



ASX Announcement – 2 November 2020

WHSP Notice of 2020 Annual General Meeting and Proxy Form

Attached are copies of the Notice of 2020 Annual General Meeting, including letter from the Chairman, and Proxy Form. The Proxy Form and a link to the Notice of Meeting have been sent to shareholders today. The meeting will be held online at 12.00 noon on Wednesday, 9 December 2020. Information on how shareholders may participate in the online meeting is contained within the Notice of Meeting.

Authorised by

Ida Lawrance

Company Secretary

Washington H. Soul Pattinson and Company Limited

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Notice of Annual General Meeting 9 December 2020

Given the current restrictions imposed by the government to manage the COVID-19 virus, this year's Annual General Meeting will be held online via a virtual platform on **Wednesday, 9 December 2020 at 12 noon.**



Notice of Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting (**AGM**) of Washington H. Soul Pattinson (**WHSP, the Company**) will take place on Wednesday, 9 December 2020, at 12 noon (AEDT) as a virtual meeting online at <https://www.advancedshare.com.au/virtual-meeting>.

Online registration will commence at 11.00 am (AEDT).

Participating at this year's virtual AGM

1. Go to www.advancedshare.com.au/virtual-meeting
2. Enter the Meeting ID and your personal Shareholder ID found on the top right hand corner of your proxy form. If you have multiple holdings and want to vote all holdings at the meeting contact the Share Registry to obtain one Shareholder ID for all holdings. You can also appoint a proxy for all but one holding ahead of the meeting and vote only the one holding at the meeting.
3. You will need to review and agree to the **Terms and Conditions** before selecting the **Login** button.
4. If you Login before the meeting, the status will show as **Pre Meeting**. At this stage you will be able to open the Question and Answer (**Q&A**) facility and submit questions until 12 noon (AEDT) on Monday, 7 December 2020 when the Q&A facility will be closed. A link to the Notice of Meeting can also be accessed on this page.
5. At 11.00 am (AEDT) on Wednesday, 9 December 2020, the meeting status will change to **Active**. You will be able to ask questions through the **Q&A** facility and *once the polls have been declared open by the Chairman of the Meeting* you can vote by going to **Poll**. Both **Q&A** and **Poll** are at the bottom of the screen. During the meeting you can also see the live webcast of the meeting.
6. If you are experiencing any technical difficulties, please contact Advanced Share Registry on +61 (08) 6500 2114

Lodging your Proxy ahead of the meeting

You are encouraged to submit a proxy ahead of the meeting. To be valid, your Proxy must be received at the Company's share registry by no later than 12.00 noon (AEDT) on Monday 7 December 2020. Instructions on how to lodge a proxy are on your personalised proxy form and included in this Notice of Meeting on page 6.



2 November 2020

Letter from the Chairman

Dear Shareholder

On behalf of the Board of Directors of Washington H. Soul Pattinson and Company Limited, I would like to invite you to attend the 2020 Annual General Meeting (AGM) on Wednesday, 9 December 2020 at 12 noon (AEDT). Given the current restrictions imposed by the government to manage the COVID-19 virus, the AGM will be held via our share registry's online meeting platform at www.advancedshare.com.au/virtual-meeting. The safety of our shareholders, staff and broader community have been key considerations and we note that many companies have successfully held online (virtual) meetings this year.

Virtual AGM

To access the meeting, you will need the Meeting ID and your Shareholder ID which is on your proxy form. At the meeting, the CEO, Todd Barlow, and I will present before providing you with an opportunity to ask questions on the items of business or comment on the management of the Company and vote. To provide every opportunity for shareholders to participate at the meeting, you are encouraged to send questions in advance. Instructions on how to log on to the meeting platform ahead of the meeting to submit questions are included in this Notice of Meeting and on our website at www.whsp.com.au

The items of business to be considered at this year's AGM are set out in the Notice of Meeting. Shareholders are able to access the Notice of Meeting on our website at www.whsp.com.au/2020NoticeofMeeting. A personalised proxy form has been sent to all shareholders. You are encouraged to appoint a proxy ahead of the meeting. Instructions on how to appoint a proxy are included on the Proxy Form and in this Notice of Meeting.

I hope that you are well and look forward to welcoming you at this year's AGM.

Yours sincerely

Robert Millner
Chairman



Ordinary Business

1. Annual Report

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the Financial Year ended 31 July 2020.

