

10 September 2025

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## ASX Announcement

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### SOL Share Scheme Meeting – Chairman's Address and Presentation

Diversified investment house, Washington H. Soul Pattinson and Company Limited ("**Soul Patts**" or "**SOL**") (ASX:SOL) refers to its announcement released to the ASX on 1 August 2025 and 4 August 2025 in relation to the SOL Share Scheme Meeting.

In accordance with ASX Listing Rule 3.13.3, attached to this announcement are the following documents to be presented at the SOL Share Scheme Meeting being held at 11:00am (Sydney time) today:

- Chairman's address; and
- SOL Share Scheme Meeting presentation.

The SOL Share Scheme Meeting will be held at The Grand Ballroom, The Fullerton Hotel, 1 Martin Place, Sydney NSW 2000. All registered SOL Shareholders as at 7.00 pm on Monday, 8 September 2025 will be eligible to attend and vote in person, or by completing the proxy appointment in the proxy and voting form accompanying the Combination Booklet which needs to be received by 11.00 am (Sydney time) on Monday 8 September 2025.

SOL Shareholders who are unable to attend in person can view a livestream of the SOL Share Scheme Meeting at <https://www.streamgate.co/soulpatts-scheme-meeting-2025/>. The voting results of the SOL Share Scheme Meeting will be released to the ASX shortly after the conclusion of the SOL Share Scheme Meeting.

#### Further information

SOL Shareholders can contact the Shareholder Information Line on 1300 271 284 (within Australia) or +61 3 9938 4382 (outside Australia) between the hours of 8.30am – 5.00pm (Sydney time) Monday to Friday. SOL Shareholders can also visit the Soul Patts Investor Centre: <https://soulpatts.com.au/investor-centre/investor-overview>

–ENDS–

This ASX announcement has been authorised for release by the Soul Patts 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](http://SoulPatts.com.au)



## **Annexure A – Chairman's Address – SOL Share Scheme Meeting**

# SOL SCHEME MEETING ADDRESS – LEAD INDEPENDENT

## Welcome and introduction

[holding slide]

Good morning

On behalf of the Board, I am pleased to welcome you to the Soul Patts Share Scheme Meeting, to be referred to as the 'Scheme Meeting'. It is a pleasure to have many of you participating in-person today, and welcome to those watching the livestream.

My name is David Baxby, I am the Lead Independent Director of Soul Patts. It is my great privilege to chair today's meeting, where shareholders are voting on a transformational proposal to combine Soul Patts with Brickworks. This will remove the cross-shareholding that has been in place for 56 years, and in turn, simplify the corporate structure and create a stronger, more diversified investment house.

Voting alongside shareholders today is long-standing Chairman, Robert Millner AO, whose name is synonymous with the history and success of Washington H Soul Pattinson. Under his Chairmanship, Soul Patts has strengthened its position as one of Australia's most respected diversified investment houses. Rob's investment philosophy, skillset, and shareholding are deeply embedded in this company's culture. As the proposed Chair of Topco, this same discipline – one that has created long-term value for shareholders over many decades – will continue into the next chapter.

Joining Rob on stage are fellow Board members, Tiffany Fuller and Joe Pollard to my right, and to my left is Josephine Sukkar AM, Bruce MacDiarmid, and Vik Bansal. Vik recently joined the Board on the 15<sup>th</sup> of August. I would also like to acknowledge Malcolm Bunday attending today in his capacity as the Brickworks' nominee director on the Topco Board.

The Directors are also joined by Managing Director and Chief Executive Officer, Todd Barlow; Chief Financial Officer, David Grbin; and Company Secretary, Pamela Longstaff. Many of the Soul Patts team are here today, along with representatives from share registrar, Computershare, and Brett Aalders from Lonergan Edwards who is able to respond to specific questions in relation to the Independent Expert's Report.

Before we discuss the transaction, I will briefly explain the reasons for holding a Scheme Meeting and General Meeting today.

[slide: Agenda]

At the conclusion of today's Scheme Meeting, I will hand over to Rob Millner who will chair the General Meeting, where shareholders will be asked to approve a grant of performance rights to Todd Barlow, the proposed Managing Director & CEO of Topco, for Financial Year 2026.

We believe it is appropriate to give shareholders the opportunity to vote on the long term incentive proposal for the Managing Director & CEO, because if the Scheme is implemented, there will be no public annual general meeting in 2025. The first public annual general meeting of Topco is expected to be held in November 2026.

