

ASX Announcement

30 October 2017

Market Update: Slater and Gordon Recapitalisation

Slater and Gordon Limited (ASX:SGH) (the “**Company**”) refers to the recapitalisation proposal announced to ASX on 31 August 2017 (“**Recapitalisation**”) and the proposed settlement of the class action brought against it on behalf of Mr Matthew Hall announced to ASX on 21 September 2017 (“**Hall Proceeding Settlement**”).

As set out in the 31 August 2017 announcement and the 21 September 2017 announcement, the Recapitalisation and the Hall Proceeding Settlement are to be implemented primarily by way of two inter-conditional creditors’ schemes of arrangement under Part 5.1 of the *Corporations Act 2001* (Cth) (“**SGH Schemes**”). The Company is proposing one creditors’ scheme with its secured senior lenders to give effect to the Recapitalisation (“**Senior Lender Scheme**”) and the other scheme is between the Company and its shareholder claimants to give effect to the Hall Proceeding Settlement and to also settle all other shareholder claims against the Company (“**Shareholder Claimant Scheme**”).

Scheme Meetings

The Company is pleased to announce that the Federal Court of Australia has made orders to approve the distribution of explanatory statements in connection with the SGH Schemes (“**Explanatory Statements**”), and to permit the convening of meetings of creditors to consider and, if thought fit, to approve the SGH Schemes.

The Company will convene both creditors’ meetings on **Tuesday, 28 November 2017** at the **Marriott Hotel, Corner of Exhibition Street and Lonsdale Street, Melbourne, Australia**. The meeting for the Senior Lender Scheme will commence at **9.00am (Melbourne time)** with the meeting for the Shareholder Claimant Scheme to follow at **10.30am (Melbourne time)**.

In accordance with the orders made by the Federal Court, the Company today despatched the Explanatory Statements to the affected creditors. A copy of the Explanatory Statements is also now available on the ASX company announcements platform.

Annual General Meeting

If the relevant creditors approve each of the SGH Schemes, the implementation of the SGH Schemes will be conditional on, among other things, shareholders approving the resolution required under ASX Listing Rule 7.1 to issue shares to the secured senior lenders as part of the Senior Lender Scheme. If shareholder approval is not obtained, the SGH Schemes cannot be implemented. The Company considers that its upcoming Annual General Meeting (the “**AGM**”) is an appropriate forum to consider the resolutions related to the Recapitalisation, in addition to the ordinary business of the AGM.

The Company has sought and been granted approval from ASIC to extend the time within which the Company must hold its 2017 AGM from 30 November 2017 to 19 December 2017 (inclusive). The Company will hold its AGM on **Wednesday, 6 December 2017** at **10.00am (Melbourne time)** at the **Marriott Hotel, Corner of Exhibition Street and Lonsdale Street, Melbourne, Australia**. This extension allows the resolutions relating to the Recapitalisation to be considered at the AGM, removing the need for the Company to hold an additional shareholder meeting for this purpose.

The Notice of Meeting for the AGM, which will include an Explanatory Memorandum and an Independent Expert’s Report, will be published on the ASX today and is expected to be despatched to shareholders within the next week.

Further Information about the SGH Schemes

The Notice of Meeting for the AGM and the Explanatory Statements will also be made available on the Company’s website at <https://www.slatergordon.com.au/investors>.

Shareholders should be aware that the Explanatory Statements were prepared for the benefit of the affected creditors in the context of the SGH Schemes and therefore do not directly contemplate or address the interests of shareholders. The Notice of Meeting however is addressed to shareholders and has been prepared with their interests and information requirements in mind.

Updated Indicative Timetable

Set out below is an updated indicative timetable for the Recapitalisation.

Date*	Milestone
16 November 2017	Hall Proceeding Settlement approval hearing (the Court has indicated that it will hear argument on this date but will adjourn judgment and final orders until the Second Court hearing)
28 November 2017	Creditors' scheme meetings for the SGH Schemes
6 December 2017	AGM
14 December 2017	Second Court hearing to approve the SGH Schemes (if adjourned, also the hearing for the Hall Proceeding Settlement approval decision)
1 business day after the Second Court hearing	Effective Date of the SGH Schemes
5 business days after the Court makes orders approving the Senior Lender Scheme	Implementation Date of the Senior Lender Scheme

**Dates are indicative only and subject to change*

ENDS

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About Slater and Gordon

Slater and Gordon Limited ("Slater and Gordon Group", ASX:SGH) includes Slater and Gordon Lawyers in the United Kingdom and Australia, as well as Slater Gordon Solutions in the UK.