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Sydney
Melbourne
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24 March 2023

Online lodgement

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Partner

Adam Foreman (02) 9210 6827
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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 – 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 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) (**SGH Shares**).

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

As at 7.00 pm on 23 March 2023, Allegro BidCo and its associates have a relevant interest in 72.52% of the SGH Shares.

Yours faithfully

Corrs Chambers Westgarth

A handwritten signature in blue ink, appearing to read 'A. Foreman', followed by a horizontal line and a comma.

Adam Foreman
Partner

attachment

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of 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**), Allegro Funds Pty Ltd ACN 128 866 053 (**Allegro Funds**) and each of the controlled entities of Allegro Funds (**Allegro Group Companies**). Each of the persons set out in Annexure A (**Allegro Shareholders**) and their controlled entities. Allegro Services IV A Pty Limited ACN 653 623 011 as trustee for Allegro Fund IV Trust A ABN 20 315 204 233, Allegro Services IV B Pty Limited ACN 653 624 072 as trustee for Allegro Fund IV Trust B ABN 86 542 592 983, Allegro Services IV C Pty Limited ACN 653 623 860 as trustee for Allegro Fund IV Trust C ABN 55 391 242 767 and Allegro Side Car Services IV B Pty Limited ACN 662 937 126 as trustee for Allegro Fund IV Sidecar B ABN 49 760 095 254 (together, **Allegro Fund Entities**).

ACN/ARSN (if applicable) See above

There was a change in the interests of 23/03/2023
the substantial holder on

The previous notice was given to the company on 20/03/2023

The previous notice was dated 20/03/2023

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares in SGH (SGH Shares)	18,249,527	12.94%	102,299,859	72.52%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20/03/2023	Allegro BidCo, Allegro Funds, Allegro Group Companies and Allegro Shareholders	Allegro BidCo's relevant interest changed as a result of acceptances of offers made under an off-market takeover bid (Offers) by Allegro BidCo for all the SGH Shares. The terms of the Offers are set out in Allegro BidCo's bidder's statement dated 3 March 2023.	\$0.55 per SGH Share, subject to the terms of the Offers.	5 SGH Shares	5
21/03/2023	As above	As above	As above.	635,814 SGH Shares	635,814
22/03/2023	As above	As above	As above.	22,515 SGH Shares	22,515

23/03/2023	As above	As above	As above.	83,391,998 SGH Shares	83,391,998
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4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Allegro BidCo	The holders of SGH Shares who have accepted the Offers	Allegro BidCo (in accordance with the Offers)	Allegro BidCo's relevant interest is as a result of acceptances of the Offers.	102,299,859 SGH Shares	102,299,859
Allegro Funds and Allegro Shareholders	As above	As above	Each of Allegro Funds and the Allegro Shareholders have the same relevant interests as Allegro BidCo under section 608(3) of the Corporations Act.	As above	As above
Allegro Group Companies	As above	As above	Each of the Allegro Group Companies (including the Allegro Fund Entities) has the same relevant interests as Allegro BidCo under section 608(3)(a) of the Corporations Act by virtue of them each being controlled bodies corporate of Allegro Funds and therefore having voting power of more than 20% in Allegro BidCo. In addition, upon payment of the consideration under the Offers by the Allegro Funds Entities on behalf of Allegro BidCo and settlement of the Offers, each Allegro Fund Entity will have a relevant interest in the SGH Shares which they have funded as a consequence of those SGH Shares being held as bare trustee for their benefit.	As above	As above

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Allegro BidCo, Allegro Funds and Allegro Group Companies	Each person is an associate of each other person as a consequence of Allegro Funds controlling each person other than itself

6. Addresses

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

Name	Address
Allegro BidCo, Allegro Funds, Allegro Group Companies (including the Allegro Fund Entities)	Suite 1, Level 29, 20 Bond St Sydney NSW 2000
Allegro Shareholders	See Annexure A

Signature

print name **Adam Foreman**

capacity **Attorney**

sign here



date 24/03/2023

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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
 - (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is annexure A of 1 page (including this page) referred to in Form 604 "Notice of change of interests of substantial holder".



Name: Adam Foreman

Date: 24/03/2023

Allegro Shareholders

Person	Address
LFT Custodians Pty Ltd ACN 111 078 561	15 Donnelly Street, Balmain NSW 2041
MFT Custodians Pty Ltd ACN 111 078 641	50 Gordon Street, Clontarf NSW 2093
Adrian Loader	15 Donnelly Street, Balmain NSW 2041
Chester Moynihan	50 Gordon Street, Clontarf NSW 2093