Topco, together with Soul Patts and Brickworks, is therefore seeking shareholder approval today. This is why you would have received two voting cards during registration. The GREEN for the Scheme and BLUE for the General Meeting.

The final results of today's meetings will be released to the ASX and posted on the Soul Patts website later today. Brickworks' Scheme Meeting was held earlier today at 9.00am, and similarly to Soul Patts, the final results of that meeting will be released to the ASX and posted on the Brickworks website later today.

Turning now to the Scheme Meeting.

### **Soul Patts Share Scheme Meeting – procedural matters**

[slide: SOL Share Scheme Meeting]

As it is now past 11.00am, I am advised that there is a quorum present and formally declare the Scheme Meeting and the General Meeting open. The General Meeting is being held concurrently with the Scheme Meeting. To ensure that all shareholders have the opportunity to participate fully in both meetings, I will now adjourn the General Meeting until the Scheme Meeting has concluded.

Once the Scheme Meeting is closed, the General Meeting will resume. At that time, Rob Millner, as Chair of the General Meeting, will conduct the remaining business of that meeting.

Thank you for your understanding and cooperation. I now adjourn the General Meeting until the conclusion of the Scheme Meeting.

Shareholders have convened today, following an order of the Supreme Court of New South Wales made on 1 August 2025.

The Notice of Share Scheme Meeting was included in the Combination Booklet, which was sent to SOL Shareholders in early August. I will take the Notice of Scheme Meeting as read.

The purpose of this meeting is for SOL Shareholders to vote on the proposed Combination with Brickworks. This is a shareholders' meeting, and only Soul Patts Shareholders, appointed proxies, corporate representatives and attorneys are entitled to vote and speak.

For those shareholders and their representatives in the room, today's meeting allows an opportunity to ask questions. Those shareholders viewing online will have the opportunity to ask a written question via the platform. Please note, this is not a hybrid meeting so you cannot vote online.

Voting will be conducted by a poll. If you are eligible to vote and ask questions, you will have received a GREEN 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 the purpose of the poll.

I now declare the poll OPEN, and you may cast your vote – using the GREEN voting card – at any time from now until I close the poll, by submitting it into the ballot box or handing it to a Computershare representative at the end of the meeting.

I also confirm that I hold a number of open proxies as Chair of the meeting. As set out in the Notice of Scheme Meeting, I will vote all undirected proxies in favour.

Turning now to the proposed Combination.

### **Proposed Combination: overview**

[slide: A transformative merger]

On the 2<sup>nd</sup> of June 2025, Soul Patts and Brickworks jointly announced to shareholders the merger proposal, to be completed by separate and inter-conditional schemes of arrangement.

Upon implementation, a newly capitalised ASX-listed company would be formed – what we are referring to as Topco – to merge both Soul Patts and Brickworks. Topco will be renamed Washington H. Soul Pattinson and Company Limited, better known as Soul Patts, and will trade using the ASX ticker SOL.

Topco will have a strong balance sheet from day one.

Pleasingly, we received strong levels of investor support to raise approximately \$1.4 billion through the issuance of 34 million Topco shares. This allowed us to re-set the capital structure for Topco, create additional shareholder liquidity and significantly expand the free float – all of which are conducive to generating stronger shareholder returns.

The operating strategy for Topco – including its management, governance, and investment philosophy – will remain consistent with Soul Patts.

Soul Patts Shareholders will receive one Topco Share for every one SOL Share held as at the Record Date. Post implementation, the approximate ownership of Topco will be 72-per-cent owned by Soul Patts Shareholders, 19-per-cent owned by Brickworks Shareholders, and new shareholders receiving around 9-per-cent of Topco shares.

If the required shareholder majorities vote in favour, Soul Patts will apply to the Court for orders approving the Scheme. This is subject to the respective shareholder approval that applies to the Brickworks Scheme Meeting held earlier today.

The Board is unanimous in our recommendation that the Combination is in the best interests of all SOL Shareholders in the absence of a superior proposal, and each Director intends to vote all of their shares in favour of the proposed Combination.

In reaching this recommendation, we have carefully considered the potential advantages and disadvantages of the Combination.

