

5 August 2025

ASX Announcement

Notice of General Meeting

Diversified investment house, Washington H. Soul Pattinson and Company Limited ("**Soul Patts**" or "**SOL**") (ASX:SOL), refers to its announcements released to the ASX on 1 August 2025 and 4 August 2025 regarding the SOL Share Scheme Meeting (as defined in those announcements).

Soul Patts today announces a general meeting (separate to, but to be held at the same time and location of, the SOL Share Scheme Meeting – see below), where shareholders are being asked to vote on an ordinary resolution which relates to the award of the annual long term incentive for FY26 to the proposed Managing Director and CEO of Topco ("**General Meeting**"). The Notice of General Meeting (with detailed explanatory notes) is appended to this announcement.

The SOL Share Scheme Meeting and General Meeting are distinct in purpose, with shareholders required to vote separately for each meeting.

The General Meeting will be held on Wednesday, 10 September 2025 at 11.00am (Sydney time), to be adjourned until immediately following the conclusion of the SOL Share Scheme Meeting, at The Grand Ballroom, The Fullerton Hotel, 1 Martin Place, Sydney NSW 2000.

For further information regarding the meetings or voting process, please contact the Shareholder Information Line on 1300 271 284 (within Australia) or +61 3 9938 4382 (outside Australia) between the hours of 8.30am – 5.00pm (Sydney time) Monday to Friday.

–ENDS–

This ASX announcement has been authorised for release by the Board.

Contact

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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

Notice of General Meeting

Wednesday, 10 September 2025

For personal use only

Notice of Meeting

A General Meeting of Washington H. Soul Pattinson and Company Limited (Soul Patts or SOL) will be held:

Date: Wednesday, 10 September 2025

Time: 11:00 am (Sydney time), to be adjourned until immediately following the conclusion of the SOL Share Scheme Meeting.

Registration will commence at 10:00 am (Sydney time)

Place: The Grand Ballroom
The Fullerton Hotel, 1 Martin Place, Sydney NSW 2000.

Online: There will be a webcast of the SOL Share Scheme Meeting and the General Meeting at:

<https://www.streamgate.co/soulpatts-scheme-meeting-2025/>

You can register to watch the webcast at any time before the General Meeting starts by completing the registration form at the link. You are able to submit questions through the online platform, but you will not be able to vote.

How to participate

Ask a question



Shareholders can submit questions:

- in advance of the General Meeting via www.investorvote.com.au (using your Control number and SRN/HRN) by 5:00 pm (Sydney time) on Wednesday, 3 September 2025;
- in person at the General Meeting; or
- in writing during the General Meeting via the live webcast link.

Vote on resolution



You are entitled to vote at the General Meeting if you are a shareholder at **7:00 pm (Sydney time) on Monday, 8 September 2025**.

You can vote on the resolution by:

- appointing a proxy, corporate representative or attorney to vote on your behalf at the General Meeting by **no later than 11:00 am (Sydney time) on Monday, 8 September 2025**; or
- voting in person at The Grand Ballroom, The Fullerton Hotel during the General Meeting.

Shareholders will not be able to vote online during the General Meeting.

Business

The items of business should be read in conjunction with the Explanatory Notes on pages 6 to 11. The Explanatory Notes form part of this Notice of Meeting.

Item 1 is an ordinary resolution and is the only resolution for consideration at this Meeting (**Resolution**). Ordinary resolutions require a simple majority (more than 50%) of votes cast by shareholders entitled to vote on the resolution to be passed.

The Chairman will call for a poll on the Resolution.

1. Grant of performance rights to the proposed Managing Director & CEO of Topco

Subject to and conditional upon the SOL Share Scheme becoming Effective, to approve for the purposes of Listing Rule 10.14 (if applicable) and all other purposes, the grant to the proposed Managing Director & CEO of First Services Company Ltd (ACN 687 534 023) (**Topco**) (**MD & CEO**), Mr Todd Barlow, of 121,884 performance rights (**FY26 LTI**) over the ordinary shares in Topco under the Topco Rights Plan on the terms set out in the Explanatory Notes to this Notice of Meeting.

The Board (with Mr Barlow abstaining) recommends that shareholders vote in favour of the Resolution.

Voting exclusion statement

Consistent with Listing Rule 14.11, Soul Patts will disregard any votes cast in favour of the Resolution by or on behalf of:

- Mr Barlow; or
- an associate of Mr Barlow.

