

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                       |                                    |
|-----------------------|------------------------------------|
| <b>Name of entity</b> | <b>Slater &amp; Gordon Limited</b> |
| <b>ABN</b>            | <b>93 097 297 400</b>              |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                               |
|----------------------------|-------------------------------|
| <b>Name of Director</b>    | <b>Andrew Alexander Grech</b> |
| <b>Date of last notice</b> | 31 May 2012                   |

### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                      |                                                                                                                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                   | Direct                                                                                                                                                              |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Registered holder                                                                                                                                                   |
| <b>Date of change</b>                                                                                                                                | 15/2/2012 purchase of 55,787 shares<br><br>16/2/2012 purchase of 38,470 shares                                                                                      |
| <b>No. of securities held prior to change</b>                                                                                                        | <b>Direct</b><br><br>8,022,356 Ordinary Shares<br><br><b>Indirect</b><br><br>6,490,267 Ordinary Shares (details of which are set out in Annexure A to this Notice). |
| <b>Class</b>                                                                                                                                         | Ordinary Shares                                                                                                                                                     |

+ See chapter 19 for defined terms.

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|                                                                                                                                                                             |                                                                                                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Number acquired</b>                                                                                                                                                      | 94,257                                                                                                                                                              |
| <b>Number disposed</b>                                                                                                                                                      | Nil                                                                                                                                                                 |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                                   | 55,787 shares at \$1.65 per share<br>38,470 shares at \$1.64 per share                                                                                              |
| <b>No. of securities held after change</b>                                                                                                                                  | <b>Direct</b><br><br>8,116,613 Ordinary Shares<br><br><b>Indirect</b><br><br>6,490,267 Ordinary Shares (details of which are set out in Annexure A to this Notice). |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On market trade                                                                                                                                                     |

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

|                                                                                                                                                                              |                |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>Detail of contract</b>                                                                                                                                                    | Not Applicable |
| <b>Nature of interest</b>                                                                                                                                                    | Not Applicable |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                      | Not Applicable |
| <b>Date of change</b>                                                                                                                                                        | Not Applicable |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | Not Applicable |
| <b>Interest acquired</b>                                                                                                                                                     | Not Applicable |
| <b>Interest disposed</b>                                                                                                                                                     | Not Applicable |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation                                                                 | Not Applicable |

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|                              |                |
|------------------------------|----------------|
| <b>Interest after change</b> | Not Applicable |
|------------------------------|----------------|

**Part 3 – Closed period**

|                                                                                                                                                   |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?</b> | No             |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                              | Not Applicable |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                   | Not Applicable |

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**Annexure A to Appendix 3Y of Andrew Alexander Grech**

| <b>Interest arising under the Shareholders Agreement</b><br><b>(disclosed in S&amp;G's prospectus dated 13 April 2007 at the date of listing)</b> |                                                       |                                                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|----------------------------------------------------|
| <b>Registered holder of securities</b>                                                                                                            | <b>Class and number of securities prior to change</b> | <b>Class and number of securities after change</b> |
| Paul Henderson                                                                                                                                    | 1,771,428                                             | 1,771,428                                          |
| Cath Evans                                                                                                                                        | 1,450,092                                             | 1,450,092                                          |
| Ken Fowlie                                                                                                                                        | 1,363,941                                             | 1,363,941                                          |
| Hayden Stephens                                                                                                                                   | 1,423,358                                             | 1,423,358                                          |
| Marcus Clayton                                                                                                                                    | 481,448                                               | 481,448                                            |
| <b>Total</b>                                                                                                                                      | <b>6,490,267</b>                                      | <b>6,490,267</b>                                   |

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