

SHARE TRADING POLICY

1. Introduction

- (i) The ordinary shares of Slater & Gordon Limited ("S&G") are listed on the ASX. S&G aims to achieve the highest possible standards of corporate conduct and governance.
- (ii) The purpose of this share trading policy is to ensure that Officers (as defined in Section 10 of this policy) and their associates are aware of the legal restrictions in dealing in S&G's shares, options or other securities while such a person is in possession of unpublished price sensitive information concerning S&G.
- (iii) The policy recognises that it is illegal for a person to deal in S&G's securities when he or she is in possession of unpublished price sensitive information. This is regardless of whether the terms of this policy have been complied with.
- (iv) This policy shall be distributed to all Officers and it is the responsibility of each Officer to comply with this policy. Any non-compliance with this policy will be considered as serious misconduct.
- (v) The trading restrictions set out in this policy are additional to any provisions governing or restricting the trading of shares set out in any agreement between S&G and a Shareholder, any provisions in the S&G Employee Ownership Plan, or restrictions effected by any representation made by or on behalf of a Shareholder in the Prospectus lodged by S&G ahead of its listing on the ASX. Where the provisions of an agreement between S&G and a Shareholder (or such a representation) conflict with the provisions of this policy, the most restrictive provisions will prevail.
- (vi) Definitions to assist in the interpretation of this policy are set out in Section 10 of this policy.

2. Insider Trading

- (i) A person engages in insider trading if that person deals in securities of a relevant entity while possessing information that is:
 - (a) not *generally available*; and
 - (b) that information may have a material effect on the price or value of the relevant entity's securities; and
 - (c) the person knows, or ought reasonably to know, that the information is not generally available and, if it were, it might have a material effect on the price or value of the entity's securities.

Information is considered to be likely to have a material effect on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not

to subscribe for, buy or sell those securities. This type of information is commonly referred to as “price sensitive information”.

- (ii) The prohibition against insider trading applies to:
 - (a) direct trading in S&G’s securities;
 - (b) procuring another person to trade in S&G’s securities; or
 - (c) communicating price sensitive information to another person who is likely to trade in S&G’s securities.
- (iii) Insider trading is a criminal offence, punishable by substantial fines and/or imprisonment. S&G may in certain circumstances also be liable if an Officer or their associates engages in insider trading. Insider trading may also attract civil liability, including liability to pay compensation to those who suffer loss or damage as a result of the insider trading.

3. Permitted dealing by Officers

Trading Window

- (i) Officers (and their associates) may only deal in S&G’s securities if the Officer is not, at the time of the proposed dealing, in possession of any price sensitive information, during the periods set out in clause 3(ii).
- (ii) Subject to clause 3(i) officers (and their associates) may only deal in S&G securities:
 - (a) within the six week period commencing 24 hours after S&G releases its half yearly results to the ASX;
 - (b) within the six week period commencing 24 hours after S&G releases its full year results to the ASX;
 - (c) within the period commencing 24 hours after S&G lodges its annual report with the ASX through to one month after the holding of S&G’s Annual General Meeting.

4. Prohibited dealing by Officers

Closed & Prohibited Periods

- (i) Any period other than those periods set out in 3(ii) is a Closed Period.
- (ii) A Prohibited Period is any Closed Period or any additional period when the S&G Board imposes a prohibition on S&G Officers from trading in S&G securities for time to time when the Company is considering matters which are subject to the continuous disclosure requirements of the ASX Listing Rules.
- (iii) Officers are not permitted to trade in S&G securities or derivative financial products issued or created over or in respect of S&G securities during Prohibited Periods.
- (iv) Any additional Prohibited Period declared by the Board from time to time as contemplated in section 4(ii) will be communicated to Officers by email to S&G email addresses.

5. Excluded Trading

- (i) This policy does not apply to:
 - (a) transfers of securities of the entity already held into a superannuation fund or other saving scheme in which the Officer is a beneficiary;
 - (b) trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or

distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

- (c) vesting and conversion of Vesting, Convertible and Redeemable Shares issued to eligible employees of S&G under the Employee Ownership Plan into Ordinary Shares upon the achievement of key performance criteria which occurs at the discretion of the Board of S&G.

6. Trading during Prohibited Periods in Exceptional Circumstances

- (i) Trading during a Prohibited Period requires the prior written approval of 2 directors (in the case of the Chair), the Chair (in the case of a director) or the Managing Director (for any other Officer).
- (ii) The Chair or Managing Director will only give approval to deal in S&G's securities within a Prohibited Period in Exceptional Circumstances and their decision is discretionary and final.
- (iii) Exceptional Circumstances may include:
 - (a) severe financial hardship where the officer has a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant S&G securities; or
 - (b) where an Officer is required by a court order, or there are court enforceable undertakings, for example, in a bona fide family settlement, to transfer or sell the securities of S&G or there is some other overriding legal or regulatory requirement for the Officer to do so.
- (iv) The range of exceptional circumstances may not be limited to those listed in section 6(iii) above, however the Chair and Managing Director will be cautious in the exercise of their discretion, having regard to the purpose of the listing rule provisions on share trading.
- (v) Application must be made in writing to the Chair or Managing Director using the form attached to this policy. Approval forms can be emailed.
- (vi) The decision of the Chair, Directors or Managing Director (as relevant) may be communicated by return email with the completed approval form to follow if the matter is urgent.

