

22 November 2024

ASX Announcement

2024 Annual General Meeting

Diversified investment house, Washington H. Soul Pattinson and Company Limited ("**Soul Patts**") (ASX:SOL), will host its Annual General Meeting (AGM) today, Friday 22 November 2024.

AGM event details

In person:

Ivy Ballroom, Level 1, 320 George Street, Sydney
Registration opens at 11am with formalities commencing 12 noon (AEDT)

Online:

You can register to watch the webcast at the link below:

<https://www.streamgate.co/soulpatts-agm-2024/>

A copy of the Chairman's Address, Managing Director and CEO's Address and AGM Presentation that will be delivered at today's AGM is appended.

–ENDS–

This ASX announcement has been authorised for release by the Board.

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About Soul Patts

Washington H. Soul Pattinson ("Soul Patts") is an Australian public company that first listed on the Sydney Stock Exchange (now ASX) on 21 January 1903. With origins in owning and operating Australian pharmacies, Soul Patts has since evolved into an investment house with a diversified and uncorrelated portfolio of assets across multiple industries. Soul Patts takes a long-term approach to investing with an objective to deliver superior returns by creating capital growth and regular dividends. Through owning SOL shares, an investor gains access to the following asset classes: listed equities, private markets, credit, and property. More information: SoulPatts.com.au



Chairman's Address

Good afternoon, ladies and gentlemen and welcome to the 121st Washington H. Soul Pattinson Annual General Meeting.

I am Robert Millner, Chairman of the Board. I am advised that a quorum is present, therefore I am delighted to officially declare the Meeting open.

It is a pleasure to see many of you in-person today, and welcome to those of you viewing via the webcast.

Slide: Board of Directors

Today I am joined by my fellow non-executive directors: Michael Hawker AM – Lead Independent Director, Josephine Sukkar AM, Joe Pollard, David Baxby, Tiffany Fuller. And I extend a warm welcome to Bruce MacDiarmid who joined the Board on 1 August 2024.

We are also joined on stage by Managing Director and CEO, Todd Barlow, Chief Financial Officer, David Grbin, and Company Secretary, Pamela Longstaff.

Members of the senior management team in attendance include our Chief Investment Officer, Brendan O'Dea, Chief Operating Officer, Jaki Virtue, Managing Director Private Equity and Advisory, David Scammell and Managing Director Credit and Emerging Companies, Dean Price.

Ryan Fisk from Ernst & Young, our Company's Auditor, is also present and available to answer questions shareholders might have concerning the conduct of the audit, preparation and content of the Auditor's Report, the Company's accounting policies and the Auditor's independence.

In response to valuable feedback from our shareholders last year, we have made significant improvements to our reporting suite. The Annual Report has been streamlined, reducing its length by 40 pages. Additionally, we included a comprehensive overview of our performance within the first 20 pages of the Annual Report, while dedicating the remaining sections to detailed statutory reporting.

Slide: Agenda

Turning to the agenda for today. I will begin with a few procedural guidelines and then provide an update before handing to the Managing Director and CEO Todd Barlow. Both presentations have been lodged this morning with the ASX.

We will then move to consider the formal items of business.

To allow those who have attended in person to vote at any time during the meeting, I now formally open the poll on all items of business set out in the Notice of Meeting lodged with the ASX on the 21st of October.

Voting will be conducted by a poll on all items. If you are eligible to vote you will have received a yellow voting card at registration. If you believe you are entitled to vote and have not received the correct voting card, please see the Computershare staff at the entrance to this room.

Computershare is the returning officer for this meeting. To cast your vote, simply complete and sign the back of the card. You may submit your voting paper at any time into the ballot box



alongside the registration table, or by handing your voting card to a Computershare representative at the end of the meeting.

The final results will be released to the ASX and posted on the Soul Patts' website later today.

Today's AGM allows shareholders or their representatives to ask questions both in person and online. This includes pre-submitted questions, unless already addressed. Shareholders in the room with a yellow voting card or blue non-voting card may ask questions. To ask a question online, type your name and question in the text box provided on the viewing platform.

