

SLATER & GORDON LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Annual General Meeting of Shareholders of the Company will be held at the Company's offices at Level 12, 485 La Trobe St Melbourne VIC 3000 on Tuesday 26 October 2010 at 11.00am (Melbourne time).

Ordinary Business

1. Financial Reports

To receive and consider the Financial Report, Directors' Report and the Auditor's Report for the year ended 30 June 2010.

2. Remuneration Report

To receive, consider and adopt the Remuneration Report of the Company for the year ended 30 June 2010.

3. Re-election of Directors

- (a) To consider the re-election of Mr Raymond John Skippen who was appointed as a Director of the Company with effect from 26 May 2010 and who retires in accordance with clause 27.4(b) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election.
- (b) To consider the re-election of Mr Kenneth Fowlie who retires in accordance with clause 26.1 of the Company's Constitution and ASX Listing Rules 14.4 and 14.5 and, being eligible, offers himself for re-election.

Dated: 7 September 2010

BY ORDER OF THE BOARD OF DIRECTORS



Wayne Brown

Company Secretary

1. Defined terms

Capitalised terms used in this Notice of AGM (including those used in the resolutions set out in this Notice) have, unless otherwise defined, the same meanings set out in the Explanatory Memorandum attached to this Notice.

2. Material accompanying this notice

The following materials accompany this Notice:

- (a) the Financial Report, Directors' Report and Auditor's Report, if you have elected to receive a printed copy of these reports and have not withdrawn that election;
- (b) the Explanatory Memorandum setting out details relevant to the ordinary and special business set out in this Notice; and
- (c) the Proxy Form.

3. Voting and required majority

- (a) In accordance with section 249HA of the Corporations Act for each of resolutions 1 to 3 (all inclusive) to be effective -
 - (i) each resolution must be passed at a meeting of which not less than 28 days written notice has been given (unless consent to short notice has been received); and
 - (ii) each resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on such resolution (whether in person or by proxy, attorney or representative).
- (b) On a show of hands, subject to paragraph 4 below, every Shareholder has one vote and, on a poll, every Shareholder has one vote for each Share held.

4. Notes

- (a) Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* the Company has determined that, for the purposes of the AGM, all Shares in the Company will be taken to be held by the persons registered as Shareholders at **11:00am (Melbourne time) on Sunday, 24 October 2010** (the "Effective Time").
- (b) All holders of Shares at the Effective Time are entitled to attend and vote at the AGM and may appoint a proxy for that purpose.
- (c) A proxy need not be a Shareholder of the Company.
- (d) The Proxy Form sent to you with this Notice should be used for the AGM unless you appoint your proxy online as set out in clause 5(i) below.
- (e) Each Shareholder who is entitled to cast two (2) or more votes at the AGM, may appoint two (2) proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder **does not** specify the proportion or number of that Shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.
- (f) Shareholders wishing to appoint a proxy should read the instructions on the enclosed Proxy Form carefully and then complete and return the Proxy Form to the Company by the due date and time set out in clause 5(i) below and in the Proxy Form.
- (g) Any Shareholder may appoint an attorney to act on his or her behalf. The power of attorney, or a certified copy of it, must be received by the Company as set out in clause 5(i) below.

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- (h) Any corporation which is a Shareholder of the Company may appoint a representative to act on its behalf. Appointments of representatives must be received by the Company by the methods set out in clause 5(i) below at any time before the time of the meeting, or adjourned meeting, or handed in at the meeting.
- (i) Proxies and powers of attorneys granted by Shareholders must be received by the Company by no later than **11:00am (Melbourne time) on Sunday, 24 October 2010** –
- (i) electronically, by visiting www.investorvote.com.au and following the instructions provided but a proxy cannot be appointed online if appointed under power of attorney or similar authority; or
 - (ii) the Company's share registry in Australia – Computershare Investor Services Pty. Limited, GPO Box 242, Melbourne, Victoria, 3001; or
 - (iii) by fax to the Company's share registry – fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
 - (iv) For Intermediary Online Subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.
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SLATER & GORDON LIMITED

EXPLANATORY MEMORANDUM

1 General

- 1.1 This Explanatory Memorandum contains information relevant to the business referred to in the Notice of AGM of Slater & Gordon Limited (the "**Company**") which it accompanies and **should be read carefully by Shareholders prior to the AGM.**
- 1.2 All capitalised terms used in this Explanatory Memorandum have the meanings set out in the Glossary of Terms located at the end of this document.
- 1.3 Further details relating to each of the resolutions is set out below.