2. Remuneration Report

To consider and, if thought fit, pass the following as an ordinary resolution:

To adopt the Remuneration Report of the Company for the year ended 31 July 2020.

Note the voting exclusion for this item. The Chairman of the meeting intends to vote all undirected proxies **in favour** of Item 2.

3. Re-election of Directors

3a. Mrs Josephine L. Sukkar, who having been appointed during the year under clause 35.3 of the Company's Constitution, offers herself for re-election.

To consider and, if thought fit, pass the following as an ordinary resolution:

That Mrs Josephine L. Sukkar be re-elected as a Director of the Company.

The Chairman of the meeting intends to vote all undirected proxies **in favour** of Item 3a.

3b. Mrs Tiffany L. Fuller, who retires from the Board by rotation, offers herself for re-election.

To consider and, if thought fit, pass the following as an ordinary resolution:

That Mrs Tiffany L. Fuller be re-elected as a Director of the Company.

The Chairman of the meeting intends to vote all undirected proxies **in favour** of Item 3b.

3c. Mr Thomas C.D. Millner, who retires from the Board by rotation, offers himself for re-election.

To consider and, if thought fit, pass the following as an ordinary resolution:

That Mr Thomas C.D. Millner be re-elected as a Director of the Company.

The Chairman of the meeting intends to vote all undirected proxies **in favour** of Item 3c.

4. Grant of Performance Rights to the Managing Director

To consider and, if thought fit, pass the following as an ordinary resolution:

That approval is given for the granting of 86,696 Performance Rights to the Managing Director, Mr Todd J Barlow, under the Washington H. Soul Pattinson and Company Limited Rights Plan on the terms and conditions described in the Explanatory Notes to this Notice of Meeting, for all purposes.

Note the voting exclusion for this item. The Chairman of the meeting intends to vote all undirected proxies **in favour** of Item 4.

Voting exclusions

Item 2

The Company will disregard any votes cast on Item 2:

- by or on behalf of a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report; or
- by or on behalf of a closely related party of a member of the Company's key management personnel at the date of the Meeting,

unless the vote is cast as proxy for a person who is entitled to vote on this resolution in accordance with a direction on the proxy form.

This exclusion does not apply to the Chairman of the Meeting acting as a proxy for a person entitled to vote on Item 2 because the Company's proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies.

Item 4

The Company will disregard any votes cast in favour of Item 4 by or on behalf of the Managing Director or an associate of the Managing Director. However, this does not apply to a vote cast in favour of Item 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the Chairman to vote on Item 4 as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 4; and
 - the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Also, a vote must not be cast on Item 4 by a member of the Company's key management personnel, or a closely related party of a member of the Company's key management personnel, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form. This exclusion does not apply to the Chairman of the Meeting acting as proxy for a person entitled to vote on Item 4 because the Company's proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies.

By order of the Board



Ida Lawrance
Company Secretary

2 November 2020



Notice of Meeting – Notes

Shareholders eligible to vote

Registered holders of WHSP's ordinary shares at **7.00pm (AEDT) on Monday, 7 December 2020** will be the holders of WHSP's ordinary shares, for the purpose of the meeting.

Proxies

Shareholders may vote at the virtual meeting on the day or appoint a proxy. A proxy does not need to be a member of the Company. A member who is entitled to cast 2 or more votes may appoint 2 proxies and specify the proportion or number of votes each proxy is appointed to exercise. A valid voting direction must not exceed the total number of shares held. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting Advanced Share Registry or you may copy your Proxy Form.

Proxies must be received by Advanced Share Registry online (see below Online Proxy facility), by email at admin@advancedshare.com.au, by facsimile +61 (08) 6370 4203, by delivery to Advanced Share Registry Limited, 110 Stirling Hwy, Nedlands WA 6909 or Advanced Share Registry Limited, PO Box 1156, Nedlands WA 6909 by **no later than 12.00 noon (AEDT) on Monday, 7 December 2020**.

Online Proxy facility

Shareholders eligible to vote are encouraged to submit a proxy appointment online ahead of the meeting. If you receive shareholder communications by email, your Notice of Meeting email will include a link to the online proxy appointment site and your Voting Access Code. If you receive your Notice of Meeting by post, log on to the online proxy appointment at www.advancedshare.com.au/investor-login using the holding details as shown on your Proxy Form.

If a shareholder wishes to appoint an attorney or corporate representative to attend the meeting contact WHSP's Share Registry ahead of the meeting.