Online questions will be moderated to avoid repetition, and may be summarised if lengthy.

Turning now to Board changes.

Slide: Board changes

As announced to the ASX on 8 December 2023, Michael Hawker, Lead Independent Director is retiring from the Board at the end of this meeting after 12 years and in line with our tenure review policy. Joining in 2012, Michael has served as the Chair of the Nomination Committee, Chair of Risk and Continuous Disclosure Committee, and member of the Audit, and People, Culture & Remuneration Committees.

On behalf of my fellow Directors, I would like to sincerely thank you Michael, for your significant contribution to the Board. Your 40 plus years of experience in financial services and investing have greatly benefitted the Board, providing invaluable insights and guidance.

Although the majority of the Board is independent, to uphold our strong governance following Michael's retirement, the Board has appointed David Baxby as the Lead Independent Director. David brings extensive experience across a number of sectors, having already held senior executive roles and served on a public company board which will be invaluable in maintaining our commitment to robust governance and independence.

On 1 August 2024, Bruce MacDiarmid joined the Board who is standing for election today.

Mr MacDiarmid has had a 30-year international career in financial services working for several major investment banks, most recently as Chairman of Investment Banking at Goldman Sachs, Australia & New Zealand from 2018 to 2023. Bruce is a Non-executive Director of the Treasury Corporation of Victoria, Deputy Chair of Sydney Children's Hospitals Network, a non-executive director of Sydney Children's Hospital Foundation and a member of the University of NSW's Law Advisory Council. He holds degrees in Commerce and Law from the University of NSW, is a Senior Fellow of the Financial Services Institute of Australia and a graduate of the Australian Institute of Company Directors.

Bruce's strong commercial experience in finance and investment complements the existing skills and capabilities on the Board.

The Board continues to reflect a strong mix of skills and experience, ensuring effective governance for Soul Patts.

Bruce has confirmed he has the time available to fulfill his role. The Board supports his election at today's meeting.

Slide: 24 years consecutive dividend growth

While Todd will cover the FY24 results and performance, I wanted to share this graph which tells



the story of an unbroken run of increasing dividends that no other ASX listed company has matched.

The Board has declared a final dividend of 55 cents per share, bringing the total dividends for the year to 95 cents fully franked, that is a 9.2% increase over the previous year.

Since 2000, ordinary dividends have increased every year resulting in a compound annual growth rate of 9.6%. Over this 24-year period we have also made nine special dividend payments totalling 105 cents per share.

For 121 years, we have consistently paid dividends, even through major world events like the Great Depression, World Wars, and economic downturns. This shows our financial stability and unwavering commitment to delivering shareholder value, regardless of the challenges.

In recent years, some shareholders have encouraged the Board to consider a Dividend Reinvestment Plan. The Soul Patts' Dividend Reinvestment Plan was established in September 2024 and we are pleased that for the 2024 final dividend, 11.0% of shareholders elected to participate, representing 2.5% of total shares on issue.

Slide: Sustainable long-term performance

Over the past 20 years, Soul Patts has delivered a Total Shareholder Return of 11.7% per annum. That is 3% higher than the market every year.

When that is compounded over the last 20 years, a \$1,000 investment in Soul Patts in 2004 is worth \$9,200 today, reflecting an 820% increase. In comparison, the same investment in the All Ordinaries Accumulation Index would be worth \$5,340 today, representing a 434% increase. This demonstrates the significant outperformance of Soul Patts over the past two decades.

These results reflect the dedication of all our staff at Soul Patts, and we extend our heartfelt thanks to them. Under the exceptional leadership of Todd and the management team, our business has undergone significant transformation, while preserving and even building on the strong culture established by our founders. We are well positioned for the future. As we continue to thrive, we remain mindful of the importance of succession planning to ensure sustained success. We are committed to nurturing within our ranks to maintain our momentum and drive future growth.

Finally, I would also like to thank the management and staff of our investee companies. Their success is integral to how Soul Patts has evolved today.

