

23 December 2010

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Dear Ms Wigneswaran

Challenger Group securities dealing policy applicable to CGF, CIF, CWT and CDI

In accordance with new Listing Rule 12.9, please find attached a copy of the securities dealing policy. Please note that this policy applies to:

1. Challenger Limited (CGF)
2. Challenger Wine Trust (CWT)
3. Challenger Infrastructure Fund (CIF) and
4. Challenger Diversified Property Group (CDI).

Yours sincerely



Chris Robson
Company Secretary
Challenger Limited

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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 Commercial Lending Limited ABN 65 000 033 143
Challenger Managed Investments Limited ABN 94 002 835 592 AFSL 234668 Challenger Listed Investments Limited ABN 94 055 293 644 AFSL 236 887
CIF Investment Trust 1 ARSN 114 139 703 CIF Investment Trust 2 ARSN 114 139 632 Challenger Wine Trust ARSN 092 960 060
Challenger Diversified Property Trust 1 ARSN 121 484 606 Challenger Diversified Property Trust 2 ARSN 121 484 713
Challenger Management Services Limited ABN 29 092 382 842 AFSL 234 678
Challenger Retirement Services Pty 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 Services Limited ABN 44 119 605 373 AFSL 320505

Challenger Limited Staff Trading Policy

This Version:	Version 8.0
Jurisdiction	All
Policy Owners:	General Counsel General Manager, Compliance & Operational Risk
Prepared By:	Compliance & Operational Risk
Authorised By:	Group Audit and Compliance Committee – December 2010

SUMMARY

Why is this policy required?

As a participant in the Financial Services Industry, Challenger Limited (Challenger) is required to have robust processes in place to ensure that staff do not trade in financial products unlawfully or to the detriment of its clients or Challenger.

This Policy is designed to establish principles and procedures for staff to conduct personal trading lawfully, in a manner that avoids insider trading and appropriately manages any conflicts of interest.

Who does this policy apply to?

All employees of the Challenger Group including its key management personnel (as that term is defined in Accounting Standard AASB 124 Related Party Disclosure), regardless of Division and the consultants, directors (including non-executive directors), officers, agents and contractors that act for or on behalf of entities within the Challenger Group from time to time (who are collectively referred to as 'staff' throughout this Policy).

Policy Responsibilities

The Challenger Board of Directors and the respective Boards of Directors for subsidiary companies bear the ultimate responsibility for ensuring that this Policy provides clear direction and procedures for staff undertaking personal trading and that Challenger meets its obligations in relation to insider trading and managing conflicts of interest.

Chief Executives (CEs) have responsibility to ensure that all staff are aware of their obligations under and comply with this Policy. CEs in conjunction with Compliance ensure records on the Human Resource system accurately record which staff are nominated as management and investment Designated Staff.

Staff are responsible for familiarising themselves with this Policy and raising any questions with Compliance.

Governance

The Challenger Board / Entity Boards and Directors bear the ultimate responsibility for corporate governance and operational risk management. The Group Audit and Compliance Committee (GACC) has been established to assist them in discharging these responsibilities.

Record Keeping

The Company Secretary maintains records of trading approvals.

Staff are responsible for keeping records of their personal trading.

Independent Review

Audit functions perform targeted reviews on behalf of the GACC.

Development and Maintenance

The Policy Owners are responsible for the development and ongoing maintenance of this Policy.

