85,625
25/05/2022	As above	BUY	177,960.79	60,535	60,535
24/05/2022	As above	BUY	941,743.74	320,321	320,321
24/05/2022	As above	BUY	1,154,761.44	392,776	392,776
24/05/2022	As above	BUY	201,878.04	68,666	68,666
24/05/2022	As above	BUY	302,426.04	102,866	102,866
24/05/2022	As above	BUY	1,536,479.28	522,612	522,612
24/05/2022	As above	BUY	75,413.94	25,651	25,651
24/05/2022	As above	BUY	68,593.14	23,331	23,331
24/05/2022	As above	BUY	84,110.46	28,609	28,609
24/05/2022	As above	BUY	14,702.94	5,001	5,001
24/05/2022	As above	BUY	22,026.48	7,492	7,492
24/05/2022	As above	BUY	111,914.04	38,066	38,066
24/05/2022	As above	BUY	5,491.92	1,868	1,868
24/05/2022	As above	BUY	173,605.88	59,120	59,120
24/05/2022	As above	BUY	11,343.70	3,863	3,863
24/05/2022	As above	BUY	45,427.66	15,470	15,470
24/05/2022	As above	BUY	122,707.53	41,787	41,787
24/05/2022	As above	BUY	30,334.05	10,330	10,330
24/05/2022	As above	BUY	230,932.23	78,642	78,642
20/05/2022	As above	BUY	9,902.50	3,369	3,369

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
20/05/2022	As above	BUY	7,010.23	2,385	2,385
20/05/2022	As above	BUY	1,734.19	590	590
20/05/2022	As above	BUY	2,595.40	883	883
20/05/2022	As above	BUY	13,203.34	4,492	4,492
20/05/2022	As above	BUY	646.65	220	220
20/05/2022	As above	BUY	245,585.25	83,669	83,669
20/05/2022	As above	BUY	173,831.35	59,223	59,223
20/05/2022	As above	BUY	43,024.16	14,658	14,658
20/05/2022	As above	BUY	64,392.42	21,938	21,938
20/05/2022	As above	BUY	327,450.91	111,560	111,560
20/05/2022	As above	BUY	16,026.19	5,460	5,460
18/05/2022	As above	BUY	50,828.33	17,318	17,318
18/05/2022	As above	BUY	35,977.23	12,258	12,258
18/05/2022	As above	BUY	8,904.79	3,034	3,034
18/05/2022	As above	BUY	13,327.84	4,541	4,541
18/05/2022	As above	BUY	67,766.22	23,089	23,089
18/05/2022	As above	BUY	3,316.55	1,130	1,130
17/05/2022	As above	BUY	2,387,307.31	817,627	817,627
17/05/2022	As above	BUY	1,694,105.92	580,213	580,213
17/05/2022	As above	BUY	418,404.42	143,299	143,299
17/05/2022	As above	BUY	156,229.74	53,507	53,507
17/05/2022	As above	BUY	3,184,801.05	1,090,760	1,090,760
17/05/2022	As above	BUY	626,571.56	214,594	214,594
17/05/2022	As above	BUY	216,194.55	74,123	74,123
17/05/2022	As above	BUY	1,233,489.93	422,906	422,906
17/05/2022	As above	BUY	323,637.03	110,960	110,960
17/05/2022	As above	BUY	1,645,485.47	564,160	564,160
17/05/2022	As above	BUY	875,511.67	300,172	300,172
17/05/2022	As above	BUY	80,731.34	27,679	27,679
			Total Number of Securities	18,167,072	

Annexure 2

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



Linda Matthews - Company Secretary of Challenger Limited
03/06/2022

Company Name	ACN / Company Number	Country of Incorporation
Gasvalpo S.A.	96.960.800-6	Chile
Greencape Capital Pty Ltd	120328529	Australia
GV Cayman Company Limited	OG-206918	Cayman Islands
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
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
MyLifeMyFinance Limited	087651750	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
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