

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b> WASHINGTON H. SOUL PATTINSON AND COMPANY LIMITED (WHSP)
<b>ABN</b> 49 000 002 728

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Todd Barlow
<b>Date of last notice</b>	19 December 2022

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and Indirect interest
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Citicorp Nominees Pty Ltd – CPU Share Plans Pty Limited as trustee of the employee share trust for the WHSP long term performance rights plan (WHSPRP). Todd Barlow is a beneficiary of the shares under the trust deed and the rules governing the WHSPRP.
<b>Date of change</b>	15 May 2023
<b>No. of securities held prior to change</b>	SOL Shares: <ul style="list-style-type: none"> <li>• 210,066 SOL Ordinary Shares (SOL Shares) registered in the name of Todd Barlow</li> <li>• 82,361 SOL Shares registered in the name of Citicorp Nominees Pty Ltd – CPU Share Plans Pty Ltd</li> </ul> 278,942 Unlisted Performance Rights under the WHSPRP (LTI Rights)
<b>Class</b>	Unlisted LTI Rights
<b>Number acquired</b>	Grant of 129,765 Unlisted LTI Rights

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+ See chapter 19 for defined terms.

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<b>Number disposed</b>	Not applicable									
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil									
<b>No. of securities held after change</b>	SOL Shares: <ul style="list-style-type: none"> <li>• 210,066 registered in the name of Todd Barlow</li> <li>• 82,361 registered in the name of Citicorp Nominees Pty Ltd – CPU Share Plans Pty Limited</li> </ul> 408,707 Unlisted LTI Rights									
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Grant of Unlisted LTI Rights under the WHSPRP.  Prior to his role as CEO&MD of WHSP, Mr Barlow was Managing Director (MD) of Pitt Capital Partners. PCP is a wholly owned subsidiary which put in place long-term performance based remuneration based on value-creation of some investments. WHSP's Board Performance, Culture and Remuneration Committee has determined that in lieu of a cash performance fee owed to Mr Barlow relating to his role as MD of Pitt Capital, Mr Barlow will receive LTI Rights under the following terms: <table border="1" data-bbox="719 1227 1358 1733"> <tr> <td data-bbox="719 1227 1018 1458">Vesting schedule</td> <td data-bbox="1018 1227 1358 1458"> <ul style="list-style-type: none"> <li>• 50% vesting on 31 July 2025</li> <li>• 25% vesting on 31 July 2026</li> <li>• 25% vesting on 31 July 2027</li> </ul> </td> </tr> <tr> <td data-bbox="719 1458 1018 1541">Sale restriction post vesting</td> <td data-bbox="1018 1458 1358 1541">12 years (or until cessation of employment)</td> </tr> <tr> <td data-bbox="719 1541 1018 1653">Effect of cessation of employment</td> <td data-bbox="1018 1541 1358 1653">Forfeited if resign or terminated for cause prior to vesting</td> </tr> <tr> <td data-bbox="719 1653 1018 1733">Acquisition of SOL Shares on vesting</td> <td data-bbox="1018 1653 1358 1733">Shares to be purchased on market</td> </tr> </table>		Vesting schedule	<ul style="list-style-type: none"> <li>• 50% vesting on 31 July 2025</li> <li>• 25% vesting on 31 July 2026</li> <li>• 25% vesting on 31 July 2027</li> </ul>	Sale restriction post vesting	12 years (or until cessation of employment)	Effect of cessation of employment	Forfeited if resign or terminated for cause prior to vesting	Acquisition of SOL Shares on vesting	Shares to be purchased on market
Vesting schedule	<ul style="list-style-type: none"> <li>• 50% vesting on 31 July 2025</li> <li>• 25% vesting on 31 July 2026</li> <li>• 25% vesting on 31 July 2027</li> </ul>									
Sale restriction post vesting	12 years (or until cessation of employment)									
Effect of cessation of employment	Forfeited if resign or terminated for cause prior to vesting									
Acquisition of SOL Shares on vesting	Shares to be purchased on market									

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**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	None
<b>Nature of interest</b>	Not applicable
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	Not applicable
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
<b>Interest acquired</b>	None
<b>Interest disposed</b>	None
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
<b>Interest after change</b>	None

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

Dated: 22 May 2023

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