Implementation	The Policy Owners, key stakeholders and all applicable staff are responsible for the implementation of this Policy.	
Specific Obligations	Nominated authorisers of staff personal trading are responsible for ensuring that personal trading approvals issued to staff are in line with the principles and meet the requirements of this Policy.	
Reporting Requirements	<p>Staff are responsible for reporting personal trading in line with the approvals procedures outlined in this Policy.</p> <p>Compliance is responsible for maintaining in conjunction with Chief Executives/Executive General Managers and Company Secretary accurate records of staff nominated as Designated Staff.</p> <p>Staff must also report any circumstance which may appear to an outside observer to indicate a breach of the insider trading laws including any breach by a family member or other person associated with them.</p>	
Training and Awareness	Staff are provided with information regarding this Policy upon commencement and throughout their tenure with Challenger. There are specific reminders provided by Company Secretary to all staff regarding Prohibited Periods when trading is restricted. This Policy is available via Connect, the company intranet site.	
Key Terms	Challenger Securities	Securities issued by Challenger Limited and any other subsidiary entity within the Challenger Group [including, but not limited to Challenger Listed Investments Limited (CLIL) that issues CIF, CDI and CWT units]. It also includes security specific derivatives, options, Contracts for Difference (CFDs) and warrants that may be issued by third parties where the underlying or referenced security is Securities issued by Challenger Limited or any other subsidiary entity.
	Designated Staff	Staff who are nominated as such by a CEO Direct Report or who by virtue of their role within the organisation are subject to enhanced controls given the types of information they may be privy to.
	Insider Trading	Insider Trading is a serious criminal offence, the penalties for which include incarceration. It occurs when a person possesses information about a Security and trades (buys or sells regardless of whether a profit is made) that Security, or procures someone else to trade in that Security, or communicates the information to someone that is likely to trade in that Security, when

the information has not been made public and the information would be expected to have a material effect on the price or value of that Security if it were generally available

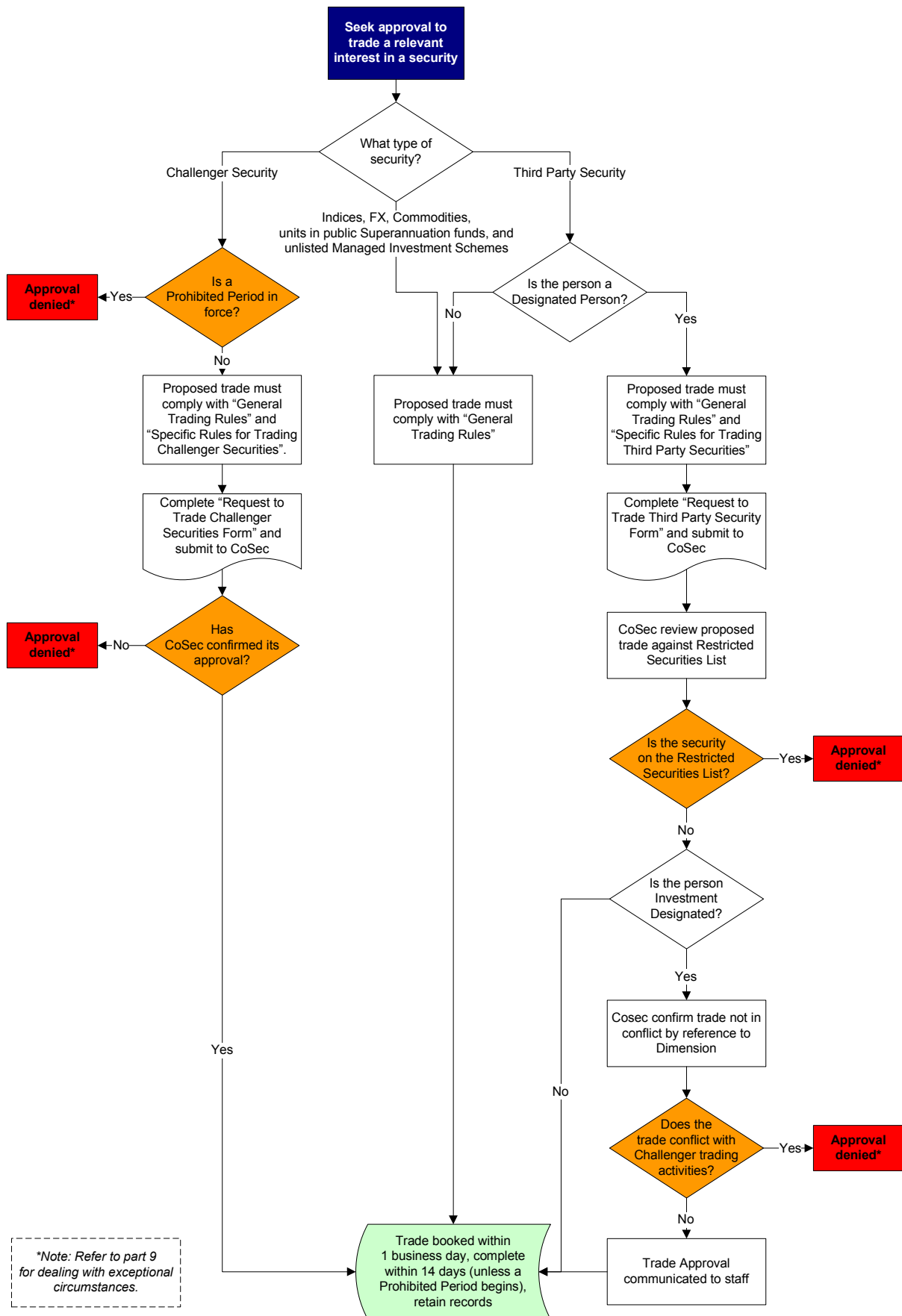
Prohibited Period Periods during the year notified by the Company Secretary during which Challenger staff are **not** permitted to trade in Challenger Securities.

