



Notice of Annual General Meeting & Explanatory Memorandum 2022

Slater & Gordon Ltd

NOTICE IS GIVEN that the Annual General Meeting (**AGM**) of Shareholders of the Company will be held at the RACV Club, 501 Bourke Street, Melbourne on Thursday, 17 November 2022 at 11.30am (**Melbourne time**).

 **Slater
Gordon**
Lawyers

Notice of Annual General Meeting

NOTICE IS GIVEN that the Annual General Meeting (**AGM**) of Shareholders of the Company will be held at the RACV Club, 501 Bourke Street, Melbourne on Thursday, 17 November 2022 at 11.30am (**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).

I. Ordinary Business

(1) Financial Reports

To receive and consider the Financial Report, Directors' Report and the Auditor's Report for the financial year ended 30 June 2022.

(2) Resolution 1 – Remuneration Report

To receive, consider and adopt the Remuneration Report of the Company for the financial year ended 30 June 2022.

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 on the Proxy Form; or
- (d) it is cast by the Chair 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) Resolution 2 – Re-election of Mark Dewar

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

That Mark Dewar, 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

21 September 2022

NOTES:

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 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 Meeting is not permitted unless authorised by Slater & Gordon.

In addition to being given a reasonable opportunity to ask questions at the Meeting, Shareholders are invited to submit written questions in advance of the Meeting. These may be submitted to Slater & Gordon and sent to Slater & Gordon at Level 12, 485 La Trobe Street, Melbourne VIC 3000 so that they are received no later than 5.00pm Melbourne time on Wednesday, 9 November 2022.

3. Material Accompanying This Notice

The following materials accompany this Notice of AGM:

- (a) the 2022 Annual Report (including the Financial Report, Directors' Report and the Auditor's Report for the financial year ended 30 June 2022), if you have elected to receive a printed copy of the 2022 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) In accordance with section 250JA of the Corporations Act all resolutions specified in this Notice of AGM will be decided on a poll (and not a show of hands). On the poll, every Shareholder entitled to vote will have one vote for each Share held as at the Effective Time (as defined in paragraph 8(a) below).

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 Chair will Vote Undirected Proxies

The Chair 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 Chair 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 Chair to vote.

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

Notice of Annual General Meeting continued

8. 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 7.00pm (Melbourne time) on Tuesday, 15 November 2022 (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 8(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 11.30am (Melbourne time) on Tuesday, 15 November 2022:
 - (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.

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 1300 850 505 from within Australia, or +61 3 9415 4000 if you are outside Australia.

Explanatory Memorandum

I General

- I.1 This Explanatory Memorandum contains information relevant to the business referred to in and forms part of the Notice of AGM of Slater & Gordon Ltd (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.
- I.3 Further details relating to each of the resolutions is 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 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 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.

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.

2.3 Resolution 2: Re-election of Mark Dewar

Mark Dewar – B.Bus. Accounting, Chartered Accountant (Non-Independent Non-Executive Director)

Mark joined the Board in May 2019 and comes from a Consulting background as well as being a Non-Executive Director for other PE backed companies.

Mark is the Australian Practice Leader and is a Senior Managing Director in the Corporate Finance segment at FTI Consulting. His experience is typically focused in helping clients who are undergoing significant change or embarking on a transformation and specialises in advising companies, private equity investors or lenders across a range of industries including financial services, mining, telecommunications, software, retail, engineering, building and construction, and automotive.

Prior to joining FTI Consulting, Mark spent almost 10 years with Ernst & Young, where he commenced his career in Australia in the Audit practice before moving to London where he was a Director in the Corporate Finance practice.

Mark is a Chartered Accountant and a member of the Institute of Chartered Accountants of Australia.

Directors' Recommendation

The Directors unanimously support the re-election of Mark Dewar.

3 Directors' Approval

On 21 September 2022 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 11.30am (Melbourne time) on Thursday, 17 November 2022.
Auditor	means Ernst & Young.
Auditor's Report	means the report of the Auditor regarding its audit of the Company, and its controlled entities, contained in the 2022 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 Ltd 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 contained in the 2022 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 2022 that accompanies the Notice of AGM.
KMP	means Key Management Personnel which 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.
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 2022 Annual Report of the Company accompanying the Notice of AGM.
Shareholder	means a holder of one or more Shares.
Share	means a fully paid ordinary share in the capital of the Company.