And to you, our shareholders, thank you for your continued support of this Company.

I will now hand over to Todd to deliver his CEO's Address.



Managing Director and CEO's Address

Thank you, Rob and good afternoon. I also would like to extend a warm welcome to everyone in the room and to those joining us online.

I would like to start by thanking the Chairman and the Board for their guidance and stewardship throughout the year. Shareholders are very fortunate to have a Board focused on delivering great outcomes for shareholders.

I also want to thank the entire team at Soul Patts for their hard work and tireless efforts to deliver wealth to shareholders. We come to work every day singularly focused on maximizing wealth for our shareholders and working with great people makes the job so much easier.

And to our shareholders, thank you for the trust you put in us to protect and grow your investment. It is an honour to serve each and every one of you.

Moving now to a brief overview of the FY24 highlights.

Slide: FY24 highlights

In the 2024 financial year we delivered another strong performance and continued our track record of generating enduring returns for our shareholders.

Our people are important to the success of the company. This year we completed our second culture and engagement survey where we outperformed the top quartile of finance organisations in Australia by 11%. Recently Soul Patts was recognised by the Diversity Council of Australia as an Inclusive Employer for our achievements in creating a workplace where everyone feels valued and respected.

Equally, our commitment to communities is important to us. We have had a long-term partnership with the Royal Flying Doctor Service, and this year with the help of you our shareholders, we raised and donated \$735k. Thank you to shareholders who donated to this worthy cause.

Slide: Delivering against strategy

We have three key financial objectives and performed well against each in FY24.

Firstly, we increased cash generation. The cash generated by our investments increased 10.3 per-cent over the previous year which is an outstanding result. As Rob mentioned, this strong cash generation has enabled the board to declare a fully franked final dividend of 55 cents per share, which brings total dividends for the year to 95 cents fully franked – that is up 9.2 per-cent on the prior year.

Secondly, we grew the portfolio. The Net Asset Value per share increased 12% after adding back dividends. While this was 1.4% below the performance of the market, it is a strong overall return and above historical average market returns.

Lastly, we also managed investment risk across the portfolio. We do this primarily, by investing in a diversified portfolio of high quality, resilient, and growing businesses. Representative of the quality dealflow and execution capability of the team, we invested \$2.8 billion into public equities and private investments throughout the year.

The \$4.7 billion of total transaction activity across the portfolio includes both acquisitions and sales. That activity reflects our ongoing portfolio rebalancing and the dynamic environment



which required us to be more active than usual.

On a net basis, we deployed over \$800m of cash which left our cash balances low at year end. In August this year, we topped up our cash position with an equity and bond raising. This leaves Soul Patts with ample financial flexibility to respond to new opportunities.

Slide: Net Asset Value

The pre-tax Net Asset Value of our portfolio closed at \$11.8 billion, compared to \$10.8 at the end of FY23, after adding back dividends paid to shareholders, the total return for the year was 12%.

Pleasingly, results were strong across the board:

- The Strategic portfolio had a total return of 11%; Large caps added 14.1%;
- Private equity generated an IRR of 15.9%;
- Emerging companies had a very strong year with 16% growth;
- Credit delivered 14.9%; and
- Property was up 20.1%.

Slide: Generating enduring value 3-year performance

It has been just over three years since we completed the Milton acquisition in October 2021. I thought it would be worthwhile to take a look at our performance since then against our key objectives.

From a cashflow perspective, we have grown cashflow per share from investments by an extraordinary 20% per annum enabling us to increase dividends at 15.3% annually over this period. To put that in perspective, average dividends across the market have only grown at 0.9% per year.

In terms of growing the portfolio, Net Assets have compounded at an average of 13.5% annually, outpacing the benchmark by 6.4% each year.

In dollar terms, over the last 3 years, we have added \$2 billion above market growth to shareholder's wealth.