Securities or Division 3 Financial Products Shares, securities, interests in a managed investment scheme, options, stock specific derivatives, derivatives (both over the counter (OTC) and exchange traded), warrants, contracts for difference (CFDs), bonds, notes, hybrids, debentures, initial public offerings (IPOs), placements, rights and bonus issues and buy backs, superannuation products, and any other financial product able to be traded on a financial market, both domestically and internationally (for example, exchange traded funds, exchange traded contracts and exchange traded notes).

Third Party Securities Securities as defined in this Policy where the issuer is not a member of the Challenger Group of companies.

Review Cycle This Policy will be reviewed on at least an annual basis with further updates as business operations determine.

TRADE APPROVAL PROCESS



1 Objective

As a participant in the Financial Services Industry, Challenger Limited (Challenger) is required to have robust processes in place to ensure that staff do not trade in Securities unlawfully or to the detriment of its clients or Challenger.

This Policy is designed to establish principles and procedures for staff to conduct personal trading lawfully and in a manner that avoids insider trading, is in compliance with sec 1043A of the Corporations Act 2001 and appropriately manages any conflicts of interest.

Challenger is a listed company operating in a diversified range of financial services and invests in a broad range of listed financial products including Securities through its various financial products and in its own right. This Policy exists to protect both Challenger and its staff, where staff undertake personal trading in Securities, from insider trading and to manage the risk of actual or perceived conflicts of interest in relation to Challenger and its staff's personal trading activities. This Policy is designed to minimise the risk of reputational damage to Challenger or its staff arising from any allegation of illegal or improper conduct.

The Board and Chief Executive Officer may, at their discretion, require that temporary changes are made to the procedures.

2 Scope

This Policy applies to all employees of the Challenger Group, including its key management personnel (as that term is defined in Accounting Standard AASB 124 Related Party Disclosure), regardless of Division and the consultants, directors, officers, agents and contractors that act for or on behalf of entities within the Challenger Group from time to time (who are collectively referred to as 'staff' throughout this Policy).

Entities and Divisions that have operations in jurisdictions other than Australia must consider local rules and regulations that may require practices other than those set out in this Policy. Where local rules are more stringent than those outlined in this Policy, the local regulations will always prevail. If there is a direct conflict between local laws and the requirements under this Policy, Senior Management must notify the Policy Owner prior to implementing any local policies or procedures.

3 References

This Policy should be read with reference to the obligations laid out in the following policies:

- Chinese Wall Policy;
- Continuous Disclosure Policy and Practice Note;
- Inside Information Policy and Practice Note; and
- Relevant divisional specific policies for example CLC/CLIL Chinese Wall Policy.

4 Legislation Governing Trading

4.1 What is trading?

Trading includes the following:

- applying for, acquiring or disposing of (or entering into an agreement to do so) any Securities; and

- procuring, inciting, inducing or encouraging anyone else to apply for, acquire or dispose of (or enter into an agreement to do so) any Securities.