Additionally, consistent with ASX Listing Rule 14.11, Soul Patts will also disregard any votes cast in favour of the Resolution by or on behalf of a person who is referred to in ASX Listing Rule 10.14.1, 10.14.2, or 10.14.3 (or an associate of those persons) who is eligible to participate in the employee incentive scheme in question.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman of the General Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

This Notice has been issued by order of the Board



Pamela Longstaff
Company Secretary

5 August 2025

Important Information

Voting

Eligibility to vote

You are entitled to vote at the General Meeting if you are a registered shareholder at **7:00 pm (Sydney time) on Monday, 8 September 2025**.

Resolutions by poll

Voting on the Resolution set out in this Notice of Meeting will be conducted by a poll.

On a poll, if your proxy does not attend the General Meeting or registers but does not vote on the resolution in accordance with your directions, your proxy votes will automatically default to the Chairman. The Chairman is required to vote any directed proxies in the manner directed and may otherwise vote as the Chairman decides.

Voting instructions

By proxy

If you are a shareholder entitled to attend and vote, you may choose to appoint a proxy. The proxy need not be a shareholder of Soul Patts.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If not specified, each proxy may exercise half of the votes. A valid voting direction must not exceed the total number of shares held.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on the Resolution, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

By corporate representative or attorney

A body corporate that is a shareholder or appointed proxy must appoint an individual as its corporate representative if it wishes to attend or vote at the General Meeting. If you are a corporate representative, you will need to provide a signed Appointment of Corporate Representative Form to Computershare in advance of the General Meeting unless it has previously been provided.

If you appoint an attorney to attend and vote at the General Meeting on your behalf, the Power of Attorney or a certified copy must be provided to Computershare in advance of the General Meeting, unless it has previously been provided.

Your Proxy Form, Appointment of Corporate Representative Form or Power of Attorney must be received by Computershare, **by no later than 11:00 am (Sydney time) on Monday, 8 September 2025**.

A Proxy Form is included with this Notice of Meeting. If you receive shareholder communications by email, your Notice of Meeting email will include a link to the online proxy appointment site.

An Appointment of Corporate Representative Form may be obtained online at www.investorcentre.com/au: select "Printable Forms" or telephone Computershare on 1300 850 505 (within Australia) +61 3 9415 4000 (International) between 8:30 am and 5:00 pm (Sydney time) Monday to Friday.

Forms may be lodged:

Online: <https://www.investorvote.com.au> using your Control number and SRN/HIN; or www.intermediaryonline.com for custodians.

By Post: Computershare Investor Services Pty Ltd
GPO Box 1282, Melbourne Victoria 3001.

By Fax: 1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia).

Undirected proxies and Chairman's voting intentions

If you appoint the Chairman as your proxy and do not direct the Chairman how to vote, you are authorising the Chairman to cast your undirected vote on the Resolution as the Chairman decides, even though it is connected with the remuneration of the Soul Patts' Key Management Personnel (KMP).

If you appoint any other member of Soul Patts' KMP or their closely related parties as your proxy they will not be able to vote your proxy on the Resolution unless you direct them how to vote. You are encouraged to direct them how to vote the Resolution by marking 'For', 'Against' or 'Abstain'.

The Chairman intends to vote undirected proxies able to be voted **in favour** of the Resolution.

Questions

During the General Meeting

Shareholders will have reasonable opportunity to ask questions during the General Meeting.

Questions should be stated clearly and should be relevant to the business of the General Meeting.

If you cannot attend the General Meeting in-person, you can watch the General Meeting via a live webcast by registering at: <https://www.streamgate.co/soulpatts-scheme-meeting-2025/>

You are able to submit written questions through the online platform, but you will not be able to vote via this platform.

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the General Meeting. However, there may not be sufficient time available during the General Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

In advance of the General Meeting

Further, you can submit questions in advance of the General Meeting online at: www.investorvote.com.au (using your Control number and SRN/HRN).

To enable sufficient time for questions raised in advance to be considered and responded to in sufficient detail at the General Meeting, Soul Patts requests that questions be received as early as possible and no later than

5:00 pm (Sydney time) on Wednesday, 3 September 2025.

Explanatory Notes

Background to this General Meeting

On 2 June 2025 Soul Patts announced that it entered a Combination Deed with Brickworks Limited (**Brickworks**, or **BKW**) under which it is proposed to combine Soul Patts and Brickworks pursuant to separate schemes of arrangement between Soul Patts and its shareholders and Brickworks and its shareholders (**Combination**).