While achieving these outcomes, we have also de-risked the portfolio by moving into uncorrelated and more diverse asset classes. We believe this is an important part of our strategy to deliver better returns to shareholders while also mitigating risk of being in any one asset class. This has become particularly important as equity markets continue to grow, often at faster rates than the underlying earnings of the listed companies.

Over the three years total transaction activity (which includes acquisitions and disposals) totalled over \$10.7 billion. This has resulted in material increases to our allocations to private markets, particularly credit and private equity.

Before I handover to Rob, we have prepared a short video outlining our approach to private equity which showcases four of our largest investments in the portfolio.



Annual General Meeting

Financial Year 2024

22 November 2024

SoulPatts.com.au



Chairman's Address

Board of Directors



Robert Millner AO
Chairman



Todd Barlow
Managing Director & CEO



David Baxby
Non-Executive Director



Tiffany Fuller
Non-Executive Director



Michael Hawker AM
Lead Independent Director



Bruce MacDiarmid
Non-Executive Director



Joe Pollard
Non-Executive Director



Josephine Sukkar AM
Non-Executive Director

Agenda

Chairman's Address

Managing Director & CEO's Presentation

Formal Business

Questions

Board changes



Michael Hawker AM
Lead Independent Director

Chair Nomination Committee, Chair Risk Committee, Member of the Audit Committee and People, Culture & Remuneration Committee

Retirement

Appointed 2012

Retirement effective
22 November 2024.

The Board thanks Michael for his significant contribution to Soul Patts over 12 years.



Bruce MacDiarmid
Non-Executive Director

Member of the Risk and Audit Committees

Election

Appointed 2024

Experienced company director, with a strong background in financial services, in particular investment banking.



David Baxby
Non-Executive Director

Member of the Nomination, Risk and People, Culture & Remuneration Committees

Lead Independent Director

Appointed 2023

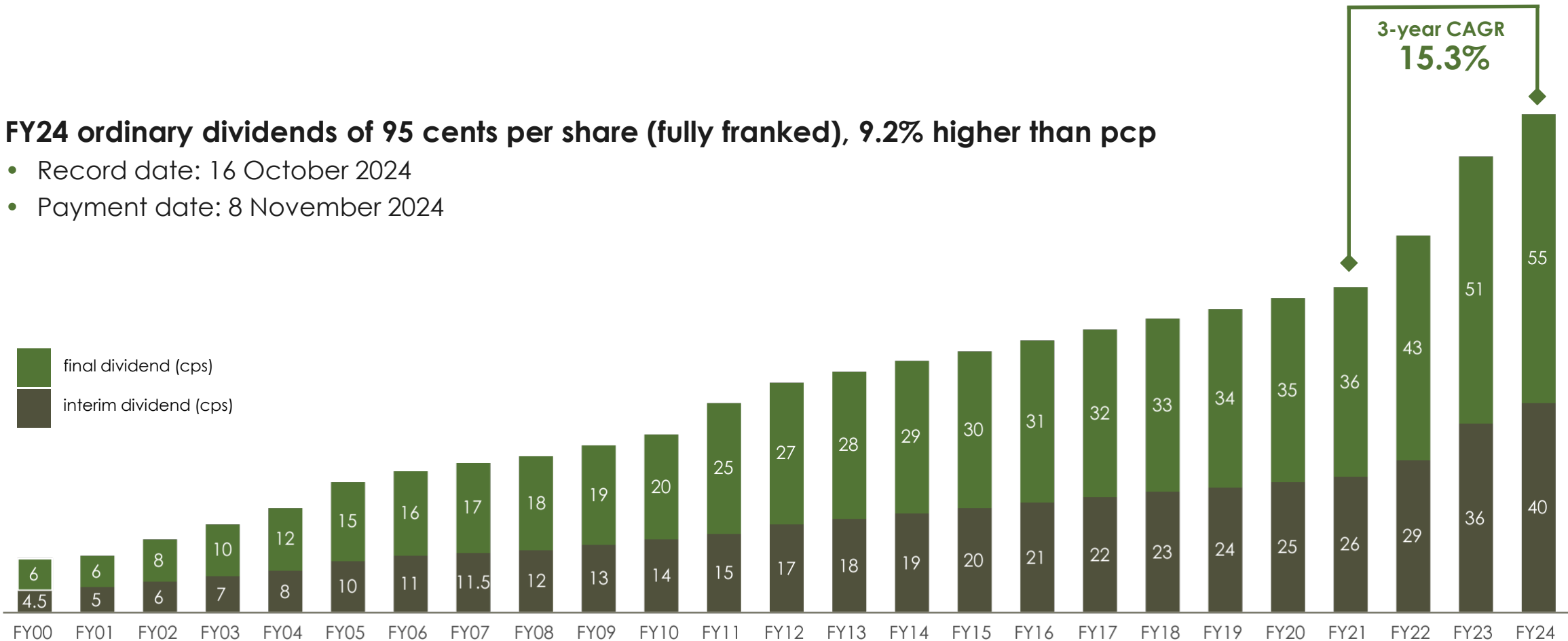
Experienced public company director and senior executive, with a strong background in investing.