This Policy sets out both general and specific trading rules that apply to staff undertaking personal trading.

4.2 What are Securities or Division 3 Financial Products?

For the purposes of this Policy, securities and financial products to which the general and specific trading rules apply are referred to as Securities or Division 3 Financial Products and defined in the key terms.

Investments via a self-managed super fund in any of the Securities as defined are included within the scope of this Policy.

4.3 What is Insider Trading?

Insider trading laws apply to any trades as a result of which you acquire or dispose of a Security.

Under Australian law, if you possess non-public or inside information in relation to a Security that may reasonably be expected to have a material effect on the price or value of that or a related Security, you are regarded as an 'insider' and you must not:

- apply for, acquire or dispose of (or enter into an agreement to do so) those Securities;
- procure, incite, induce or encourage anyone else to apply for, acquire or dispose of (or enter into an agreement to do so) those Securities; or
- directly or indirectly communicate the information or cause the information to be communicated to another person who you know or ought reasonably to know would or would be likely to apply for, acquire or dispose of (or enter into an agreement to do so) those Securities, or procure, incite, induce or encourage someone else to do so.

A reasonable person would be taken to expect information to have a material effect on the price or value of a Security if the information would or would be likely to influence persons who regularly trade such Securities.

A breach of these rules by an individual or a corporation constitutes insider trading and is punishable by fines and/or imprisonment. A company may also be liable if a director or an employee engages in insider trading.

Examples of inside information include the following in respect of a company, scheme or other entity to which a security relates:

- proposed action in the form of distribution payments, bonus or new issues;
- proposed major purchases or disposals of assets;
- new contracts beyond the size and nature of contracts normally undertaken;
- proposed changes in the loan or capital structure;
- unpublished financial results;
- information to be disclosed under the provisions of the Corporations Act;

- proposed changes to the board of directors other than the filling of a casual vacancy or a retirement due to ill health or some similar situation;
- proposed changes to the general character or nature of the business conducted;
- information regarding the changes in the holdings of a substantial investor; and
- proposed significant changes in the holdings of directors.

Inside information need not relate solely to the Challenger Group. It could be information about a Challenger Group customer, or one of its suppliers, or someone with whom Challenger is discussing future strategic opportunities or in whom Challenger holds an investment.

4.4 What to do if you become an insider in relation to a Security?

Refer to the Inside Information Group Policy and Practice Note and the Group Continuous Disclosure Policy and Practice Note for the procedures to follow if you become aware of price-sensitive information in relation to any Challenger Securities or Third Party Securities.

4.5 Conflicts of Interest

Conflicts of interest are circumstances where the interests of a client are inconsistent with the interests of Challenger or its staff or that may harm that client and may diminish confidence in the Group or market. The general and specific trading rules outlined within this Policy covering personal trading in Securities support the Board's objective to ensure that conflicts of interest arising in relation to the provision of Challenger's financial services are managed.

5 Designated Staff

Designated Staff are staff who are nominated as such by a CEO Direct Report or who by virtue of their role within the organisation:

- will, or may, have access to sensitive information about Challenger Securities or other Challenger products; or
- act in a sensitive role in which they have access or may be able to access sensitive or potentially sensitive information about Challenger's trading position or intended trading positions.

This includes people who:

- conduct research into companies or other entities whose Securities Challenger may potentially trade;
- are aware of positions that Challenger may take on particular Securities;
- are aware of merger and acquisition activity involving a Challenger entity;
- make recommendations or make decisions upon the Securities or other assets in which Challenger trades or may take a position; and/or
- are concerned in, or take part in, the fund management activities of Challenger or its related companies.

Two types of Designated Staff are recognised for the purposes of this Policy, Management Designated and Investment Designated.

Compliance together with the relevant Chief Executive reviews the list of Designated Staff at least annually to determine required changes.

Staff are notified if they are nominated as designated for the purposes of this Policy including from time to time for a defined period as considered necessary to manage a specific transaction.

Staff nominated as designated will be required to sign and return to the Company Secretary an Acknowledgement and Undertaking (see the 'Designated Staff-Acknowledgment and Undertaking' form available from the Challenger intranet).