7. Communication of Information to Others

An Officer must not, directly or indirectly, communicate information which is not generally available in relation to S&G, to another person if the Officer knows, or ought reasonably to know, that the other person would be likely to deal in S&G's securities.

8. Dealing by Others

If an Officer is prohibited from dealing in S&G's securities, that Officer must (so far as is consistent with his or her duties of confidentiality to S&G) prohibit any dealing in S&G's securities by any "associate" of that Officer. "Associate" is, for the purpose of this policy, defined in Section 10 of this policy.

9. Securities in Other Companies

Insider trading also applies to dealings in securities of another company if an Officer possesses “insider information” in relation to that other company.

10. Definitions

(i) Definitions

In this policy:

“**ASX**” means Australian Stock Exchange Limited.

“**associate**” of an Officer includes a person who the Officer proposes to act in concert with, either formally or informally including, without limitation, members of the Officer’s family and entities, such as companies and trusts, controlled by the Officer.

“**closed period**” means any period other than the trading windows set out in 3(ii) of this policy.

“**dealing**” includes:

- (a) any application for acquisition or disposal of any securities;
- (b) entering into an agreement to apply for, acquire or dispose of any securities; and
- (c) the grant, acceptance, acquisition, disposal, exercise or discharge of any option or other right or obligation to acquire or dispose of securities,
- (d) but does not include a decision to participate in the S&G VCR Ordinary Share Ownership Plan.

“**exceptional circumstances**” are set out in section 6(iii) of this policy.

“**generally available**” in relation to information, means any such information which:

- (a) is readily observable;
- (b) has been made known in a manner which is likely to bring it to the attention of persons who commonly invest in securities provided that a reasonable period for that information to be disseminated has elapsed since it was made known; or
- (c) consists of deductions, conclusions or inferences made or drawn from information falling under either paragraphs (a) or (b) above.

“**Key Management Personnel**” means those persons specified under (a) to (j) of the definition of “Officers” under this policy who are the people who have authority and responsibility for planning, directing and controlling the activities of S&G, either directly or indirectly.

“**Managing Director**” means S&G’s Managing Director.

“**Officers**” means:

- (a) the Directors of S&G;
- (b) the Chief Financial Officer of S&G;
- (c) the Chief Operating Officer of S&G;
- (d) the Finance Managers of S&G;
- (e) the Human Resources Manager of S&G;
- (f) the Company Secretary of S&G;
- (g) the General Counsel of S&G;
- (h) the Corporate Development Manager of S&G;

- (i) the members of National Executive of S&G;
- (j) the members of State or Practice Area Executive Committees of S&G;
- (k) the State Accountants of S&G;
- (l) all Practice Group Leaders within all State, Regional and Suburban Offices of S&G; and
- (m) any other S&G employees who have regular access to confidential financial information relating to S&G as specified from time to time by the Managing Director.

“prohibited period” means any closed period or any other period designated to be a prohibited period by the Board of S&G in the circumstances described in section 4 of this policy.

“securities” includes, without limitation:

- (a) ordinary shares;
- (b) VCR ordinary shares;
- (c) partly paid shares;
- (d) preference shares;
- (e) hybrid securities;
- (f) debentures;
- (g) legal or equitable rights or interests in (a) to (f) above; and
- (h) any derivatives including but not limited to options in respect of any of (a) to (f) above.

11. Further Assistance

Any Officer who is unsure of the nature of the information that they have in their possession and whether they may deal in S&G's securities, should contact the Chair, Managing Director or the Company Secretary.

The Trading Policy was adopted by the Board of Slater & Gordon Limited on 23 August 2007 and amended on 8 December 2010.

**APPLICATION TO DEAL IN SECURITIES DURING A PROHIBITED PERIOD
IN
Slater & Gordon LIMITED ("S&G")**

Please complete this Application and forward it to the Chair of S&G if the Application is from a director, otherwise the Application should be sent to the Managing Director.

Name of Applicant: _____

Residential Address: _____

Office or position in S&G: _____

(Sale/Purchase/Subscription):

Type of transaction _____

Number of securities that are the subject of the proposed transaction: _____

Class of securities that are the subject of the proposed transaction: _____

Will the transaction take place on the ASX: _____

If the transaction is not to take place on the ASX advise details of the transaction: _____

Likely date of the transaction: _____

I HEREBY APPLY to complete the above transaction within a Prohibited Period on the basis of the following Exceptional Circumstances:

[Describe Exceptional Circumstances & annex any supporting documents].

I HEREBY ACKNOWLEDGE that:

I have read the S&G Share Trading Policy and my decision to deal in securities of S&G has not been made on the basis of information that:

- (a) is not generally available, and
- (b) would be expected by a reasonable person to have a material effect on the price or value of securities of S&G, if it was generally available.

I request the Chair or Managing Director to approve the proposed transaction described above.

Signed by the Officer:

Date:

CHAIR (or Managing Director) CONSENT

(For completion by the Chair or Managing Director)

I have reviewed the contents of the attached Application and now give my consent to the proposed transaction described in the Application.

Signed by the Chair (or Managing Director):

Date:

[Note: If the proposed dealing is to be by the Chair (or an associate of the Chair), the Chair is required to send this application to the Managing Director and to one other non-Executive Director of S&G for their consent prior to undertaking the proposed dealing].