

WASHINGTON H SOUL PATTINSON AND COMPANY LIMITED

ABN: 49 000 002 728

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ASX Announcement - 5 December 2014

2014 Annual General Meeting - Results of Resolutions

Following are the results of resolutions put to the Shareholders of the Company at the Annual General Meeting held today:

Item 2 - To adopt the Remuneration Report for the year ended 31 July 2014

Carried on a show of hands

Item 3a - To re-elect Mr. Thomas C.D. Millner as a Director Carried on a show of hands

Item 3b - To re-elect Mr. Warwick M. Negus as a Director Carried on a show of hands

Item 3c - To re-elect Ms. Melinda R. Roderick as the Finance Director Carried on a show of hands

In accordance with Section 251AA of the Corporations Act 2001 details of proxies received for the meeting are attached.

I.D. Bloodworth Company Secretary



Washington H Soul Pattinson and Company Limited

Proxy Results - 2014 Annual General Meeting - 5 December 2014

Item 2 - To adopt the Remuneration Report for the year ended 31 July 2014

| Proxies in favour of | FOR | AGAINST | OPEN | TOTAL | ABSTAIN |
|----------------------|-------------|-----------|-----------|-------------|---------|
| Chairman | 148,541,926 | 1,531,427 | 5,070,520 | 155,143,873 | 188,042 |
| Other Attendees | 9,892,390 | 56,299 | 350,304 | 10,298,993 | 4,000 |
| Total | 158,434,316 | 1,587,726 | 5,420,824 | 165,442,866 | 192,042 |

% of Shares eligible 72.7% 0.7% 2.5% 75.9% 0.1%

to be voted on the Remuneration Report

Item 3a - To re-elect Mr. Thomas C.D. Millner as a Director

| Proxies in favour of | FOR | AGAINST | OPEN | TOTAL | ABSTAIN |
|----------------------|-------------|------------|-----------|-------------|---------|
| Chairman | 144,247,166 | 26,621,306 | 5,281,162 | 176,149,634 | 25,936 |
| Other Attendees | 9,912,188 | 27,611 | 356,741 | 10,296,540 | 6,453 |
| Total | 154,159,354 | 26,648,917 | 5,637,903 | 186,446,174 | 32,389 |

% of Shares on Issue 64.4% 11.1% 2.4% 77.9% 0.0%

Item 3b - To re-elect Mr. Warwick M. Negus as a Director

| Proxies in favour of | FOR | AGAINST | OPEN | TOTAL | ABSTAIN |
|----------------------|-------------|-----------|-----------|-------------|---------|
| Chairman | 169,774,796 | 1,084,415 | 5,286,412 | 176,145,623 | 29,947 |
| Other Attendees | 9,924,181 | 15,031 | 356,741 | 10,295,953 | 7,040 |
| Total | 179,698,977 | 1,099,446 | 5,643,153 | 186,441,576 | 36,987 |

% of Shares on Issue 75.1% 0.5% 2.4% 77.9% 0.0%

Item 3c - To re-elect Ms. Melinda R. Roderick as the Finance Director

| Proxies in favour of | FOR | AGAINST | OPEN | TOTAL | ABSTAIN |
|----------------------|-------------|------------|-----------|-------------|---------|
| Chairman | 141,011,476 | 29,864,594 | 5,280,412 | 176,156,482 | 19,088 |
| Other Attendees | 9,932,462 | 15,031 | 355,500 | 10,302,993 | - |
| Total | 150,943,938 | 29,879,625 | 5,635,912 | 186,459,475 | 19,088 |

% of Shares on Issue 63.1% 12.5% 2.4% 77.9% 0.0%