5.1.1 Management Designated Staff

Management Designated Staff are the Challenger CEO, a direct report of the CEO or an individual nominated by a direct report of the CEO.

5.1.2 Investment Designated Staff

Investment Designated Staff are staff whose role puts them in a position of knowledge with regards to trading activity in Third Party Securities on behalf of Challenger or Challenger products or clients.

6 General Trading Rules

6.1 Who do they apply to?

These general trading rules apply to all staff trading in Securities whether they are Challenger Securities or Third Party Securities. For the purposes of this Policy, all staff should consider themselves to be undertaking personal trading in Securities where it involves Securities which they:

- are the holder; or
- have power to exercise, or control the exercise of, a right to vote attached to the Securities; or
- have power to dispose of, or control the exercise of power to dispose of, the Securities.

A staff member's ownership or power in Securities may be acquired through a related party or controlled entity such as an immediate family member or companies and trusts including self-managed superannuation funds.

6.2 General Trading Rules

Your trading must be conducted in accordance with the following general rules:

- You must not trade or recommend others to trade on the basis of inside information;
- You must not procure, incite, induce or encourage another person to trade based on inside information;
- You must not directly or indirectly communicate inside information or cause that inside information to be communicated to another person, if you know, or ought reasonably to know, that the other person would, or would be likely to trade or procure another person to trade based on that inside information;

- You must put the interests of investors in products offered by Challenger, Challenger's clients, investors in Challenger and Challenger itself before your own interests;
- You must not make use of your position or information acquired by virtue of your position to gain, directly or indirectly, an improper advantage for yourself or for any other person;
- You must not do indirectly what you are prohibited from doing directly;
- You must not base investment decisions on the trading activity of Challenger. In particular, you must not trade if you know, or ought reasonably to know, that a Challenger fund has outstanding orders for, or proposes to transact on, the same financial product;
- Your trading must not affect your work commitments;
- Your trading must be on a scale that reflects your financial ability to fund and maintain a portfolio;
- You must not trade in products which you know or ought reasonably to know that Challenger is precluded from trading;
- You must keep a record of your trading, including contract notes for the purposes of verifying compliance with this Policy. It is important for regulatory probity reasons to be able to produce records of all security transactions if required. The Company Secretary does not maintain them for you. These records should be kept in an easily accessible location since from time to time they may be requested for review by appropriate Management at periodic intervals for the purposes of monitoring compliance with this Policy. In addition they may be sought for review by regulators undertaking surveillance visits.

7 Specific Rules for Trading Challenger Securities

In addition to the General Trading Rules the following specific trading rules apply to all staff trading in Challenger Securities.

7.1 Challenger Securities

See the Key Terms for the definition of Challenger Securities.

7.2 Prohibited Periods

There are periods during the year during which Challenger staff are not permitted to trade in Challenger shares and shares/units in Challenger listed products irrespective of whether or not they are in possession of inside information. In this Policy, these periods are referred to as the 'prohibited periods'. During these 'prohibited periods', staff must not procure, incite, induce or encourage another person to trade in Challenger shares and shares/units in Challenger listed products, on their behalf or on behalf of someone else.

There are 2 types of Prohibited Periods.

The first category of Prohibited Period is what is termed 'closed periods' which are fixed periods during the year in the lead up to half and full year financial reporting. The bi-annual closed periods generally commence from 30 June and 31 December until the announcement of interim/final results to the market which will generally be 6-8 weeks after the closed period commencement date. The Company Secretary will confirm the commencement and end of closed periods via an all staff email. The Board(s) of entities issuing Challenger Securities

reserve the right to vary the timing of closed periods by notifying staff of changes to this Policy at any time.

The second category of Prohibited Period comprises of 'additional periods' when staff are prohibited from trading Challenger Securities (or procuring another person to trade) irrespective whether or not they are in possession of inside information, and which are imposed by Challenger from time to time when it is considering matters which may include price sensitive information and/or matters which are subject to ASX Listing Rule 3.1A. Challenger's policies and procedures in relation to dealing with inside information can be found in its Inside Information policy and Practice Note. Challenger's policies and procedures in relation to compliance with its obligations under ASX Listing Rule 3.1 can be found in its Continuous Disclosure Policy and Practice Note.

