



Global Asset Management

Colonial First State Property Limited  
ABN 20 085 313 926

**Manager of Commonwealth Property Office Fund**

Responsible Entity:  
Commonwealth Managed Investments Limited  
ABN 33 084 098 180  
AFSL 235384

Registered Address:  
Ground Floor, Tower 1  
201 Sussex Street  
Sydney NSW 2000

Principal Office of the Manager:  
Level 7 52 Martin Place  
GPO Box 3892  
Sydney NSW 2001 Australia

Telephone: 02 9303 3500  
Facsimile: 02 9303 3622

20 December 2010

The Manager  
Company Announcements  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Commonwealth Managed Investments Limited Securities Trading Policy for  
Commonwealth Property Office Fund (CPA)**

In accordance with ASX Listing Rule 12.9 please find attached for release to the market the Securities Trading Policy for Commonwealth Property Office Fund (CPA).

Yours faithfully

GR Freeman  
Company Secretary

# Commonwealth Managed Investments Limited

ABN 33 084 098 180 AFSL 235384

## SECURITIES TRADING POLICY

Issue date 20 December 2010

### Issuing Authority

This Securities Trading Policy is issued by Commonwealth Managed Investments Limited, ABN 33 084 098 180, in its capacity as the Responsible Entity for registered managed investment schemes that have been admitted to the Official List by the Australian Securities Exchange (ASX), as required under Listing Rule 12.

### Scope of Policy

As at the date of issue, this Policy is in force for the following listed securities:

- CFS Retail Property Trust, ASX trading code CFX, ARSN 090 150 280
- Commonwealth Property Office Fund, ASX trading code CPA, ARSN 086 029 736

At any time that a further vehicle is admitted to the Official List, this Policy will be applied to it, and the Policy amended to reflect that change.

### Context

This policy is a critical part of the risk management framework of Commonwealth Managed Investments Limited (**CMIL**). It facilitates legal compliance, protects our people from inadvertently breaching the law and manages reputational risk associated with insider trading.

It is the responsibility of all relevant personnel to comply with this policy. A breach of this policy will result in disciplinary action which may include the termination of employment or contract engagement. In addition, insider trading has serious consequences for individuals and for CMIL, including criminal and civil liability. Compliance with this policy is regularly monitored.

### Application of the Policy

This policy applies to individuals performing the following roles:

- all directors of CMIL (**Directors**)
- all full-time, part-time and casual employees of the Group<sup>1</sup> engaged for providing services to CMIL and its listed vehicles (**Employees**)
- all contractors and secondees to the Group for providing services to CMIL and its listed vehicles (**Contractors**)

### General Restrictions

- Individuals must not deal (or get others to deal) in securities if they possess unpublished price-sensitive information; and
- Must not communicate unpublished price-sensitive information to other people, either directly or indirectly.

Note: the general restrictions apply to securities of external entities as well as those of CMIL

Participation in any of these activities constitutes 'insider trading'. Insider trading has serious consequences for individuals and CMIL, including criminal and civil liability. Unpublished price sensitive information need not relate to CMIL, it could relate to any external entity. For example, it could be information about a customer, a supplier, or someone with whom CMIL or one of its vehicles is discussing future opportunities.

Liability for insider trading is strict. This means the purpose or motive for the transaction is irrelevant. It is also irrelevant whether or not there is a benefit arising from the transaction, or that the transaction had no connection with the inside information (for instance, if the transaction was planned for some time before acquiring the inside information). It is also irrelevant that an individual disclosed the intention to, or obtained the permission of anyone in CMIL or any other person.

---

<sup>1</sup> Group is a reference to the Commonwealth Bank of Australia group of companies. CMIL is a wholly owned subsidiary of the group.

Individuals who are a Specified Person have additional restrictions that apply even if they are not in possession of any unpublished price-sensitive information.

### Specified Persons

Certain roles create individuals as "Specified Persons", and additional restrictions apply to those individuals and any dealings by their Associates.

A key additional restriction for Specified Persons is that they (and their Associates) must only deal in shares issued by CMIL (and other securities over or relating to those shares) during trading windows. However, if they possess unpublished price-sensitive information, the general restrictions would apply and they must not deal **even if** a trading window is open.