Voting at the virtual meeting

Shareholder proxy forms will include a Meeting ID and Shareholder ID which will be required to join the meeting at www.advancedshare.com.au/virtual-meeting

During the meeting a shareholder will be able to view the meeting, any presentation slides and type in any questions about the items of business or make comments on the management of the Company. When the polls are open during the meeting, a **Poll** button will appear on the screen enabling shareholders who have not already lodged a proxy to vote.

Questions and Comments by Shareholders

Shareholders are encouraged to send their questions ahead of the meeting to assist with the orderly conduct of the meeting. Questions or comments on the management of the Company can be submitted via the Share Registry's virtual meeting platform ahead of the meeting. See the above **Voting at the virtual meeting** instructions to log on to the meeting platform, then select the **Q&A** button at the bottom of the screen. The Chairman will allow a reasonable opportunity for the members as a whole who attend the meeting to ask questions about or make comments on the management of the Company.

Similarly, a reasonable opportunity will be given to Shareholders, as a whole, to ask the Company's external Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; or
- the independence of the Auditor in relation to the conduct of the audit.

Written questions to the Auditor must be received no later than 5.00pm (AEDT) on Wednesday, 2 December, 2020.

Any questions for the Auditor should be sent to:

by mail: The Company Secretary
Washington H. Soul Pattinson and Company Limited
GPO Box 479, SYDNEY NSW 2001

through the online meeting portal: www.advancedshare.com.au/virtual-meeting

by facsimile: (02) 9210 7077, outside of Australia: +61 (2) 9210 7077

Explanatory Notes

Item 1 – Receive and consider the financial and other reports for the year ended 31 July 2020

There is no formal resolution for this item. The Financial Report, Directors' Report and Auditor's Report are contained in the WHSP 2020 Annual Report. The Annual Report is available on WHSP's website at www.whsp.com.au

The Auditor of the Company will attend the meeting and is available to answer questions relating to her role as Auditor of the Company.

Item 2 – Adopt the Remuneration Report for the year ended 31 July 2020

The Corporations Act requires that the Remuneration Report be presented to the Shareholders of the Company for consideration and adoption. The Remuneration Report is contained in WHSP's 2020 Annual Report. The Annual Report is available on WHSP's website at www.whsp.com.au

Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Company or the Directors. Shareholders as a whole will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Non-Executive Directors, noting their interest in their remuneration from WHSP as described in the remuneration report, unanimously recommend that Shareholders vote in favour of item 2. Mr Barlow, being the Managing Director, has a material personal interest in the resolution and has, therefore, abstained from providing a recommendation.

Item 3a – Re-election of Director

Mrs Josephine L Sukkar AM

B.Sc(UNSW), GradDipEd

Non-Executive Director since 14 July, 2020

Mrs Sukkar was appointed to the Board during the year. She is Principal of Buildcorp, a successful Australian construction company which she established with her husband 30 years ago. Mrs Sukkar is an experienced public company director. She is a director of the Property Council of Australia, holds a number of honorary roles across government, sport and the community and was previously a director of The Trust Company. Mrs Sukkar is a Fellow of the University of Sydney and a member of the Order of Australia.

Other current listed company directorships:

- Growthpoint Properties Australia Limited – Appointed 2017

The Board considers that Mrs Sukkar's broad experience and skills will make a valuable contribution to the continued success of WHSP while also improving Board diversity. She has been assessed as being independent in accordance with WHSP's policy for assessing independence of non-executive directors. Prior to submitting herself for re-election, Mrs Sukkar has confirmed she has sufficient time to fulfil her duties as a director of WHSP.

The Directors (with Mrs Sukkar abstaining) support the re-election and unanimously recommend that Shareholders vote **in favour** of Item 3a.

Item 3b – Re-election of Director

Mrs Tiffany L Fuller

B.Com(UniMelb), CA, GAICD

Non-Executive Director since 2017

Member of the Audit, Nomination, Remuneration and Risk Committees

Mrs Fuller is an experienced public company director with a background in Chartered Accounting, Private Equity and Investment Banking. She has experience in corporate finance, management consulting and mergers and acquisitions.

Mrs Fuller holds a Bachelor of Commerce Degree from the University of Melbourne and is a member of both Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors.