### **Benefits to Soul Patts Shareholders**

[slide: Benefits to Soul Patts' shareholders]

We believe this is a compelling opportunity for shareholders, with the expected benefits including:

- Accretion to both pre- and post-tax Net Asset Value, and Net Cash Flow from Investments, on a per share basis.
- Increased exposure to private markets and property, with Brickworks' Building Products division and its industrial property assets further diversifying the portfolio.

- We are poised to take advantage of the current market cycle, with property assets supported by tailwinds such as e-commerce growth and the undersupply of housing both here and in North America.
- And, as I have mentioned, more financial flexibility means more opportunities to invest. Because this is not just about simplifying Soul Patts – it is also about generating stronger returns for shareholders.

However, as a shareholder you may hold a different view and prefer to maintain your current investment profile with Soul Patts. Or you may be concerned about risks associated with the future value of Topco shares. The full set of advantages and disadvantages of the Combination can be found at Sections 3.2 and 3.3 of the Combination Booklet.

On balance, your Board firmly believes the Combination is a compelling opportunity for shareholders to be part of a larger ASX-listed company, with greater clarity and operational scale.

Turning now to the proposed Board of Topco.

### **Proposed Board of Directors**

[Slide: proposed Board of Directors]

The proposed Topco Board, as shown on this slide, will be chaired by Robert Millner AO, and it will have eight non-executive Directors, seven of whom are independent, and one executive being the Managing Director and CEO, Todd Barlow.

We believe this board represents a strong mix of skills and experience that is appropriate to our business going forward. We have carefully considered director tenure, independence, and capacity to ensure the Topco governance framework is consistent and stable during this transition, and longer-term to support Soul Patts into the future.

Turning to the Independent Expert's conclusion.

### **Independent Expert's View**

[Slide: IER]

Soul Patts appointed Lonergan Edwards & Associates as the Independent Expert to assess the merits of the proposal.

The SOL Independent Expert has concluded that the advantages of the proposed Combination outweigh the disadvantages and considers the SOL Share Scheme to be in the best interests of Soul Patts Shareholders, in the absence of a superior proposal. Soul Patts Board confirms that no superior proposal has been received, nor is Soul Patts in discussions with any other interested parties.

The Soul Patts Independent Expert's Report provides that: "this is principally because in our view, the proposed Combination is value accretive for SOL Shareholders." The significant rise in the average market price of SOL Shares following the initial announcement suggests the wider market also recognises the value proposition.

### **Status of Conditions Precedent**

[Slide: Conditions precedent]

The implementation of the SOL Share Scheme remains subject to conditions precedent set out in the Combination Booklet, which are:

- the passing the SOL Share Scheme Resolution at this Scheme Meeting by the Required Majorities, being
  - more than 50% in number of shareholders present and voting, or
  - at least 75% of the total number of votes cast on the resolution by shareholders;
- The Court approving the SOL Share Scheme at the Second Court Hearing which is scheduled to be held this Friday morning, 12 September 2025; and
- A number of other customary conditions which are described in section 4.11 of the Combination Booklet.

At this time, the Soul Patts Board is not aware of any circumstances that would prevent any of these outstanding conditions from being satisfied.

We will now turn to briefly cover off the timetable from here.

### Implementation timetable

[Slide: timetable]

If the Scheme is approved by the Required Majorities of Soul Patts Shareholders, the indicative effective date for the Scheme is the 15<sup>th</sup> of September.

Topco would be admitted to the ASX Official List on this same date, with implementation occurring on the 23<sup>rd</sup> of September. The commencement of trading of Topco shares on the ASX on a normal settlement basis is Wednesday the 24<sup>th</sup> of September.

Trading will continue under our existing ASX ticker, SOL.

### Formal business

[Slide: resolution]

That takes us to the formal business of the meeting. We will be taking questions shortly.

Displayed on the screen is the sole item of business. The meeting is asked to consider and, if thought fit, pass the SOL Share Scheme Resolution.

**[FOR REFERENCE ONLY]** *"That, pursuant to and in accordance with section 411 of the Corporations Act:*

- (a) the members agree to and approve the scheme of arrangement proposed between Washington H. Soul Pattinson and Company Limited and the holders of its fully paid ordinary shares (other than Brickworks Limited or any of its subsidiaries), as contained in and more particularly described in the Combination Booklet accompanying the notice convening this SOL Share Scheme Meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) (**SOL Share Scheme**); and*
- (b) the board of Washington H. Soul Pattinson and Company Limited is authorised to implement the SOL Share Scheme with any such alterations or conditions."*

### Proxy voting

[Slide: proxy voting]

Displayed on screen are the proxy voting outcomes for the Scheme.



