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Sydney
Melbourne
Brisbane
Perth
Port Moresby

3 April 2023

Online lodgement

Market Announcements Office
ASX Limited
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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 Ltd – Second Supplementary Bidder’s Statement

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) (**Slater & Gordon**) (**Takeover Bid**).

We **attach**, by way of lodgement pursuant to section 647(3)(a)(ii) of the Corporations Act (as inserted by ASIC Class Order [CO 13/528]), a copy of Allegro BidCo’s second supplementary bidder’s statement in relation to the Takeover Bid (**Second SBS**).

The Second SBS was lodged with the Australian Securities and Investments Commission and was sent to Slater & Gordon today.

Yours faithfully

Corrs Chambers Westgarth

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

Adam Foreman
Partner

attachment



Second Supplementary Bidder's Statement

In respect of the All Cash Offer by

Wright NomineeCo Pty Ltd ACN 665 965 266, a subsidiary of Allegro Funds Pty Ltd, to acquire all of Your SGH Shares in

Slater & Gordon Limited (ASX:SGH) ACN 097 297 400

for \$0.55 per SGH Share.

**ALLEGRO BIDCO HAS A RELEVANT INTEREST
IN OVER 90% OF SGH SHARES AND THE
OFFER IS NOW UNCONDITIONAL**

**ALLEGRO BIDCO ENCOURAGES YOU TO
ACCEPT THIS RECOMMENDED CASH OFFER**

THIS DOCUMENT CONTAINS IMPORTANT UPDATES IN RELATION TO THE OFFER

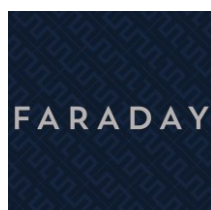
This is an important document and requires your immediate attention.

If you are in any doubt about how to deal with this document, you should contact your broker, financial adviser or legal adviser.

Allegro Offer Information Line:

Please call 1800 134 068 (from within Australia) or +61 1800 134 068 (from outside Australia) between 8:30 am and 5:30 pm (Sydney time), Monday to Friday, if you have any questions or require assistance with your acceptance.

Financial Adviser



Legal Adviser

**CORRS
CHAMBERS
WESTGARTH**

Important notice

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**). It is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) issued by Wright NomineeCo Pty Ltd ACN 665 965 266 (**Allegro BidCo**), in relation to the off-market takeover offer by Allegro BidCo for all SGH Shares in Slater & Gordon Limited ACN 097 297 400 (**Slater & Gordon**), pursuant to the bidder's statement dated 3 March 2023 (**Original Bidder's Statement**) and the first supplementary bidder's statement dated 14 March 2023 (**First Supplementary Bidder's Statement**) (**Bidder's Statement**). This Second Supplementary Bidder's Statement is given in compliance with the requirements of Chapter 6 of the Corporations Act and supplements, and must be read together with, the Bidder's Statement.

This Second Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Bidder's Statement.

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

A copy of this Second Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 3 April 2023. Neither ASIC nor its officers takes any responsibility for the content of this Second Supplementary Bidder's Statement.

HIGHLIGHTS

- 1. The Offer is declared unconditional with immediate effect**
- 2. The Offer Period will be extended so that it closes at 7.00pm (Sydney time) on Tuesday, 11 April 2023**
- 3. Allegro BidCo has a Relevant Interest in over 90% of the SGH Shares and is entitled to compulsorily acquire all outstanding SGH Shares**

1 Allegro BidCo's Offer is now UNCONDITIONAL

Allegro BidCo is pleased to announce that it waives the last remaining Condition to the Offer set out in the Bidder's Statement which has not already been fulfilled or waived, being Condition 2 (No Company Prescribed Occurrences Condition).

Allegro BidCo's Offer is now **unconditional**.

All SGH Shareholders who have already accepted Allegro BidCo's Offer will be paid \$0.55 cash per SGH Share either within one month of the Offer becoming unconditional or within 21 days after the end of the Offer Period, whichever is earlier, as provided in the Bidder's Statement.

Allegro BidCo urges all SGH Shareholders to accept Allegro BidCo's Offer without delay, and receive cash value for their SGH Shares.

A copy of the formal notice under section 650F of the Corporations Act declaring Allegro BidCo's Offer unconditional is available on ASX.

2 Extension of Offer Period

Allegro BidCo will extend the Offer Period so that the Offer remains open for acceptance until **7.00pm (Sydney time) on Tuesday, 11 April 2023** (unless extended in accordance with the Corporations Act).

A formal notice of variation under section 650D of the Corporations Act in connection with the extension of the Offer Period is set out in the Annexure to this Second Supplementary Bidder's Statement and a notice in this form has been lodged with ASIC and Slater & Gordon.

The extension will take effect when the notice is given to SGH Shareholders referred to in section 650D(1)(c) of the Corporations Act, which Allegro BidCo will do on Monday, 3 April 2023.

3 Current Level of Acceptances of Offer

As at 7.00pm on 31 March 2023, Allegro BidCo had a relevant interest in 93.81% of SGH Shares.

As stated in the Original Bidder's Statement, now that Allegro BidCo has a Relevant Interest in more than 90% of the SGH Shares, Allegro BidCo intends to proceed with compulsory acquisition.

If Your SGH Shares are compulsorily acquired, you will still receive the Offer Price per SGH Share, but at a later time than you would have received it if you had accepted the Offer.

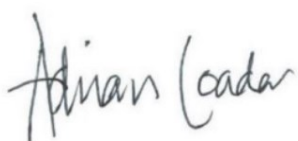
Allegro BidCo therefore encourages you to accept the Offer as soon as possible and in any event before the close of the Offer Period.

4 Approval

This Second Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Allegro BidCo.

Date: 3 April 2023

Signed for and on behalf of Wright NomineeCo Pty Ltd by:



Adrian Loader, Director

Annexure – Notice of Variation

Notice of variation of Offer – Extension of Offer Period

Corporations Act 2001 (Cth) – Section 650D

To: Australian Securities and Investments Commission (**ASIC**)
Slater & Gordon Limited (ACN 097 297 400) (**SGH**)
Each SGH Shareholder as required under the Corporations Act

This notice is given by Wright NomineeCo Pty Ltd ACN 665 965 266 (**Allegro BidCo**) in respect of its off-market takeover offer (**Offer**) for all of the issued fully-paid ordinary shares in SGH pursuant to the bidder's statement dated 3 March 2023, as supplemented on 14 March 2023 (**Bidder's Statement**). Capitalised terms in this notice have the same meaning given in the Bidder's Statement, unless the context requires otherwise.

1. Extension of Offer Period

Pursuant to section 650D of the Corporations Act, Allegro BidCo gives notice that it varies the Offer by extending the period in which the Offer remains open for acceptance until **7.00pm (AEDT) on Tuesday, 11 April 2023**.

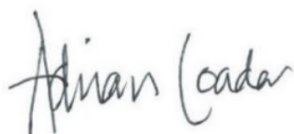
2. ASIC lodgement

A copy of this notice was lodged with ASIC on 3 April 2023. ASIC takes no responsibility for the contents of this notice.

3. Other information

This notice has been approved by a unanimous resolution passed by the directors of Allegro BidCo.

Signed for and on behalf of **Wright NomineeCo Pty Ltd**



Adrian Loader
Director

Date: 3 April 2023