Other current listed company directorships:

- Computershare Limited – Appointed 2014
- Smart Parking Limited – Appointed 2011

Former listed company directorships in the past three years:

- Costa Group Holdings Limited – Appointed 2015. Resigned September 2018

The Board has benefited from Mrs Fuller's accounting, corporate transaction, and risk management skills. The Board has determined that Mrs Fuller is an independent Director. Mrs Fuller has confirmed she has sufficient time to fulfil her duties as a director of WHSP.

The Directors (with Mrs Fuller abstaining) support the re-election and unanimously recommend that Shareholders vote **in favour** of Item 3b.

Item 3c – Re-election of Director

Mr Thomas C D Millner

B.Des(Industrial), GDipAppFin(Finsia), FFin, GAICD

Non-Executive Director since 2011

Member of the Nomination, Remuneration and Risk Committees

Mr Millner is a Director and Co-Portfolio Manager of Contact Asset Management Pty. Limited which is the manager of Listed Investment Company BKL Investment Company Limited (ASX: BKL).

Mr Millner's experience includes: 18 years within the financial services industry, including 16 years in active portfolio management of Australian equities; 9 years as a CEO of an Australian listed company, BKL; and 9 years as a Director of Australian listed companies.

Other current listed company directorships:

- New Hope Corporation Limited – Appointed 2015

The Board values Mr Millner's contribution as an experienced investment manager. His significant long term family shareholdings in the business drive shareholder alignment and focus the company on building a sustainable business. Mr Millner has confirmed he has sufficient time to fulfil his duties as a director of WHSP.

The Directors (with Mr Millner abstaining) support the re-election and unanimously recommend that Shareholders vote **in favour** of Item 3c.

Item 4 – Grant of Performance Rights to the Managing Director

The Company is seeking shareholder approval for the proposed grant of Performance Rights under the Washington H. Soul Pattinson and Company Limited Rights Plan (WHSPRP) to Mr Barlow, WHSP's Managing Director. No other Director or associate of a Director is entitled to participate in the plan.

ASX Listing Rule 10.14 requires the Company obtain approval from its shareholders for the issue of securities to a Director under an employee incentive scheme.

A detailed summary of the terms of the Washington H. Soul Pattinson and Company Limited Rights Plan (WHSPRP) was provided in the notice to the Company's 2017 Annual General Meeting and, at that meeting, the WHSPRP was approved by shareholders. The terms of the WHSPRP, as approved by shareholders, will apply to the grant of performance rights to Mr Barlow.

Senior executive remuneration is determined by the Non-Executive Directors following recommendations of the Remuneration Committee and having consideration of relevant market practices and the circumstances of the Company on an annual basis. It is the view of the Non-Executive Directors that it is in the interests of shareholders for selected executives (the Participants) to receive part of their total remuneration package (TRP) in the form of at risk securities that will vest based on performance against indicators that are linked to shareholder benefit (Vesting Conditions) during a defined Measurement Period.

The WHSPRP is therefore designed to form a significant component of at risk remuneration and to create alignment between shareholder benefit and the remuneration of selected executives. Grants under the WHSPRP facilitate the Company providing appropriate, competitive and performance linked remuneration to its executives. The Non-executive Directors seek to ensure that grants to executives are made at a level that will appropriately position their total remuneration packages in the market, in accordance with the Company's remuneration policies. The Remuneration Committee reviews market positioning to ensure the elements and mix of remuneration for executives remain reasonable, within the range of market practices, and are appropriate to the circumstances of the Company.

The features of the proposed 2020 financial year grant of Performance Rights are summarised below:

| Aspect | Details |
|------------------------------|--|
| Instrument | The Company is seeking shareholder approval for a grant of Performance Rights to its Managing Director, Mr Todd J Barlow. Performance Rights may vest if performance conditions are satisfied. |
| Number of Performance Rights | <p>Subject to shareholder approval of this Item 4, a total of 86,696 Performance Rights will be granted to the Managing Director on or before 31 December 2020. The number of Performance Rights when added to the other remuneration elements will produce a total remuneration package that is market competitive and reasonable given the Company's circumstances.</p> <p>The number of Performance Rights was calculated by applying the following formula:</p> $\text{Number of Rights} = \text{Stretch LTI Value} \div \text{Right Value}$ <p>Where:</p> <p>Stretch LTI Value = Fixed Remuneration x Target LTI % ÷ Target Vesting %</p> <p>Right Value = Share Price – (Annual Dividend x Measurement Period in Years)</p> <p>Share Price Is the volume weighted average share price over the 14 days prior to the fifteenth day following the announcement of 2020 financial year results of the Company.</p> <p>As 100% of Rights to be granted will only vest when stretch performance goals are achieved, it is expected that a lesser percentage will actually vest unless exceptional performance is achieved.</p> |
| Vesting Conditions | <p>In order for Performance Rights to vest, the performance conditions must be satisfied.</p> <p>The proposed grant will be divided into two tranches being:</p> <ul style="list-style-type: none"> Tranche 1 (50% of the Rights) which will be subject to an indexed total shareholder return (TSR) vesting condition, and Tranche 2 (50% of the Rights) which will be subject to a net assets per share growth (NAPSG) vesting condition. <p>The vesting of Tranche 1 TSR Performance Rights will be determined by comparing the Company's TSR over the Measurement Period with the movement in the All Ordinaries Accumulation Index over the Measurement Period.</p> <p>If the Company's TSR is negative then nil vesting will apply to this Tranche.</p> |

