

## CONTINUOUS DISCLOSURE POLICY

### 1. Purpose

Shares in Slater & Gordon Ltd (“the Company”) are listed on the Australian Securities Exchange (ASX) under the code SGH. As such, the Company must comply with the ASX’s Listing Rules. Compliance with the Listing Rules has been given the force of law by sections 674, 793C and 1101B of the Corporations Act 2001, under which onerous civil and criminal penalties can be imposed on listed entities and their directors and officers for non-compliance. Chapter 3 of the ASX’s Listing Rules set out the requirements on a listed entity to continuously disclose “price sensitive” information to the market.

The Company is committed to:

- (i) investors having equal and timely access to material information concerning the Company – including its financial position, performance, ownership and governance.
- (ii) issuing Company announcements that are factual and presented in a clear and balanced way.
- (iii) compliance with the Corporations Act, ASX Listing Rules and ASX Corporate Governance Principles and Recommendations.

This Continuous Disclosure Policy is designed to support the Company’s compliance with the ASX Listing Rules, Chapter 3 by ensuring that announcements are made to the ASX in a timely manner, are factual and do not omit material information; and announcements are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

### 2. Requirements of ASX Listing Rules

Listing Rule 3.1 requires immediate notice of material information as follows:

**General Rule**

*3.1 Once an entity is, or becomes, aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity’s securities it must immediately provide the ASX with that information.*

Notes on the general rule:

**Aware** means - an entity becomes aware of information if a director or executive officer has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as a director or executive officer of that entity.

**Information** that a reasonable person would expect to have a material effect on the price or value of the entity’s securities means - A reasonable person would be taken to expect the information to have a material effect on the price or value of securities if the information would, or would be likely to, influence a person who commonly invests to subscribe for, or buy or sell, securities.

**Examples** of information that would require disclosure if material under rule 3.1 are provided in the notes to rule 3.1 in the ASX Listing Rules. Also see ASX Guidance Note 8 - Continuous Disclosure.

**Relationship between Continuous Disclosure and Structured Disclosure** – Continuous disclosure under rule 3.1 applies in parallel and in addition to regular periodic reporting required under the Listing Rules and the Corporations Act. Separate disclosure of the information will be required under rule 3.1 if the structured disclosure document is not ready for release immediately upon the triggering of the disclosure requirement under rule 3.1.

**Exceptions to Rule 3.1**

*3.1A Listing Rule 3.1 does not apply to particular information while all the following are satisfied:*

*3.1A.1 A reasonable person would not expect the information to be disclosed, and*

*3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential, and*

*3.1A.3 One or more of the following applies:*

- *It would be a breach of a law to disclose the information.*
- *The information concerns an incomplete proposal or negotiation.*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure.*
- *The information is generated for the internal management purposes of the entity.*
- *The information is a trade secret.*

Notes on exceptions:

**Confidential** means - the entity has ensured that the information does not become known by others in circumstances where the entity does not retain control of its use and disclosure. For example, where there is reasonably specific rumour circulating or media comment this will generally indicate that the information is no longer confidential. There are a number of permitted third party disclosures, including disclosure to the entity's advisers for the purpose of obtaining advice.

**False Market**

*3.1B If the ASX considers that there is or is likely to be a false market in an entity's securities, and asks the entity to give it information to correct or prevent a false market, the entity must give the ASX the information needed to correct or prevent the false market.*

Notes on False Market:

The obligation to give information under Rule 3.1B arises even if an exception under 3.1A applies.

ASX would consider that there is, or is likely to be, a false market in the entity's securities in the following circumstances:

- The entity has information that has not been released to market because it falls under the exemption provided by Rule 3.1A but there is a reasonably specific rumour or media comment in relation to the entity, that has not been confirmed, clarified, or denied by the entity in an announcement to the market and there is evidence that the rumour or comment is having, or ASX forms the view that the rumour or comment is likely to have, an impact on the price of the entity's securities

then the ASX can compel the entity to make an appropriate disclosure to the market.

Information may include information necessary to prevent or correct a false market occurring in the entity's securities.

Chapter 3 of the ASX Listing Rules also requires requisite information to be disclosed in relation to any of the following specific matters an entity may be involved in (sections 3.2 to 3.20 inclusive):

- Entity making a takeover bid
- Company making a buy-back of its securities
- Changes to its capital
- Release of restricted securities
- Options
- Forfeited shares in No Liability companies
- Meetings
- Offices
- Registers
- Changes to chair, directors, secretary
- Documents sent to security holders
- Additional disclosure if loans are an asset
- Any ownership limits
- Disclosure of directors' interests
- Notice of record date or change of record date

### **3. Notification Procedures**

If a Director or employee of the Company becomes aware of any information about the Company that they believe may require disclosure under the ASX Listing Rule 3.1, they should immediately bring the matter to the attention of the Company Secretary or the Chief Operating Officer.

The information should be notified even if it appears to fall within an exception to the general rule, as a different view may be taken as to whether the information is subject to the exception.

The Company Secretary and/or the Chief Operating Officer must consult with the Managing Director. Together, along with any other relevant persons, the Company Secretary, Chief Operating Officer and Managing Director (or in the Managing Director's absence, the Chair) must review the information and determine whether it must be disclosed to the ASX. The reasons for the decision leading to disclosure or non-disclosure are to be documented by the Company Secretary.

If the Company Secretary, the Chief Operating Officer and the Managing Director form the view that the information must be disclosed to the ASX, the Company Secretary must draft an ASX release. The release must be approved by the Chief Operating Officer and the Managing Director, together with any other relevant persons.

The information contained in the ASX release should be in a form appropriate to release to the market. The information should be factual and relevant and expressed in an objective, clear and balanced manner. The use of imprecise language or jargon should be avoided. The Company Secretary is responsible for all communications with the ASX for the Company. Once it is determined that disclosure is required and the release has been approved, the information will be immediately released to the ASX.

ASX releases are notified through the Company's website ([www.slatergordon.com.au](http://www.slatergordon.com.au)) via a direct link to the ASX website ([www.asx.com.au](http://www.asx.com.au)). The Company Secretary will notify all Directors and relevant employees and stakeholders, as necessary, that disclosure has been completed.

#### 4. Penalties

##### Criminal liability

- The Company is liable for a fine of up to \$110,000 where the failure to disclose is intentional or reckless.
- Directors, officers, other employees and consultants and advisers can also be individually criminally liable if they aid or abet or are knowingly concerned in the Company's offence with penalties of a fine up to \$22,000 or 5 years imprisonment or both.

##### Civil liability

- ASIC has the capacity to issue infringement notices against entities for alleged contraventions of the continuous disclosure obligations. The notice may require payment of a penalty and remedy of inadequate disclosure within 28 days.
- ASIC can take civil action against an entity (unless it has previously issued the entity with an infringement notice and the entity has complied with it). Penalties for entities include a fine of up to \$1,000,000 and penalties for individuals who are involved in the entity's contravention include a fine of up to \$200,000.
- Entities who have contravened the continuous disclosure obligation (including entities that have already complied with an infringement notice) and individuals who were involved in that contravention could also be subject to orders to pay compensation to persons for any loss suffered as a result of the non-disclosure.

This Continuous Disclosure Policy was adopted on 25 February 2009 by the Board of Slater & Gordon Limited.