

Form 604**Corporations Act 2001
Section 671B****Notice of change of interests of substantial holder**To Company Name/Scheme **SLATER & GORDON LIMITED**ABN **93 097 297 400****1. Details of substantial holder(1)**Name **SLATER & GORDON LIMITED**ACN/ABN/ARSN *(if applicable) **ABN 93 097 297 400**There was a change in the interests of the substantial holder on **31/8/2011**The previous notice was given to the company on **26/7/2011**The previous notice was dated **26/7/2011****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	10,998,546	7.27%	13,127,592	8.68%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
31/8/2011	Slater & Gordon Ltd	Issue of 2,134,046 Ordinary Shares (restricted) to various employees under the S&G Employee Ownership Plan (EOP), vested and converted from the same number of Vesting Convertible Redeemable shares (VCR Shares) previously on issue (EOP Shares)	Nil	2,129,046 Ordinary Shares (restricted)	2,129,046

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Slater & Gordon Ltd	Various employees	Registered holders	Increase in relevant interest following the issue of Ordinary Shares	2,129,046 Ordinary Shares (restricted) were issued to	Increased by 2,129,046 Ordinary

			(restricted) to various employees under the S&G Employee Ownership Plan (EOP), vested and converted from the same number of Vesting Convertible Redeemable Shares (VCR Shares) previously on issue (EOP Shares).	various employees on 31 August 2011 See Item A.1 of Annexure A	Shares
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Nil.

6. Addresses

The addresses of persons named in this form are included in Attachment "A".

Signature

print name

WAYNE BROWN

capacity

COMPANY SECRETARY

sign here



date 31 / 8 / 2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A to Form 604 of SLATER & GORDON LTD

Continuation of Item 4 - Present relevant interests

The following information consolidates information set out in items 3 and 4 of this Notice not otherwise detailed in item 4 of this Notice:

Registered holder of securities & persons entitled to be registered as holders		Class and number of securities issued
A.1 Deemed interest of S&G following the issue of Ordinary Shares (restricted) under the EOP (31 August 2011)		
Kalle Amanatides	75,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Vicky Antzoulatos	30,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Scott Arundell	10,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Stuart Barnett	100,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Manisha Blencowe	30,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Katalin Blond	125,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Wayne Brown	109,523 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Nick Bubb	40,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Martin Carrick	95,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Rod Cunich	75,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Marcus Fogarty	34,523 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Karl Foster	30,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Janine Gregory	50,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Ben Hardwick	75,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Genevieve Henderson	40,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Meghan Hoare	40,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Rachael James	50,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Margaret Kent	53,571 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Mathew Jackson	80,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Stuart LeGrand	40,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Steven Lewis	20,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Craig Lynch	25,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Bill Madden	50,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Roshana May	75,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Odette McDonald	30,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Simon Millman	30,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Kirsten Morrison	30,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Van Moulis	75,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Andy Munro	35,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Ike Nwokolo	50,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000

Registered holder of securities & persons entitled to be registered as holders		Class and number of securities issued
Johnathan Pangrazio	75,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Ben Phi	125,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Mick Sayers	25,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Joel Schneider	30,002 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Craig Sidebottom	21,427 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Dina Tutungi	100,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Joanne Wade	40,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Ben Whitwell	15,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Doug Williams	30,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Kate Williams	30,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Tricia Wong	35,000 Ordinary (restricted) Shares	485 La Trobe Street, Melbourne 3000
Total Ordinary (restricted) Shares issued under the EOP	2,129,046 Ordinary (restricted) Shares	

6. Addresses

The addresses of persons named in this Form 604 are as indicated above.

This is the annexure marked "A" referred to in the Notice of change of interests of substantial holder (form 604) signed by me: WAYBE BROWN, COMPANY SECRETARY



Signature 31/8/2011