| Aspect | Details | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|-----------------------------------|---|----------------------|---|----------------------|-----------------|----------------|----|--------------------|---------------|-----|----------------------------|--------------------------------------|----------|---------|-----------------------------|------|-------------------|--|----------------------|-----------------|-----|----|-----------|----|-----|------------------------------|-----------|----------|--------|----|-----|----------------------------|------------|----------|---------|------|------|
| Vesting Conditions (continued) | <p>Otherwise the following vesting scale will be applied, subject to an overriding discretion held by the Board:</p> <table><tr><th>Performance Level</th><th>Company's TSR Compared to the All Ordinaries Accumulation Index</th><th>Vesting % of Tranche</th></tr><tr><td>Below Threshold</td><td><100% of Index</td><td>0%</td></tr><tr><td>Target & Threshold</td><td>100% of Index</td><td>50%</td></tr><tr><td>Between Target and Stretch</td><td>>100% & < 100% of Index Plus 3% CAGR</td><td>Pro-rata</td></tr><tr><td>Stretch</td><td>≥100% of Index Plus 3% CAGR</td><td>100%</td></tr></table> <p>CAGR is compound annual growth rate.</p> <p>TSR is the sum of Share price appreciation and dividends (assumed to be reinvested in Shares) during the Measurement Period expressed as a growth percentage.</p> <p>The Board retains discretion to modify vesting in the case that the circumstances that prevailed over the Measurement Period materially differed from those expected at the time the vesting scale was determined. This discretion is intended to be used when the application of the vesting scale would lead to an outcome that may be viewed as inappropriate.</p> <p>The vesting of Tranche 2 NAPSG Performance Rights will be determined by reference to the following scale:</p> <table><tr><th>Performance Level</th><th>CAGR in Net Assets Per Share during the Measurement Period</th><th>Vesting % of Tranche</th></tr><tr><td>Below Threshold</td><td><3%</td><td>0%</td></tr><tr><td>Threshold</td><td>3%</td><td>25%</td></tr><tr><td>Between Threshold and Target</td><td>>3% & <5%</td><td>Pro-rata</td></tr><tr><td>Target</td><td>5%</td><td>50%</td></tr><tr><td>Between Target and Stretch</td><td>>5% & <10%</td><td>Pro-rata</td></tr><tr><td>Stretch</td><td>≥10%</td><td>100%</td></tr></table> <p>Net Assets Per Share at the end of the Measurement Period will be calculated by adding all dividends paid during the Measurement Period to the closing Net Assets of the Company at the end of the Measurement Period and then dividing by the number of issued shares at the end of the Measurement Period.</p> | Performance Level | Company's TSR Compared to the All Ordinaries Accumulation Index | Vesting % of Tranche | Below Threshold | <100% of Index | 0% | Target & Threshold | 100% of Index | 50% | Between Target and Stretch | >100% & < 100% of Index Plus 3% CAGR | Pro-rata | Stretch | ≥100% of Index Plus 3% CAGR | 100% | Performance Level | CAGR in Net Assets Per Share during the Measurement Period | Vesting % of Tranche | Below Threshold | <3% | 0% | Threshold | 3% | 25% | Between Threshold and Target | >3% & <5% | Pro-rata | Target | 5% | 50% | Between Target and Stretch | >5% & <10% | Pro-rata | Stretch | ≥10% | 100% |
| Performance Level | Company's TSR Compared to the All Ordinaries Accumulation Index | Vesting % of Tranche | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Below Threshold | <100% of Index | 0% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Target & Threshold | 100% of Index | 50% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Between Target and Stretch | >100% & < 100% of Index Plus 3% CAGR | Pro-rata | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Stretch | ≥100% of Index Plus 3% CAGR | 100% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Performance Level | CAGR in Net Assets Per Share during the Measurement Period | Vesting % of Tranche | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Below Threshold | <3% | 0% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Threshold | 3% | 25% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Between Threshold and Target | >3% & <5% | Pro-rata | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Target | 5% | 50% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Between Target and Stretch | >5% & <10% | Pro-rata | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Stretch | ≥10% | 100% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Amounts Payable | No amounts will be payable by the Managing Director upon the grant or exercise of the Performance Rights. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Vesting of Performance Rights | Upon the satisfaction of the Vesting Conditions, the value of Rights that vest will be evaluated and will be paid in Shares, cash or a combination of cash and Shares based on the then Share price. No exercise price is required to exercise vested Rights. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Measurement Periods | The Measurement Period will be the three financial years from 1 August 2020 to 31 July 2023. The Extended Measurement Period, if applicable, will only occur once, from 1 August 2020 to 31 July 2024. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Retesting | <p>Retesting may be applied to any Tranche of Rights if specified in the relevant Letter of Invitation.</p> <p>Retesting will only apply if nil vesting occurs for the Tranche at the end of the initial Measurement Period and will only occur once at the end of the Extended Measurement Period.</p> <p>Retesting may only be applied to vesting conditions where the Extended Measurement Period does not empirically reduce the difficulty of achieving vesting relative to the intended difficulty at the start of the Measurement Period.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| Aspect | Details |
