

24 April 2015

Slater & Gordon Limited successfully completes retail bookbuild

Slater & Gordon Limited (ASX: SGH) (SGH) is pleased to announce the completion of the bookbuild (Retail Shortfall Bookbuild) for the retail component of its fully underwritten pro rata 2 for 3 accelerated renounceable entitlement offer of new SGH ordinary shares (New Shares) at an offer price of A\$6.37 per New Share (Offer Price) to raise approximately \$890 million (Entitlement Offer).

Slater and Gordon's Group Managing Director, Andrew Grech, said: "The acquisition of the PSD is a transformational opportunity for Slater and Gordon. The successful completion of the retail bookbuild represents the final stage of the \$890m equity raising, which together with our new debt facilities, will fund the transaction. The Board and management team are excited about the PSD's potential and we are confident the transaction will deliver significant value to Slater and Gordon shareholders, as PSD is expected to be more than 30% EPS accretive¹ in our first year of ownership and we intend to continue to deliver an operating cash to NPAT conversion target of greater than 70%".

Ken Fowlie, who on completion will become Slater and Gordon's Managing Director United Kingdom (UK) & Europe, said, "The addition of the PSD will allow Slater and Gordon to further penetrate the highly fragmented £2.5bn UK personal injury market. It diversifies our sources of legal work while also increasing our touch points along the claims value chain. I am looking forward to moving back to the UK to lead the local team and our enhanced UK and European operations."

The transaction remains subject to customary regulatory approvals and financial close is expected in May 2015.

Summary of the Retail Shortfall Bookbuild

The Retail Shortfall Bookbuild comprised entitlements to subscribe for New Shares attributable to Eligible Retail Shareholders who did not take up all or some of their entitlement and those entitlements attributable to Ineligible Retail Shareholders.

- The Retail Shortfall Bookbuild was supported by existing shareholders and new investors. Shares were allocated to a range of high quality institutions a number of which are new shareholders.
- Approximately 26.7 million New Shares were sold through the Retail Shortfall Bookbuild
- New Shares offered through the Retail Shortfall Bookbuild sold for \$6.38 per New Share

Retail shareholders who did not take up all or some of their entitlement and Ineligible Retail Shareholders will receive \$0.01 for each New Share not taken up under the Retail Entitlement Offer, less any applicable withholding taxes. Payments advices will be mailed on or around 1 May 2015.

The settlement date for New Securities issued under the Retail Entitlement Offer and the Retail Shortfall Bookbuild is Tuesday, 28 April 2015. Allotment of these securities is expected to occur on Wednesday, 29 April 2015 and trading on ASX is expected to commence on Thursday, 30 April 2015.

¹ First full year of ownership refers to FY2016 (June y/e). Assumes full year contribution from PSD. EPS is exclusive of TERP adjustment. Refer to 30 March investor presentation for further detail on basis of EPS impact.

For personal use only

Important Information

This notice does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person acting for the account or benefit of any person in the United States, or in any other jurisdiction in which such an offer would be illegal. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, neither the Entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1993, as amended (the Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered, sold or resold to, persons in the United States or to persons who are acting for the account or benefit of a person in the United States, unless such Entitlements or New Shares have been registered under the Securities Act or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Before acting on the information, you should consider the appropriateness of the information, having regard to your objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

For personal use only