

Challenger Limited

Staff Trading Policy

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Jurisdiction: All
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Policy Owners: General Counsel
General Manager, Risk and Compliance
Prepared By: Legal
Authorised By: Group Risk Committee

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, 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.

The Leadership Team (LT) have responsibility to ensure that all staff are aware of their obligations under and comply with this Policy. HR Business Partners in conjunction with Compliance ensure records on the Human Resource system accurately record which staff are nominated as 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 Risk Committee (GRC) 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 GRC.

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

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

Compliance is responsible for maintaining in conjunction with the LT and Company Secretary accurate records of staff nominated as Designated Staff.

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.

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

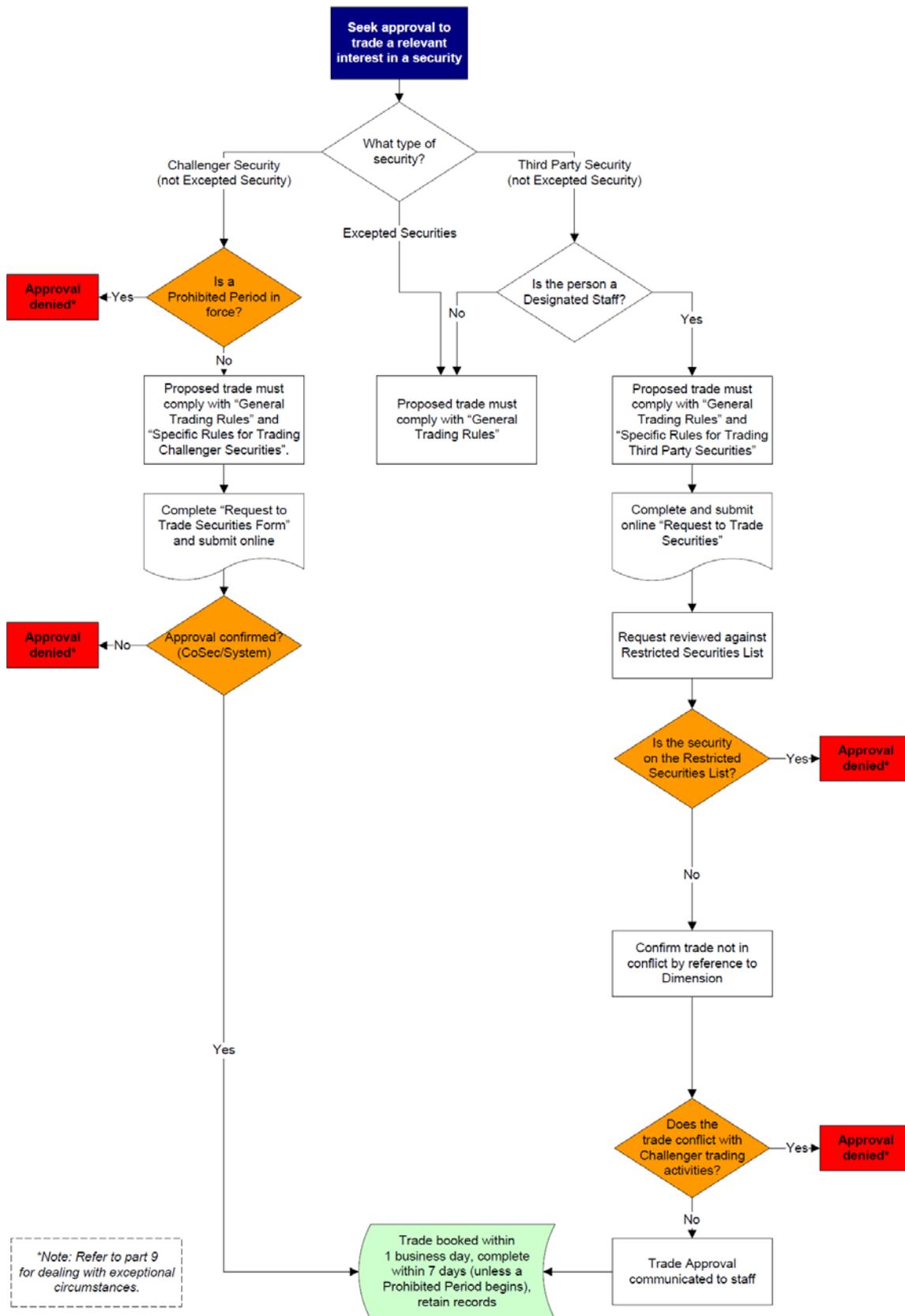
Challenger Securities	Securities or Division 3 Financial Products issued by Challenger and any other subsidiary entity within the Challenger Group, (including, but not limited to, the Challenger Capital Notes listed on ASX). It also includes security specific derivatives, options, Contracts for Difference (CFDs) and warrants that may be issued by third parties where the underlying or referenced security is Securities issued by Challenger or any other subsidiary entity.
Committee	<p>In relation to trading Securities by directors of Challenger, the Committee comprises the Chair of the Board, the CEO and the General Counsel & Executive General Manager, Corporate Affairs (or their delegates). The delegate for the Chair of the Board is the Chair of the Group Risk Committee.</p> <p>In relation to trading Securities by staff other than directors, the Committee comprises the CEO and the General Counsel & Executive General Manager, Corporate Affairs (or their delegates).</p> <p>Where a Committee member requests to trade Securities or is otherwise conflicted from considering a matter under this Policy, that member will be excluded from the Committee for the purpose of considering that matter.</p>
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.
Excepted Securities	<p>Securities referred to in sections 7.3.2 (Superannuation Fund and Managed Investment Scheme – Challenger Securities), 8.1.1(Indices, FX and Commodities), 8.1.2 Superannuation Fund and Managed Investment Scheme – Third Party Securities) and 8.1.3 (Third Party Securities not able to be traded on a Financial Market).</p> <p>Trading in Excepted Securities does not require pre-trade approval but must comply with the General Trading Rules.</p>
Financial Market	A financial market is a facility through which offers to buy and sell financial products are regularly made. The Australian Securities and Investments Commission website lists licensed domestic and overseas financial markets operating in Australia: http://asic.gov.au/regulatory-resources/markets/licensed-markets/ .