|---|--|
| Cessation of Employment | <p>On termination of employment a portion of Performance Rights granted in the financial year in which the termination occurs will be forfeited. The proportion forfeited is that which the remainder of the financial year following the termination represents of the full financial year. This provision recognises that grants of Performance Rights are part of the remuneration for the year of grant and that if part of the year is not served then some of the Performance Rights will not have been earned.</p> <p>If Performance Rights vest subsequent to a termination of employment and their value is less than the Share Price at the date of the termination then such Rights will be settled in cash on exercise.</p> |
| Terms and Conditions | <p>The Board of the Company has the discretion to set the terms and conditions on which it will grant Rights under the WHSPRP, including the Vesting Conditions and modification of the terms and conditions as appropriate to ensuring the plan operates as intended. All Rights granted will be subject to Vesting Conditions and in the case of Performance Rights the conditions are intended to be challenging and linked to growth in shareholder value. The terms and conditions of the WHSPRP include those aspects legally required as well as a method for calculating the appropriate number to vest in the circumstances of a change of control, a major return of capital to shareholders and the treatment of Rights in the circumstances of various forms of termination.</p> |
| Lapse and Forfeiture of Performance Rights | <p>Performance Rights will lapse if the prescribed Vesting Conditions are not satisfied within the prescribed Measurement Period, subject to retesting.</p> |
| Disposal Restrictions | <p>Rights may not be disposed of at any time, but they will be exercised on vesting. Shares acquired on exercise of vested Rights will be subject to disposal restrictions until all of the following cease to restrict disposals:</p> <ol style="list-style-type: none"> the Company's share trading policy, the Corporations Act insider trading provisions, and Specified Disposal Restrictions, if any. |
| Specified Disposal Restrictions | <p>The Specified Disposal Restrictions are that:</p> <ol style="list-style-type: none"> 50% of the Shares acquired on exercise of vested Rights may not be sold or otherwise disposed of for a period ending on the earlier of: <ol style="list-style-type: none"> The date of cessation of employment with the Company, or 15th anniversary of the date of grant of the Rights, and 50% of the Shares acquired on exercise of vested Rights may not be sold or otherwise disposed of for a period ending on the earlier of: <ol style="list-style-type: none"> the second anniversary of the date of cessation of employment with the Company, or 15th anniversary of the date of grant of the Rights. |
| Disposal Restriction Release at Taxing Point | <p>In the event that a taxing point arises in relation to Restricted Shares and the disposal restrictions applicable to such Shares have not ceased to apply then disposal restrictions, other than those arising under the Corporation Act, will cease to apply to 50% of such Restricted Shares.</p> |
| Hedging | <p>The Company prohibits the hedging of Performance Rights by Participants.</p> |
| Voting and Dividend Rights | <p>Performance Rights do not carry voting or dividend entitlements. Shares issued when Performance Rights vest carry all entitlements of Shares, including voting and dividend entitlements.</p> |
| Change of Control of the Company | <p>In the event of a Change of Control a portion of Performance Rights granted in the financial year in which the Change of Control occurs will be forfeited. The proportion is that which the remainder of the financial year following the Change of Control represents of the full financial year.</p> <p>Then unvested Rights would vest in the same proportion as the share price has increased since the beginning of the Measurement Period. Remaining Rights would either lapse or some or all may vest at the Board's discretion. In relation to Shares that have resulted from the vesting of Rights, dealing restrictions, if any, specified in the Invitation would also be lifted, though the Company's securities trading policy and the Corporations Act would continue to apply.</p> |
| Fraud, Gross Misconduct etc. | <p>In the event that the Board forms the opinion that a Participant has committed an act of fraud, defalcation or gross misconduct in relation to the Company, the Participant will forfeit all unvested Rights.</p> |

