



Notice is given that the Annual General Meeting (AGM) of Shareholders of the Company will be held at the RACV Club, 50I Bourke Street, Melbourne on Friday, 9 November 2018 at II.30am (Melbourne time).

Purpose

The purpose of the AGM is to consider and, if thought fit, to pass the Resolutions set out below. Information on the Resolutions is set out below and in the accompanying Explanatory Memorandum (which forms part of this Notice of Meeting).

Ordinary Business

I. Financial Reports

To receive and consider the Financial Report, Directors' Report and the Auditor's Report for the financial year ended 30 June 2018.

2. Resolution I - Remuneration Report

To receive, consider and adopt the Remuneration Report of the Company for the financial year ended 30 June 2018.

Please note that the vote on Resolution I is advisory only and does not bind the Directors or the Company.

Voting Exclusion:

The Company will disregard any vote cast on Resolution I by or on behalf of:

- (a) Directors and the other members of the KMP details of whose remuneration are included in the Remuneration Report; and
- (b) Closely Related Parties of those persons,

whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote if:

- (c) it 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
- (d) it is cast by the Chair of the AGM as proxy for a person who is entitled to vote, and the Chair has received express authority to vote undirected proxies as the Chair sees fit even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

3. Re-election of Directors

Resolution 2(a) - Re-election of Michael Neilson

(a) To consider and, if thought fit, to pass the following resolution:

That Michael Neilson, who having been appointed by the Directors in accordance with clause 27.4 of the Company's constitution as a Director of the Company with effect from 25 September 2018 and who retires from office in accordance with clause 27.4 of the Company's constitution, being eligible and offering himself for re-election, is re-elected a Director.

Resolution 2(b) - Re-election of Elana Rubin

(b) To consider and, if thought fit, to pass the following resolution:

That Elana Rubin, having been appointed by the Directors in accordance with clause 27.4 of the Company's constitution as a non-executive Director of the Company with effect from 6 March 2018 and who retires from office in accordance with clause 27.4 of the Company's constitution, being eligible and offering herself for re-election, is re-elected a Director.

Resolution 2(c) - Re-election of John Somerville

(c) To consider and, if thought fit, to pass the following resolution:

That John Somerville, having been appointed by the Directors in accordance with clause 27.4 of the Company's constitution as a Director of the Company with effect from 25 September 2018 and who retires from office in accordance with clause 27.4 of the Company's constitution, being eligible and offering himself for re-election, is re-elected a Director.

Resolution 2(d) - Re-election of Jacqui Walters

(d) To consider and, if thought fit, to pass the following resolution:

That Jacqui Walters, having been appointed by the Directors in accordance with clause 27.4 of the Company's constitution as a non-executive Director of the Company with effect from 6 March 2018 and who retires from office in accordance with clause 27.4 of the Company's constitution, being eligible and offering herself for re-election, is re-elected a Director.

By Order of the Board

Michael Neilson Company Secretary 26 September 2018

Notes

I. 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 accompanying this Notice of AGM.

2. Attendance

If you are planning to attend the Meeting, please bring the Proxy Form with you and arrive prior to the start time for the Meeting to facilitate registration. Recording of the proceeding is not permitted unless authorised by Slater and Gordon.

In addition to being given a reasonable opportunity to ask questions at the Meeting, Shareholders are invited to submit questions in advance of the Meeting. They may be submitted in writing to Slater & Gordon and sent to Slater & Gordon at 485 La Trobe Street, Melbourne VIC 3000.

3. Material accompanying this notice

The following materials accompany this Notice of AGM:

- (a) the 2018 Annual Report (including the Financial Report, Directors' Report and the Auditor's Report for the financial year ended 30 June 2018), if you have elected to receive a printed copy of the 2018 Annual Report and have not withdrawn that election;
- (b) the Explanatory Memorandum setting out details relevant to the business set out in this Notice of AGM; and
- (c) the Proxy Form.

4. Voting and required majority - Corporations Act

- (a) In accordance with section 249HA of the Corporations Act for each resolution to be effective, not less than 28 days written notice must be given and 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).
- (b) On a show of hands every Shareholder entitled to vote has one vote and, on a poll, every Shareholder entitled to vote has one vote for each Share held.

5. How to Vote

You may vote by attending the Meeting in person, by proxy or by authorised representative.

6. Voting in person

Eligible Shareholders wishing to vote in person (other than under a power of attorney) should personally attend the Meeting and cast their votes.