24 years consecutive dividend growth

Ordinary interim and final dividend increases at a CAGR of 9.6%

FY24 ordinary dividends of 95 cents per share (fully franked), 9.2% higher than pcg

- Record date: 16 October 2024
- Payment date: 8 November 2024



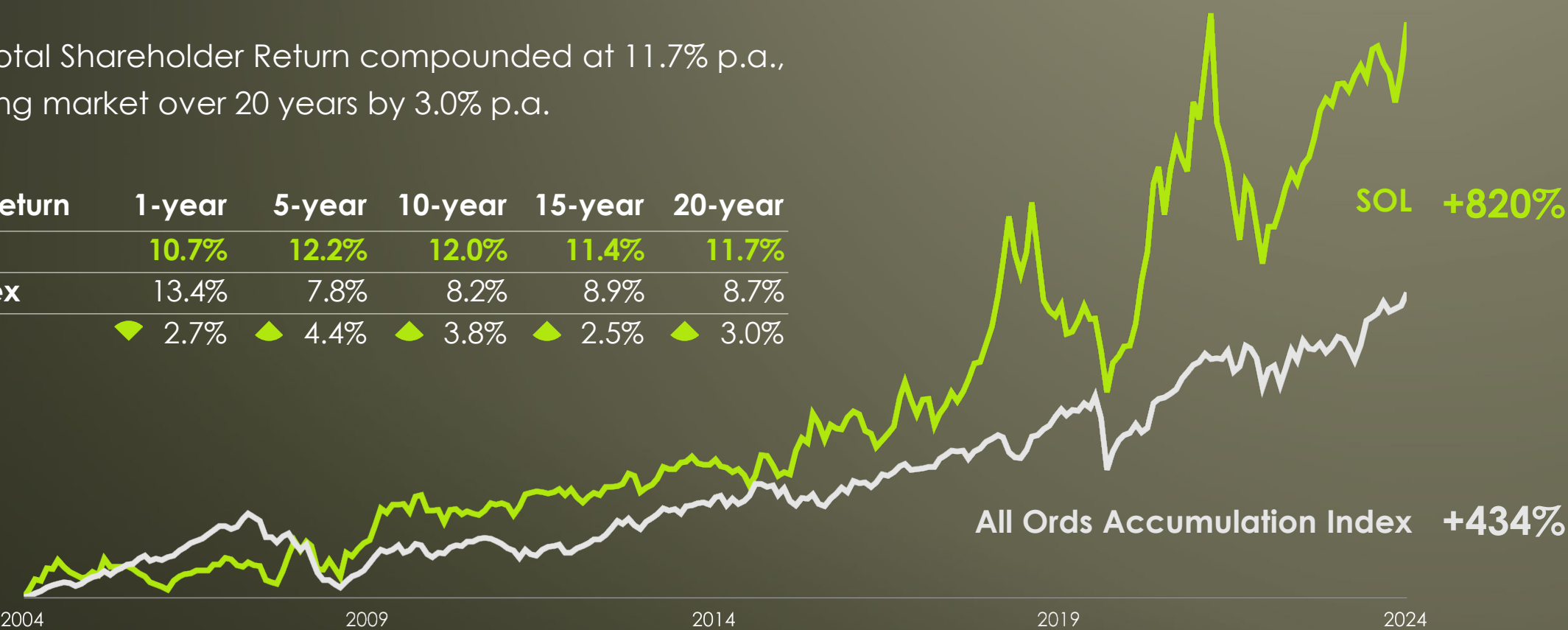
Sustainable long-term performance

Capital and income growth through share price and dividends

Cumulative performance to 31 July 2024 (including reinvestment of dividends)

Soul Patts' Total Shareholder Return compounded at 11.7% p.a., outperforming market over 20 years by 3.0% p.a.

Annualised return	1-year	5-year	10-year	15-year	20-year
Soul Patts	10.7%	12.2%	12.0%	11.4%	11.7%
All Ords Index	13.4%	7.8%	8.2%	8.9%	8.7%
	2.7%	4.4%	3.8%	2.5%	3.0%



Managing Director & CEO's Presentation

FY24 highlights

- **Strong performance, strategy continues to deliver**
 - growth in cash flows
 - increased portfolio value
 - well-managed investment risk
- **Long-term value creation**
 - smart portfolio allocation choices
 - momentum in investment activity
 - strong performance across portfolios
- **Continuing track record of generating enduring returns**
 - 24 years consecutive dividend growth
 - 20-year TSR outperformance

Shareholders



Total ordinary dividends fully franked

95c

▲ up 9.2% on FY23

Compound dividend growth

15%

3-year compound annual growth

Dividend reinvestment plan

introduced for the first time in September 2024

20-year Total Shareholder Return

+820%

Soul Patts



+434%

All Ordinaries Accumulation Index

People



Engagement outperformed the financial services industry benchmark by 11%

90% employee participation

95%

of employees proud to work for Soul Patts