| Aspect | Details |
|--|---|
| Competition and Other Actions that May Harm the Company | <p>If a Participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board all unvested Rights held by the Participant will lapse and be forfeited, unless otherwise determined by the Board.</p> <p>If a Participant either directly or indirectly competes with the Company including becoming an employee of a competitor, supplier or customer, without the prior written consent of the Company, all unvested Rights held by the Participant will lapse and be forfeited, unless otherwise determined by the Board.</p> |
| Issue or Acquisition of Shares | Shares allocated to a Participant when Performance Rights vest under the WHSPRP may be issued by the Company or acquired on or off market by the Company or its nominee. The nominee may be a trust, the purpose of which is to facilitate the operation of the plan. |
| Cost and Administration | The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying vested Performance Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the WHSPRP. |
| Loans to participants | No loans are to be made to Participants under the WHSPRP. |
| Other Terms of the WHSPRP | The WHSPRP also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the WHSPRP. |

Managing Directors Remuneration

Details of the Managing Director's total remuneration in respect of the 2020 financial year are shown in the Remuneration Report (pages 42 to 59 of the 2020 Annual Report). It was comprised of:

- Total fixed remuneration \$1,313,025
- STI paid \$448,076
- LTI vested \$489,156

The Managing Director's current remuneration in the 2021 financial year will consist of fixed remuneration and any variable remuneration to be determined by the Board subject to a range of factors set out in the Remuneration Report.

Price Payable and Previous issues

The Managing Director does not make any cash payment for the Performance Rights. They are an incentive mechanism for future performance that can only be exercised subject to the satisfaction of the performance hurdles described above. If shareholders do not approve the proposed issue of Performance Rights to the Managing Director under Item 4, the Performance Rights will not be granted to the Managing Director and the Board will need to consider alternative remuneration arrangements to provide an incentive for future performance subject to the satisfaction of performance hurdles. Alternative remuneration arrangements may include a cash payment.

Previous issues of performance rights are disclosed each year in the Remuneration Report. In December 2019 the following Performance Rights were issued:

| Name | Position | Number of Rights issued | Acquisition price per Right |
|------------------|-------------------|-------------------------|-----------------------------|
| Mr Todd J Barlow | Managing Director | 91,902 | nil |

Further details of Performance Rights issued to Mr Barlow under the WHSPRP are set out in the Remuneration Report. Details of any securities issued to the Managing Director under the WHSPRP will be published in the annual report of WHSP relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by the listing rule who become entitled to participate in an issue of securities under the WHSPRP after the resolution in Item 4 is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

The Directors (with Mr Barlow abstaining) unanimously recommend that Shareholders vote **in favour** of Item 4.

Registered Office

Level 14, 151 Clarence Street, Sydney NSW 2000

Telephone: (02) 9210 7070

Facsimile: (02) 9210 7077

www.whsp.com.au

Share Register

Advanced Share Registry Limited

110 Stirling Highway, Nedlands WA 6009

Telephone: 1300 113 258 or +61 8 9389 8033 (outside Australia)

Facsimile: (08) 6370 4203 or +61 8 6370 4203 (outside Australia)

www.advancedshare.com.au



Washington H. Soul Pattinson and Company Limited

ABN 49 000 002 728

ASX Code: SOL



Washington H. Soul Pattinson and Company Limited

ABN 49 000 002 728

Lodge your vote

By Mail:

Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6909

By Fax:

(Within Australia) (08) 6370 4203
(Outside Australia) +61 8 6370 4203

Online:

www.advancedshare.com.au

Other enquiries

Phone:

