

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 office in Victoria at Level 12, 485 La Trobe Street, Melbourne on Monday, 20 October 2014 at 2:00pm (**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 2014.

2. Remuneration Report

To receive, consider and adopt the Remuneration Report of the Company for the year ended 30 June 2014.

3. Re-election of Directors

- (a) To consider the re-election of Mr John Skippen who retires in accordance with clause 26.1 of the Company's constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election.
- (b) To consider the re-election of Mr Ian Court who retires in accordance with clause 26.1 of the Company's constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election.

Special Business

4. Financial assistance by subsidiaries in connection with Nowicki Carbone Acquisition and Schultz Acquisition

To consider, and if thought fit, pass the following resolution as a special resolution:

"That, for the purposes of and in accordance with section 260B(2) of the *Corporations Act 2001* (Cth), approval be given for financial assistance to be provided by:

- (a) All States Legal Co Pty Ltd (ACN 125 001 818); and
- (b) Schultz Toomey O'Brien Lawyers Pty Ltd (ACN 136 676 714),

in each case, as described in the Explanatory Memorandum accompanying the Notice of AGM in which this resolution is set out."

5. Previous issue of Shares

To consider, and if thought fit, pass the following resolution:

"That, for the purposes of Listing Rule 7.4, approval be given to the issue of:

- (a) 195,972 Shares, at an issue price of \$3.98 per Share, to the Pickering Vendors as partial payment of the Company acquiring the business and assets of Pickering; and

- (b) 1,261,673 Shares to Pannone and 78,213 Shares to Pannone Key Individuals, at an issue price of \$4.50 per Share, as partial payment of the Company acquiring the business and assets of Pannone,

two specialist UK law firms, in accordance with the terms of the Pickering Purchase Agreement and the Pannone Purchase Agreement as described in the Explanatory Memorandum accompanying the Notice of AGM in which this resolution is set out."

6. Future issue of Shares

To consider, and if thought fit, pass the following resolution:

"That, for the purposes of Listing Rule 7.1, approval be given to the issue of:

- (a) \$15,000,000 worth of Shares to the Nowicki Carbone Vendors and the Nowicki Key Individuals as partial payment for the Company acquiring the shares of the company that conducts the "Nowicki Carbone" legal practice; and
- (b) \$1,900,000 worth of Shares to the Schultz Vendors as partial payment for the Company acquiring the shares of the company that conducts the "Schultz Toomey O'Brien Lawyers" legal practice,

in accordance with the terms of the First Nowicki Carbone Sale Agreement, the Second Nowicki Carbone Sale Agreement and the Schultz Sale Agreement as described in the Explanatory Memorandum accompanying the Notice of AGM in which this resolution is set out."

7. S&G Equity Incentive Plan (EIP) Approval

To consider, and if thought fit, pass the following resolution:

"That approval be given for the establishment of the EIP, as described in the Explanatory Memorandum, and issues under the EIP for all purposes, including ASX listing rule 7.2 exception 9."

8. S&G Share Incentive Plan (SIP) Approval

"That approval be given for the establishment of the SIP, as described in the Explanatory Memorandum, and issues under the SIP for all purposes, including ASX listing rule 7.2 exception 9."

9. Issue of EIP Shares to Directors

To consider, and if thought fit, pass each of the following resolutions as a separate resolution:

- (a) Managing Director - Mr Andrew Grech

"That:

- (i) for the purposes of ASX listing rule 10.14, approval be given to the grant of 40,000 Performance Rights to the Managing Director, Mr Andrew Grech, under the EIP, in accordance with the terms of the EIP as described in the Explanatory Memorandum; and
- (ii) for the purposes of section 200E of the Corporations Act, approval be given in specified circumstances for the pro rata vesting of the Performance Rights granted to Mr Grech in the event of cessation of his employment as described in the Explanatory Memorandum."

(b) Executive Director - Mr Ken Fowlie

“That:

- (i) for the purposes of ASX listing rule 10.14, approval be given to the grant of 16,000 Performance Rights to Mr Ken Fowlie, an executive director, under the EIP, in accordance with the terms of the EIP as described in the Explanatory Memorandum; and
- (ii) for the purposes of section 200E of the Corporations Act, approval be given in specified circumstances for the pro rata vesting of the Performance Rights granted to Mr Fowlie in the event of cessation of his employment as described in the Explanatory Memorandum.”

By Order of the Board



Kirsten Morrison
Company Secretary
15 September 2014

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 - Corporations Act**

- (a) In accordance with section 249HA of the Corporations Act for each of **resolutions 2 to 9(a) and 9(b)** (all inclusive) to be effective, not less than 28 days written notice has been given and:
 - (i) in the case of **resolutions 2, 3(a), 3(b), 5, 6, 7, 8, 9(a) and 9(b)** - each resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney or representative); and
 - (ii) in the case of **resolution 4** - the resolution must be passed by at least 75% of all the votes cast by Shareholders entitled to vote on the resolution (whether in person or by proxy, attorney or representative).

- (b) Subject to paragraphs 3(c) and 3(d) and clause 4 below, on a show of hands every Shareholder has one vote and, on a poll, every Shareholder has one vote for each Share held.
- (c) In accordance with the Corporations Act, a member of the Company's Key Management Personnel ("KMP") and closely related parties of a KMP, whose remuneration is included in the Remuneration Report, will not be eligible to vote on **resolution 2**, and a KMP and closely related parties of a KMP will not be eligible to vote on **resolutions 7, 8, 9(a) and 9(b)**, except as provided in paragraph 3(d) below.
- (d) A person described in paragraph 3(c) may vote on **resolutions 2, 7, 8, 9(a) and 9(b)** if the vote is not cast on behalf of a person described in paragraph 3(c), and either –
 - (i) the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
 - (ii) the person voting is the Chair of the AGM, votes as a proxy for a person who is entitled to vote, and the appointment of the Chair as proxy:
 - (A) does not specify the way the proxy is to vote on the resolutions; and
 - (B) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

4. Voting Exclusion Statement - Listing Rules

In accordance with the Listing Rules, the Company will disregard any votes cast on:

- **resolution 5** by any person who participated in the issue of those Shares;
- **resolution 6** by any person who may participate, or may obtain a benefit by participating, in the issue of those Shares (except a benefit solely in the capacity of a Shareholder if the resolution is passed); and
- **resolutions 7 and 8** by a Director (except for a Director who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- **resolutions 9(a) and 9(b)** by Mr Andrew Grech and Mr Ken Fowlie and any other Director eligible to participate in the EIP,

including, in each case, their respective associates, unless the vote is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the Chair of the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. 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 **7pm (Melbourne time) on Saturday, 18 October 2014** (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 with this Notice should be used for the AGM unless you appoint your proxy online as set out in clause 5(h) below.

- (e) Each Shareholder who is entitled to cast 2 or more votes at the AGM, may appoint up to 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) 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(h) below.
- (g) 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(h).
- (h) Proxies, powers of attorneys and company representative authorisations granted by Shareholders must be received by the Company by no later than **2pm (Melbourne time) on Saturday, 18 October 2014** –
 - (i) electronically at www.investorvote.com.au by following the instructions provided but a proxy cannot be appointed online if appointed under power of attorney or similar authority; or
 - (ii) at the Company's share registry in Australia – Computershare Investor Services Pty. Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia; or
 - (iii) by fax to the Company's share registry – fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - (iv) for Intermediary online subscribers **only** (custodians) - electronically at www.intermediaryonline.com.

Please refer to the Proxy Form accompanying this Notice for more information.

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

The Corporations Act requires that the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year be considered at 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 at www.slatergordon.com.au/investors/reports-and-presentations.

As required under the Corporations Act, the Chair will also allow time during the AGM for Shareholders to ask the Auditor questions about, and make comments on, the reports and the Company's management, business, operations, financial performance and business strategies. If a Shareholder prefers to put written questions to the Auditor, a Shareholder may 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 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 section 250R(2) of 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.

Under reforms to the Corporations Act, if 25% or more of the votes cast on this resolution are against adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action has been taken to address Shareholders' concerns at next year's annual general meeting. Depending on the outcome of next year's voting on the Company's Remuneration Report, Shareholders may be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors' Report (excluding the Managing Director) will be required to seek re-election.

Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of adopting the Remuneration Report. As stated in the Notice of AGM, each of the KMP's whose remuneration is included in the Remuneration Report and closely related parties of those KMP's are not eligible to vote on this resolution, except as stated in the Notice of AGM.

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

Mr John Skippen, aged 66, joined the Board as an independent non-executive Director on 26 May 2010 and has been the Chair of the Board since 2012.

John has over 30 years' experience as a chartered accountant and was the former Executive Finance Director of Harvey Norman Holdings Ltd. John brings to the Board extensive financial, public company and retail experience and skills in financial management, general management, mergers and acquisitions and strategy.

In addition to serving as Chair of the Board, John is a member of the Company's Audit, Compliance and Risk Management Committee and Nomination and Remuneration Committee. John is currently a non-executive director of Flexigroup Limited, Super Retail Group Ltd and Emerging Leaders Investment Ltd. Previously, John held directorship positions at Briscoe Group Limited and Mint Wireless Limited.

It has recently come to the Board's attention that John ought to have been subject to re-election at last year's annual general meeting, held on 24 October 2013, but due to an administrative oversight, the resolution to put forward his re-election as a Director was omitted. John has continued to hold office as, and act in the position of, a Director despite the oversight in respect of last year's AGM documents. Accordingly, John offers himself for re-election at this year's AGM.

Mr Ian Court, aged 66, joined the Board as an independent non-executive Director on 22 March 2007.

Ian has extensive experience as a senior executive and non-executive director in a diverse range of companies and industry sectors, including financial services, unlisted infrastructure, private equity and the property sector. Ian brings to the Board expertise and skills in finance, financial markets, business strategy, human resources, risk management and corporate governance. Ian is the Chair of the Company's Audit, Compliance and Risk Management Committee and he is also a member of the Nomination and Remuneration Committee.

Ian served as the inaugural president of the Australian Institute of Superannuation Trustees (AIST). Prior executive positions include CEO of Development Australia Funds Management Ltd (1998-2004) and Executive Chair of Cbus (1992-1998). Earlier in his career Ian was a senior industrial officer with the ACTU (1982-1992).

Ian currently serves as Non-Executive Director of AssetCo Management Pty Ltd as PPP management company for SSSR Holdings Pty Ltd (Southern Cross Station), Praeco Pty Ltd (HQ Joint Operations Command), Western Liberty Group Holdings Pty Ltd (Perth District Court Complex). He also holds pro-bono positions as Chair of ACTU Member Connect Pty Ltd and Chair of Renewable Energy Development Trust and is Chair of the IFM Investors Investor Advisory Board.

Ian previously served as Non-Executive Director of Victorian Funds Management Corporation, Epic Energy Holdings Pty Ltd, Pacific Hydro Pty Ltd, Federal Airports Corporation, Utilities of Australia Pty Ltd, Bannellong Funds Management Pty Ltd, Ecogen Holdings Pty Ltd, Australian Venture Capital Association Ltd and ISPT Pty Ltd.

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

Directors' Recommendation

The continuing Directors unanimously support the re-election of Mr John Skippen and Mr Ian Court as Directors of the Company.

3 Special Business

3.1 Item 4: Financial assistance by subsidiaries in connection with Nowicki Carbone Acquisition and Schultz Acquisition

Background

On 11 August 2014, the Company purchased all of the issued share capital of All States Legal Co Pty Ltd ("**All States**") from the Nowicki Carbone Vendors and Nowicki Key Individuals, in accordance with the First Nowicki Carbone Sale Agreement and the Second Nowicki Carbone Sale Agreement. The terms of the Nowicki Carbone Acquisition require the Company to make certain payments of the purchase price on the completion date and additional deferred payments of the purchase price, subject to the terms of the First Nowicki Carbone Sale Agreement, on or around 28 February 2016 and 28 February 2017.

On 1 September 2014 the Company purchased all of the issued share capital of Schultz Toomey O'Brien Lawyers Pty Ltd ("**Schultz**") from the Schultz Vendors, in accordance with the Schultz Sale Agreement. The terms of the Schultz Acquisition require the Company to make certain payments of the purchase price on the completion date and additional deferred payments of the purchase price at later dates.

Financial Assistance

The Company is currently a party to the Second Amended and Restated Senior Syndicated Facility Agreement, a senior syndicated facility agreement dated 10 January 2011 (as amended and restated on 26 April 2012 and 20 December 2013) ("**Facility Agreement**"), with various parties including Westpac Banking Corporation ABN 33 007 457 141 ("**Westpac**") and National Australia Bank Limited ABN 12 004 004 937 ("**NAB**").

In connection with the Facility Agreement, Westpac and NAB require that each of the Company's subsidiaries, including All States and Schultz, accede to the Facility Agreement as an Obligor (as defined in the Facility Agreement). It is common practice for large corporate groups to require their subsidiaries to become signatories and parties to the parent company's finance arrangements. Pursuant to this Facility Agreement, the Company's subsidiaries agree to guarantee the loans provided under the Finance Facility and the subsidiaries benefit from entering into the Facility Agreement as additional funds are made available to it, through the Company, for the subsidiaries' general corporate requirements.

The Company's subsidiaries, including All States and Schultz, may be required from time to time to execute or provide other documents ancillary to, or in connection with, the Facility Agreement, and any new facilities agreement and any guarantee, indemnity or securities given in connection with the Facility Agreement, and any new facilities agreement and any related document.

The entry into the Facility Agreement by All States and Schultz will constitute the giving of financial assistance within the meaning of Part 2J.3 of the Corporations Act (the “**Financial Assistance**”). We note that the Financial Assistance is subject to, and conditional upon, completion of the Nowicki Carbone Acquisition and the Schultz Acquisition and upon All States and Schultz becoming subsidiaries of the Company.

The Company is seeking approval of shareholders by a special resolution passed at a general meeting in accordance with section 260A(1) of the Corporations Act. In addition, as All States and Schultz are subsidiaries of the Company, and given that the Company is listed on the ASX, under section 260B(2) of the Corporations Act, the Financial Assistance must also be approved by a special resolution passed at a general meeting of the Shareholders of the Company.

Pursuant to, and for the purposes of, sections 260A(1) and 260B(2) of the Corporations Act, it is proposed to ask Shareholders to approve, by special resolution, the giving of the Financial Assistance.

The reason for the giving of the Financial Assistance is to enable the Company and each of its subsidiaries to effectively structure their general corporate financing requirements, and to ensure that the Company has adequate funding in place to comply with its contractual obligations to the Nowicki Carbone Vendors, in connection with the Nowicki Carbone Acquisition, and the Schultz Vendors in connection with the Schultz Acquisition.

The Financial Assistance is also a requirement of the terms of the Facility Agreement and both All States and Schultz benefit from the Facility Agreement by additional funds being made available to them (through the Company) for their general corporate requirements.

The approval of the Financial Assistance has been proposed in one single resolution because the nature of the Financial Assistance is identical, and because the provision of the Financial Assistance is necessary in order to enable the Company to fulfil and deliver upon its stated acquisition strategy in the domestic Australian legal market, being the delivery of continual revenue growth from its Australian personal injury law practice and building businesses of scale in key areas of general law.

Shareholder approval

Shareholders are asked to pass this resolution as a special resolution pursuant to section 260B(2) of the Corporations Act.

Directors’ Recommendation

The Directors unanimously recommend Shareholders vote in favour of the resolution relating to the Financial Assistance set out in the Notice of AGM.

3.2 Item 5: Previous issue of Shares

Background

Resolution 5 seeks Shareholder approval to the previous issue of a total of 1,535,858 Shares made to various parties over the past 12 months in connection with certain acquisitions made by the Company and Slater & Gordon UK LLP, as described below.

Acquisitions

On 24 October 2013 the Company and Slater & Gordon UK LLP entered into the Pickering Acquisition. The parties agreed that the consideration of approximately £2,500,000 would be satisfied by a combination of Shares and cash.