The Company Secretary will manage the commencement and end date of these 'additional periods' and staff communications as required.

7.2.1 Pre Trade approval for Challenger Securities

At all other times i.e. outside the Prohibited Periods, staff may trade in Challenger Securities.

Staff must complete a request to trade Challenger Securities form and submit it to Company Secretary **prior** to trading (see the 'Request to Trade-Challenger Securities' form available from the Challenger intranet). The Company Secretary will advise if the request to trade has been approved. Approval to trade will be refused if a trade is in breach of any general or specific trading rules, including any trading that is conducted based on inside information.

Approved trades must be placed within 1 business day and complete within 14 days. Open orders in the market at the commencement of a prohibited period must be withdrawn. Once the approval lapses, re-approval to trade will be required.

7.3 Short Term Gain

A Challenger staff member must not deal in Challenger Securities for short term gain.

Speculating in short terms fluctuations in Challenger Securities does not promote shareholder and market confidence in the integrity of Challenger or Challenger staff. Accordingly, selling a parcel of Challenger Securities after buying within a 3 month period is prohibited as is buying a parcel of Challenger Securities after selling within a 3 month period. This includes where a staff member elects to receive short term incentive payments by way of Challenger Securities.

This does not restrict the vesting or exercise of Challenger long term incentives (LTIP), performance rights or performance options.

7.4 Margin Lending

Challenger prohibits margin lending over Challenger Securities other than as approved by the Challenger Board.

7.5 Derivatives

As a general principle, staff are prohibited from holding net short positions in Challenger Securities through derivative instruments or otherwise.

7.5.1 No Derivatives over unvested Challenger Securities

Challenger Securities may be granted to Challenger staff as part of their remuneration. These grants are subject to the satisfaction of various time and or performance hurdles to ensure alignment of employee rewards with Challenger objectives and performance.

The use of derivatives over unvested Challenger Securities could distort the proper functioning of these hurdles and reduce the intended alignment between management and shareholder interests.

Accordingly, derivatives over Challenger Securities are not permitted to be used in relation to any unvested Challenger Securities.

For the purposes of this Policy, Challenger Securities are considered vested once the Challenger imposed time and performance hurdles have been satisfied, irrespective of whether a Challenger staff member has opted for a longer period of restriction.

7.5.2 Derivatives over vested Challenger Securities

If the Challenger imposed time and performance hurdles applicable to Challenger Securities have been satisfied in accordance with the terms of the relevant staff plan, then the appropriate use of derivatives can encourage the longer term holding of Challenger Securities by its staff. Accordingly, once Challenger Securities have vested, derivatives may be used in relation to those vested Securities in the following circumstances:

- to protect the value of an asset supporting a loan taken out for the exercise price of options granted by Challenger;
- to protect the value of the security where the staff member had paid or is required to pay a tax liability in relation to the vested Securities;
- on a case by case basis with approval from either:
 - the Chairman in relation to Directors;
 - the Group Company Secretary in relation to the Chairman; or
 - the CEO or his delegate in relation to other staff members.

Further, any use of derivatives over vested Challenger Securities must meet both of the following criteria:

- the derivative must not have a maturity date that falls within a closed prohibited period; and
- neither Challenger or any member of the Challenger Group can be a counter party to the derivative.

The use of derivatives over vested Challenger Securities must comply with the law and the trade compliance process outlined above.

7.6 Participation in Share Plans

The Prohibited Periods do not restrict participation in Challenger share, performance options and performance rights plans but do apply in respect of any subsequent trading of Challenger Securities to which Challenger staff become entitled under those plans.

Performance options and performance rights should only be exercised outside of the Prohibited Periods.

8 Specific Rules for Trading Third Party Securities

In addition to the General Trading Rules the following specific trading rules apply to trading in Third Party Securities.

8.1 What are Third Party Securities?

See the Key Terms for the definition of Third Party Securities.

