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6 March 2023

Online lodgement

Market Announcements Office
ASX Limited
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20 Bridge Street
Sydney NSW 2000

Partner

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Partner

Chris Allen (02) 9210 6960
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Dear Sir/ Madam

Takeover bid by Wright NomineeCo Pty Ltd for Slater & Gordon Ltd – initial substantial holder notice

We act for Wright NomineeCo Pty Ltd ACN 665 965 266 (a wholly owned subsidiary of Allegro Funds Pty Ltd ACN 128 866 053) (**Allegro BidCo**) in relation to its off-market takeover bid (**Takeover Bid**) under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the issued shares in Slater & Gordon Ltd ACN 097 297 400 (ASX: SGH) (**Slater & Gordon**).

We attach on behalf of Allegro BidCo a notice of initial substantial holder as required by section 671B of the Corporations Act.

Neither Allegro BidCo nor its associates have a relevant interest in any voting shares in Slater & Gordon. Allegro BidCo is required to give this notice by section 671B(1)(c) of the Corporations Act as a result of the Takeover Bid having being made on 3 March 2023.

Yours faithfully

Corrs Chambers Westgarth



Adam Foreman
Partner

attachment

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Slater & Gordon Ltd (SGH)

ACN/ARSN 097 297 400

1. Details of substantial holder (1)

Name Wright NomineeCo Pty Ltd ACN 665 965 266 (Allegro BidCo)

ACN/ARSN (if applicable) See above

The holder became a substantial holder on 03/03/2023

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	Nil	Nil	Nil

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Allegro BidCo	As at the date of this notice, neither Allegro BidCo nor any of its associates have a relevant interest in SGH's shares or voting power in SGH. Allegro BidCo is required to give this notice by section 671B(1)(c) of the <i>Corporations Act 2001</i> (Cth) as it is making a takeover bid for SGH.	N/A

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
N/A	N/A	N/A	N/A

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
N/A	N/A	N/A	N/A	N/A

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Allegro BidCo	Suite 1, Level 29, 20 Bond St Sydney NSW 2000

Signature

print name **Adam Foreman**

Capacity **Attorney**

sign here



06 / 03 / 2023

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.