On 31 October 2013, the Company issued 195,972 Shares, at an issue price of \$3.98 per Share, to the Pickering Vendors. The issue price for the Pickering Shares was calculated on the cash equivalent consideration divided by the volume weighted average price of Shares traded on ASX during the 20 business days immediately preceding (but excluding) the date that is five business days prior to 29 November 2013. The Pickering Acquisition completed in late November 2013.

On 28 November 2013 the Company and Slater & Gordon UK LLP entered into the Pannone Acquisition. The parties agreed that the consideration of approximately £33,000,000 would be satisfied by a combination of Shares (to the value of £7,500,000) and cash (£25,500,000).

On 17 February 2014, the Company issued 1,261,673 Shares to Pannone and 78,213 Shares to Pannone Key Individuals, at an issue price of \$4.50 per share. The issue price for the Pannone Shares was calculated on the cash equivalent consideration divided by the volume weighted average price of Shares traded on ASX during the 20 business days immediately preceding (but excluding) the date that is five business days prior to 14 February 2014. The Company announced on 17 February 2014 that it has completed the Pannone Acquisition that was initially announced to the market on 28 November 2013.

No funds were raised from the issue of 195,972 Shares to the Pickering Vendors, 1,261,673 Shares to Pannone and 78,213 Shares to the Pannone Key Individuals, but rather, all of these Shares were issued as partial payment of the purchase price for the Pickering Acquisition and the Pannone Acquisition.

Further matters

The Previous Acquisition Shares rank, in all respects, equally with the Shares on issue in the Company subject to disposal restrictions under the terms of the Pickering Purchase Agreement and the Pannone Purchase Agreement.

Shareholder approval for the issue of the Previous Acquisition Shares was not required under the Listing Rules as the number of these Shares issued did not exceed 15% of the total number of Shares on issue, or agreed to be issued, in the preceding 12 month period under Listing Rule 7.1 ("**15% in 12 months limit**").

Collectively, the issue of the Previous Acquisition Shares represents 0.8% of the total number of Shares on issue, on an undiluted basis, as at the date of the Notice of AGM.

Approval for the issue of the Previous Acquisition Shares has been proposed as a single resolution because each of these share issues are consistent with, and inextricably linked to, the Company's stated acquisitions strategy of growing its personal injury and consumer law practice and strengthening its brand in the UK.

Shareholder approval

Shareholders are asked to approve this resolution pursuant to Listing Rule 7.4 to renew the Company's ability to issue further equity within the 15% in 12 months limit without seeking prior Shareholder approval. This will provide the Board with greater flexibility in the future as and when investment opportunities or other capital requirements arise.

In the event that Shareholders do not approve resolution 5, the Previous Acquisition Shares will be issued and will count towards the Company's 15% in 12 months limit, with the resultant effect that the Board may be restricted in the short term future in relation to its ability to take advantage of potential investment opportunities as its ability to issue Shares as consideration for any potential investment opportunities will be limited.

Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of resolution 5 set out in the Notice of AGM. As stated in the Notice of AGM, any vote cast in respect of this resolution by any person who participated in the issue of the Previous Acquisition Shares and their respective associates, will be disregarded, except as stated in the Notice of AGM.

3.3 Item 6: Future issue of Shares

Background

Resolution 6 seeks Shareholder approval to the future issue of a total of \$16,900,000 worth of Shares to be made to various parties in the 3 months after the date of the AGM in connection with two acquisitions to be made by the Company, as described below.

Acquisitions

On 12 August 2014 the Company announced that it had agreed to the Nowicki Carbone Acquisition and the Schultz Acquisition and that it expected to complete these acquisitions by November 2014. The Company also announced that consideration for both of these acquisitions will be satisfied by payments of \$45,200,000 in cash and \$18,800,000 (which has since been reduced to \$16,900,000) will be issued in Shares, comprising the Future Acquisition Shares. That is, no funds are being raised by the issue of the Future Acquisition Shares, but rather, these Shares are being issued as partial payment of the purchase price for the Nowicki Carbone Acquisition and the Schultz Acquisition.

The maximum number of Shares to be issued as partial payment of the purchase price for the Nowicki Carbone Acquisition and the Schultz Acquisition is not currently known. However, the formula for calculating the number of Shares to be issued to the various parties in Resolution 6 is as follows:

- (a) in relation to the Shares to be issued as partial consideration pursuant to the First Nowicki Carbone Sale Agreement - the number of Shares that are equivalent to \$13,500,000 divided by the volume weighted average price of Shares, as reasonably determined by the Company, which are traded during the 90 days prior to the completion date;
- (b) in relation to the Shares to be issued pursuant to the Second Nowicki Carbone Sale Agreement - the number of Shares that are equivalent to \$1,500,000 divided by the volume weighted average price of Shares, as reasonably determined by the Company, which are traded during the 90 days prior to the completion date; and
- (c) in relation to the Shares to be issued pursuant to the Schultz Sale Agreement - the number of Shares that are equivalent to \$1,900,000 divided by the volume weighted average price of Shares, as reasonably determined by the Company, which are traded during the 130 trading days prior to the completion date.

Pursuant to Listing Rule 7.3.3, the minimum price at which the Shares will be issued will always be at least 80% of the volume weighted average price of Shares which are traded during the 5 days prior to the completion date.

The Company will issue the:

- (d) Nowicki Carbone Shares within 7 days of completion of the Nowicki Carbone Acquisition, pursuant to the terms of the First Nowicki Carbone Sale Agreement and the Second Nowicki Carbone Sale Agreement; and
- (e) Schultz Shares as soon as practicable after completion and in accordance with the terms of the Schultz Sale Agreement,

but in any case, no later than 3 months after the date of the AGM.

Further matters

The Future Acquisition Shares will rank, in all respects, equally with the Shares on issue in the Company subject to disposal restrictions under the terms of the First Nowicki Carbone Sale Agreement, the Second Nowicki Carbone Sale Agreement and Schultz Sale Agreement.

Shareholder approval for the issue of the Future Acquisition Shares is not required under the Listing Rules as the number of the Shares to be issued will not exceed the 15% in 12 months limit.

Approval for the future issue of the Future Acquisition Shares has been proposed as a single resolution because each of these acquisitions involve the purchase of Australian legal practices by way of cash payments and an issue of Shares. The issue of the Future Acquisition Shares further advances the Company's stated acquisition strategy in the Australian legal market of delivering continued revenue growth from its Australian personal injury law practice and building businesses of scale in key areas of general law.

Shareholder approval

Shareholders are asked to approve this resolution pursuant to Listing Rule 7.1 to renew the Company's ability to issue further equity within the 15% in 12 months limit without seeking prior Shareholder approval. This will provide the Board with greater flexibility in the future as and when investment opportunities or other capital requirements arise.

In the event that Shareholders do not approve resolution 6, the Future Acquisition Shares will be issued and will count towards the Company's 15% in 12 months limit, with the resultant effect that the Board may be restricted in the short term future in relation to its ability to take advantage of potential investment opportunities as its ability to issue Shares as consideration for any potential investment opportunities will be somewhat limited.

Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of resolution 6 set out in the Notice of AGM. As stated in the Notice of AGM, any vote cast in respect of this resolution by any person who participates in the issue of the Future Acquisition Shares and their respective associates, will be disregarded, except as stated in the Notice of AGM.

3.4 Introduction - resolutions regarding new employee incentive schemes

On 11 July 2014, the Company announced that it proposed to introduce a new employee share scheme which would be presented to Shareholders for approval at the 2014 Annual General Meeting.

Resolution 7 relates to the Employee Incentive Plan, described in more detail below. That plan incorporates both broad based equity participation for eligible Australian employees, as well as key executive incentive schemes which will apply across both Australia and the UK.

Resolution 8 relates to the Share Incentive Plan, described in more detail below. That plan provides for broad based general employee equity participation for eligible UK employees.

Resolutions 9(a) and 9(b) relate to the issue of equity to the Company's Executive Directors.

3.5 Item 7: Employee Incentive Plan ("EIP")

Background

The Board has decided to discontinue the current employee share scheme (without affecting the rights of the existing participants) and to adopt the EIP. A summary of the key terms of the EIP is set out in Appendix 1, and a copy of the rules of the EIP is available upon request from the Company.