Paid intern program

investing in the future leaders of the financial services sector

48%

women employed with

43%

represented on the Board

43%

in senior management roles

Industry leadership

Soul Patts CFO recognised in the AFR Top 25 CFO Index and COO winner of the AFR Women in Leadership Awards (Financial Services Non-banking)

Communities



\$735k

raised and donated to Royal Flying Doctor Service to improve rural, regional and remote primary healthcare services

84-year

partnership with Royal Flying Doctor Service

Soul Patts Foundation refreshed strategy

supporting mental health, communities, and breaking down barriers for women

Partnerships established with

Black Dog Institute and The George Institute

Volunteer paid leave introduced

Delivering against strategy

Long-term commitment, strength of conviction and unconstrained mandate creating value


1 Increase cash generation

Net Cash Flow From Investments

 **10.3%** vs pcp

to \$468.0 million

FY24 dividends (fully franked) of 95 cps

 **9.2%** vs pcp

ordinary dividend growth

2 Grow the portfolio

Net Asset Value (pre-tax) per share

 **12.0%** performance

Portfolio underperformed Index¹
by 1.4% in FY24

Net Asset Value (pre-tax)

 **\$0.9b** vs pcp

to \$11.8 billion

3 Manage investment risk

Transaction activity

\$4.7b

\$2.8 billion invested into public equities
and private investments

Cash deployed in FY24

\$0.8b

available cash \$664 million
post raise August 2024

1. All Ordinaries Accumulation Index (which includes dividend reinvestment) delivered returns of 13.4% for the 12 month period to 31 July 2024.
Portfolio performance (Net Asset Value) includes reinvestment of dividends paid by SOL.