Upon Implementation, the new holding company of Soul Patts and Brickworks, First Services Company Ltd ACN 687 534 023 (**Topco**, to be renamed Washington H. Soul Pattinson and Company Limited on the Effective Date of the Combination), will be listed on ASX. Soul Patts and Brickworks will be delisted. BKW Scheme Shareholders and SOL Scheme Shareholders (other than certain ineligible foreign shareholders) will become shareholders in Topco.

The Meeting to consider the Soul Patts scheme of arrangement (**SOL Share Scheme Meeting**) has been convened for 11:00 am (Sydney Time) on Wednesday, 10 September 2025 at The Grand Ballroom, The Fullerton Hotel, 1 Martin Place, Sydney NSW 2000. The General Meeting convened under this notice will commence at 11:00am, but will be adjourned to take place immediately after the conclusion of the SOL Share Scheme Meeting.

The documentation supporting the Combination is available for download at www.soulpatts.com.au or by contacting the Shareholder Information Line on 1300 271 284 (within Australia) or +61 3 9938 4382 (outside Australia) and contains defined terms that have the same meaning in this Explanatory Memorandum.

Shareholder approval of the FY26 LTI is conditional upon the Share Schemes becoming Effective. However, the Share Schemes are not conditional upon the FY26 LTI Resolution being passed.

Grant of performance rights to the MD & CEO

Soul Patts' Executive KMP remuneration framework comprises of fixed remuneration and variable at-risk rewards in the form of short-term incentives and long-term incentives. The Soul Patts' Rights Plan enables the delivery of these incentives, including the FY26 LTI.

Topco will adopt a remuneration framework and Rights Plan for its Executive KMPs that is consistent with Soul Patts. The proposed Rights Plan of Topco (**Topco Rights Plan** or the **Plan**) will take effect upon implementation of the Combination.

Following Implementation, it is proposed that Mr Barlow (the current Managing Director & CEO of Soul Patts) will be appointed as Managing Director & CEO of Topco (**MD & CEO**), and as such will be an executive KMP of Topco (**Executive KMP**).

MD & CEO's remuneration

For the financial year ending 31 July 2026, the MD & CEO's total remuneration will comprise:

- **Fixed Remuneration (FR):** Market-competitive base salary, reviewed annually, set with reference to market benchmarks, role responsibilities, and individual performance.
- **Short-Term Incentive (STI):** Variable, at-risk remuneration for delivery of annual goals, with a portion deferred to reinforce sustainable performance.
- **Long-Term Incentive (LTI):** Variable, at-risk remuneration for delivery of sustained, above-market performance, with a focus on long-term shareholder alignment.

The components of the remuneration will be proportioned to ensure a significant portion of total remuneration is at-risk and performance-based, consistent with the existing SOL framework and as outlined in this notice.

	Fixed Remuneration	STI (% of FR)		LTI (% of FR)	
		Target	Stretch	Target	Stretch
MD & CEO	\$ 2,069,600	100%	150%	100%	200%

The total target at-risk compensation for the MD & CEO is 67% of total remuneration, with the stretch opportunity representing the highest level of performance-based reward.

Grant of FY26 LTI to the MD & CEO

For FY26, the LTI grant to the MD & CEO will be calculated by reference to the fixed remuneration as described above and by referencing the normalised share price, to ensure fairness in the context of the Combination.

The FY26 LTI grant to the MD & CEO will consist of 121,884 Topco performance rights.

Key terms of the Topco Rights Plan

The key terms of the Topco Rights Plan for the grant of FY26 LTI to the MD & CEO, including vesting conditions, are summarised in the table under the heading "Long Term Incentive (LTI) Plan".

The Resolution

The Resolution seeks shareholder approval for the proposed grant of 121,884 performance rights, being the FY26 LTI under the Topco Rights Plan, to Mr Barlow, the MD & CEO.

If approved, the performance rights are expected to be granted to the MD & CEO on or before 31 December 2025 and in any event no later than 3 years after the date of this meeting, consistent with Listing Rule 10.15.7.

The Soul Patts Board considers the proposed grant of the FY26 LTI appropriate and (with Mr Barlow abstaining) recommends that shareholders vote in favour of the Resolution.

Why is shareholder approval sought?

Listing Rule 10.14

As a result of the proposed Combination, no public annual general meeting of Soul Patts (or Brickworks) is proposed to be held in 2025 if the Combination is implemented. In addition, the first public annual general meeting of Topco is expected to be held in November 2026.