## **Questions**

[Slide: questions]

Moving now to questions.

We received a number of shareholder questions in advance of today's meeting, some of which have been addressed in today's outline of the proposed Combination.

I will now address pre-submitted questions that relate to the Scheme first, before opening it up to the floor and shareholders watching online.

We will now take questions from shareholders in the room holding either a GREEN or YELLOW card. Please line up behind one of the standing microphones, and provide your name to one of our team members assisting with microphones.

Your question should be stated clearly and be directly related to the business of the Scheme Meeting. We ask that you limit it to two questions or comments at a time.

Those questions and comments online may be moderated to avoid repetition.

## **Voting**

As there are no further questions, I will shortly be closing the poll, so please complete your GREEN voting papers now.

I now formally declare the poll closed. Representatives from Computershare will now come around to collect your completed voting cards.

That concludes the SOL Share Scheme Meeting, and I now declare the Scheme Meeting closed.

I will now hand over to Chairman Robert Millner to resume the General Meeting.



## **Annexure B – SOL Share Scheme Meeting Presentation**



# SOL Share Scheme Meeting and General Meeting

10 September 2025

[SoulPatts.com.au](https://SoulPatts.com.au)



# Agenda

## SOL Share Scheme Meeting

(green voting card)

*To approve the scheme of arrangement proposed between Washington H. Soul Pattinson and Company Limited and Brickworks Limited*

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## General Meeting

(blue voting card)

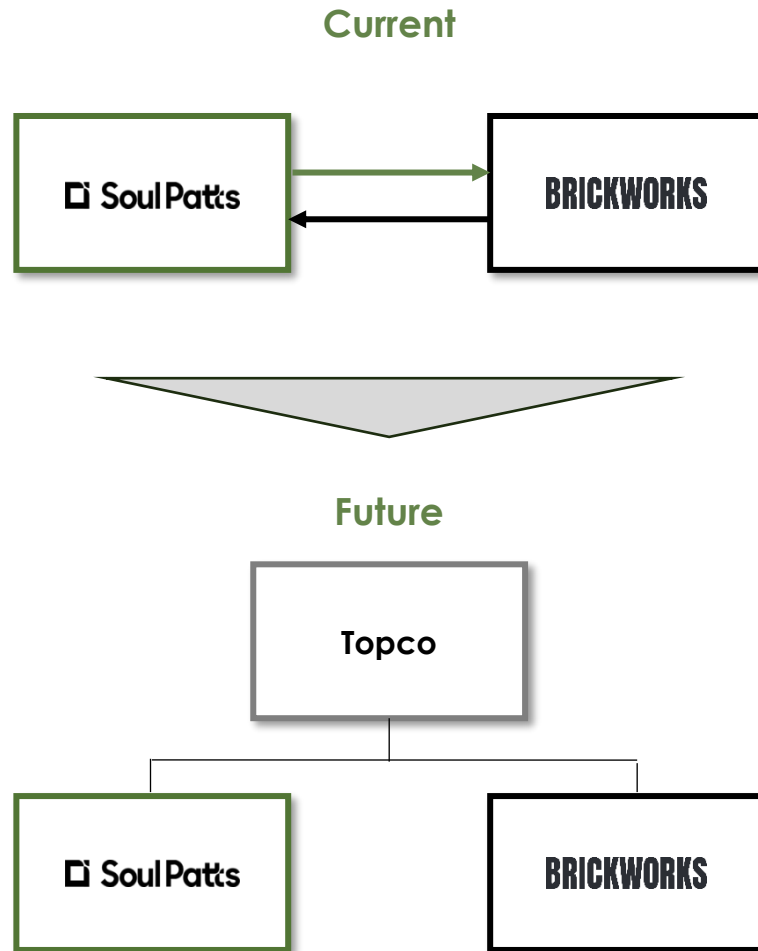
*Subject to and conditional upon the SOL Share Scheme becoming effective, to approve the grant of performance rights (FY26 LTI) to the proposed Managing Director & CEO of Topco, Todd Barlow*

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# SOL Share Scheme Meeting

# A transformative merger

Soul Patts and Brickworks to be merged to create a leading ASX-listed company



Newly capitalised ASX-listed company to merge both Soul Patts and Brickworks



Topco will be renamed Washington H. Soul Pattinson and Company Limited and will trade using the ASX ticker SOL



