

# NOTICE OF MEETING TO CONSIDER PROPOSED SCHEME OF ARRANGEMENT

TO the Shareholder Claimants of **Slater & Gordon Ltd ACN 097 297 400 (Company)**

Pursuant to subsection 411(I) of the *Corporations Act 2001* (Cth), the Federal Court of Australia has ordered that the Company convene a meeting of the Shareholder Claimants for the purpose of considering and, if thought fit, agreeing, with or without modification, to a scheme of arrangement between the Shareholder Claimants and the Company (**Scheme**).

**NOTICE IS HEREBY GIVEN** that a meeting of the Shareholder Claimants of the Company will be held at the Marriott Hotel, Corner of Exhibition Street and Lonsdale Street, Melbourne, Victoria 3000 on 28 November 2017 commencing at 10:30 am (Melbourne time).

Shareholder Claimant is defined in the Scheme and means any person who has any Claim against the Company arising from or in connection with any fact, matter, circumstance or event occurring at any time in the 6 year period on or before the Proof Lodgement Date for the Scheme and which arises:

- (a) in a person's capacity as a member of the Company (including as a Shareholder) or a holder or beneficiary (whether directly or indirectly) of any Security or Financial Product in the Company; or
- (b) from a person buying, acquiring, holding, selling, transferring, converting or otherwise dealing (whether directly or indirectly) in any Shares, Security or other Financial Product in the Company.

Shareholder Claimants include, without limitation, group members in representative proceedings commenced or which may be commenced against the Company by Matthew Hall, Babscaj Pty Ltd and Robert Delaney. Further information is included in the Explanatory Statement regarding the Scheme which is required under section 412 of the Corporations Act.

If you consider that you might be a person referred to in paragraphs (a) or (b) above and have not received a Notice of Meeting and an Explanatory Statement regarding the Scheme, you can obtain a copy of these and accompanying documents at [www.slatergordon.com.au/investors](http://www.slatergordon.com.au/investors) or by contacting Kirsten Morrison, General Counsel and Company Secretary, at [Co.Sec@slatergordon.com.au](mailto:Co.Sec@slatergordon.com.au).

The time for determining eligibility to vote at each meeting is 7 pm on 26 November 2017 (Melbourne time), being the Voting Entitlement Record Date. Only those Shareholder Claimants who are Shareholder Claimants at that time, and who have lodged a Voting Proof of Debt Form (described below), will be entitled to attend and vote at the relevant Scheme Meeting.

You may attend the Scheme Meeting if you are entitled to vote in person, by attorney, or send a completed Proxy Form appointing a proxy to attend in your place. Any attorney or corporate representative should bring to the Scheme Meeting evidence of his or her appointment including any authority under which the appointment was made. If you wish to vote (in person or by proxy, attorney or corporate representative), you must also lodge a Voting Proof of Debt Form. Proxy Forms and Voting Proof of Debt Forms should be received by 10:30 am (Melbourne time) on 26 November 2017. The Proxy Form is set out in Annexure C and the Voting Proof of Debt Form is set out in Annexure I to the Explanatory Statement. The Explanatory Statement contains details for lodgement of the Proxy Form and Voting Proof of Debt Form.

**SHAREHOLDER CLAIMANTS SHOULD READ AND CAREFULLY CONSIDER THE EXPLANATORY STATEMENT FOR THE SCHEME OF ARRANGEMENT IN ITS ENTIRETY, TAKE PROFESSIONAL ADVICE AND CONSULT WITH THEIR PROFESSIONAL ADVISERS WHEN MAKING ANY DECISION IN CONNECTION WITH THE SCHEME, INCLUDING DECIDING WHETHER OR NOT TO VOTE IN FAVOUR OF THE SCHEME OF ARRANGEMENT.**