

MinterEllison

L A W Y E R S

19 February 2015

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Manager of Company Announcements
ASX Limited
Level 6
20 Bridge Street
SYDNEY NSW 2000
By fax: 1300 135 638

Dear Sir / Madam

Washington H Soul Pattinson & Company Limited - Form 605

Please find attached a Form 605 (Notice of Ceasing to be a Substantial Holder) in relation to Washington H Soul Pattinson & Company Limited on behalf of the Carnegie Group.

Please do not hesitate to contact me if you have any questions.

Yours faithfully
MINTER ELLISON



Daniel Scotti
Partner

Contact: Daniel Scotti Direct phone: +61 2 9921 4360
Email: daniel.scotti@minterellison.com

MINTER ELLISON GROUP AND ASSOCIATED OFFICES

ADELAIDE AUCKLAND BEIJING BRISBANE CANBERRA DARWIN GOLD COAST HONG KONG
LONDON MELBOURNE PERTH SHANGHAI SYDNEY ULAANBAATAR WELLINGTON

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Washington H Soul Pattinson & Company Limited

ACN/ARSN 000 002 728

1. Details of substantial holder (1)

Name Carnegie Group – See Annexure A

ACN/ARSN (if applicable) _____

The holder ceased to be a
substantial holder on

02/02/2015

The previous notice was given to the company on

26/11/2012

The previous notice was dated

26/11/2012

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
15-20 January 2015	Carnegie Group	Sale of shares on market	\$1,837,692.10	146,593	146,593
15-20 January 2015	Perpetual Group – See Annexure B	As above	As above	146,593	146,593
2 February 2015	Carnegie Group	Termination of agreement entered into between MH Carnegie & Co Pty Ltd and Perpetual Investment Management Limited (the terms of which were attached to the Form 603 'Notice of initial substantial holder' provided by the Carnegie Group to Washington H Soul Pattinson & Company Limited and released to ASX on 26 November 2012)	N/A	27,590,008	27,590,008

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Carnegie Group	Termination of agreement entered into between MH Carnegie & Co Pty Ltd and Perpetual Investment Management Limited (the terms of which were attached to the Form 603 'Notice of initial substantial holder' provided by the Carnegie Group to Washington H Soul Pattinson & Company Limited and released to ASX on 26 November 2012)
Perpetual Group	

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Carnegie Group	See Annexure A
Perpetual Group	See Annexure B

Signature

print name Mark Howard Carnegie

capacity Director of the
substantial holder

sign here



date

19/02/2015

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A**Details of Substantial Holder
Carnegie Group**

Name	ACN	Address
Mark Howard Carnegie	N/A	262 Liverpool Street, Darlinghurst NSW 2010
M Carnegie Pty Ltd	142 158 629	120B Underwood Street, Paddington NSW 2021
MH Carnegie & Co Holdings Pty Ltd	146 858 139	120B Underwood Street, Paddington NSW 2021
MH Carnegie & Co Management Pty Ltd	150 271 284	120B Underwood Street, Paddington NSW 2021
MH Carnegie & Co Pty Ltd	146 859 341	120B Underwood Street, Paddington NSW 2021
MHC Fund Services A Pty Ltd as trustee for Carnegie Private Opportunity Fund No. 1A	158 377 827	120B Underwood Street, Paddington NSW 2021
MHC Fund Services B Pty Ltd as trustee for Carnegie Private Opportunity Fund No. 1B	150 268 625	120B Underwood Street, Paddington NSW 2021

This is the Annexure A of 1 page referred to in the Form 605 'Notice of Ceasing to be a Substantial Holder' signed by me and dated 19 February 2015.


Mark Howard Carnegie

Annexure B

Details of Perpetual Group

To the best of the Carnegie Group's knowledge, the Perpetual Group consists of those entities listed in Annexure B to the Form 603 *'Notice of Initial Substantial Holder'* provided by the Carnegie Group to Washington H Soul Pattinson & Company Limited and released to ASX on 26 November 2012.

This is the Annexure B of 1 page referred to in the Form 605 *'Notice of Ceasing to be a Substantial Holder'* signed by me and dated 9 February 2015.


Mark Howard Carnegie