7. How the Chairperson will vote undirected proxies

The Chairperson intends to vote undirected proxies in favour of the Resolutions. If a proxy appointment is signed or validly executed by the Eligible Shareholder, but does not name the proxy in whose favour it is given, the Chairperson of the Meeting will act as proxy provided that, if the Eligible Shareholder has not directed the proxy how to vote, the Eligible Shareholder has ticked the required box on the Proxy Form authorising the Chairperson to vote.

Slater and Gordon encourages all Eligible Shareholders who submit proxies to direct their proxy how to vote on the Resolutions.

Notes continued

8. Proxies, Powers of Attorney and Corporate Representatives

- (a) Pursuant to regulation 7.II.37 of the Corporations Regulations 200I 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 Wednesday, 7 November 2018 (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 4(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 8(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 8(h).

- (h) Proxies, powers of attorneys and company representative authorisations granted by Shareholders must be received by the Company by no later than II.30am (Melbourne time) on Wednesday, 7 November 2018 –
 - 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.

9. Additional Information

If after reading this Notice of Meeting and the accompanying Explanatory Memorandum you have any questions about the Resolutions or how to vote at the Meeting, please contact I300 393 803 from within Australia, or +6I 3 94I5 4050 if you are outside Australia.

Explanatory Memorandum

I. General

- I.I 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.
- I.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. Business

2.I 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 https://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 Resolution I: 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, Resolution I 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 or the Company.

Under the Corporations Act, if 25% or more of the votes cast on this Resolution I are against adoption of the Remuneration Report, the Company will be required to consider and report to Shareholders in next year's remuneration report on what action has been taken to address Shareholders' concerns. Depending on the outcome of next year's voting on the Company's remuneration report for next year, 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 eligible to do so vote in favour of adopting the Remuneration Report.

Explanatory Memorandum continued

2. Business continued

2.3 Resolutions Items 2(a) to (d): Re election of Directors

(a) Michael Neilson - BA LLB GAICD FGIA

Under clause 27.4 of the Company's constitution, a Director appointed to fill a casual vacancy or as an addition to the existing Directors may only hold office until the next annual general meeting of the Company and is then eligible for re-election.

Michael was appointed by the Directors in accordance with clause 27.4 of the Company's constitution as an executive Director of the Company with effect from 25 September 2018. Michael is retiring from office in accordance with clause 27.4 of the Company's constitution and is offering himself for re-election as a Director.

Michael joined Slater and Gordon in April 2018 as General Counsel and Company Secretary.

Prior to joining Slater and Gordon, Michael was at Crown Resorts Limited (ASX:CWN), where he was Group General Counsel and Company Secretary for almost ten years and, prior to that, he was General Counsel for Crown Melbourne.

From 1997 to 2004, Michael was at the Lend Lease Group where he was General Counsel and Company Secretary of General Property Trust (ASX:GPT) (which was then managed by Lend Lease) and prior to that General Counsel of Lend Lease Property Management.

Michael started his career in the commercial practice at Herbert Geer & Rundle where he spent ten years before moving in house.

Michael has a strong track record in implementing governance, legal and regulatory frameworks in complex, multinational businesses as well as deep experience managing risk and compliance in challenging environments.

Michael is Chair of the Council of Camberwell Grammar School.

(b) Elana Rubin – BA(Hons) MA FFin FAICD FIML (Independent Non-Executive Director)

Under clause 27.4 of the Company's constitution, a Director appointed to fill a casual vacancy or as an addition to the existing Directors may only hold office until the next annual general meeting of the Company and is then eligible for re-election.

Elana was appointed by the Directors in accordance with clause 27.4 of the Company's constitution as a non-executive Director of the Company with effect from 6 March 2018. Elana is retiring from office in accordance with clause 27.4 of the Company's constitution and is offering herself for re-election as a Director.

Elana has over 20 years' experience as a nonexecutive company director, across diverse sectors. She is currently a Director of Mirvac and AfterPay Touch Group, as well as a number of unlisted companies and government boards.

Elana was previously the Chair of AustralianSuper and WorkSafe Victoria, and a Director of TAC (Vic). Other previous board roles covered the financial services, insurance, infrastructure, professional services, and not-for-profit sectors.

Before becoming a full time non-executive director, Elana worked for one of the (then) largest industry funds and the ACTU. She is a member of Chief Executive Women and Women Corporate Directors International. Her career reflects an understanding of corporate social licence to operate and a deep commitment to culture, diversity, social equity and participation.

Elana is a member of the Audit and Risk Committee and the People and Culture Committee.

(c) John Somerville – BSc MBA (Fin) GDip – Applied Info Systems

Under clause 27.4 of the Company's constitution, a Director appointed to fill a casual vacancy or as an addition to the existing Directors may only hold office until the next annual general meeting of the Company and is then eligible for re-election.