Shareholder approval of the EIP is being sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX listing rule 7.2 (exception 9), so that Shares issued in accordance with the EIP will be excluded from the calculation of the maximum number of new shares that can be issued by the Company in any 12 month period (currently 15% of shares previously on issue) for a period of three years from the date of approval.

If this Resolution 7 is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the EIP to be automatically excluded from the formula to calculate the number of securities which the Company may issue within the 15% in 12 months limit under Listing Rule 7.1 during the next three years period.

Discontinued employee share scheme

As outlined above, the Board decided to discontinue the current employee share scheme, the Employee Ownership Plan, and to adopt the EIP.

The Employee Ownership Plan was adopted by the Board in November 2006 and has not been approved at an annual general meeting since the Company was admitted to the official list of the ASX on 17 May 2007. All VCR Shares issued pursuant to the Employee Ownership Plan were offered for issue by way of various prospectuses and other disclosure documents.

32,130,375 VCR Shares have been issued pursuant to the Employee Ownership Plan since the scheme was adopted by the Board in November 2006. There are currently as at the date of this Notice of AGM 2,629,333 VCR Shares on issue. If all of these VCR Shares vest, 2,629,333 Shares will be issued which represents 1.3% of the Company's total issued capital as at the date of this Notice of AGM.

EIP terms generally

The EIP is a new employee equity plan developed to meet contemporary equity design standards and to provide the greatest possible flexibility in the design and offer choices available in the various new equity schemes. The EIP enables the Company to offer employees a range of different employee share scheme ("ESS") interests. These ESS interests or awards include options, performance rights, service rights, deferred shares, exempt shares, cash rights and stock appreciation rights.

The type of ESS interest that may be offered to employees will be determined by a number of factors, including:

- what the ESS interest is for;
- the tax jurisdiction that the employee lives and/or works in;
- the laws governing equity incentives where the employee lives and/or works; and
- the logistics and compliance costs associated with offering equity incentives where the employee lives and/or works.

Whenever Shares are acquired under the EIP, they will be acquired and held by the Company's Employee Share Trust ("EST"). The EST is governed by a trust deed ("EST Trust Deed") which outlines the rules of the EST and the responsibilities of the Trustee, the Company and participants. A copy of the EST Trust Deed is available upon request from the Company.

EIP offers in Australia will initially be for the following:

- Performance Rights under the Executive Equity Incentive Scheme ("EEIS");
- Service Rights under the Deferred Short Term Incentive Scheme ("DSTIS"); and
- Exempt Shares under the Share Save Scheme ("SGSSS").

EEIS

Pursuant to the EEIS, Performance Rights may be issued to key executives who are members of the Company's group and national executive teams ("**Executive Leaders**"). These Performance Rights will enable the relevant Executive Leader to acquire Shares for no exercise price upon vesting of the performance right, with vesting conditions to include a service condition (usually 3 years minimum) and performance conditions (usually a total shareholder return and/or earnings based outperformance). It is expected that the EEIS will enable the Shares (on settlement of the Performance Right) to be acquired from a new issue, from on-market purchases or from the reallocation of unallocated Shares under other employee share schemes.

The purpose of this offer is to provide Executive Leaders with a long term service (retention) and performance incentive and to encourage an ownership culture by all contributing executives.

Under the EEIS, in the first year of operation, it is proposed that an estimated 500,000 Performance Rights will be granted to approximately 53 executives in Australia and the UK, subject to 3 years' service and performance vesting conditions which will consist of either:

- Company TSR outperformance relative to the S&P/ASX 300 (excluding Resources) and Compound Average Growth Rate ("**CAGR**") in Earnings Per Share ("**EPS**") ("**CAGR EPS**") for Executive Leaders with group executive responsibility; or
- CAGR EPS and CAGR Earnings Before Interest Tax Depreciation and Amortisation ("**EBITDA**") in Australia or UK (as applicable) for Executive Leaders with national executive responsibility.

By way of illustration of the anticipated financial impact of this program, 500,000 Performance Rights have a gross contract value of \$3,125,000 based on the closing share price of \$6.25 for Company Shares on 26 August 2014. When this value is then subjected to an appropriate performance discount and amortised over the 3 year vesting period, the Directors consider that the likely financial impact of this program, in the first year of operation, will be approximately \$800,000.

DSTIS

Pursuant to the DSTIS, certain employees ("**Key Leaders**") may be offered an additional retention incentive. The Company expects the Key Leaders to initially be approximately 30 employees, over its Australian offices, increasing to approximately 60 in total once the DSTIS is introduced into the UK.

For Key Leaders, up to a maximum of 30% of any short term incentive ("**STI**") achieved during the 2015 financial year will be awarded in the form of Service Rights, subject to a 2 year service vesting period.

The Service Rights will not be granted until August 2015 and based on the actual short term incentives earned in the FY2015.

The number of Service Rights granted will be determined at the time as a function of:

- Actual STI amount achieved in FY2015;
- Proportion of STI to be granted as Service Rights, being 30%; and
- volume weighted average price of Company Shares traded in the 5 trading days prior to the allocation date.

The purpose of this offer is ensure the Company meets best practice remuneration standards, to encourage retention and to promote an ownership culture by all participating executives.

SGSSS

Under the SGSSS, eligible Australian employees may be offered the opportunity to acquire \$1,000 worth of Shares on a matching offer basis, tax free.

Australian resident employees with a minimum service period with the Company will be invited to receive \$500 worth of Company shares free if they agree to salary sacrifice \$500 from their pre-tax remuneration over the period from November 2014 to 30 June 2015.

Under Australian taxation regulations, companies are able to provide up to \$1,000 per annum to employees exempt from tax, subject to meeting certain specified qualifying conditions.

A matching offer arrangement has been proposed for the initial grant to encourage a shared interest in Company by all employees to encourage broad based equity participation, allow access to the taxation concession available, but to ensure that the cost of the program is acceptable.

The key relevant conditions of the SGSSS are that:

- the offer will be made to employees who meet a minimum service period and minimum performance expectations;
- Shares that are acquired cannot be forfeited;
- Shares that are acquired must be held for 3 years from the date of acquisition or until cessation of employment if within 3 years; and
- a participant's taxable income must not exceed \$180,000 p.a. in order to be entitled to the tax benefit.

Shares under the SGSSS, once granted, cannot be forfeited. Shares may be held subject to a holding lock whilst the participant remains an employee, in accordance with the rules of the Plan and the offer made to participants.

Offers will be made to approximately 800 Australian employees. If the take-up rate is 50%, the cost to the Company will be approximately \$200,000. The Company's remuneration consultants have indicated that a take-up rate of between 25% and 50% is likely. If Shares are issued to satisfy the offer for both the company and the employees contribution, 64,000 Shares would be issued (based on a Company share price of \$6.25 on 26 August 2014).

Shareholder approval

Shareholders are asked to approve, pursuant to Listing Rule 7.2 exception 9, the prospective issue of securities under the EIP on terms which are substantially similar to the material terms outlined above and in this paragraph of the Explanatory Memorandum to renew the Company's ability to issue further equity within the 15% in 12 months limit without seeking prior Shareholder approval.

Directors' Recommendation

The Directors, other than Mr Grech and Mr Fowlie, because of their respective interests in the EEIS, recommend Shareholders vote in favour of resolution 7 set out in the Notice of AGM. As stated in the Notice of AGM, any vote cast in respect of this resolution by a Director or a member of KMP and their respective associates, will be disregarded, except as stated in the Notice of AGM.

3.6 **Item 8: Slater & Gordon Share Incentive Plan (“SIP”)** **Background**

Shareholder approval of the SIP is being sought for all purposes under the Corporations Act and under the ASX Listing Rules, including ASX listing rule 7.2 (exception 9), so that any Shares issued under the SIP will be excluded from the calculation of the maximum number of new shares that can be issued by the Company in any 12 month period (currently 15% of shares previously on issue) for a period of three years from the date of approval.

If this Resolution is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the SIP to be automatically excluded from the formula to calculate the number of securities which the Company may issue within the 15% in 12 months limit under Listing Rule 7.1 during the next three years period.