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.
Key Management Personnel	Has the meaning given in Accounting Standard AASB 124 Related Party Disclosure which covers those persons having authority and responsibility for planning, directing and controlling the activities of Challenger, directly or indirectly, including all directors of Challenger, the CEO and certain of the CEO's direct reports.
Leadership Team (LT)	Chief Executive Officer and CEO Direct Reports
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, 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). It includes any such products offered, issued or purchased pursuant to initial public offerings (IPOs), placements, rights and bonus issues and buy backs.
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 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. As a listed Entity, Challenger and the listed Funds are required by the ASX Listing Rules to lodge a copy of the trading policy with the ASX.

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 Challenger, 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:

- Information Barriers Policy;
- Continuous Disclosure Policy and Practice Note;
- Inside Information Policy and Practice Note;
- Investor Relations Practice Note; and
- Relevant divisional specific policies.

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 in deciding whether or not to acquire or dispose of 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 may 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;
- proposed changes to a Security or Division 3 Financial Product for example changes to liquidity or an intention to close or terminate;
- 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 the CEO, CEO Direct Reports and staff 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.

Compliance together with the relevant LT member 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 provide an Acknowledgement and Undertaking (see the Challenger intranet).

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 closely connected persons and entities including 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 not put your own interests above the interests of investors in products offered by Challenger, Challenger's clients, investors in Challenger and Challenger itself;
- 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.
- Before trading in Securities, you should consider carefully whether you are in possession of any inside information that might preclude you from trading at that time and, if you have any doubt, you should not trade.