Net Asset Value

Net Asset Value (pre-tax)

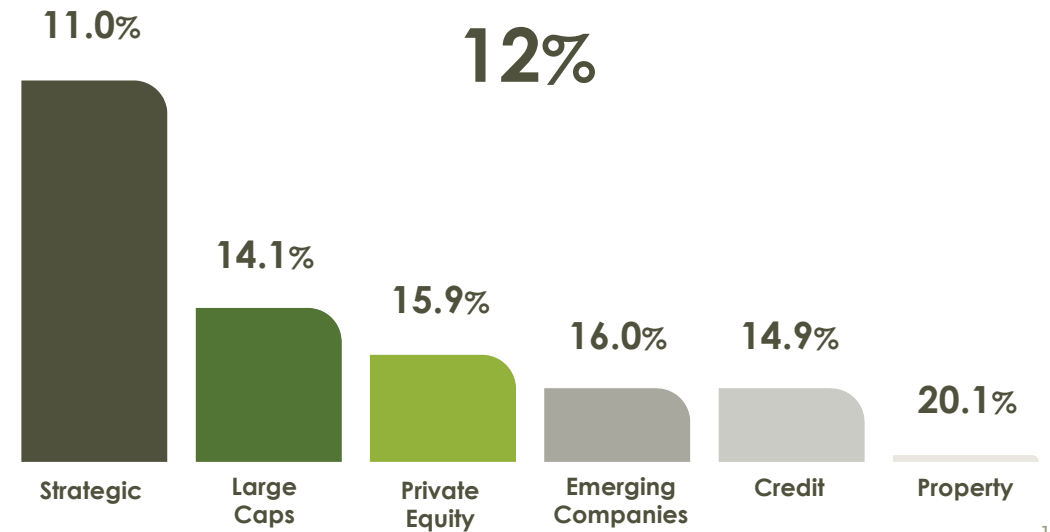
FY24 **\$11.8b¹**

↑ 8.7% vs pcp

FY23 **\$10.8b**

- NAV increase of 8.7% to \$11.8 billion in FY24
- Adjusted for dividends, this represents a return of 12%
- Strong performance across all portfolios reflects active capital allocation to new investments

FY24 Portfolio Total Return




Generating enduring value: 3-year performance

Milton acquisition transformative, delivered significant strategic and financial momentum

1 Increase cash generation

Net Cash Flow From Investments

 **20.0%** p.a. over 3 years

supporting sustainable dividend growth

Dividends (fully franked) of 95cps

 **15.3%** p.a. over 3 years

ordinary dividend growth

2 Grow the portfolio

Net Asset Value (pre-tax) per share

 **13.5%** p.a. performance over 3 years

outperformed Index¹ by 6.4% p.a

Outperformance increased NAV by

 **\$2.0b** over 3 years

or +\$5.58 per share

3 Manage investment risk

Transaction activity

\$10.7b over 3 years

total acquisitions and divestments

Private asset portfolios 3-year growth

Credit **4.4x**

Private Equity **2.4x**

1. All Ordinaries Accumulation Index (which includes dividend reinvestment) delivered returns of 7.1% p.a. for the 3-year period to 31 July 2024. Portfolio performance (Net Asset Value) includes reinvestment of dividends paid by SOL.

Formal Business

Formal items of business

Item 1: Financial 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 2024

Item 2: Director election

To elect Bruce MacDiarmid as a Director of the Company

Item 3: Remuneration Report

To adopt the Remuneration Report of the Company for the year ended 31 July 2024

Item 4: Grant of performance rights to the Managing Director & CEO

To approve for the purposes of Listing Rule 10.14 and all other purposes, the grant to the Managing Director & CEO (**MD & CEO**), Todd Barlow, of 124,066 performance rights, under the Soul Patts' Rights Plan on the terms set out in the Explanatory Notes of the Notice of Meeting

Proxy votes

Item	For	Against	Open	Total	Abstain
Item 1: Financial Report No resolution required for this item of business	-	-	-	-	-
Item 2: Election of Bruce MacDiarmid	97.34%	0.10%	2.56%	213,739,148	314,215
Item 3: Adoption of the Remuneration Report	91.34%	5.79%	2.87%	189,298,435	504,656
Item 4: Grant of Performance Rights to the Managing Director & CEO	95.83%	1.64%	2.53%	213,619,379	433,984

Questions



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