A summary of the key terms of the SIP is set out in Appendix 2 and a copy of the rules of the SIP is available upon request from the Company.

SIP terms generally

The SIP is a new employee equity plan developed to meet the special taxation and regulatory standards relevant to a tax concessional general employee equity participation plan for general employees in the UK.

The SIP enables the Company to offer UK employees an equity interest in the Company on similar terms to Exempt Shares under the EIP in Australia. The rules of the SIP provide a full description of the plan and are available upon request from the Company.

Whenever Shares are required under the SIP, they will be acquired and held by the SIP trust maintained for this purpose under UK law. A copy of the SIP trust deed is available upon request from the Company.

The SIP will be registered with HM Revenue & Customs in the UK and operate as a tax favoured share incentive plan for UK based employees.

The SIP comprises the following elements and the Board may decide which elements to offer to eligible employees:

- Shares which may be allocated to an employee (“**Free Shares**”). The market value of Shares allocated to any employee in any tax year may not exceed £3,600 or such other limit as may be permitted by the relevant legislation. Shares may be allocated to employees equally, on the basis of salary, length of service or hours worked, or on the basis of performance, as permitted by legislation.
- Shares an employee may purchase out of their pre-tax earnings (“**Partnership Shares**”). The market value of Partnership Shares which an employee can agree to purchase in any tax year may not exceed £1,800 (or 10% of the employee’s salary, if lower), or such other limit as may be permitted by the relevant legislation. The funds used to purchase Partnership Shares will be deducted from the employee’s pre-tax salary. Salary deductions may be made on a lump sum basis or else the Company may set a minimum monthly deduction (which may not be greater than £10) where Shares will be acquired on behalf of employees within 30 days after each deduction at the market value of the Shares on the date they are acquired. Alternatively, deductions can be accumulated during any accumulation period of up to 12 months. In this case, Shares will be acquired on behalf of employees within 30 days after the end of the accumulation period at the market value indicated by the Board at the date of invitation, being either the market value at beginning or the end of the accumulation period, or the lower of the two.

- Free Shares which may be allocated to an employee who purchases Partnership Shares (“**Matching Shares**”). The Board may allocate Matching Shares to an employee who purchases Partnership Shares up to a maximum of two Matching Shares for every one Partnership Share purchased (or such other maximum ratio as may be permitted by the relevant legislation). The same Matching Share ratio will apply to all employees who purchase Partnership Shares under the SIP on the same occasion.
- Shares acquired by employees from the re-investment of any dividends paid on their Free Shares, Partnership Shares or Matching Shares should the Board allow it (“**Dividend Shares**”). There is no statutory limit on the amount of dividends that may be used to purchase Dividend Shares, although the Company may set its own limit from time to time.

The Company may, in its discretion, either issue new Shares or cause existing Shares to be acquired for transfer to participants, or a combination of both alternatives, to satisfy the Company’s obligations to deliver Shares to eligible employees under the SIP.

Initial grants under the SIP

Further to the ASX announcement of 11 July 2014, subject to approval by Shareholders of Item 7, the Company intends to offer Matching Shares and Partnership Shares under the SIP in accordance with the terms outlined below.

The Company will invite UK resident employees with a minimum service period with the Company and who meet performance expectations to receive one Matching Share free for each Partnership Share if they agree to purchase £375.00 worth of Partnership Shares from their pre-tax remuneration over the period from November 2014 to March 2015.

The matching offer arrangement has been proposed for the initial grant to encourage a shared interest in the Company by all employees to encourage broad based equity participation, allow access to the taxation concession available and to ensure that the cost of the program is acceptable.

Under this initial grant, the Matching Shares and Partnership Shares will not be subject to forfeiture once granted, but they will be subject to a 3 year holding lock whilst the participant remains an employee of the Company.

The offer will be made to approximately 800 UK employees. If the take-up rate is 50%, the cost to the Company will be approximately £150,000 (or approximately \$267,000 based on an exchange rate of £1:\$0.56). The Company’s independent advisers have indicated that a take-up rate of between 25% and 50% is likely. If Shares are issued to satisfy the offer for both the Matching Share and Partnership Share components, then approximately 85,000 Shares would be issued (based on the closing share price of \$6.25 for Company Shares on 26 August 2014).

Shareholder approval

Shareholders are asked to approve, pursuant to Listing Rule 7.2 exception 9, the prospective issue of securities under the SIP on terms which are substantially similar to the material terms outlined above in this paragraph of the Explanatory Memorandum to renew the Company's ability to issue further equity within the 15% in 12 months limit without seeking prior Shareholder approval.

Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of resolution 8 set out in the Notice of AGM. As stated in the Notice of AGM, any vote cast in respect of this resolution by a Director or member of KMP and their respective associates will be disregarded, except as stated in the Notice of AGM.

3.7 Item 9: Issue of EIP Shares to Directors

Background

Resolution 9 seeks Shareholder approval for the granting of:

- a) 40,000 Performance Rights to the Managing Director, Mr Andrew Grech, under the EIP; and
- b) 16,000 Performance Rights to Mr Ken Fowlie, an Executive Director, under the EIP,

as well as Shareholder approval for the pro rata vesting of the Performance Rights granted to Mr Grech and to Mr Fowlie, in the event that Mr Grech or Mr Fowlie cease their employment in certain circumstances.

Why Shareholder approval is being sought

ASX Listing Rule 10.14 states that a listed company must not permit a Director to acquire securities under an employee incentive scheme without Shareholder approval, by ordinary resolution. The purpose of resolutions 9(a) and 9(b) is to have Shareholders approve the proposed grant of Performance Rights to the Company's Managing Director, Mr Andrew Grech, and to an executive director, Mr Ken Fowlie, pursuant to the Company's new long term incentive scheme, the EEIS.

Performance hurdles will apply to the Performance Rights, as outlined in Appendix 1 and further below.

More information about the EIP and the EEIS are contained in this Explanatory Memorandum under Item 7.

In addition, the Company seeks Shareholder approval pursuant to section 200E of the Corporations Act for the pro rata vesting of the Performance Rights granted to each of Mr Grech and Mr Fowlie in the event that Mr Grech or Mr Fowlie cease to be employed by the Company in limited circumstances, as specified in the terms of their invitations. These circumstances include redundancy, death or permanent disability.

Under sections 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies. The term "benefit" may include the pro rata vesting of Performance Rights in the limited circumstances outlined above, where Mr Grech or Mr Fowlie cease to be employed by the Company. This pro rata vesting of Mr Grech's and Mr Fowlie's Performance Rights, in those circumstances, may amount to the giving of a termination benefit requiring Shareholder approval, and as such, approval is sought for these purposes.

The number of Performance Rights that may vest on cessation of Mr Grech or Mr Fowlie's employment can be calculated by:

$$\frac{(\text{Date of Grant} - \text{Date of termination}) (\text{in days})}{(\text{Date of Grant} - \text{Intended Vesting Date}) (\text{in days})} \times \text{No. of Performance Rights held on cessation}$$

The value of the Performance may be affected by:

- the market price of Company Shares at the time the employment ceases;
- the performance against the performance hurdles at the time the employment ceases;
- the part of the service period has elapsed at the time the employment ceases; and
- the number of Performance Rights and Service Rights that lapse on cessation of employment.

Long term incentive arrangements and the grant of Performance Rights and Service Rights to Mr Grech and Mr Fowlie

In accordance with the Company's existing policies relating to remuneration which apply to all of the Company's executives, Mr Grech and Mr Fowlie have been reviewed under the Company's performance review process. The outcome of that review was that the Company should issue Performance Rights and Service Rights, pursuant to the Company's EEIS and DSTIS, to both Mr Grech and Mr Fowlie. As outlined previously, Shareholder approval must be sought, in accordance with ASX Listing Rule 10.14, for the grant of these Performance Rights to both Mr Grech and Mr Fowlie.

The remuneration arrangements for Mr Grech and Mr Fowlie are based on the Company's 'Total Annual Reward' ("TAR") framework. TAR seeks to provide fair and appropriate rewards, comprised of fixed and 'at risk' elements, and this is designed to attract, retain and motivate employees. The provision of Performance Rights under the EEIS comprises a substantial component of their 'at risk' remuneration.

