



**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

ASX Announcement - 4 December 2015

2015 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 2015**

Carried on a show of hands

Item 3a - To re-elect Mr. Michael J. Hawker as a Director

Carried on a show of hands

Item 3b - To re-elect Mr. Robert G. Westphal as a Director

Carried on a show of hands

Item 3c - To re-elect Mr. David E. Wills as a Director

Carried on a show of hands

Item 4 - To appoint Pitcher Partners as Auditor

Carried on a show of hands

Item 5 - To approve the Long Term Incentive Plan

Carried on a show of hands

**Item 6 - To grant performance rights to the Managing Director,
Mr Todd J. Barlow**

Carried on a show of hands

**Item 7 - To grant performance rights to the Finance Director,
Ms Melinda R. Roderick**

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 - 2015 Annual General Meeting - 4 December 2015

Item 2 - To adopt the Remuneration Report for the year ended 31 July 2015

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	144,623,668	544,712	4,694,301	149,862,681	201,469
Other Attendees	9,963,760	43,216	350,246	10,357,222	-
Total	154,587,428	587,928	5,044,547	160,219,903	201,469

% of proxies lodged	96.4%	0.4%	3.1%		0.1%
% of shares eligible to be voted on the Remuneration Report	71.1%	0.3%	2.3%	73.7%	0.1%

Item 3a - To re-elect Mr. Michael J. Hawker as a Director

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	145,070,455	21,237,156	5,214,030	171,521,641	41,994
Other Attendees	9,993,767	38	365,203	10,359,008	-
Total	155,064,222	21,237,194	5,579,233	181,880,649	41,994

% of proxies lodged	85.2%	11.7%	3.1%		0.0%
% of Shares on Issue	64.8%	8.9%	2.3%	76.0%	0.0%

Item 3b - To re-elect Mr. Robert G. Westphal as a Director

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	145,113,530	21,206,006	5,222,575	171,542,111	41,524
Other Attendees	9,993,767	38	365,203	10,359,008	-
Total	155,107,297	21,206,044	5,587,778	181,901,119	41,524

% of proxies lodged	85.3%	11.7%	3.1%		0.0%
% of Shares on Issue	64.8%	8.9%	2.3%	76.0%	0.0%

Item 3c - To re-elect Mr. David E. Wills as a Director

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	144,510,021	21,801,756	5,221,425	171,533,202	50,443
Other Attendees	9,993,767	38	365,203	10,359,008	-
Total	154,503,788	21,801,794	5,586,628	181,892,210	50,443

% of proxies lodged	84.9%	12.0%	3.1%		0.0%
% of Shares on Issue	64.5%	9.1%	2.3%	76.0%	0.0%

Item 4 - To appoint Pitcher Partners as Auditor

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	166,244,968	16,545	5,259,971	171,521,484	62,151
Other Attendees	9,993,767	38	365,203	10,359,008	-
Total	176,238,735	16,583	5,625,174	181,880,492	62,151

% of proxies lodged 96.9% 0.0% 3.1% 0.0%

% of Shares on Issue 73.6% 0.0% 2.3% 76.0% 0.0%

Item 5 - To approve the Long Term Incentive Plan

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	165,037,175	1,097,234	5,201,198	171,335,607	246,790
Other Attendees	9,966,260	38,713	354,035	10,359,008	-
Total	175,003,435	1,135,947	5,555,233	181,694,615	246,790

% of proxies lodged 96.2% 0.6% 3.1% 0.1%

% of shares eligible to be voted 73.1% 0.5% 2.3% 75.9% 0.1%

Item 6 - To grant performance rights to the Managing Director, Mr Todd J. Barlow

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	164,896,109	1,236,877	5,192,220	171,325,206	258,429
Other Attendees	9,963,670	41,303	354,035	10,359,008	-
Total	174,859,779	1,278,180	5,546,255	181,684,214	258,429

% of proxies lodged 96.1% 0.7% 3.0% 0.1%

% of shares eligible to be voted 73.0% 0.5% 2.3% 75.9% 0.1%

Item 7 - To grant performance rights to the Finance Director, Ms Melinda R. Roderick

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	164,929,184	1,204,952	5,191,070	171,325,206	258,429
Other Attendees	9,963,670	41,303	354,035	10,359,008	-
Total	174,892,854	1,246,255	5,545,105	181,684,214	258,429

% of proxies lodged 96.1% 0.7% 3.0% 0.1%

% of shares eligible to be voted 73.1% 0.5% 2.3% 75.9% 0.1%