(Within Australia) 1300 113 258
(Outside Australia) +618 9389 8033

Email:

admin@advancedshare.com.au

Proxy Form

Annual General Meeting Wednesday 9 December 2020

For your vote to be effective it must be received before **12:00pm (AEDT) on Monday 7 December 2020.**

Instructions

Step 1 – Appoint a Proxy to Vote on Your Behalf

Shareholders may appoint a proxy. A proxy does not need to be a member of the Company. If you wish to appoint the Chairman of the Meeting as your proxy mark the box. If you wish to appoint someone other than the Chairman, please insert the full name of the person or company in the space provided (see reverse). If you leave this section blank or your proxy does not attend the meeting, the Chairman of the Meeting will be your proxy.

If you appoint two proxies, each proxy may be appointed to represent a specific proportion of your voting rights. If the proxy form does not specify a proportion then each proxy may exercise half of your voting rights. Fractions shall be disregarded.

Step 2 – Voting Directions to Your Proxy

To direct your proxy how to vote, mark one of the boxes next to each item of business. If you have appointed two proxies and wish to give each proxy different voting directions, then you will need to copy this proxy form or contact the Share Registry for another proxy form.

Step 3 – Signing Your Proxy

This proxy should be signed by the shareholder/s as named on this proxy. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation, or another individual, you are required to provide documentation to the Share Registry evidencing your power to sign the proxy in this capacity.

Proxies must be lodged prior to 12:00pm (AEDT) on 7 December 2020. Proxies received after this time will not be valid for the Meeting.

Proxies may be lodged by using this form by:

- mail to PO Box 1156, Nedlands, 6909, Western Australia;
- facsimile to (08) 6370 4203; or
- delivery to the Share Registry of the Company at 110 Stirling Hwy, Nedlands, Western Australia, 6009.

Proxies may be lodged online at www.advancedshare.com.au

For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7.00pm (AEDT) on Monday, 7 December 2020 will be entitled to attend and vote at the Meeting.

This proxy should be read in conjunction with the Notice of Meeting provided by the Company.

The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions on this proxy for polls held at the Meeting.

Given current restrictions to manage the COVID-19 virus, this year's Annual General Meeting (AGM) will be held online. If you wish to attend the Meeting, please login at www.advancedshare.com.au/virtual-meeting using the Meeting ID and Shareholder ID on the top right hand corner of this proxy form.



Website

www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Appoint a proxy

Turn over to complete this form »



Washington H. Soul Pattinson and Company Limited

ABN 49 000 002 728

Change of Address ☐

If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'x') should advise your broker of any changes.

Reference Number:

Meeting ID:

Shareholder ID:

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

PLEASE NOTE: This proxy is provided on behalf of Washington H Soul Pattinson and Company Limited ABN 49 000 002 728 (the "Company") for use at the Meeting of the shareholders of the Company to be held on 9 December 2020 at 12:00pm (AEDT) or any adjournment thereof (the "Meeting"). Given current restrictions to manage the COVID-19 virus, this year's AGM will be held online at www.advancedshare.com.au/virtual-meeting

I/We being a member/s of **Washington H Soul Pattinson and Company Limited** hereby appoint

☐ the Chairman of the Meeting or

PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Meeting and at any adjournment or postponement of the Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 4 (except where I/we have indicated a different voting intention below) even though these Items are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman.

STEP 2

Voting Directions

PLEASE NOTE: If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item and your votes will not be counted in computing the required majority on that item.

The Chairman of the Meeting intends to vote all undirected proxies available to him in favour of each Item of Business.

If you wish to direct how your proxy is to vote, please mark the appropriate boxes below.

| | FOR | AGAINST | ABSTAIN |
|--|--------------------------|--------------------------|--------------------------|
| Item 2: To adopt the Remuneration Report for the year ended 31 July 2020 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3a: To re-elect Mrs Josephine L Sukkar as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3b: To re-elect Mrs Tiffany L Fuller as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3b: To re-elect Mr Thomas CD Millner as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4: To grant Performance Rights to the Managing Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Appointing a Second Proxy: I/We wish to appoint a second proxy: (State the percentage of your voting rights or the number of shares for this proxy)

Name of second proxy

Percentage

Number of Shares

OR

STEP 3

Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Shareholder 2 (if joint holding)

Shareholder 3 (if joint holding)

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name:

Phone:

Date:

/ /