

# SLATER & GORDON LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS GIVEN** that the Annual General Meeting (**AGM**) of Shareholders of the Company will be held on Wednesday, 18 November 2020 at 11.30am (**Melbourne time**).

The health and wellbeing of our stakeholders is very important to us. The Company is closely monitoring the impact of the coronavirus pandemic (**COVID-19**) in Australia and observing guidance from the Federal and State Governments. Due to the continuing developments in relation to COVID-19, the Company has made some changes to its approach to the AGM this year, with the health and safety of Shareholders and employees being of paramount importance. Accordingly, as a result of these extraordinary circumstances and in the interests of public health and safety, the Company's AGM will be held virtually. It is not feasible or advisable for shareholders to physically attend this year's AGM.

It is important that you have the opportunity to participate in the AGM and communicate your views to us. As detailed further in the Explanatory Memorandum, the AGM will be made accessible to Shareholders via the online platform *Lumi AGM* which will include the facility for Shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting.

These processes are set out in this Notice of Meeting and in the letter to Shareholders dated 23 September 2020.

### **How to participate in the AGM online**

Shareholders can participate in the AGM and watch the webcast online using their computer or mobile device, by entering the URL in their browser:

<https://web.lumiagm.com/340949930>

The online platform will allow Shareholders to view the meeting, vote and ask questions in real-time. Details in relation to attending the AGM are set out in the Notes below.

### **Purpose**

The business 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). The Explanatory Statement should be read in conjunction with this Notice of Meeting.

### **Ordinary Business**

#### **(1) Financial Reports**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 (**Annual Report**) together with the Directors' declaration, the Directors' report, the Remuneration Report and the Auditor's Report.

#### **(2) Resolution 1 - Remuneration Report**

To receive, consider and adopt the Remuneration Report of the Company for the financial year ended 30 June 2020.

*Please note that the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.*

Voting Exclusion:

The Company will disregard any vote cast on Resolution 1 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 in relation to how that person is to vote on the Resolution 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.

The Chair intends to vote undirected proxies (where appropriately authorised) in favour of this Resolution.

**(3) Resolution 2(a) – Re-election of James MacKenzie**

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

*That James MacKenzie, who retires from office in accordance with clause 26.1 of the Company's constitution, being eligible and offering himself for re-election, is re-elected a Director.*

**(4) Resolution 2(b) – Re-election of Merrick Howes**

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

*That Merrick Howes, who retires from office in accordance with clause 26.1 of the Company's constitution, being eligible and offering himself for re-election, is re-elected a Director.*

By Order of the Board



Michael Neilson  
Company Secretary  
23 September 2020

**NOTES:****1. Defined terms**

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

**2. Online Attendance**

Online registration will open one hour before the start of the meeting. Shareholders will need their SRN/HIN to access the meeting. Registration will require Shareholders to log on using their computer or mobile device, by entering the URL in their browser, <https://web.lumiagm.com/340949930>, and then entering their SRN or HIN.

Appointed proxies should contact the Company's share register in Australia, Computershare Investor Services Pty. Limited Pty Ltd on +61 3 9415 4024, up to one hour before the start of the meeting to receive a unique username and password to log-in. Recording of the proceeding is not permitted unless authorised by Slater & Gordon.

The Company encourages all Shareholders to participate remotely in the meeting by join the live Meeting hosted via *Lumi AGM*, which will allow Shareholders and proxyholders to view and listen to the Meeting, as well as cast direct votes (subject to the connectivity of their device). In addition to being given a reasonable opportunity to ask questions at the Meeting via the *Lumi AGM* question function, Shareholders are strongly encouraged 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 or by email to [company.secretary@slatergordon.com.au](mailto:company.secretary@slatergordon.com.au) by no later than Monday, 16 November 2020 at 11:30am (Melbourne time).

If you experience any issues registering for or accessing the Meeting via *Lumi AGM*, please contact the Company's share registry in Australia, Computershare Investor Services Pty. Limited on +61 3 9415 4024.

The Chairman will endeavour to address as many of the frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions asked. Please note that individual responses will not be sent to Shareholders.

**3. Material accompanying this Notice**

The following materials are available online at <https://www.slatergordon.com.au/investors>.

- (a) the 2020 Annual Report of the Company (including the Financial Report, Directors' Report and the Auditor's Report for the financial year ended 30 June 2020) and if you have elected to receive a printed copy of the 2020 Annual Report and have not withdrawn that election, you will receive a printed copy to the address;
- (b) the Explanatory Memorandum setting out details relevant to the business set out in this Notice of Meeting; 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 poll, every Shareholder entitled to vote has one vote for each Share held.

## 5. Voting in person

Eligible Shareholders wishing to vote at the AGM should access the meeting online using their computer or mobile device at <https://web.lumiagm.com/340949930>. The vote on each Resolution will be conducted by poll facilitated by the Lumi AGM platform and the results communicated to Shareholders and made available on the Company's website as soon as practicable after they are known.

## 6. 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 on its behalf.

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

## 7. Proxies, Powers of Attorney and Corporate Representatives

- (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 Monday, 16 November 2020 (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) 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.
- (e) 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(g) below.
- (f) 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(g).
- (g) Proxies, powers of attorneys and company representative authorisations granted by Shareholders must be received by the Company by no later than 11.30am (Melbourne time) on Monday, 16 November 2020:
- (i) electronically at [www.investorvote.com.au](http://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](http://www.intermediaryonline.com).

