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Sydney Melbourne Brisbane Perth Port Moresby

17 April 2023

## **Online lodgement**

Market Announcements Office ASX Limited Exchange Centre 20 Bridge Street Sydney NSW 2000 **Partner** Adam Foreman (02) 9210 6827 Email: adam.foreman@corrs.com.au

Partner

Chris Allen (02) 9210 6960 Email: chris.allen@corrs.com.au

Dear Sir / Madam

# Takeover bid by Wright NomineeCo Pty Ltd for Slater & Gordon Limited – Compulsory acquisition

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) (**Takeover Bid**).

## We attach:

- by way of service pursuant to section 661B(1)(d) of the Corporations Act, an ASIC Form 6021 (*Notice of compulsory acquisition following takeover bid*) (Compulsory Acquisition Notice); and
- 2. a sample letter being sent to shareholders of Slater & Gordon together with the Compulsory Acquisition Notice (**Cover Letter**).

The Compulsory Acquisition Notice and the Cover Letter was lodged with the Australian Securities and Investments Commission today, and will be sent to each person referred to in sections 661B(1)(c)(i) and 661B(1)(c)(ii) (as inserted by ASIC Class Order [CO 13/522]) of the Corporations Act.

Yours faithfully Corrs Chambers Westgarth

Adam Foreman Partner attachment

Form 6021 Corporations Act 2001 661B(1)(a)

# Notice of compulsory acquisition following takeover bid

Notice	To each holder of:
Description of class of securities to which the	Fully paid ordinary shares
bid relates	('Bid Class Securities')
	in
Name of target company or body	Name ('the Company')
	Slater & Gordon Limited
	ACN/ARBN/ARSN
	097 297 400
Tick applicable box(es)	and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
	and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.
1.	Under a takeover bid offers were made by
Name of bidder	Wright NomineeCo Pty Ltd ACN 665 965 266
	in respect of the acquisition of Bid Class Securities in the company.
	The offers
Tick one box	⊠ closed
	are scheduled to close
Date offers closed or are scheduled to close	on
	Date 11 / 04 / 23 [D D] [M M] [Y Y]
2.	You are, as at the date of this notice, the holder of one or more of the following
Tick applicable box(es). (See subsection 661A(4) and (4A))	securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
	securities to which the bid related issued after the end of the offer period and before the date of this notice
	securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
	securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being
Description of securities	
	the following securities in the bid class in which the bidder has a relevant interest
Description of securities	
3.	The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection
Tick one box	☑ 661A(1)
	661A(3)
	of the Act to compulsorily acquire your securities and desires to acquire those securities.

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Continued Notice	
4.	Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
	This notice was lodged with ASIC on
Date of lodgement	Date 17 / 04 / 23 [D D] [M M] [Y Y]
5.	Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
6.	The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before
Tick one box	<ul><li>the notice was given.</li><li>the end of the offer period.</li></ul>
7.	Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
8.	A notice sent by post to you is taken to be given to you 3 days after it is posted.
Signature	Name of person signing
	Adrian Loader
	Capacity
	Director
	Signature
	Adrian Loader
	Date signed
	17 / 04 / 23
	[D D] [M M] [Y Y]



17 April 2023

# PRIVATE AND CONFIDENTIAL

[SGH Shareholder] [Address]

Dear Slater & Gordon Shareholders

## Allegro BidCo Offer — Compulsory Acquisition of shares in Slater & Gordon Limited

We refer to the off-market takeover offer (**Offer**) by Wright NomineeCo Pty Ltd ACN 665 965 266 (**Allegro BidCo**) for all the shares in Slater & Gordon Limited ACN 097 297 400 (ASX:SGH) (**SGH**), the terms of which were set out in Allegro BidCo's bidder's statement dated 3 March 2023 as supplemented on 14 March 2023 and 3 April 2022 (**Bidder's Statement**).

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning in this letter.

The Offer closed at 7.00pm (AEDT) on 11 April 2023. Based on acceptances received under the Offer, Allegro BidCo has acquired a relevant interest in more than 90% of all SGH Shares on issue.

Accordingly, Allegro BidCo will now exercise its right to acquire:

- the SGH Shares for which Allegro BidCo does not receive acceptances under the Offer prior to the close of the Offer; and
- the SGH Shares that are issued within the period of six weeks after the Compulsory Acquisition Notice (defined below) is given due to a conversion or exercise of any SGH convertible securities,

pursuant to the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**). The compulsory acquisition will be on the same terms as the Offer (that is, \$0.55 cash for each SGH Share).

Trading in SGH Shares on ASX is likely to be suspended on 24 April 2023 in accordance with ASX Listing Rule 17.4.

On completion of the compulsory acquisition process, Allegro BidCo will pay to SGH (as trustee) the consideration for the SGH Shares that it compulsorily acquires. SGH Shareholders whose shares are compulsorily acquired will be sent a claim form by SGH advising them how to claim their bid consideration.

**Enclosed** is an ASIC Form 6021 (*Notice of compulsory acquisition following takeover bid*) (**Compulsory Acquisition Notice**), which sets out further information on the compulsory acquisition process.

If you have any queries in relation to the takeover offer or the compulsory acquisition process, please contact the Allegro Offer Information Line on 1800 134 068 (toll free) (within Australia) or +61 1800 134 068 (outside of Australia), Monday to Friday between 8.30am and 5.30pm (AEDT).

Yours faithfully Wright NomineeCo Pty Ltd

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Adrian Loader Director