### Definitions

- **Deal** or **dealing** means applying for, acquiring or disposing of securities, or entering into an agreement to do any of those things. In practical terms, this covers buying, selling, transferring or entering into arrangements to do any of those things. Other examples include:
  - granting, acquiring or disposing of any beneficial interest in securities (or any option or other right to acquire or dispose of securities), including off-market dealings
  - applying for, acquiring or exercising options or performance rights over securities
  - making an election to participate or cease participation in a dividend reinvestment plan or share purchase plan
  - agreeing to do any of the above things
  
- **Securities** include but are not limited to:
  - shares / units
  - options in respect of those shares / units
  - hybrids in respect of those shares / units
  - debt securities attaching to the shares / units (including CMBS and Convertible Notes that may be issued on another exchange for trading, but whose underlying security is a share / unit in a security issued by CMIL and listed on ASX)
  - derivatives attaching to the shares / units (including any derivative security that may be issued on another exchange for trading, but whose underlying security is a share / unit in a security issued by CMIL and listed on ASX).

### Restrictions that apply to all Directors, Employees and Contractors

#### Communication restriction and confidentiality

Directors, Employees and Contractors may not under any circumstances communicate unpublished price-sensitive information about securities of any CMIL vehicle to someone else where that person may be likely to deal in those securities or to procure someone else to do so.

This prohibition extends to:

- telling someone else about the information;
- indirectly communicating the information to someone else;
- giving hints or tips about the information to someone else; and
- causing another person to communicate information to someone else.

Communicating unpublished price-sensitive information to certain colleagues may for the purposes of performing usual workplace duties be necessary, or may be permitted where Chinese wall arrangements are in place. Before disclosing any information, it must be referred to the Head of Risk Management and Compliance.

In addition, Directors, Employees and Contractors must at all times comply with their duties of confidentiality in relation to any confidential information that comes into their possession directly or indirectly by virtue of their employment or engagement with CMIL.

Hedging prohibited

Directors of CMIL and Key Management Personnel are prohibited from hedging their *existing* holdings of securities issued by CMIL.

Directors and Employees are prohibited from hedging, or otherwise limiting their exposure to risk in relation to *unvested* shares, options, rights or any other securities issued or acquired under any applicable equity arrangements ((this is a general rule of employment contract for all Commonwealth Bank of Australia group entities, including CMIL).

**Additional restrictions that apply to Specified Persons and their Associates**

Specified Persons must comply with the General Restrictions as well as the specific restrictions set out below.

CMIL maintains a list of all Specified Persons in respect of its securities. This is managed by the Business Unit Compliance representative. A Specified Person **must not** deal in securities issued by CMIL and other securities over or relating to those securities pending such clarification.

The following table shows defines the current Specified Persons and the securities to which the additional restrictions apply:

Specified persons	Restrictions apply to
<p>All CMIL directors, including alternates</p> <p>All Key Management Personnel, including:</p> <ul style="list-style-type: none"><li>→ Principal Executive Officer, CMIL</li><li>→ Fund Manager CFX</li><li>→ Fund Manager CPA</li></ul> <p>All employees directly involved in the management of the listed securities, including:</p> <ul style="list-style-type: none"><li>→ Fund management personnel</li><li>→ Head of Business Implementation (CFSGAM Property)</li><li>→ Head of Operations (CFSGAM Property)</li><li>→ Heads of Leasing (Commercial and Retail)</li><li>→ Head of Development</li><li>→ Capital transactions personnel</li></ul> <p>All employees and contractors employed in the support teams of:</p> <ul style="list-style-type: none"><li>→ Finance (including treasury and capital management activity)</li><li>→ Legal services</li><li>→ Company secretariat, and</li><li>→ Risk management and compliance</li></ul> <p>Any other employee or contractor that CMIL or the business may identify from time to time.</p>	<p>All securities issued by CMIL and admitted to the ASX Official List, and all securities derived from those, irrespective of the market in which they are traded.</p>

## Trading windows

This section sets out the only circumstances where Specified Persons and their Associates may deal in securities issued by CMIL and other securities over or relating to those securities.

