



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 7 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the legal restrictions in dealing in S&G’s shares, options or other securities while such a person is in possession of unpublished price sensitive information concerning S&G.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The policy recognises that it is illegal for a person to deal in S&G’s securities when he or she is in possession of unpublished price sensitive information.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 7 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.
- (iii) Dealing outside the "trading windows"
The Chairman or Managing Director will only give approval to deal in S&G's securities outside the "trading windows" set out in Clause 3(i) above in exceptional circumstances (eg. in the case of serious financial hardship). If an Officer wishes to apply for approval to deal outside these trading windows, the Officer will still need to comply with Clause 3(i) and obtain the prior written approval of the Managing Director in the form attached to this policy.
- (iv) No "trading window" immediately post IPO
Officers and their associates may not, subject only to Clause 3(iii), deal in S&G's securities during the period commencing on the date of S&G's listing on the ASX and ending 24 hours after S&G releases its results for the year ending 30 June 2008 to the ASX.

4. 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.

5. 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 7 of this policy.

6. 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.

7. 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.

"Managing Director" means S&G's Managing Director.

"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.

"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.

"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 Group Accountant of S&G;
- (e) the Human Resources Manager of S&G;
- (f) all Practice Group Leaders within all State, Regional and Suburban Offices of S&G;
- (g) the members of National or State Executive Committees of S&G; and
- (h) 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.

"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.

8. 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.

**APPLICATION TO DEAL IN SECURITIES
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 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].