8.1.1 Indices, FX and Commodities

Personal trading including the use of derivatives (OTC and exchange traded) or Exchange Traded Funds or Notes in relation to domestic and international indices, foreign exchange hedging or currency trading, commodities, interest rates and VIX is subject to the General Trading Rules only.

8.1.2 Superannuation fund and managed investment scheme

Trading in units in a public superannuation fund or an unlisted managed investment scheme is subject to the General Trading Rules only.

8.2 Pre-Trade Approval for non-Designated Staff

There are no pre-trade approval requirements for non-Designated Staff for trading in Third Party Securities. The General Trading Rules apply.

Non-Executive Directors of Challenger Group companies are considered to be non-Designated Staff for the purpose of trading in Third Party Securities.

8.2.1 Pre Trade Approval for Management Designated Staff

Pre-trade approval is required for all trading in Third Party Securities for Management Designated Staff (except as outlined in Part 8.1.1 and 8.1.2). Pre-trade approval is obtained from the Company Secretary. Management Designated Staff must complete a request to trade Third Party Securities form and submit it to Company Secretary **prior** to trading (see the 'Request to Trade Third Party Securities' form available from the Challenger intranet). The Company Secretary will advise if the request to trade has been approved. The Company Secretary maintains a restricted Securities list in line with the Challenger Inside Information Policy and Practice Note. Approval to trade will not be granted if the security is on the Challenger restricted Securities list. Approval to trade will be refused if a trade is in breach of any general or specific trading rules, including any trading that is conducted based on inside information.

8.2.2 Pre-Trade Approval for Investment Designated Staff

Pre-trade approval is required for all trading in Third Party Securities for Investment Designated Staff (except as outlined in Part 8.1.1 and 8.1.2). Pre-Trade approval is obtained from the Company Secretary. Investment Designated Staff must complete a request to trade Third Party Securities form and submit it to Company Secretary prior to trading (see the 'Request to Trade Third Party Securities' form available from the Challenger intranet). The Company Secretary maintains a restricted Securities list in line with the Challenger Inside Information Policy and Practice Note. In addition, the Company Secretary will review current trade activity prior to providing approval to trade in order to effectively manage the conflict of interest that would arise if an Investment Designated staff member was to trade in conflict with or to the detriment of a Challenger fund/portfolio. Approval to trade will not be granted if

the security is on the Challenger restricted Securities list or where Challenger funds/portfolios are trading to ensure that priority is given to investors/policy holders. Approval to trade will be refused if a trade is in breach of any general or specific trading rules, including any trading that is conducted based on inside information.

8.2.3 Pre Trade Approval Expiry

Approved trades must be placed within 1 business day and complete within 14 days. Once the approval lapses, re-approval to trade will be required.

8.3 Corporate Actions

Forced sales or acquisitions as a result of margin lending calls or corporate actions such as takeovers, bonus issues, share splits/consolidations, dividend re-investment plans, non-renounceable rights etc which do not accommodate personal discretion are not subject to pre-trade approval for Designated Staff.

Where there is personal discretion then in addition to the general trading rules, the specific trading rules apply.

9 Exceptional Circumstances

A staff member who is not in possession of inside information and who, due to exceptional circumstances, wishes to trade in relation to either Challenger Securities or a Third Party Security, that otherwise would be in breach of this Policy (including trading of Challenger Securities during a Prohibited Period), requires specific written approval which must be obtained prior to any trade being undertaken. You may not apply for any such approval if you are already in possession of inside information.

9.1 What constitutes exceptional circumstances

For the purposes of this Policy, exceptional circumstances mean:

- severe financial hardship such as a pressing financial commitment that cannot reasonably be satisfied otherwise than by selling Challenger Securities or Third Party Securities; or
- a court order, court enforceable undertaking, or other legal or regulatory requirement requiring a sale of Challenger Securities or Third Party Securities; or
- such other circumstances deemed or considered to be exceptional or extraordinary circumstances by the Approver which in the case of trading Third Party Securities is either of the General Counsel or the General Manager Compliance & Operational Risk and in the case of trading Challenger Securities a committee comprised of the Chairman of the Challenger Board, the CEO and the Group Chief Financial Officer/Group Chief Operating Officer (or their delegates) (the Committee) to permit such trading by the staff member.

