

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity WASHINGTON H. SOUL PATTINSON AND COMPANY LIMITED (WHSP)
ABN 49 000 002 728

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Todd Barlow
Date of last notice	19 December 2022

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Citicorp Nominees Pty Ltd – CPU Share Plans Pty Limited as trustee of the employee share trust for the WHSP long term performance rights plan (WHSPRP). Todd Barlow is a beneficiary of the shares under the trust deed and the rules governing the WHSPRP.
Date of change	15 May 2023
No. of securities held prior to change	SOL Shares: <ul style="list-style-type: none">• 210,066 SOL Ordinary Shares (SOL Shares) registered in the name of Todd Barlow• 82,361 SOL Shares registered in the name of Citicorp Nominees Pty Ltd – CPU Share Plans Pty Ltd 278,942 Unlisted Performance Rights under the WHSPRP (LTI Rights)
Class	Unlisted LTI Rights
Number acquired	Grant of 129,765 Unlisted LTI Rights

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	Not applicable								
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil								
No. of securities held after change	<p>SOL Shares:</p> <ul style="list-style-type: none"> 210,066 registered in the name of Todd Barlow 82,361 registered in the name of Citicorp Nominees Pty Ltd – CPU Share Plans Pty Limited <p>408,707 Unlisted LTI Rights</p>								
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>Grant of Unlisted LTI Rights under the WHSPRP.</p> <p>Prior to his role as CEO&MD of WHSP, Mr Barlow was Managing Director (MD) of Pitt Capital Partners. PCP is a wholly owned subsidiary which put in place long-term performance based remuneration based on value-creation of some investments.</p> <p>WHSP's Board Performance, Culture and Remuneration Committee has determined that in lieu of a cash performance fee owed to Mr Barlow relating to his role as MD of Pitt Capital, Mr Barlow will receive LTI Rights under the following terms:</p> <table border="1"> <tr> <td>Vesting schedule</td><td> <ul style="list-style-type: none"> 50% vesting on 31 July 2025 25% vesting on 31 July 2026 25% vesting on 31 July 2027 </td></tr> <tr> <td>Sale restriction post vesting</td><td>12 years (or until cessation of employment)</td></tr> <tr> <td>Effect of cessation of employment</td><td>Forfeited if resign or terminated for cause prior to vesting</td></tr> <tr> <td>Acquisition of SOL Shares on vesting</td><td>Shares to be purchased on market</td></tr> </table>	Vesting schedule	<ul style="list-style-type: none"> 50% vesting on 31 July 2025 25% vesting on 31 July 2026 25% vesting on 31 July 2027 	Sale restriction post vesting	12 years (or until cessation of employment)	Effect of cessation of employment	Forfeited if resign or terminated for cause prior to vesting	Acquisition of SOL Shares on vesting	Shares to be purchased on market
Vesting schedule	<ul style="list-style-type: none"> 50% vesting on 31 July 2025 25% vesting on 31 July 2026 25% vesting on 31 July 2027 								
Sale restriction post vesting	12 years (or until cessation of employment)								
Effect of cessation of employment	Forfeited if resign or terminated for cause prior to vesting								
Acquisition of SOL Shares on vesting	Shares to be purchased on market								

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	None
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
Interest acquired	None
Interest disposed	None
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	None

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

Dated: 22 May 2023

⁺ See chapter 19 for defined terms.