The Non-executive Directors of the Remuneration Committee have concluded that the remuneration packages for Mr Grech and Mr Fowlie (including the proposed grants of Performance Rights) are reasonable and appropriate having regard to the circumstances of the Company and Mr Grech and Mr Fowlie's duties and responsibilities.

Maximum number of Performance Rights to be issued to Mr Grech and Mr Fowlie

If Shareholder approval is granted, the maximum number of Performance Rights that may be granted to Mr Grech and to Mr Fowlie is 56,000, and based on the closing share price of \$6.25 for Company Shares on 26 August 2014, before any performance discounts, the value of these Performance Rights would be \$350,000.

Price of Performance Rights

The Performance Rights will be granted at no cost to Mr Grech and Mr Fowlie. Once the performance hurdles are met (or waived), the Performance Rights will be exercisable at nil cost.

Importantly, no value will be received by either Mr Grech or Mr Fowlie if the Performance Rights lapse prior to the vesting date.

Number of equity incentives issued under the EIS, persons entitled to participate in the EEIS, the date that the Company will grant these equity securities and loans

The Company has not previously issued or granted any securities under the EIP. Currently, only Executive Directors, being Mr Grech and Mr Fowlie, are eligible to participate in the EEIS.

Subject to shareholder approval, it is anticipated that the Performance Rights will be granted to Mr Grech and Mr Fowlie shortly after the AGM to coincide with the issue of long term incentive grants to other Company executives. Irrespective of these intentions, Performance Right grants approved by shareholders under this resolution will be issued within 12 months of the date of this Meeting.

Finally, no loan will be provided by the Company in relation to the grant or exercise of the Performance Rights proposed to be issued to Mr Grech and Mr Fowlie.

Conditions and Hurdles

The vesting date for the Performance Rights granted to Mr Grech and Mr Fowlie will be 30 September 2017. The vesting conditions for these Performance Rights will depend on the Directors meeting the Service Vesting Condition and on the Company meeting the Performance Vesting Conditions (collectively referred to as the vesting conditions).

The Directors will meet the Service Vesting Condition if they are continuously employed, in their current positions as Directors, from the grant date of the Performance Rights until 31 August 2017.

There are two Performance Vesting Conditions.

TSR Outperformance Hurdle

Up to 50% of the Performance Rights granted to Mr Grech and Mr Fowlie will vest if the Company's TSR achieves the following percentile ranking against the constituent companies within the S&P/ASX 300 Index (excluding resources) over the period commencing on 1 September 2014 and ending on 31 August 2017 ("TSR Outperformance Hurdle"):

Percentile Ranking	Number of Performance Rights to vest:
Less than the 50th percentile:	None
At or above the 50th percentile:	50% (Straight line interpolation between 50th and 75th percentile)
At or above the 75th percentile:	100%

The specific TSR methodology will be determined by the Board.

CAGR EPS Hurdle

Up to 50% of the Performance Rights granted to Mr Grech and Mr Fowlie will vest if the Company achieves the following CAGR in EPS over the financial years ending 30 June 2015, 2016 and 2017:

CAGR in EPS	Number of Performance Rights to vest:
Less than 10.00% per annum:	None
At least 10.00% per annum:	50% (Straight line interpolation between 10% and 15% p.a.)
At least 15.00% per annum:	100%

The Base Year EPS is 30.3 cents (2014 Basic EPS). EPS is defined as basic EPS as published in the Company's financial statements. The specific EPS methodology will be determined by the Board.

Any Performance Rights which fail to meeting the Vesting Conditions before the Vesting Date shall immediately lapse.

Other Conditions

Unvested Performance Rights may, in certain circumstances, vest early in accordance with the terms of the EIP Rules, and any Leaver's Policy that may apply from time to time, as approved by the Board.

Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Share Trading Policy. Participants are specifically prohibited from hedging their Company share price exposure in respect of their Performance Rights during the vesting period.

If, in the Board's opinion, Mr Grech or Mr Fowlie have acted fraudulently or dishonestly or are in breach of their material obligations to the Company, the Board may determine that any or all of their Performance Rights which have not yet vested, lapse.

Directors' Recommendation

The Directors, other than Mr Grech and Mr Fowlie (because of their respective interests in the EEIS), recommend Shareholders vote in favour of resolutions 9(a) and 9(b) set out in the Notice of AGM. As stated in the Notice of AGM, any vote cast in respect of this resolution by a member of KMP or any person who participates in the issue of the Performance Rights, and their respective associates, will be disregarded, except as stated in the Notice of AGM.

4 Directors' approval

On 12 September 2014 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 2:00pm (Melbourne time) on Monday, 20 October 2014.
All States	has the meaning given to that term in paragraph 3.1 of this Explanatory Memorandum.
ASX	means ASX Limited ACN 008 624 691.
Auditor	means Pitcher Partners.
Auditor's Report	means the report of the Auditor regarding its audit of the Company, and its controlled entities, accompanying the Notice of AGM.
Board	means the board of Directors of the Company.
CAGR	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
CAGR EPS	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum..
Chair	means the individual acting as chairperson of the AGM.
Company	means Slater & Gordon Limited ABN 93 097 297 400.
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.
Dividend Shares	has the meaning given to that term in paragraph 3.6 of this Explanatory Memorandum.
DSTIS	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
EBITDA	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
EEIS	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
EES	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
EIP	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.

Employee Ownership Plan	means the ownership plan adopted by the Board in November 2006, as amended from time to time, pursuant to which employees were provided with the opportunity to subscribe for VCR Shares.
EPS	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
ESS	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
EST	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
EST Trust Deed	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
Executive Leaders	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
Exempt Shares	means a Share to be issued for no consideration or at an issue price which is a discount to the market price, in accordance with the terms of the EIP.
Explanatory Memorandum	means this memorandum which provides details of the business of the AGM.
Facility Agreement	has the meaning given to that term in paragraph 3.1 of this Explanatory Memorandum.
Financial Assistance	has the meaning given to that term in paragraph 3.1 of this Explanatory Memorandum.
Financial Report	means the annual financial report of the Company, and its controlled entities, for the year ending on 30 June 2014 that accompanies the Notice of AGM.
First Nowicki Carbone Sale Agreement	means the agreement dated 11 August 2014 between the Company and, amongst others, the Nowicki Carbone Vendors, in connection with the Nowicki Carbone Acquisition.
Free Shares	has the meaning given to that term in paragraph 3.6 of this Explanatory Memorandum.
Future Acquisition Shares	means each of the Nowicki Carbone Shares and the Schultz Shares.
Key Leader	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.

Key Management Personnel	has the meaning given to that term in the Corporations Act and generally includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including a Director (and the term " KMP " has the same meaning).
Listing Rules	means the listing rules of ASX, as amended from time to time.
Matching Shares	has the meaning given to that term in paragraph 3.6 of this Explanatory Memorandum.
NAB	has the meaning given to that term in paragraph 3.1 of this Explanatory Memorandum.
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).
Nowicki Carbone Acquisition	means the acquisition of the shares of All States Legal Co Pty Ltd (ACN 125 001 818), the company that carries on the legal services practice under the name "Nowicki Carbone" as announced on 12 August 2014.
Nowicki Carbone Shares	means \$15,000,000 worth of Shares issued to the Nowicki Carbone Vendors and the Nowicki Key Individuals with an issue price to be calculated based on the volume weighted average price of Shares traded on ASX during the 90 days prior to the completion date specified in the First Nowicki Carbone Sale Agreement and the Second Nowicki Carbone Sale Agreement.
Nowicki Carbone Vendors	means Moray Group Pty Ltd ACN 146 509 220 atf The Nunzio Tartaglia Family Trust, JK Law Pty Ltd ACN 158 363 190 atf the Karantzis Family Trust, Joeman Holdings Pty Ltd ACN 111 597 525 atf the A & A Carbone Family Trust and Aimimi Pty Ltd ACN 155 831 860 atf the Maffia Family Trust.
Nowicki Key Individuals	means the sellers of the alphabet class shares in All States as defined in the Second Nowicki Carbone Sale Agreement.
Pannone	means Pannone LLP (registered in England and Wales under number OC317202).
Pannone Acquisition	means the acquisition of Pannone, a leading UK consumer law firm based in Manchester, by Slater & Gordon UK as announced on 28 November 2013.
Pannone Key Individuals	means the individuals that are 'transferring key individuals' as defined in the Pannone Purchase Agreement, being key employees that are identified, prior to completion, as being key to Pannone.
Pannone Purchase Agreement	means the agreement dated 28 November 2013 between the Company and, amongst others, Pannone and the Pannone Key Individuals, in connection with the Pannone Acquisition.