Securities issued by CMIL and other securities over or relating to those include, but are not limited to, convertible notes, commercial mortgage backed securities, bonds, and any other security, whether listed on ASX or another exchange or market from time to time.

## Period for trading windows

There are certain times when the public has very current information about the condition and financial position of the listed securities issued by CMIL, and as a result CMIL aligns its trading windows with these periods.

Specified Persons and their Associates are **prohibited** from dealing in shares issued by CMIL and other securities over or relating to those securities outside notified trading windows. However, if Specified Persons or their Associates possess unpublished price-sensitive information they must not deal **even if** a trading window is open.

The following trading windows apply to Specified Persons and their Associates for securities issued by CMIL and other securities over or relating to those shares. However, Specified Persons will be notified of trading windows and must not assume that a trading window is open in the absence of any such notification, even after the relevant announcements. The availability of trading windows may be varied, suspended or terminated at any time.

Trading window	Indicative dates
After the release of the half-yearly results and full-year results	30 days, commencing the day after the results are released to market
After the annual unitholder meeting	14 days, commencing the day after the unitholder meeting has occurred

In addition, trading windows may apply:

- for a new issue of ordinary securities, while rights are being traded or where the securities are being offered under a prospectus, rights issue or share purchase plan, during such period as notified by CMIL; and
- during any one-off special windows as determined by the CMIL Board.

## Restrictions that apply to Associates of Specified Persons

Specified Persons must take all reasonable steps to ensure that dealings by or for their Associates comply with this policy. This includes taking all reasonable steps to ensure that Associates do not deal in securities issued by CMIL and other securities over or relating to those shares, outside notified trading windows.

The restrictions in this section apply to all dealings by or for a Specified Person's **Associates**, which includes:

- all dealings by or for any immediate family who live with the Specified Person, for example, partner or spouse, de facto partner, children, parents\*.
- all dealings by or for people or entities such as companies or trusts (including Self Managed Superannuation Funds), where the Specified Person has any influence over the investment process; and
- all dealings by any professional adviser engaged by the Specified Person, to manage investments on their behalf.

*\*Except for dealings in their professional capacity (i.e. directly connected to their paid employment).*

If a Specified Person fails to take all reasonable steps in relation to dealings by or for their Associates it will constitute a breach of this policy by the Specified Person.

### **30-day minimum hold period**

Specified Persons must not engage in short term or speculative trading of shares issued by the Bank and other securities over or relating to those shares. They must hold such securities for a minimum of 30 days.

### **Contracts for difference (CFDs) short selling and stock lending**

Specified Persons are prohibited from entering into CFDs and using instruments or arrangements for short selling or stock lending in relation to securities issued by CMIL.

### **Prior notification of dealing required for Directors**

Directors of CMIL must also notify the Company Secretary prior to dealing in shares issued by CMIL and securities over or relating to those securities even during trading windows.

### **Severe hardship exemption**

CMIL will only grant a specific waiver from the prohibition on dealing in securities it issues or securities over or relating to those securities outside a trading window in very limited circumstances.

A request for a specific waiver must be submitted to the Executive Legal Counsel in writing and must provide evidence that each of the following requirements is satisfied:

- the Specified Person is experiencing severe personal hardship
- after investigating all reasonable alternatives, the sale of securities issued by CMIL or securities over or relating to those securities is the only practical method of overcoming that hardship
- the Specified Person does not possess any unpublished price-sensitive information affecting the relevant security.

Upon receipt of a waiver request, the Executive Legal Counsel may ask the applicant to provide further relevant information. Upon receipt of all relevant information, a committee comprising the CFSGAM Chief Risk Officer, the Company Secretary and the Executive Legal Counsel (or their delegates) will consider the request and determine in its absolute discretion whether to grant a waiver (with or without conditions).

### **Court and judicial order exemption**

CMIL will grant a specific waiver from this Policy where it is undertaken at the direction of a recognised judicial body, Court Order or other authority and involves the transfer of securities in accordance with that authority, and not the individual transacting in the securities directly.