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

## **8. 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 1300 393 803 from within Australia, or +61 3 9415 4050 if you are outside Australia.

# SLATER & GORDON LIMITED

## EXPLANATORY MEMORANDUM

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### 1 General

- 1.1 This Explanatory Memorandum contains information relevant to the business referred to in and forms part of the Notice of Meeting of the Company which it accompanies and **should be read carefully and in its entirety 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 are set out below.

### 2 Ordinary Business

#### 2.1 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 are available on the Company's website at <https://www.slatergordon.com.au/investors>. 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, to Slater & Gordon and sent to Slater & Gordon at 485 La Trobe Street, Melbourne VIC 3000 or by email to [company.secretary@slatergordon.com.au](mailto:company.secretary@slatergordon.com.au) by no later than Monday, 16 November 2020 at 11:30am (Melbourne time). The Company will pass the questions 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 1: 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, sets out the remuneration arrangements in place for each director and for specified senior executives of the Company, and explains the differences between the bases for remunerating non-executive directors and executives, including any executive directors.

As required under section 250R(2) of the Corporations Act, Resolution 1 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 1 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 at a further 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.

## **2.3 Resolution 2(a): Re-election of James MacKenzie**

### **James MacKenzie - B.Bus, FCA, FAICD (Independent Non-Executive Director)**

James is the Chair of Slater & Gordon, having joined the organisation in December 2017.

James is an experienced Australian company director. He is currently the Chairman of Victorian Funds Management Corporation, Development Victoria and the Suburban Rail Loop Authority Advisory Board. He is also a Member of the MCG Trust.

James was previously serving as the President of the Victorian Arts Centre Trust, Chair of the Transport Accident Commission (TAC) and Worksafe Victoria, Managing Director of Funds Management and Insurance at the ANZ Banking Group, Chief Executive Officer of Norwich Union Australia, and TAC Chief Executive Officer. He has been a member of the COAG Business Advisory Forum and a previous director of VFMC.

James has a Bachelor of Business from Swinburne University, and is a Fellow of the Australian Institute of Company Directors and the Institute of Chartered Accountants in Australia.

In 2001, he was awarded the Centenary Medal for services to Public Administration.

James is Chair of the Board and is also a member of the Audit and Risk Committee and the People and Culture Committee.

### **Directors' Recommendation**

The Directors unanimously support the re-election of James MacKenzie.

## **2.4 Resolution 2(b): Re-election of Merrick Howes**

### **Merrick Howes – BA, LLB (Non-Independent Non-Executive Director)**

Merrick joined Anchorage Capital Group in Sydney in November 2011. Prior to joining Anchorage, he worked at Aviron Capital, a firm based in Sydney, Australia. Prior to Aviron, Merrick was the Co-founder and Managing Director at Shearwater Capital, where he focused on special situations and distressed debt investments. Prior to Shearwater, he was a Partner and Managing Director in the Principal Investment Area at Goldman Sachs in Australia. Merrick was also a Managing Director and European Head of Global Structured Products at Merrill Lynch in Hong Kong and London. He also worked at Macquarie Bank Limited from 1989 to 1998.

Merrick received a BA in Accounting and a Bachelor of Laws from the Australian National University.

Merrick is Chair of Slater & Gordon's People and Culture Committee.

### **Directors' Recommendation**

The Directors unanimously support the re-election of Merrick Howes.

**GLOSSARY OF TERMS**

<b>AGM</b>	means the Annual General Meeting of the Company to be held at 11.30am (Melbourne time) on Wednesday, 18 November 2020.
<b>Auditor</b>	means Ernst & Young.
<b>Auditor's Report</b>	means the report of the Auditor regarding its audit of the Company, and its controlled entities, contained in the 2020 Annual Report of the Company accompanying the Notice of Meeting.
<b>Board</b>	means the board of Directors of the Company.
<b>Chair</b>	means the individual acting as chairperson of the AGM.
<b>Closely Related Parties</b>	has the meaning given to that term in the Corporations Act and includes a spouse of the member of the KMP, either of their children and dependants, and certain other close family members, as well as anyone else influenced in the member's family and any companies controlled by a member of the KMP.
<b>Company</b>	means Slater & Gordon Limited ABN 93 097 297 400.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Directors' Report</b>	means the report of the Directors of the Company contained in the 2020 Annual Report of the Company accompanying the Notice of Meeting.
<b>Explanatory Memorandum</b>	means this memorandum which provides details of the business of the AGM.
<b>Financial Report</b>	means the annual financial report of the Company, and its controlled entities, for the year ending on 30 June 2020 that accompanies the Notice of Meeting.
<b>Key Management Personnel</b>	has the meaning given to that term in the Corporations Act and 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 " <b>KMP</b> " has the same meaning.
<b>Notice of Meeting</b>	means the notice of the annual general meeting of the Company accompanying this Explanatory Memorandum, and the term " <b>Notice</b> " has the same meaning.
<b>Remuneration Report</b>	means the remuneration report of the Company that forms part of the Directors' Report contained in the 2020 Annual Report of the Company accompanying the Notice of AGM.
<b>Shareholder</b>	means a holder of one or more Shares.
<b>Shares</b>	means fully paid ordinary shares in the capital of the Company.