Even if approval has been granted in the past for an identical or similar set of circumstances (whether for you or another staff member), it does not necessarily mean that an approval is forthcoming and accordingly you should not undertake any trade unless written approval has been obtained.

9.2 Approval process for exceptional circumstances

Prior to trading, you must first seek the approval via written request addressed to the General Counsel or the General Manager, Compliance & Operational Risk. Unless you provide evidence of your exceptional circumstances, your request will not be considered. You may

be asked to supply further information to support of your request. If there is any material or significant change in your circumstances while your request is being considered or after approval has been granted but before you execute your trade, it is your responsibility to immediately notify the General Counsel or the General Manager, Compliance & Operational Risk, of such change (if in doubt, you should provide such notification).

Following receipt of your evidence, your request will be considered by the Approver (as to who can approve trading due to exceptional circumstances, see part 9.1).

In the case of permissions to trade Challenger Securities due to exceptional circumstances, if a member of the Committee is involved or otherwise conflicted, he/she will be replaced by a Non-Executive Director of the Challenger Board.

You will be advised in writing of the decision and this could be communicated electronically by e-mail to you.

Approval may be granted subject to conditions which may be imposed at the Approver's absolute discretion and you will need to comply with to the absolute satisfaction of the Approver. This may include conditions which prescribe the time limit within which you must execute and settle the trade, or conditions which require you to report to the Approver once you have completed the trade.

You must keep a record of your trading which has been approved as outlined in this Policy.

10 Reporting Requirements

10.1 Personal trading records

Staff are responsible for reporting and recording personal trading in line with the approvals and record keeping procedures outlined in this Policy.

Compliance is responsible for maintaining in conjunction with Chief Executive/Executive General Managers and Company Secretary accurate records of designated staff.

Company Secretary are responsible for maintaining records of the approvals to trade provided to staff in line with this Policy.

10.2 Breach of insider trading laws

If a staff member becomes aware of circumstances which may appear to an outside observer to indicate that a trade in either Challenger Securities or in a Third Party Security has taken place (including a trade by the staff member or any member of the family or other person associated with the staff member) that would or may involve a breach of the insider trading laws referred to in this Policy, you should immediately notify the Company Secretary, General Counsel or General Manager, Compliance and Operational Risk, who will give consideration to what steps may be required to address any reputational or other adverse effects on Challenger.

11 Training and Awareness

Chief Executives/Executive General Managers are responsible for ensuring staff are aware of the obligations and procedures contained in this Policy. GM Compliance & Operational Risk is responsible for ensuring general awareness of this Policy forms part of the induction and online training provided to Challenger employees.

Compliance staff are available to assist and provide training upon request.

12 Adherence with Group policies and practice notes

Employees are to comply with all relevant Challenger policies and practice notes and are responsible for familiarising themselves with the policies and practice notes available at the Group Policy Portal on the intranet. Line Managers are responsible for the provision of guidance in this regard.

13 Whistleblower Provisions

In extreme circumstances, an individual may be concerned that a serious breach has occurred in relation to this policy but be in a position where he or she believes that it would be personally damaging to pursue it through normal channels. Challenger maintains a Whistleblower process to encourage and facilitate such disclosures.

This process is designed to:

- encourage and facilitate disclosure of such conduct;
- provide anonymity for staff who make these disclosures;
- provide protection for staff who may fear reprisals in relation to such disclosures; and
- ensure that the matters disclosed are properly investigated and dealt with.

Staff are able to access a copy of Challenger's Whistleblower Provisions and /or lodge Whistleblower notification emails via Connect under the Regulatory and Policies section.

14 Non-compliance with this Policy

Incidents of wilful non-compliance with this Policy are considered to be serious and may be grounds for dismissal.

15 Point of Contact

The General Counsel, Company Secretary and Compliance are the points of contact in relation to this Policy.

16 Review Cycle

This Policy is to be reviewed on at least an annual basis.