### **Policy compliance and enforcement**

#### **Breach management**

Any person in breach of this policy (including a direct breach by a Specified Person or, if you are a Specified Person, a breach by you because an Associate has not complied with the Policy) you must promptly notify:

- in the case of Directors, the Company Secretary; and
- in all other cases, the Head of Risk Management and Compliance.

For Employees, **any** breach of this policy will result in disciplinary action, which may include termination of employment. In instances of insider trading this action will usually be summary dismissal. For Directors and Contractors, a breach of this policy may result in termination of engagement.

Liability for insider trading is strict and so is the requirement to comply with this policy. In considering the consequences of a breach of this policy, the purpose or motive for the dealing is irrelevant. It is also irrelevant whether or not an individual (or another person) benefited from the dealing, or that the transaction had no connection with the inside information.

This policy applies at all times including when personnel are on leave, whether paid or unpaid, or on other absences from work.

### **Compliance monitoring**

Compliance with this policy is regularly monitored.

If requested, all Directors, Employees and Contractors must provide or instruct their broker to provide trade confirmations and contract notes to CMIL for the purposes of monitoring compliance with this policy.

---

## **Administrative Rules Protocols**

The following protocol describes the administrative rules of the internal application of the CMIL Securities Trading Policy.

### **Objectives of administrative rules**

The key objectives of the Rules are to:

- Articulate the designation of specified persons and how notification to personnel will be enacted;
- The list of current specified persons, and the ongoing maintenance of the specified persons list;
- Notification of trading windows (opening and closure) each semi-annual period and any additional windows that may be made available from time to time; and
- Notification requirements for ASX, the Board and oversight controls.

### **Background**

ASX Listing Rule 12 requires listed entities to provide a Trading Policy under ASX LR12, this Policy being provided to ASX for release to market.

CMIL approved its Securities Trading Policy on 17 December 2010, with effect from 20 December 2010. In order to facilitate compliance with the Policy, this administrative rules protocol has been issued to assist impacted personnel.

### Designation of specified persons

Specified persons are those individuals that have access to potential or actual material information about the listed securities issued by CMIL.

This is information that would generally be considered under Listing Rule 3 as being sensitive to the market price of the securities, and would result ultimately in disclosure to market.

The extent of the operations of the listed property funds of CMIL is such that its specified persons may include, from time to time, individuals engaged through the service provider arrangements, notably where that service provider is a related body corporate.

### Notification to specified persons

The Head of Risk Management & Compliance, CFSGAM Property, is responsible for notifying any individual that is designated as a specified person.

Personnel must be notified in writing annually as to their categorization as a specified person, and a copy of the CMIL Securities Trading Policy and this administrative rules protocol must also be provided.

Any person that is not a specified person will not receive a notification.

The Managing Director, Property (CMIL PEO) may from time to time direct additional persons to be captured as specified persons to meet the overall requirements of the CMIL Securities Trading Policy.

In that event, a notification to the Head of Risk Management & Compliance is to be made, and a formal letter will be issued to the additional individual(s).

### Notification of trading windows

Each trading window will be advised via a formal notification that is to be provided by the Head of Risk Management & Compliance, following formal authorisation from the CMIL Board (or a delegated director of the Board as it so directs).

Notwithstanding the opening of a trading window, all specified persons will be required to:

- Provide a notice to the Head of Risk Management & Compliance if they intend to trade in CMIL-issued securities (there will be no exceptions to this requirement for any transaction that involves acquisition or disposal, so will capture: buy trades, sell trades, sale of renounceable rights, or any other form of security notified from time to time)
- The Head of Risk Management & Compliance will notify the Board, or a delegated director of the Board as it so stipulates, for clearance **prior** to the individual being cleared to transact; and
- Must not trade even when a window is open if they are in possession of information not already disclosed to market.

The Head of Risk Management & Compliance must also provide a formal notification as to the closure of the trading window, in the form of a pending closure (7 days prior to the window closing) and 24 hours prior to closure for any final transacting to be completed.

No extensions will be made available for the windows.