2 Ordinary Business

2.1 Item 1 - Financial Reports

As required by the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the AGM. While this item of business does not require a formal resolution to be put to Shareholders, the Chair will give Shareholders a reasonable opportunity to raise questions on these reports at the AGM.

A copy of the Financial Report, Directors' Report and Auditor's Report is available on the Company's website, www.slatergordon.com.au/pages/reports_presentations.aspx.

In accordance with the Corporations Act, the Chair will also allow time during the AGM for Shareholders to orally put questions to the Auditor. If a Shareholder wishes to put written questions to the Auditor, a Shareholder is entitled to submit questions relevant to the content of the Auditor's report or the conduct of the audit, in writing, to the Company, up to five business days prior to the AGM. The Company will pass the questions on to the Auditor prior to the AGM. The Auditor may, but is not obligated to, answer any written or oral questions that are put to it by Shareholders.

2.2 Item 2: Remuneration Report

The Remuneration Report (which forms part of the Directors' Report) is required to include discussion on a number of issues relating to remuneration policy and its relationship to the Company's performance.

As required under the Corporations Act, a resolution will be put to Shareholders to adopt the Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Board.

2.3 Items 3(a) and (b): Re-election of Directors

Mr Raymond John Skippen, aged 62, joined the Board as a non-executive director and member of the Audit, Compliance and Risk Management committee in May 2010.

John has over 30 years experience as a chartered accountant and is the former Finance Director of Harvey Norman Holdings Ltd. He has extensive public company experience and is currently a Non-Executive Director for Flexigroup Ltd, Supercheap Auto Group Ltd and Briscoe Group Ltd (NZ).

Mr Kenneth John Fowlie, aged 42 joined the Board in July 2003 as an executive director. Ken was last re-elected as director at the general meeting of shareholders on 23 November 2007.

Ken has over 15 years experience as a legal practitioner and is currently the General Manager of the Commercial and Project Litigation practice of Slater & Gordon. His extensive litigation experience includes claims for sufferers of asbestos related illness (including acting for the ACTU and asbestos support groups in negotiations with James Hardie), claims on behalf of former clients of Storm Financial and other large, multi-party group and representative actions. Ken has also taken a lead role in establishing Slater & Gordon's presence in New South Wales.

Further information about the Directors can be found in the Directors' Report which accompanies and forms part of the Company's Financial Report.

3 Directors' approval

On 3 September 2010 the Company's Directors unanimously resolved to put the resolutions to the Shareholders of the Company. The Directors also unanimously resolved to issue this Explanatory Memorandum to Shareholders, together with the Notice of AGM.

GLOSSARY OF TERMS

AGM	means the Annual General Meeting of the Company to be held at 11.00am (Melbourne time), Tuesday 26 October 2010.
Auditor	means Pitcher Partners.
Auditor's Report	means the report of the Auditor regarding its audit of the Company accompanying the Notice of AGM.
Board	means the board of Directors of the Company.
Chair	means the individual acting as chairman of the AGM.
Company	means Slater & Gordon Limited (ACN 097 297 400).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the report of the Directors of the Company accompanying the Notice of AGM.
Explanatory Memorandum	means this memorandum which provides details of the business to be heard at the AGM.
Financial Report	means the annual financial report of the Company for the year ending on 30 June 2010 that accompanies the Notice of AGM.
Notice of AGM	means the notice of the Annual General Meeting of the Company accompanying this Explanatory Memorandum (and the term "Notice" has the same meaning).
Remuneration Report	means the remuneration report of the Company that forms part of the Directors' Report accompanying the Notice of AGM.
Shareholder	means a holder of one or more Shares.
Shares	means fully paid ordinary shares in the capital of the Company.

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