Pannone Shares	means a total of 1,339,886 Shares at an issue price of \$4.50 per Share on 17 February 2014, comprising an issue of 1,261,673 Shares to Pannone and an issue of 78,213 Shares to Pannone Key Individuals.
Partnership Shares	has the meaning given to that term in paragraph 3.6 of this Explanatory Memorandum.
Performance Right	means a right to be issued a Share for nil exercise price at a point in the future, subject to meeting specified performance, time (service) and/or other conditions.
Pickering	means John Pickering and Partners LLP (registered in England and Wales under number OC320775).
Pickering Acquisition	means the acquisition of Pickering, a specialist UK asbestos litigation firm, by Slater & Gordon UK as announced on 24 October 2013.
Pickering Purchase Agreement	means the agreement dated 24 October 2014 between the Company and, amongst others, Pickering and the Pickering Vendors, in connection with the Pickering Acquisition.
Pickering Shares	means 195,972 Shares at an issue price of \$3.98 per Share on 31 October 2013 issued to the Pickering Vendors.
Pickering Vendors	means Paul Glanville, Carol Ann Hepworth, Ruth Davies, Neil Fisher, Kevin Johnson and Fozia Hussain.
Previous Acquisition Shares	means each of the Pickering Shares and the Pannone Shares.
Remuneration Report	means the remuneration report of the Company that forms part of the Directors' Report accompanying the Notice of AGM.
Schultz	has the meaning given to that term in paragraph 3.1 of this Explanatory Memorandum.
Schultz Acquisition	means the acquisition of the shares of Schultz Toomey O'Brien Lawyers Pty Ltd (ACN 136 676 714), the company that carries on the legal services practice under the name "Schultz Toomey O'Brien Lawyers," as announced on 12 August 2014.
Schultz Sale Agreement	means the agreement dated 1 September 2014 between the Company and, amongst others, the Schultz Vendors, in connection with the Schultz Acquisition.
Schultz Shares	means \$1,900,000 worth of Shares issued to the Schultz Vendors with an issue price to be calculated based on the volume weighted average price of Shares traded on ASX during the 20 business days prior to 12 August 2014.

Schultz Vendors	means Travis Schultz atf Schultz Family Trust, Toomey Holdings Pty Ltd ACN 108 067 992 atf The Toomey Family Trust, Michael William Callow atf the MW & DM Callow Family Trust and Shanbec Pty Ltd ACN 137 258 336 atf The Shane Crew Family Trust.
Second Nowicki Carbone Sale Agreement	means the agreement between the Company and the Nowicki Key Individuals, in connection with the Nowicki Carbone Acquisition.
Service Right	means a right to be issued a Share for nil exercise price upon the satisfaction of specified vesting conditions, being the continued employment of the relevant employee.
SIP	has the meaning given to that term in paragraph 3.6 of this Explanatory Memorandum.
SGSSS	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
Slater & Gordon UK	means Slater & Gordon (UK) LLP, registered in England and Wales under number OC371153, a wholly owned subsidiary of the Company.
Shareholder	means a holder of one or more Shares.
Shares	means fully paid ordinary shares in the capital of the Company.
STI	has the meaning given to that term in paragraph 3.5 of this Explanatory Memorandum.
TAR	has the meaning given to that term in paragraph 3.7 of this Explanatory Memorandum.
Trustee	means AET Structured Finance Services Pty Limited ACN 106 424 088.
TSR	means the return to a shareholder measured as the percentage increase in share price plus dividends reinvested as at the ex-dividend date.
TSR Outperformance Hurdle	has the meaning given to that term in paragraph 3.6 of this Explanatory Memorandum.
UK	means the United Kingdom.
VCR Shares	means vesting, convertible, redeemable shares issued to Company employees under the Employee Ownership Plan.
Westpac	has the meaning given to that term in paragraph 3.1 of this Explanatory Memorandum.

Appendix 1 - Summary of EIP Key Terms and Key Policy Settings

Eligibility	The Board has the discretion to determine which employees are eligible to participate in the EIP. The definition of employee under the rules of the EIP includes any full time or permanent part time employee or officer or director of the Company or any related body corporate of the Company.
Vesting conditions	The vesting of any securities issued under the EIP, excluding Exempt Shares and Stock Appreciation Rights, may be conditional on the satisfaction of performance and/or service conditions as determined by the Board and advised to the employee in the individual's offer documents.
Exercise of securities	Vested securities issued under the EIP will not automatically trigger the exercise of the securities, but a participant will be entitled to exercise in accordance with the terms contained in the invitation to the individual.
Price	Securities issued under the EIP may be issued at no cost to the participants. Options may be subject to payment of an exercise price by the participant which is determined by the Board and advised to the participant in the individual's offer documents.
Lapse/forfeiture	Securities issued under the EIP will lapse or forfeited on the earliest of: • any expiry date applicable to the securities; • any date which the Board determines that vesting conditions applicable to the securities are not met or cannot be met; • the participant dealing in respect of the securities in contravention of the EIP; and • the Board determining that a participant has committed an act of fraud, is ineligible to hold the office for the purposes of Part 2D.6 of the Corporations Act, or is found to have acted in a manner that the Board considers to constitute gross misconduct.
Board may elect to settle in cash	If the Board determines that it is not appropriate for tax, legal, regulatory or compliance reason to issue or transfer Shares upon satisfaction of its obligations under the plan, the Company may make a cash payment to the participant in accordance with the terms of the plan.
Waiving the restricted period	The Board may waive or shorten the restriction period applicable to securities issued under the EIP, as contained in the offer to the participant.
Change of Control	On the occurrence of a Change of Control (as defined in the rules of the EIP), the Board will determine, in its sole and absolute discretion, the manner in which vested and unvested securities issued under the EIP shall be dealt with.
Cessation of employment	All unvested securities issued under the EIP lapse immediately on termination of employment unless any Leaver's Policy applies or the Board determines otherwise depending on the circumstances.
No dealing or hedging	Dealing restrictions apply to securities issued under the EIP in accordance with the rules of the EIP and the Company's share trading policy. Participants are prohibited from hedging or otherwise protecting the value of unvested securities issued under the EIP.
Rights attaching to Shares	Shares issued under the plan will rank equally for dividends and other entitlements, be subject to any restrictions imposed under these rules and otherwise rank equally with the existing Shares on issue at the time of allotment.

Company may issue or acquire shares	Company may, in its discretion, either issue new shares or acquire shares already on issue, or a combination of both, to satisfy the Company's obligations under the EIP.
Adjustments	Prior to the allocation of shares to a participant upon vesting or exercise of securities issued under the EIP, the Board may make any adjustment it considers appropriate to the terms of securities in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action such as a capital raising or capital reconstruction.
Limits on securities issued	The number of shares that may be issued under the EIP is set with regard to the limits prescribed under ASIC Class Order 03/184 with respect to employee share scheme offers made without a prospectus. Currently these limits provide that the number of shares that may be issued, when aggregated with a number of shares issued during the previous five years from share issues under all employee share schemes established by the Company (including as a result of exercise of options to acquire shares granted to the previous five years under any such employee share scheme), must not exceed 5% of the total number of shares on issue, disregarding certain unregulated offers.
Continued operation of the plan	The plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the listing rules.