John was appointed by the Directors in accordance with clause 27.4 of the Company's constitution as Managing Director of the Company with effect from 25 September 2018. John is retiring from office in accordance with clause 27.4 of the Company's constitution and is offering himself for re-election as a Director.

John joined Slater and Gordon in February 2018 as Chief Executive Officer.

John is a passionate leader with a history of building and leading successful teams that deliver strong business outcomes and people engagement, most recently as the National Managing Partner of KPMG (Advisory) Australia.

Over the last 25 years, he has developed a career advising some of Australia's largest corporations and governments combined with growing and leading businesses within KPMG.

He believes business thrives when people help others be successful. This orientation translates into delivering better outcomes for clients. He is passionate about getting the most from diversity by creating an inclusive workforce.

John's career has involved regional and global activity, including work in Europe, the US, Asia as well as Australia.

(d) Jacqui Walters – BCom (Accounting and Finance), GAICD (Independent Non-Executive Director)

Under clause 27.4 of the Company's constitution, a Director appointed to fill a casual vacancy or as an addition to the existing Directors may only hold office until the next annual general meeting of the Company and is then eligible for re-election.

Jacqui was appointed by the Directors in accordance with clause 27.4 of the Company's constitution as a non-executive Director of the Company with effect from 6 March 2018. Jacqui is retiring from office in accordance with clause 27.4 of the Company's constitution and is offering herself for re-election as a Director.

Jacqui has over 25 years' experience in delivering and leading strategy and change projects in both the public and private sector. She has international experience across many industry sectors. Her work has ranged from whole of organisation transformation and restructuring to highly specific areas such as major capital project delivery, new product introduction, professional services strategy and performance, and post-merger culture alignment.

An experienced professional services leader with over 20 years' experience working for top tier management consulting firms, she has established a number of new practices, and held leadership roles focussed on professional services growth strategies and business performance, including merger and acquisition activities. The common theme across Jacqui's broad experience is the desire to solve complex problems, create real value for her clients and build and lead powerful teams.

Jacqui is a founding partner of Era Innovation, a boutique advisory firm working with large corporates to identify, select and commercialise growth opportunities.

Jacqui is a Board Member and Chair of the Risk and Audit Committee for Building Queensland and established and Chairs the Citytrain Response Unit (oversighting the transformation of Queensland Rail and public transport in Queensland).

Jacqui is Chair of the Audit and Risk Committee.

Directors' Recommendation

The Directors unanimously support the re-election of Michael Neilson, Elana Rubin, John Somerville and Jacqui Walters as Directors of the Company, provided that Michael, Elana, John and Jacqui decline to make a recommendation in relation to their own re-election (due to their personal interest).

3. Directors' approval

On 25 September 2018 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 II.30am (Melbourne time) on Friday, 9 November 2018.

Auditor

means EY.

Auditor's Report

means the report of the Auditor regarding its audit of the Company, and its controlled entities, contained in the 2018 Annual Report of the Company accompanying the Notice of AGM.

Board

means the board of Directors of the Company.

Chair

means the individual acting as chairperson of the AGM.

Closely Related Parties

has the meaning given to that term in the Corporations Act and generally includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

Company

means Slater & Gordon Limited ABN 93 097 297 400.

Corporations Act

means the Corporations Act 2001 (Cth).

Director

means a director of the Company.

Directors' Report

means the report of the Directors of the Company contained in the 2018 Annual Report of the Company accompanying the Notice of AGM.

Explanatory Memorandum

means this memorandum which provides details of the business of the AGM.

Financial Report

means the annual financial report of the Company, and its controlled entities, for the year ending on 30 June 2018 that accompanies the Notice of AGM.

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).

Notice of AGM

means the notice of the annual general meeting of the Company accompanying this Explanatory Memorandum (and the term "**Notice**" has the same meaning).

Remuneration Report

means the remuneration report of the Company that forms part of the Directors' Report contained in the 2018 Annual Report of the Company accompanying the Notice of AGM.

Shareholder

means a holder of one or more Shares.

Shares

means fully paid ordinary shares in the capital of the Company.



Lawyers

ABN 93 097 297 400

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MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

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



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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:

Control Number: 999999

SRN/HIN: 19999999999 PIN: 99999

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 11.30am (Melbourne time) on Wednesday, 7 November 2018

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

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



MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

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



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Proxy Form

Please mark **X** to indicate your directions

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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

Contact
Daytime
Telephone
Date









Lawyers

ABN 93 097 297 400

SGHRM

MR RETURN SAMPLE 123 SAMPLE STREET SAMPLE SURBURB SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Slater & Gordon Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited GPO Box 2975 Melbourne Victoria 3001 Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Michael Neilson Company Secretary