



**WASHINGTON H SOUL PATTINSON
AND COMPANY LIMITED**

ABN: 49 000 002 728

Level 1, 160 Pitt Street Mall Sydney NSW 2000 Australia

GPO Box 479, Sydney NSW 2001 T: (02) 9232 7166 F: (02) 9235 1747

By Electronic Lodgment

4 December 2018

ASX Market Announcements
Australian Securities Exchange

Dear Sir/Madam

Notice of change of interests of substantial holder

We enclose Corporations Act Form 604, Notice of change of interests of substantial holder, setting out the interest which Washington H. Soul Pattinson and Company Limited (WHSP) has in itself.

The relevant interest referred to in this notice is a technical interest which WHSP is deemed to hold in itself under the Corporations Act.

Yours faithfully

I.D. Bloodworth
Company Secretary

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Washington H. Soul Pattinson and Company Limited (WHSP)

ACN/ARSN ACN 000 002 728

1. Details of substantial holder(1)

Name Washington H. Soul Pattinson and Company Limited (WHSP)

ACN/ARSN (if applicable) ACN 000 002 728

There was a change in the interests of the substantial holder on 04 / 12 / 2018*

The previous notice was given to the company on 05 / 12 / 2013

The previous notice was dated 05 / 12 / 2013

* This notice reflects trading on-market on the dates set out in section 3. Those trades settle on a T+2 basis and therefore the substantial holders' change in relevant interest will only arise on the settlement of those trades.

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	102,257,830	42.72%	94,314,855	39.40%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
29/11/2018	WHSP	Sale of shares on-market by Brickworks Limited (Brickworks) on 27/11/2018	\$8,321,749	-298,630 Ordinary Shares	-298,630
30/11/2018	WHSP	Sale of shares on-market by Brickworks on 28/11/2018	\$9,130,815	-324,088 Ordinary Shares	-324,088
04/12/2018	WHSP	Sale of shares on-market by Brickworks on 30/11/2018	\$139,582,535	-5,320,257 Ordinary Shares	-5,320,257
05/12/2018	WHSP	Sale of shares on-market by Brickworks on 03/12/2018	\$52,440,000	-2,000,000 Ordinary Shares	-2,000,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
WHSP	Brickworks	Brickworks	Relevant interest due to WHSP holding voting power of more than 20% in Brickworks refer to Note 1	94,314,855 Ordinary Shares	94,314,855

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
WHSP	Level 1, 160 Pitt Street Mall, Sydney NSW 2000
Brickworks Limited	738-780 Wallgrove Road, Horsley Park NSW 2175

Signature

print name Ian David Bloodworth

capacity Company Secretary

sign here



date 04 / 12 / 2018

NOTES

- (1) The relevant interest that WHSP holds in itself arises by virtue of the operation of the provisions of section 608(3)(a) of the Corporations Act 2001 (Cth). That section provides that a person will have a relevant interest in any securities that a body corporate has a relevant interest in where the person's voting power in that body corporate is above 20%. WHSP's voting power in Brickworks exceeds 20%. As such, WHSP has a relevant interest in securities held by Brickworks in WHSP. WHSP has had voting power in Brickworks above 20% since 1969. For further details of the relevant interest of Brickworks in WHSP see the Notices of Substantial Shareholder lodged by Brickworks.

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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