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30 March 2015

The Manager
Market Announcements Office
ASX Limited
Level 4, Rialto North Tower
525 Collins Street
Melbourne VIC 3000

Dear Sir/Madam

SLATER & GORDON LIMITED - NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (CTH) AS MODIFIED BY ASIC CLASS ORDER 08/35

This notice is given by Slater & Gordon Limited (ACN 097 297 400) (**SGH**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (the **Act**) as notionally modified by Australian Securities and Investment Commission Class Order 08/35 (**Class Order**).

SGH has announced a fully underwritten pro rata accelerated renounceable entitlement offer (**Entitlement Offer**). Under the Entitlement Offer, eligible shareholders with a registered address in Australia, New Zealand and certain other jurisdictions are invited to subscribe for 2 ordinary shares (**New Shares**) for every 3 existing ordinary shares held as at the Record Date, being 7.00pm Thursday, 2 April 2015 (Melbourne time).

A retail offer booklet will be dispatched to eligible retail shareholders on Thursday, 9 April 2015.

SGH advises that:

- (a) the New Shares will be offered without disclosure to investors under Part 6D.2 of the Act and without a prospectus for the New Shares being prepared;
- (b) this notice is being given under section 708AA(2)(f) as notionally modified by the Class Order;
- (c) as a disclosing entity, SGH is subject to regular reporting and disclosure obligations;
- (d) as at the date of this notice, SGH has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to SGH; and
 - (ii) section 674 of the Act;

- (e) as at the date of this notice, there is no “excluded information” of the type referred to in sections 708AA(8) and 708AA(9) of the Act which is required to be disclosed under section 708AA(7)(d) of the Act; and
- (f) the potential effect that the issue of the New Shares will have on the control of SGH, and the consequences of that effect, will depend on a number of factors, including investor demand. However, given the structure of the Entitlement Offer as a pro-rata issue and the current composition of the shareholder register, the Entitlement Offer is not expected to have any material effect or consequence on the control of SGH.

Yours sincerely



Wayne Brown
Company Secretary
Slater & Gordon Limited

Important Information

This notice does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person acting for the account or benefit of any person in the United States, or in any other jurisdiction in which such an offer would be illegal. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, neither the Entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered, sold or resold to, persons in the United States or to persons who are acting for the account or benefit of a person in the United States, unless such Entitlements or New Shares have been registered under the Securities Act or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Before acting on the information, you should consider the appropriateness of the information, having regard to your objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.