In the context of the establishment of Topco as a newly listed entity whose shareholders have not previously had the opportunity to vote in relation to director incentive outcomes, Topco therefore is, together with Soul Patts, seeking approval for the grant of the FY26 LTI to the MD & CEO on terms consistent with ASX Listing Rule 10.14.

Listing Rule 10.14.1 requires shareholder approval for the acquisition of securities by a director under an employee incentive scheme.

ASX has provided in-principle advice that will grant a waiver in relation to the application of Listing Rule 10.14 as it applies to Topco in respect of the FY26 LTI, provided that the Resolution proposed in this Notice of Meeting is approved by Soul Patts shareholders (and by separate meeting, Brickworks shareholders), meaning that Topco does not need to separately seek approval for the FY26 LTI if the Resolution is approved by Soul Patts shareholders (and by separate meeting, Brickworks shareholders).

Maintenance of flexibility

As a technical matter, shareholder approval would not be required under Listing Rule 10.14 if the Topco Shares to be allocated on vesting of the performance rights were required by the Plan to be purchased on market (as opposed to being issued). While it is not currently intended that Topco Shares will be issued to satisfy any award under the Plan, obtaining shareholder approval maintains flexibility should the Topco Board determine following Implementation it is in the best interests of Topco's shareholders to issue new Topco Shares rather than acquire them on-market.

Retention of placement capacity

In addition, if approval is given by shareholders under ASX Listing Rule 10.14 (or for the purposes of ASX Listing Rule 10.14, as is the Resolution and the corresponding resolution being proposed to Brickworks shareholders, subject to a waiver from ASX), approval will not be required from Topco Shareholders under ASX Listing Rule 7.1. This means the performance rights granted to Mr Barlow and any shares issued on vesting of the rights will not be included within the limit of 15% of issued shares (placement capacity) that can be issued by Topco without shareholder approval under ASX Listing Rule 7.1. A waiver has been sought from ASX for this purpose.

What if shareholder approval is not obtained?

The Share Schemes are not conditional upon the Resolution being passed. Accordingly, if the Share Schemes are approved by shareholders at the SOL Share Scheme Meeting and the BKW Share Scheme Meeting, and the Conditions Precedent to the Share Schemes (as described in the Combination Booklet) are otherwise satisfied or waived, the Combination will proceed.

However, if shareholders of Soul Patts do not approve the proposed FY26 LTI to the MD & CEO under the Resolution (or the shareholders of Brickworks do not pass the equivalent resolution), the Topco Board will need to consider alternative remuneration arrangements to provide an incentive for future performance subject to the satisfaction of performance hurdles. Alternative remuneration arrangements may include a cash payment. The Topco Board may also consider seeking Topco shareholder approval of the FY26 LTI grant for the purposes of Listing Rule 10.14 at a future Topco general meeting.

Explanatory Notes continued

Summary of material terms of the Topco Rights Plan

The table below summarises the key features of the proposed grant of the FY26 LTI.

Long-term incentive (LTI) Plan

The LTI is a cornerstone of Topco’s remuneration strategy designed to ensure long-term alignment, promoting substantial share ownership among Executive KMP and aligning their interests with those of shareholders.

The three performance measures relevant to the FY26 LTI are as follows:

- Performance Measures:** The LTI will be subject to three equally weighted performance hurdles, each measured over a three-year period:
 - Relative Total Shareholder Return (RTSR):** Retained from the current SOL incentive scheme with adjustments, measuring the sum of share price appreciation and dividends (assumed to be reinvested in shares) during the measurement period expressed as a growth percentage.
 - Net Asset Per Share Growth (NAPSG):** Retained from the current SOL incentive scheme, measuring absolute growth in pre-tax Net Asset Value per share.
 - Net Cash Flow from Investments Growth (NCFG):** A new hurdle, aligned with Topco’s focus on sustainable cash generation and dividend growth.
- Vesting Scales:** Each hurdle will have threshold, target, and stretch vesting levels, with pro-rata vesting between these points. The vesting scales are designed to be challenging and to reflect the increased scale and complexity of the Combined Group business and its evolution over time.
- Grant Calculation:** The number of performance rights to be granted for FY26 will be calculated with reference to a normalised share price, to ensure fairness in the context of the Combination.

The table below summarises the key features of the proposed grant of performance rights under the Topco Rights Plan (for FY26).

