

22 August 2024

ASX and SGX-ST Announcement

Pricing of Convertible Note Transactions & Placement

- Soul Patts successfully prices \$450 million Senior Unsecured Convertible Notes due 2030 to be listed on the Official List of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**New Notes**”) (the “**Offering**”) and concurrent repurchase of approximately 99% of the outstanding \$225 million Senior Unsecured Convertible Notes due 2026 (“**Repurchase**”)
- In addition, Soul Patts completed a Placement of \$225 million, at an issue price of \$34.23 per ordinary share (“**Reference Price**”) (a zero percent discount to the last closing price of Soul Patts’ shares) (“**Placement**”)
- The New Notes received strong interest from eligible investors globally and priced at a coupon of 2.875% per annum and a conversion premium of 25% above the Reference Price
- Total net proceeds raised as a result of the Offering, Placement and Repurchase will be approximately \$438 million
- Settlement for the New Notes, the Repurchase and the Placement is expected to occur on 29 August 2024

Diversified investment house, Washington H. Soul Pattinson and Company Limited (“**Soul Patts**”) (ASX:SOL), is pleased to announce that it has successfully priced its offering of \$450 million Senior Unsecured Convertible Notes and a \$225 million Placement. The Placement will be used to fund the Repurchase, with the net proceeds from the New Notes to provide additional liquidity for new investment opportunities and accelerate growth in the business.

Soul Patts’ Managing Director & CEO, Todd Barlow said:

“We are very pleased with the support we have received for the New Notes and Repurchase transactions and the Placement. These proceeds will allow us to further accelerate Soul Patts’ growth.”

New Notes Offering

The New Notes are convertible into fully paid ordinary shares (“**Ordinary Shares**”) in Soul Patts or, at the option of Soul Patts, may be cash-settled in accordance with the terms and conditions of the New Notes.

The initial conversion price of the New Notes is \$42.7875 per Ordinary Share, which represents a conversion premium of 25% over the Reference Price, and the New Notes will carry a coupon of 2.875% per annum, payable semi-annually in arrears.

A summary of the key terms and conditions of the New Notes is set out in the appendix of this announcement.



Repurchase

Concurrent with the Offering, Soul Patts successfully completed the reverse bookbuilding process to determine the quantum and the repurchase price of the Repurchase.

Under the reverse bookbuilding process, approximately 99% of the outstanding \$225 million senior unsecured convertible notes due 2026 ("**Existing Notes**") will now be repurchased. The average repurchase price per Existing Note was determined to be equal to \$207,496 per \$200,000 principal amount of the Existing Notes ("**Repurchase Price**") plus accrued and unpaid interest up to, and including, the settlement date of the Repurchase. The Existing Notes to be repurchased by Soul Patts will be cancelled thereafter in accordance with their terms and conditions.

Following the Repurchase, given less than 15% in aggregate principal amount of the Existing Notes are expected to be outstanding, Soul Patts may redeem any Existing Notes which remain outstanding following the Repurchase in whole, at their principal amount (plus accrued and unpaid interest to the relevant date fixed for redemption) in accordance with their terms and conditions.

Settlement of the New Notes and the Repurchase is expected to be completed on 29 August 2024 and is subject to satisfaction of customary conditions precedents.

Jefferies (Australia) Pty Ltd ("**Jefferies**") acted as Sole Global Co-ordinator and Lead Manager on the Offering. Jefferies also acted as Dealer Manager on behalf of Soul Patts for the Repurchase.

Placement

The Placement of \$225 million was completed at \$34.23 per Ordinary Share which represented a zero percent discount to the last closing price of Soul Patts shares on 21 August 2024 and will be used to fund the Repurchase.

New Ordinary Shares issued as part of the Placement ("**Placement Shares**") are expected to settle on the same day as the New Notes and the Repurchase, being 29 August 2024, and settlement is subject to satisfaction of customary conditions precedents.

Other commitments satisfied the hedging requirements arising from the convertible note transactions at the same price as the Placement.

