

485 La Trobe Street
Melbourne VIC 3000

Ph: (03) 9602 6888
Fax: (03) 9600 0290

www.slatergordon.com.au

Correspondence to:

Helen Vines, General Counsel and
Acting Company Secretary, Australia

GPO Box 4864

MELBOURNE VIC 3001

DX 229 MELBOURNE

Direct Ph: (03) 8539 8330
Fax: (03) 9600 0290

Email: helen.vines@slatergordon.com.au

21 December 2015

BY EMAIL

John Johansson
ASX Limited
john.johansson@asx.com.au

Dear John

ASX Aware Query

Dear John,

I refer to your letter of 17 December 2015, and provide the following responses to the queries raised, adopting the numbering used in your letter:

- 1 Yes.
- 2 Not applicable.
- 3 Slater and Gordon Limited ("SGH") first became aware of the information when the draft UK results for the month of November 2015 (which had been provided to the Group finance function early on Wednesday 9 December) were first consolidated and circulated to Group executives late at night Melbourne time on Wednesday 9 December 2015.
- 4 This draft information was internal management information which, without verification, was insufficiently definite to warrant disclosure. Specifically, it was necessary to undertake a fulsome assessment of the information in order to determine whether or not the information required the Company to revise its FY16 guidance. The information was, in the ordinary course of SGH's management processes and business, subject to clarification, verification and confirmation by the Company. The information continued to be confidential. The process of clarification, verification and confirmation was completed overnight AEST on Wednesday night 16 December 2015, and the confirmed information was communicated to the SGH Board prior to a board meeting held by teleconference at 8am on Thursday 17 December 2015. The confirmed information was then released promptly and without delay prior to market open on Thursday 17 December 2015.
- 5 SGH is in compliance with the Listing Rules and, in particular, with Listing Rule 3.1.

Yours sincerely



Helen Vines
General Counsel and Acting Company Secretary, Australia
SLATER AND GORDON LTD



17 December 2015

Ms. Helen Vines
General Counsel and Company Secretary
Slater and Gordon Limited
485 La Trobe Street
Melbourne VIC 3000

By email: helen.vines@slatergordon.com.au

Dear Helen

Slater and Gordon Limited (the “Entity”): ASX aware query

ASX Limited (“ASX”) refers to the following:

1. The Entity’s announcement entitled “2016 Financial Year Update” lodged with ASX Market Announcements Platform and released at 09:42 am on Thursday, 17 December 2015 (the “Announcement”), disclosing that the Entity will not meet its previous indicated full year 2016 earnings guidance as indicated in the Entity’s announcement entitled “Impact of Proposed UK Regulatory Changes” lodged with ASX Market Announcements Platform and released at 08:39 am on Monday, 30 November 2015.
2. Listing Rule 3.1, which requires a listed entity to give ASX immediately 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.
3. The definition of “aware” in Chapter 19 of the Listing Rules. This definition states that:

“an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity.”

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B “When does an entity become aware of information”*.

4. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

“3.1A Listing rule 3.1 does not apply to particular information while each of the following requirements is satisfied in relation to the information:

3.1A.1 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; or*
- *The information is a trade secret; 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 *A reasonable person would not expect the information to be disclosed.”*

5. ASX's policy position on the concept of "confidentiality" which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "Listing Rule 3.1A.2 – the requirement for information to be confidential"*. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Having regard to the above, we ask that you answer the following questions in a format suitable for release to the market in accordance with Listing Rule 18.7A:

1. Does the Entity consider the information in the "2016 Financial Year Update" to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. If the answer to question 1 is "yes", when did the Entity first become aware of the information.
4. If the answer to question 1 is "yes" and the Entity first became aware of the information before the relevant date, did the Entity make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.
5. Please confirm that the Entity is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.



When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than half an hour before the start of trading (ie before 9.30 a.m. AEDT on Monday, 21 December 2015). If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Entity's securities under Listing Rule 17.3.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, the Entity's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at john.johansson@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rule 3.1

Listing Rule 3.1 requires a listed entity to give ASX immediately 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. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of the Entity to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Entity's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in the Entity's securities under Listing Rule 17.1.

If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;



- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

John Johansson

Adviser, Listings (Melbourne)

For personal use only