Strong balance sheet to fund growth and new investment opportunities



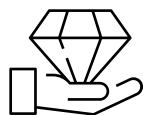
Simplified corporate structure, additional shareholder liquidity and significantly expanded free float



Governed by one Board and Executive Team with consistent corporate governance and capital allocation strategies

# Benefits to Soul Patts' shareholders

## SOL Board unanimously recommends the proposed Combination



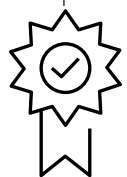
### Attractive financial outcomes

- Generate pre- and post-tax NAV accretion (on a per share basis) for SOL shareholders
- Deliver accretion to Net Cash Flow from Investments (on a per share basis)



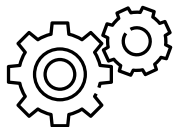
### Portfolio rebalancing

- Increase portfolio weighting towards private markets and property, further diversifying portfolio



### Increase exposure to high quality assets

- Capitalise on structural tailwinds of ecommerce growth (through Industrial Property Portfolio), undersupply in housing (Building Products Business) and normalisation in interest rates



### Further financial flexibility

- Create further opportunities for new investments

# Proposed Board of Directors

- Appropriate mix of Director tenure, independence, skill and capacity to effectively govern Topco
- Ensures Topco governance framework is consistent and stable during the transition and beyond



**Robert Millner AO**  
Chairman



**Todd Barlow**  
Managing Director & CEO



**David Baxby**  
Lead Independent Director



**Vik Bansal**  
Non-Executive Director



**Malcolm Bunday**  
Non-Executive Director



**Tiffany Fuller**  
Non-Executive Director



**Bruce MacDiarmid**  
Non-Executive Director



**Joe Pollard**  
Non-Executive Director



**Josephine Sukkar AM**  
Non-Executive Director



# SOL Independent Expert's conclusion

- The SOL Independent Expert has concluded that the SOL Share Scheme is in the best interests of SOL Shareholders.
- The SOL Independent Expert has concluded that the advantages of the proposed Combination outweigh the disadvantages from the perspective of SOL Shareholders.
- The SOL Independent Expert's Report provides that:  
*"this is principally because in our view, the proposed Combination is value accretive for SOL Shareholders."*

## Annexure A – SOL Independent Expert's Report

### LONERGAN EDWARDS & ASSOCIATES LIMITED

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Telephone: +61 2 8235 7500  
www.lonerگانedwards.com.au

The Directors  
Washington H. Soul Pattinson and Company Limited  
Level 14, 151 Clarence Street  
Sydney NSW 2000

1 August 2025

**Subject: Proposed combination of Soul Patts and Brickworks by way of two separate but inter-conditional schemes of arrangement**

Dear Directors

#### Introduction

- 1 On 2 June 2025, Washington H. Soul Pattinson and Company Limited (Soul Patts or the Company) and Brickworks Limited (Brickworks) announced that they had entered into a Combination Deed, pursuant to which it is proposed that the companies be combined through their acquisition by a newly capitalised Australian Securities Exchange (ASX) listed company (Topco<sup>1</sup>) (Proposed Combination).
- 2 The Proposed Combination will be implemented via two separate but inter-conditional schemes of arrangement under Part 5.1 of the *Corporations Act 2001 (Cth)* (Corporations Act) (the "Soul Patts Scheme" and the "Brickworks Scheme", together "the Schemes").
- 3 The Schemes will require the approval of Soul Patts Shareholders (being Soul Patts shareholders other than Brickworks) and Brickworks Shareholders (being Brickworks shareholders other than Soul Patts) at their respective Scheme meetings<sup>2</sup>, as well as the approval of the Court. In addition, a number of conditions precedent (as summarised at Section I of this report) must be satisfied or waived before the Proposed Combination can proceed.
- 4 If the Schemes are approved and implemented, Topco will acquire<sup>3</sup>:

<sup>1</sup> Currently known as First Services Company Ltd (Topco) but will be renamed Washington H. Soul Pattinson and Company Limited subsequent to the implementation of the Proposed Combination.

<sup>2</sup> The Soul Patts shares held by Brickworks will not be acquired under the Soul Patts Scheme and therefore Brickworks will not vote on the Soul Patts Scheme. In contrast, while the Brickworks shares held by Soul Patts will be acquired under the Brickworks Scheme, Soul Patts will nonetheless not vote on the Brickworks Scheme.