Appendix 2 - Summary of SIP Key Terms and Key Policy Settings

Eligibility	Employees of the Company and any designated participating subsidiary who are UK resident taxpayers are eligible to participate in the SIP. The Board may allow non-UK tax resident taxpayers to participate. The Board may require employees to have completed a qualifying period of employment in order to be eligible to participate, but that period must not exceed eighteen months or, in certain circumstances, six months.
Holding Period - Retention of Shares, Forfeiture and Withdrawal	<u>Free Shares and Matching Shares</u> The Trustee may award Free Shares and Matching Shares to employees, and hold those Shares on behalf of the participants. The Trustee will acquire Partnership Shares on behalf of participants and hold those Shares on behalf of the participants. Free Shares and Matching Shares must usually be retained by the Trustee for three to five years after award (the precise duration to be determined by the Board) during which the employee cannot withdraw the Free Shares or Matching Shares unless the employee leaves employment or a change of control event occurs. Free Shares and Matching Shares will not be subject to any forfeiture provisions under the SIP. <u>Partnership Shares</u> Employees can withdraw Partnership Shares from the SIP trust at any time although there may be adverse tax consequences for the employee in doing so. Once acquired, Partnership Shares are not capable of forfeiture. <u>Dividend Shares</u> Dividend Shares must be held in the SIP for three years, unless the employee leaves employment or a change of control event occurs. Once acquired, Dividend Shares are not capable of forfeiture.
Corporate events	In the event of a general offer being made to shareholders, participants will be able to direct the Trustee how to act in relation to their Shares. In the event of a corporate reorganisation, any Shares held by participants may be replaced by equivalent shares in a new holding company.
Dividends on shares held by Trustee	Any dividends paid on Shares held by the Trustee on behalf of participants may be either used to acquire additional Dividend Shares for employees or distributed to participants.
Rights attaching to Shares	An employee will be treated as the beneficial owner of Shares held on his behalf by the Trustee. Any Shares allotted under the SIP will rank equally with Shares then in issue except for rights attaching to such Shares by reference to a record date prior to their allotment.
Variation of capital	In the case of a variation of share capital of the Company, Shares held in the SIP will be treated in the same way as other Shares. In the event of a rights issue, participants will be able to direct the Trustee how to act on their behalf.

Alterations to the SIP	The Board may, at any time, amend the SIP in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, Shares to be acquired and the adjustment of awards. The requirement to obtain prior shareholder approval will not, however, apply to any minor alteration to benefit the administration of the SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control, or regulatory treatment for any participant or any company in the Company's group.
Termination	The SIP will terminate on the tenth anniversary of its adoption, or such earlier time as the Board may determine, but the rights of existing participants will not be affected by such termination. In the event of termination, no further awards will be made.
General	Awards made under the SIP are not transferable other than to the participant's personal representatives in the event of a participant's death. No benefits received under the SIP will be pensionable.
Price	Securities issued under the SIP may be issued at no cost to the participants (Free Shares or Matching Shares) or at market value (Partnership Shares) which is determined by the Board and advised to the participant in the individual's offer documents.
No dealing/hedging	Dealing restrictions apply to securities issued under the SIP in accordance with the rules of the SIP and the Company's share trading policy. Participants are prohibited from hedging or otherwise protecting the value of unvested securities issued under the SIP.
Limits on securities issued	The number of shares that may be issued under the SIP is set with regard to the limits prescribed under ASIC Class Order 03/184 with respect to employee share scheme offers made without a prospectus. Currently these limits provide that the number of shares that may be issued, when aggregated with a number of shares issued during the previous five years from share issues under all employee share schemes established by the Company (including as a result of exercise of options to acquire shares granted to the previous five years under any such employee share scheme), must not exceed 5% of the total number of shares on issue, disregarding certain unregulated offers.



ABN 93 097 297 400



19 September 2014

Dear Slater & Gordon Shareholder

Please find enclosed a Notice for the Slater & Gordon Limited 2014 Annual General Meeting, along with a Proxy Form and a copy of the Annual Report (if you elected to receive a copy).

On behalf of the Board I am pleased to invite you to attend the 2014 Annual General Meeting that is to be held at the Company's office in Victoria at Level 12, 485 La Trobe Street, Melbourne on Monday, 20 October 2014 at 2:00pm (Melbourne time).

You will note from the enclosed Notice of Annual General Meeting that there are 10 items of business to be considered, with detailed information on the items set out in the accompanying Explanatory Memorandum.

If you are unable to attend the Meeting you are encouraged to vote by appointing a proxy. This can be done by completing the personalised Proxy Form accompanying the Notice of Meeting and returning it in the enclosed envelope, or by using the online proxy platform at www.investorvote.com.au; or by faxing it to Slater & Gordon's share registry (see further details in the Notice of Meeting and Proxy Form).

The Directors thank you for your support and look forward to Slater & Gordon's continued growth over the coming years.

If you have any questions in relation to the Notice of Meeting or the Meeting please call Melanie Binghay (Tel: 03 - 9602 6929) between 9.00 am and 5.00 pm (Melbourne time) Monday to Friday.

Yours faithfully

A handwritten signature in black ink, appearing to be 'John Skippen', written over a horizontal line.

John Skippen
Chair
SLATER & GORDON LIMITED

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 2:00pm (Melbourne time) Saturday, 18 October 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**





Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark  to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Slater & Gordon Limited hereby appoint

☐

the Chairman of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Slater & Gordon Limited to be held at Level 12, 485 La Trobe Street, Melbourne Victoria on Monday, 20 October 2014 at 2:00pm (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 7, 8, 9(a) and 9(b) (except where I/we have indicated a different voting intention below) even though Items 2, 7, 8, 9(a) and 9(b) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 7, 8, 9(a) and 9(b) by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

For Against Abstain

Item 2 Remuneration Report

☐	☐	☐
--------------------------	--------------------------	--------------------------

Item 3(a) Re-election of Mr John Skippen as a Director of the Company

☐	☐	☐
--------------------------	--------------------------	--------------------------

Item 3(b) Re-election of Mr Ian Court as a Director of the Company

☐	☐	☐
--------------------------	--------------------------	--------------------------

Special Business

Item 4 Financial assistance by subsidiaries in connection with Nowicki Carbone Acquisition and Schultz Acquisition

☐	☐	☐
--------------------------	--------------------------	--------------------------

Item 5 Previous issue of Shares

☐	☐	☐
--------------------------	--------------------------	--------------------------

Item 6 Future issue of Shares

☐	☐	☐
--------------------------	--------------------------	--------------------------

Item 7 S&G Equity Incentive Plan (EIP) Approval

☐	☐	☐
--------------------------	--------------------------	--------------------------

Item 8 S&G Share Incentive Plan (SIP) Approval

☐	☐	☐
--------------------------	--------------------------	--------------------------

Item 9(a) Issue of EIP Shares to Mr Andrew Grech

☐	☐	☐
--------------------------	--------------------------	--------------------------

Item 9(b) Issue of EIP Shares to Mr Ken Fowle

☐	☐	☐
--------------------------	--------------------------	--------------------------

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 2:00pm (Melbourne time) Saturday, 18 October 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔





Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark  to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Slater & Gordon Limited hereby appoint

☐

the Chairman of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Slater & Gordon Limited to be held at Level 12, 485 La Trobe Street, Melbourne Victoria on Monday, 20 October 2014 at 2:00pm (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 7, 8, 9(a) and 9(b) (except where I/we have indicated a different voting intention below) even though Items 2, 7, 8, 9(a) and 9(b) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 7, 8, 9(a) and 9(b) by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

For Against Abstain

Item 2	Remuneration Report	☐	☐	☐
Item 3(a)	Re-election of Mr John Skippen as a Director of the Company	☐	☐	☐
Item 3(b)	Re-election of Mr Ian Court as a Director of the Company	☐	☐	☐

Special Business

Item 4	Financial assistance by subsidiaries in connection with Nowicki Carbone Acquisition and Schultz Acquisition	☐	☐	☐
Item 5	Previous issue of Shares	☐	☐	☐
Item 6	Future issue of Shares	☐	☐	☐
Item 7	S&G Equity Incentive Plan (EIP) Approval	☐	☐	☐
Item 8	S&G Share Incentive Plan (SIP) Approval	☐	☐	☐
Item 9(a)	Issue of EIP Shares to Mr Andrew Grech	☐	☐	☐
Item 9(b)	Issue of EIP Shares to Mr Ken Fowle	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

_____ / /

Date