

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Slater & Gordon Limited (SGH)

ABN

93 097 297 400

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to be issued

Fully paid ordinary shares (**Shares**)

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

SGH is seeking to raise approximately \$890 million via the issue of up to (139,820,353) Shares pursuant to the terms of a fully underwritten accelerated renounceable entitlement offer (**Entitlement Offer**) announced to ASX on 30 March 2015.

The Entitlement Offer is comprised of an offer to eligible institutional SGH Shareholders (**Institutional Entitlement Offer**) and an offer to eligible retail SGH Shareholders (**Retail Entitlement Offer**).

+ See chapter 19 for defined terms.

		The exact number of new Shares to be issued and the breakdown of Shares to be issued under the Institutional Entitlement offer and the Retail Entitlement Offer is not known at the date of this Appendix 3B as it remains subject to the reconciliation of shareholder entitlements and the effects of rounding.
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares issued on the same basis as all other fully paid ordinary shares.
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes, the new Shares will rank equally in all respects with existing fully paid ordinary shares from issue.
5	Issue price or consideration	\$6.37 per Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The primary purpose of the Entitlement Offer is to raise funds to, along with debt financing, fund the acquisition of certain businesses of Quindell Plc.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A

+ See chapter 19 for defined terms.

7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	Institutional Entitlement Offer issue date: 14 April 2015 Retail Entitlement Offer issue date: 29 April 2015						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>After completion of the Entitlement Offer there will be (349,550,882) Shares on issue (based on the approximate number of Shares on issue as at the date of this Appendix B and the number of Shares to be issued under the Entitlement Offer subject to the effects of rounding)</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	After completion of the Entitlement Offer there will be (349,550,882) Shares on issue (based on the approximate number of Shares on issue as at the date of this Appendix B and the number of Shares to be issued under the Entitlement Offer subject to the effects of rounding)	Fully paid ordinary shares		
Number	+Class							
After completion of the Entitlement Offer there will be (349,550,882) Shares on issue (based on the approximate number of Shares on issue as at the date of this Appendix B and the number of Shares to be issued under the Entitlement Offer subject to the effects of rounding)	Fully paid ordinary shares							
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>833,334</td><td>VCR Shares</td></tr><tr><td>496,000</td><td>Performance Rights under the EIP</td></tr></table>	Number	+Class	833,334	VCR Shares	496,000	Performance Rights under the EIP
Number	+Class							
833,334	VCR Shares							
496,000	Performance Rights under the EIP							
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change. Dividend policy same as for other shares from the date of issue.						

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	2 new Shares for every 3 shares held as at the Record Date
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	7:00 pm (Melbourne time) on 2 April 2015
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of entitlements, they will be rounded up to the nearest whole number of new Shares
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Under the Retail Entitlement Offer, all countries other than Australia and New Zealand. Under the Institutional Entitlement Offer, all countries other than Australia, New Zealand, the United States, United Kingdom, Canada, Hong Kong, Singapore, Japan, Ireland, Germany, Netherlands, France, Italy, Norway, Switzerland, Luxembourg and Malaysia and any other jurisdiction into which it decided to make offers.
19	Closing date for receipt of acceptances or renunciations	Institutional Entitlement Offer closing date: 31 March 2015 Retail Entitlement Offer closing date: 20 April 2015

+ See chapter 19 for defined terms.

20	Names of any underwriters	Citigroup Global Markets Australia Pty Limited Macquarie Capital (Australia) Limited
21	Amount of any underwriting fee or commission	1.2% underwriting fee, 0.3% management and selling fee and 0.25% incentive fee on the Offer Proceeds
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus will be issued. A Retail Offer Booklet and Entitlement and Acceptance Form will be sent to Eligible Retail Shareholders on or before 9 April 2015.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A

+ See chapter 19 for defined terms.

31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	See Retail Offer Booklet for description of Retail Shortfall Bookbuild for renounced entitlements
33	⁺ Issue date	Institutional Entitlement Offer issue date: 14 April 2015 Retail Entitlement Offer issue date: 29 April 2015

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	N/A	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	N/A

+ See chapter 19 for defined terms.

Quotation agreement

- 1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those ⁺securities should not be granted ⁺quotation.
 - An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Company secretary

Date: 30 March 2015

⁺ See chapter 19 for defined terms.

Print name: Wayne Brown

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