<sup>3</sup> Via its wholly owned subsidiary currently known as Second Services Company Pty Ltd (Subco).

**Authorised Representatives:**  
Wayne Lonergan • Julie Plummer • Nicolas Tocco • Hong Chai • Grant Topple • Martin Hall • Jorge Resende • Ben Ashden • Craig Edwards

<sup>4</sup> Members of Chartered Accountants Australia and New Zealand and holders of Certificate of Public Practice.  
Liability limited by a scheme approved under Professional Standards Legislation.

# Conditions precedent

*"You should note that the SOL Share Scheme is subject to the Conditions Precedent which includes, among other things, the condition that the BKW Share Scheme is also approved by the Required Majorities of BKW Shareholders and the Court."*

# Implementation timetable

If approved by required majorities, indicative timetable for implementing SOL Share Scheme

Event	Date and time (AEST)
<b>Effective Date</b> <i>last day of trading in SOL Shares on ASX</i>	<b>Monday, 15 September 2025</b>
BKW Share Scheme becomes Effective	Monday, 15 September 2025
SOL Share Scheme becomes Effective	Monday, 15 September 2025
Suspension of SOL Shares from trading on ASX	Close of trading on Monday, 15 September 2025
<b>Admission of Topco to the ASX Official List</b>	<b>Monday, 15 September 2025</b>
<b>Commencement of trading of Topco Shares on ASX on a deferred settlement basis</b>	<b>Tuesday, 16 September 2025</b>
<b>Share Scheme Record Date</b>	<b>7.00pm on Wednesday, 17 September 2025</b>
<b>Implementation Date</b>	<b>Tuesday, 23 September 2025</b>
Commencement of trading of Topco Shares on the ASX on a normal settlement basis	Wednesday, 24 September 2025
Soul Patts and Brickworks delist from the ASX	Close of trading on Wednesday, 24 September 2025

All dates following the date of the SOL Share Scheme Meeting are indicative only and, among other things, are subject to all necessary approvals from the Court, ASIC, ASX and any other relevant government agency, and any other conditions to the Combination having been satisfied or, if applicable, waived. The events will occur sequentially in the order as presented in the table.

# Formal business

(**green** voting card)

## Resolution – Approval of SOL Share Scheme

*“That, pursuant to and in accordance with section 411 of the Corporations Act:*

- a) the members agree to and approve the scheme of arrangement proposed between Washington H. Soul Pattinson and Company Limited and the holders of its fully paid ordinary shares (other than Brickworks Limited or any of its subsidiaries), as contained in and more particularly described in the Combination Booklet accompanying the notice convening this SOL Share Scheme Meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) (**SOL Share Scheme**); and*
- b) the board of Washington H. Soul Pattinson and Company Limited is authorised to implement the SOL Share Scheme with any such alterations or conditions.”*

# Proxy voting

	Number of votes cast	% of votes cast	Number of SOL shareholders	% of SOL shareholders
<b>For</b>	119,325,784	89.84%	3,372	86.64%
<b>Open<sup>1</sup></b>	3,235,186	2.43%	395	10.15%
<b>Against:</b>	10,276,617	7.73%	125	3.21%
<b>Total</b>	<b>132,837,587</b>	<b>100.00%</b>	<b>3,892</b>	<b>100.00%</b>
<b>Abstain<sup>2</sup></b>	316,890		49	
<b>Requisite Majorities for resolution to pass</b>	<b>At least 75%</b>		<b>More than 50%</b>	

Please note that the above table only shows the numbers and percentages of Soul Patts Shareholders who appointed a proxy and votes covered by proxies lodged prior to the Scheme Meeting. Not all Soul Patts Shareholders have lodged a proxy and Soul Patts Shareholders retain the discretion to vote at this Scheme Meeting rather than by an appointed proxy. Certain validation procedures will also be run following the close of the poll. Accordingly, the result of this Scheme Meeting will not be known until after the meeting

1 Open proxies in favour of the Chairman will be voted in favour of the Scheme Resolution.

2 Votes relating to a Soul Patts Shareholder who abstains from voting are not counted in determining whether the Requisite Majorities have been met.

# Questions



# Thank you

For more information please contact:

**[info@soulpatts.com.au](mailto:info@soulpatts.com.au)**

**[SoulPatts.com.au](http://SoulPatts.com.au)**





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