Aitken Mount Capital Partners acted as the Sole Lead Manager on the Placement.



Disclaimer

No offer

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Neither this announcement nor any copy hereof may be taken into or distributed in the United States or any jurisdiction where to do so is unlawful.

The information contained in this announcement is not for distribution, directly or indirectly, in or into the United States. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any jurisdiction where to do so is unlawful. The Ordinary Shares, the New Notes and Existing Notes mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("**Securities Act**"), and may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the Securities Act. No public offering of the Ordinary Shares or the New Notes will be made in the United States or any jurisdiction where to do so is unlawful.

Future performance and forward-looking statements

This announcement contains certain forward-looking statements. The words 'anticipate', 'believe', 'aim', 'estimate', 'expect', 'intend', 'may', 'plan', 'project', 'will', 'should', 'seek' or other similar words are intended to identify forward-looking statements. Indications of, and guidance on, future earnings, dividends, financial position and performance are also forward-looking statements.

These forward-looking statements are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Soul Patts and its related bodies corporate and affiliates and each of their respective directors, securityholders, officers, employees, partners, agents, advisers and management. This includes any statements about market and industry trends, which are based on interpretations of market conditions.

Investors are strongly cautioned not to place undue reliance on forward looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the geopolitical tensions such as the Russian-Ukrainian and Gaza conflicts.

Forward-looking statements are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in those statements and any projections and assumptions on which these statements are based.

To the maximum extent permitted by law, no guarantee, representation or warranty, express or implied, is made as to the fairness, accuracy, reliability, likelihood of achievement or reasonableness of any forecasts, prospects, returns, statements or tax treatment in relation to future matters contained in this announcement. The forward-looking statements are based on information available to Soul Patts as at the date of this announcement. Except as required by applicable laws or regulations, none of Soul Patts, its representatives or advisers undertakes to provide any additional information or revise the statements in this announcement, whether as a result of a change in expectations or assumptions, new information, future events, results or circumstances.



SGX

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

–ENDS–

This announcement has been authorised for release by the Board

Contacts

Todd Barlow
Managing Director & CEO
+61 2 9210 7070
tbarlow@SoulPatts.com.au

Tanny Mangos
Corporate Affairs and Investor Relations
+61 434 073 890
tmangos@SoulPatts.com.au

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



| Key Terms of the New Notes | |
|------------------------------------|--|
| Issuer | Washington H. Soul Pattinson and Company Limited |
| Issue Size | \$450m |
| Status / Rank | Direct, unsubordinated, unconditional and unsecured |
| Maturity Date | 29 August 2030 (6 years) |
| Investor Put Date | 29 February 2028 (3.5 years) |
| Coupon | 2.875% p.a. payable on a semi-annual basis |
| Conversion Premium | 25% above the Reference Share Price |
| Reference Share Price | \$34.23 per Ordinary Share, being the clearing price of the Placement |
| Initial Conversion Price | \$42.7875 per Ordinary Share |
| Conversion Settlement | <p>Noteholders' election to convert will be satisfied by physical settlement, unless the Issuer elects to cash-settle the conversion by paying the Cash Settlement Amount for each converted Note in lieu of delivering Ordinary Shares.</p> <p>If applicable, the relevant Cash Settlement Amount will be calculated based on the volume weighted average price of the Ordinary Shares over a 20 trading day period, subject to a minimum floor of 100% of the principal amount of the New Notes subject to conversion.</p> |
| Conversion Price Adjustment | <p>Standard anti-dilutive adjustments to the Conversion Price, including adjustments for any cash dividends per Share during each 12-month period.</p> <p>The extent to which the Conversion Price is reduced following a change of control is variable, dependent on the time period between the change of the control and the final Maturity Date of the New Notes.</p> |
| Listing | SGX-ST |
| Selling Restrictions | <p>Reg S (Cat 1) only</p> <p>Restrictions in the US, UK, Australia, Hong Kong, Singapore, EEA, Switzerland and Japan</p> |