



11 November 2010

Company Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sirs

**POLICY ON TRADING IN CCA'S SHARES**

The Board recently revised its Policy on trading in CCA's shares by Directors and Senior Management to ensure that the Policy is compliant with the new Listing Rules that will be in force from 1 January 2011.

A copy of the revised Policy is attached and will also be posted on CCA's website.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'G Forster', is written above the printed name.

**George Forster**  
General Counsel and Company Secretary



## **POLICY ON TRADING IN CCA'S SHARES**

### **Background**

The Board has adopted the following revised Policy in relation to the buying, selling and dealing ("trading") of CCA shares. The revised Policy arises out of the requirements of the Corporations Act and the Listing Rules of the Australian Securities Exchange and is of the utmost importance as reflected by the increased attention that is now being focussed on corporate governance and business ethics by the investment and general community.

### **Application**

The Policy applies to CCA's Directors and Senior Management which, for present purposes, includes Key Management Personnel, Senior Operational Management and other first line reports to the Group Managing Director and personnel who are likely to receive price-sensitive non-public information in the course of their positions of employment.

Failure to comply with the policy will be regarded as a breach of the CCA Code of Business Conduct, with the appropriate disciplinary action applying as detailed in the Code.

### **Compliance**

#### **1. General Prohibition on Insider Trading**

Insider trading is prohibited under the Corporations Act. Essentially insider trading involves trading in securities by a person who has information about those securities which is not generally available but which, if it was generally available, would be likely to have a material effect on the price or value of the securities.

What constitutes "information" is widely defined by the Corporations Act and includes matters of supposition and other matters that are insufficiently definite to warrant being made known to the public and matters relating to the intentions, or likely intentions, of a person.

If a person has price sensitive inside information the person is prohibited by law from buying, selling or trading in the Company's securities until after the relevant information has become available to persons who ordinarily invest in securities.

Not only must persons who possess such inside information not trade in the Company's securities until that information becomes generally available, but they must not pass on or communicate that information to other persons, including family members and friends. If they do then the person who passes on the information and the person who uses it in share trading both commit offences under the Corporations Act.

#### **2. No Speculative Trading**

Under no circumstances should Directors or Senior Management engage in short-term or speculative trading in CCA shares. Whilst it is impractical to provide a precise definition of what is short-term or speculative trading the guiding principle should be that at the time of purchase the person should not intend to resell the shares within 12 months with the aim of realising a capital gain.

The prohibition on short-term or speculative trading includes direct dealings in CCA shares and transactions in the derivative markets involving exchange traded options, share warrants and similar instruments.

The entering into of all types of "protection arrangements" for any CCA shares (or CCA products in the derivatives markets) that are held directly or indirectly by Directors or Senior Management (including both in respect of vested and unvested shares in any Director or employee share plan) are prohibited at any time, irrespective of whether such protection arrangements are entered into during trading windows or otherwise.

For the avoidance of doubt and without limiting the generality of the Policy, entering into protection arrangements includes entering into transactions which:

1. amount to "short selling" of shares beyond the Director's or Senior Manager's holding of shares;
2. operate to limit the economic risk of any Director's or Senior Manager's shareholding; or
3. otherwise enable a Director or Senior Manager to profit from a decrease in the market price of shares.

For the above purposes, "shares" are shares of CCA as well as financial products issued or created over shares by third parties, structured financial products, swaps, futures contracts, contracts for differences, spread bets, options, warrants, depository receipts, or other derivatives over or related to the acquisition or the performance of shares.

### **3. No granting of security over CCA shares or entering into margin lending arrangements involving CCA shares**

Under no circumstances should Directors or Senior Management at any time, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any CCA shares to secure any obligation of that Director or Senior Manager or any third party, or enter into any margin lending arrangement involving CCA shares, regardless of whether such security is granted, or the margin lending arrangement is entered into, during or outside a trading window.

## **Prohibited Trading Periods**

Whilst trading is unlawful at any time if the person has price sensitive inside information, there are other periods when trading by persons who generally have access to non-public information is unwise due to the perception that they are likely to possess price-sensitive information that is not generally available. For this reason many companies limit the times when Directors and Senior Management may buy, sell or deal in shares to those periods when the market is likely to be most fully informed.

For Directors and Senior Management trading of CCA shares is prohibited at all times except for the four weeks commencing on the day after the release of the Half Year and Full Year results and the holding of the Annual General Meeting.

It is the individual's responsibility to confirm whether he/she is an employee to whom the policy applies.

## **Exceptional Circumstances**

It is recognised that individual circumstances may require a person to dispose of shares outside the specified periods. In exceptional circumstances, and subject always to

compliance with the law, Directors and Senior Management are required to seek the prior written approval of the relevant Designated Authorising Officer as set out below.

### ***Designated Authorising Officers***

- (i) **General Counsel:** Senior Management are required to obtain the approval of the General Counsel who may approve the transaction or, in certain circumstances, will seek approval from the Group Managing Director or Chairman of the Board.
- (ii) **Chairman of the Board:** Directors must obtain the approval of the Chairman of the Board, who will subsequently notify approvals to the Board.
- (iii) **Chairman of the Audit & Risk Committee:** In the case of the Chairman of the Board, he or she must obtain the approval of the Chairman of the Audit & Risk Committee, who will subsequently notify approvals to the Board.

Exceptional circumstances will be assessed on a case by case basis, and may include –

- (a) severe financial hardship where the person has a pressing financial commitment that cannot reasonably be satisfied otherwise than by selling the relevant securities
- (b) a requirement by a court order or court enforceable undertaking, for example a bona fide family settlement.

Any approval given must be acted on within 5 Business Days of receipt and may be provided by electronic delivery via email.

### **Trading Excluded from this Policy**

This Policy does not preclude Directors or Senior Management from –

- (i) acquiring shares under the terms of CCA's Dividend Reinvestment Plan;
- (ii) receiving shares under any Director or Employee Share Plan or through the exercise of options under the CCA Executive Option Plan. However, any dealing in those shares remains subject to the Policy and the provisions of the Corporations Act;
- (iii) trading shares where the trading results in no change in beneficial interest in the securities; or
- (iv) transferring securities already held into a self-managed superannuation fund in which the restricted person is a beneficiary.

Directors and Senior Management are required to advise the relevant Designated Authorising Officer of a transaction of the kind referred to in paragraph (iii) above.

### **Disclosure of changes in CCA Directors' Interests**

Directors and CCA have an obligation to notify the ASX of any change in a Director's notifiable interests, which includes trading in CCA shares.

In order for CCA, as agent for the Director, to notify the ASX in accordance with the ASX Listing Rules, Directors must notify the General Counsel and Company Secretary or Deputy Company Secretary immediately of details of trading in CCA shares, including trading which is excluded from this Policy.