6.3 Approval to trade

If you are required to seek pre-trade approval under the Specific Rules for Trading Challenger Securities or Third Party Securities or Exceptional Circumstances set out below in this Policy, any approval to trade is not an endorsement of the proposed trade and you are individually responsible for your investment decisions and compliance with insider trading laws. Despite receiving an approval to trade, you must ensure that you comply with all of the requirements of this Policy. If you do come into possession of inside information after receiving an approval to trade, you must not trade.

Any approval to trade can be granted or refused in the Company's absolute discretion, without providing any reasons. An approval to trade may be withdrawn if new information comes to light or there is a change in circumstances. Any refusal to trade is final and binding on you, and you must keep that information confidential and not disclose to anyone.

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 throughout the year during which Challenger staff are not permitted to trade in Challenger Securities which are quoted on a relevant stock exchange 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 trade or procure, incite, induce or encourage another person to trade in such Challenger Securities, 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 respectively 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 the relevant 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 of 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.

7.3 Pre Trade approval for Challenger Securities

At all other times i.e. outside the Prohibited Periods, staff may trade in Challenger Securities, provided they comply with all of the requirements of this Policy.

Pre-trade approval is required for all trading in Challenger Securities (except as outlined in section 7.3.2 below). Staff must complete and submit an online request to trade form for Challenger Securities via the Challenger intranet prior to trading (see the 'Request to trade securities' form available via the Challenger intranet). You may not apply for any such approval if you are already in possession of inside information and will be required to certify this. The relevant Staff member will be advised 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 7 days, unless otherwise informed by the Company Secretary. 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.

7.3.1 Key Management Personnel

Key Management Personnel will require pre-approval to trade in Challenger Securities to be granted by the Committee. KMP may complete the online request to trade form via the Challenger intranet or contact the Company Secretary directly.

7.3.2 Superannuation fund and managed investment scheme – Challenger Securities

Trading in Challenger Securities which are units in a public superannuation fund or an unlisted managed investment scheme do not require pre-trade approval. The other requirements of this Policy (including the General Trading Rules) apply.

7.4 Short Term Gain

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

Speculating in short term 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 performance rights or performance options and subsequent sale of such shares.

7.5 Margin Lending

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

7.6 Derivatives

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

7.6.1 No Derivatives over invested 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 invested 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 invested 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.

7.6.2 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 the Committee.

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 nor 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.

7.7 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. This does not apply to allocations of shares upon vesting of performance rights in accordance with its terms or at the sole discretion of the Company.

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 – Third Party Securities

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

8.1.3 Third Party Securities not able to be traded on a Financial Market

Trading in any other Third Party Securities not able to be traded on a Financial Market 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 Designated Staff

Pre-trade approval is required for all trading in Third Party Securities for Designated Staff (except as outlined in sections 8.1.1, 8.1.2 and 8.1.3). Pre-trade approval is obtained from the Company Secretary. Designated Staff must complete and submit an online request to trade form for Third Party Securities via the Challenger intranet **prior** to trading (see the 'Request to trade securities' form available via the Challenger intranet). You may not apply for any such approval if you are already in possession of inside information and will be required to certify this. The relevant Staff member will be advised if the request to trade has been approved. The Company Secretary maintains a restricted Securities lists in line with the Challenger Inside Information Policy and Practice Note. In addition, where staff members 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, approval to trade will only be given following a review of current trade activity in order to effectively manage the conflict of interest that would arise if a 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.

8.2.2 Pre Trade Approval Expiry

Approved trades must be placed within 1 business day and complete within 7 days, unless otherwise informed by the Company Secretary. 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 Committee.

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 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 Committee.

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 Committee's absolute discretion and you will need to comply with to the absolute satisfaction of the Committee. 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 Committee 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 requests and 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 General Counsel / Company Secretary 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.

10.3 ASX Notification

Material changes to the Policy need to be notified to the ASX in accordance with Listing Rule 12.9 – 12.12.

11. Training and Awareness

The LT are responsible for ensuring staff are aware of the obligations and procedures contained in this Policy. GM Compliance and 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

Staff 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.