Feature	Description				
Purpose	Long-term incentives are designed to reward the delivery of sustained long-term value creation and align executive interests with those of shareholders.				
Instrument and Delivery	Upon satisfaction of the vesting conditions, the value of performance rights that vest will be settled in Topco Shares, cash, or a combination of both, based on the then share price. No dividends are payable on performance rights, and no amount is payable by participants on exercise.				
Opportunity and Allocation Value	The allocation of LTIs is based on face value (including for any FY26 grants).				
	The number of performance rights granted is determined by dividing the stretch opportunity by the performance rights value. The stretch opportunity is determined by dividing the target opportunity by the target vesting percentage. As outlined in the vesting schedule below, if target is achieved, only 50% of the performance rights would vest.				
	The target opportunity, as a percentage of fixed remuneration, is shown below.				
	<table><tr><th>Director</th><th>Target %</th></tr><tr><td>MD & CEO</td><td>100 %</td></tr></table>	Director	Target %	MD & CEO	100 %
	Director	Target %			
MD & CEO	100 %				
The performance rights value will be equal to the VWAP over the 10 trading days following the announcement of the previous full financial year's results, taking into account dividends over the performance period.					
For FY26, the performance rights value will be calculated with reference to a normalised share price.					

Feature	Description				
Performance Measures, Weighting and Vesting Profile	The performance rights will be subject to vesting conditions intended to be challenging and linked to shareholder value. The vesting conditions include three equally weighted performance hurdles of Relative TSR, NAPSG, NCFIG .				
				% Higher than Adjusted Total Return of ASX200 Index	
	Weight	Measure	Performance level		Vesting
	33.3%	Relative TSR	Below Threshold	< 100% of the Index	0 %
		Total Shareholder Return (TSR) ¹ as compared to Adjusted ² Total Return of ASX200 Accumulation Index for the measurement period	Target and Threshold	100% of the Index	50%
			Between Target and Stretch	≥ 100% of the Index + 0% to 5% total 3-year growth	Pro-rata
			Stretch	≥ 100% of the Index + 5% total 3-year growth	100%
	¹ TSR is the sum of share price appreciation and dividends (assumed to be reinvested in shares) during the measurement period expressed as a growth percentage and adjusted for franking.				
	² Adjusted Total Return of ASX200 Accumulation Index for franking.				
	Weight	Measure	Performance level	CAGR%	Vesting
	33.3%	NAPSG calculated with reference to its CAGR during the measurement period ³	Below Threshold	< 3%	0 %
			Threshold	3%	25%
			Between Threshold and Target	> 3% to < 5%	Pro-rata
			Target	5%	50%
	Between Target and Stretch		> 5% to < 10%	Pro-rata	
	Stretch		≥ 10%	100%	
³ Net Assets Per Share at the end of the measurement period will be calculated by adding all dividends paid during the measurement period to the closing Net Assets of Topco at the end of the measurement period and then dividing by the number of issued shares at the end of the measurement period.					
			% total growth at the end of 3 years	Vesting	
Weight	Measure	Performance level			
33.3%	3-year trailing NCFIG	Threshold	3 %	25 %	
		Between Threshold and Target	> 3% to < 10%	Pro-rata	
		Target	10%	50%	
		Between Target and Stretch	> 10% to < 21%	Pro-rata	
		Stretch	≥ 21%	100%	
Measurement Period	Three financial years from 1 August of the grant year.				
	For FY26, the measurement period will be three financial years from 1 August 2025. Determinations relying on share price performance over the measurement period should be calculated on the basis of a starting point adjusted so as to be undisturbed where the Topco Board reasonably considers that necessary.				
	Performance rights will lapse if the prescribed vesting conditions are not satisfied within this period. Unless the Topco Board determines otherwise, retesting is not permitted.				
Disposal Restrictions	Performance rights may not be disposed of at any time but will be exercised on vesting. Shares acquired on exercise of vested rights will be subject to disposal restrictions until all of the following cease to restrict disposals:				
	a) Topco's share trading policy;				
	b) Insider trading prohibitions (under the Corporations Act); and				
	c) Specified Disposal Restrictions, as outlined below.				
	Specified Disposal Restrictions operate such that:				
	i. 50% of shares acquired on exercise may not be sold or otherwise disposed of for a period ending on the earlier of: cessation of employment or 9 years from measurement start date; and				
	ii. The remaining 50% may not be sold or otherwise disposed of for a period ending on the earlier of 2 years post-cessation or 9 years from measurement start date.				
	If a tax obligation arises on restricted shares before the Specified Disposal Restrictions have lifted, then the restrictions (other than those required by the Corporations Act) will cease to apply to 50% of the restricted shares.				

Explanatory Notes continued

Feature	Description
Cessation of Employment	<p>On cessation of employment, a portion of the performance rights granted in the financial year in which the cessation occurs will be forfeited. The proportion forfeited corresponds to the remainder of the financial year following the cessation as a percentage of the full financial year.</p> <p>This provision recognises that grants of performance rights are part of the remuneration for the year of grant and that if part of the year is not served then some of the performance rights will not have been earned.</p> <p>If performance rights vest subsequent to a cessation of employment and their value is less than the share price at the date of the cessation, then such performance rights will be settled in cash on exercise unless otherwise determined by the Topco Board.</p>
Other Terms	The terms include methods for calculating appropriate numbers to vest in cases such as change of control or major return of capital to shareholders and treatment in various termination scenarios.
Issue or Acquisition of Shares	Shares allocated upon vesting may be issued by Topco or acquired on or off-market by Topco or its nominee.
Voting Entitlements	Performance rights do not carry voting entitlements. Shares issued upon vesting carry all entitlements attaching to ordinary shares, including voting rights.
Change of Control	In the event of a change of control, all unvested performance rights would vest (at a time determined at the Topco Board's discretion). In relation to ordinary shares that have resulted from the vesting of performance rights, disposal restrictions, if any, specified in the Invitation would also continue to apply, unless lifted at the discretion of the Topco Board (though in such circumstances, Topco's securities trading policy and the Corporations Act would continue to apply).
Malus and Clawback	<p>Malus and clawback terms are incorporated into the Plan.</p> <p>These provisions allow the Topco Board to withhold or reclaim bonuses and incentives in cases of fraud, defalcation, gross misconduct or material financial misstatement. These clauses ensure accountability and protect Topco and Topco's shareholders from potential financial and reputational damage. The Topco Board may cancel variable remuneration or recover variable remuneration awarded in previous financial years. This includes unvested or vested rights and restricted shares.</p>
Board Discretion	<p>The Topco Board retains the discretion to increase, reduce, defer or cancel variable awards in exceptional circumstances, including reducing LTI vesting outcomes to nil.</p> <p>The Topco Board has the discretion to set the terms and conditions on which it will grant rights under the Topco Rights plan, including the vesting conditions and modification of the terms and conditions as appropriate to ensure the plan operates as intended.</p>

Further information

Mr Barlow is the only Director (or associate of a Director) entitled to participate in the Plan.

Any performance rights issued to Mr Barlow under the Plan with shareholder approval are issued at no cost to him as they form part of his remuneration.

No loans will be made by Soul Patts, Brickworks or Topco in relation to the acquisition of securities under the Plan.

Details of any securities issued under the Plan will be published in the Topco's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14 and ASX's waiver in relation thereto. As of the date of this notice, no securities under the Plan have previously been issued to Mr Barlow.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

The Board (with the MD & CEO, Mr Barlow abstaining) recommends that shareholders vote **in favour** of this Resolution.

Note the voting exclusion for this resolution.

The Chairman intends to vote all available proxies **in favour** of this Resolution.

Washington H. Soul Pattinson and Company Limited

ABN 49 000 002 728 ASX Code: SOL

Registered Office

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Share Register

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Telephone: 1300 850 505 (within Australia)

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For personal use only

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Need assistance?



Phone:

1300 271 284 (within Australia)
+61 3 9938 4382 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time)** on **Monday, 8 September 2025**.

Proxy Form General Meeting

How to Vote on Items of Business

All your shares will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of shares for each in Step 1 overleaf.

A proxy need not be a shareholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE GENERAL MEETING

Corporate Representative

If a representative of a corporate shareholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your proxy online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 1282
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left.
Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

IND

Proxy Form General Meeting

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Washington H. Soul Pattinson and Company Limited and entitled to attend and vote hereby appoint

☐

the Chairman
of the meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Washington H. Soul Pattinson and Company Limited to be held at The Grand Ballroom, The Fullerton Hotel Sydney, 1 Martin Place, Sydney NSW 2000 on Wednesday, 10 September 2025 at 11:00 am (Sydney time) (to be adjourned until immediately following the conclusion of the SOL Share Scheme Meeting).

If you return this Proxy Form but the proxy does not attend the meeting, the Chairman of the meeting will act in place of your nominated proxy and will vote in accordance with any directions on this Proxy Form.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for the item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Grant of performance rights to the Managing Director & CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically