

26 October 2026

ASX Announcement

Notice of Annual General Meeting

Diversified investment house, Washington H. Soul Pattinson and Company Limited ("**Soul Patts**") (ASX: SOL), announces that its 2026 Annual General Meeting (**AGM**) will be held on Friday 27 November 2026 at 10:00 am (AEDT) at The Grand Ballroom, The Fullerton Hotel, 1 Martin Place, Sydney NSW 2000. Registration will commence at 9:00 am. There will be a webcast of the Meeting at <http://meetnow.global/MTXCVTW>.

Enclosed is the 2026 Notice of Annual General Meeting, together with a pro forma Proxy Form and Shareholder Question Form.

–ENDS–

This ASX announcement has been authorised for release by the Company Secretary.

Contact

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About Soul Patts

Washington H. Soul Pattinson and Company Limited (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 companies, private companies, emerging companies, credit, fixed income and real assets. More information: SoulPatts.com.au

Notice of Annual General Meeting

Friday 27 November 2026

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Letter from the Chairman

Dear Shareholders,

On behalf of the Board of Directors of Washington H. Soul Pattinson and Company Limited (**Soul Patts, the Company, we, our**), I am pleased to invite you to the 2026 Annual General Meeting (**AGM**) on Friday, 27 November 2026 at 10:00 am (AEDT) at the Grand Ballroom, The Fullerton Hotel, 1 Martin Place Sydney.

Shareholders who are unable to attend in person are welcome to view the AGM via a live webcast, with the option to submit written questions in advance or during the webcast.

FY26 was a year of significant change for Soul Patts, as we integrated the Brickworks merger while continuing to grow the portfolio. The merger has delivered a cleaner capital structure, a stronger balance sheet and greater firepower for new investments, without compromising the disciplined governance and capital allocation Soul Patts has always been known for.

Our investments now span six asset classes: Listed Companies, Fixed Income, Private Companies, Credit, Emerging Companies and Real Assets. In FY26, the portfolio's breadth and resilience underpinned a solid result against our three key strategic measures: increase cash generation, grow the portfolio and manage investment risk. The Board announced a fully franked final dividend of 63 cents, bringing the total FY26 dividend to 111 cents, an increase of 7.8% on the prior year, and marking Soul Patts' 28th consecutive year of dividend growth. We take pride in never having missed a dividend payment to our shareholders since listing in 1903. More information on our performance is available in our 2026 Annual Report.

It is a privilege to continue the founding family's legacy as the seventh Chairman of Soul Patts. We take our role as trusted stewards of shareholders' capital very seriously, and look forward to continuing to build your wealth for generations to come.

Look forward to welcoming many of you at this year's AGM. The following Notice of Meeting outlines the items of business we will put to shareholders for consideration.

We encourage you to submit a proxy vote and any questions as early as possible, even if you plan to join us in person. This will ensure your vote counts even if you find you are unable to attend on the day. Instructions for lodging a proxy and submitting questions can be found on pages 7 and 8 of the Notice of Meeting.

On behalf of the Directors and the Soul Patts team, I thank all our shareholders for your ongoing support.



Robert Millner AO

Chairman



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Notice of Meeting

The 2026 Annual General Meeting of Washington H. Soul Pattinson and Company Limited (Soul Patts or SOL) will be held:

- Date: Friday 27 November 2026
- Time: 10:00 am (AEDT)
Registration will commence at 9:00 am
- Place: The Grand Ballroom
The Fullerton Hotel, 1 Martin Place, Sydney NSW 2000
- Online: There will be a webcast of the AGM at:
<http://meetnow.global/MTXCVTW>
- 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 for the Company or for the Company’s Auditor:
- in writing in advance of the AGM (encouraged) by no later than **5:00 pm (AEDT) on Friday 20 November 2026**
 - in writing during the AGM via the live webcast link, or
 - in person at the AGM.

Vote on resolutions



- You are entitled to vote at the AGM if you are a shareholder at **7:00 pm (AEDT) on Wednesday 25 November 2026**.
- You can vote on the resolutions by:
- appointing a proxy, corporate representative or attorney by **no later than 10:00 am (AEDT) on Wednesday, 25 November 2026** to vote on your behalf at the AGM , or
 - voting in person during the AGM.
- Shareholders will **not** be able to vote online during the AGM.

Business

The items of business should be read in conjunction with the Explanatory Notes on pages 9 to 15. The Explanatory Notes form part of this Notice of Meeting.

Items 2, 4 and 5 are ordinary resolutions and item 3 is advisory only. 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 all proposed resolutions.

1. Financial Report

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 31 July 2026.

Note: no resolution is required for the item of business.

2. Election and re-election of Directors

- a. To elect Anne Loveridge AM as a Director of the Company.
- b. To re-elect Malcolm Bunday as a Director of the Company.
- c. To re-elect Josephine Sukkar AM as a Director of the Company.

The Board (with Anne Loveridge AM, Malcolm Bunday and Josephine Sukkar AM abstaining from 2(a), 2(b) and 2(c) respectively) recommends that shareholders vote in favour of Resolution 2.

3. Remuneration Report

To adopt the Remuneration Report of the Company for the year ended 31 July 2026.

Note: This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and shareholder feedback when considering the Company's future remuneration policies.

The Board recommends that shareholders vote in favour of Resolution 3.

Voting exclusion statement

A vote of Resolution 3 must not be cast (in any capacity, whether as a shareholder or proxy) by, or on behalf of, the following persons:

- a member of the Company's Key Management Personnel (KMP), whose remuneration is disclosed in the Remuneration Report, or
- a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- the proxy appointment is in writing and specifies the way the proxy is to vote on the resolution, or
- the vote is cast by the Chairman of the AGM and the appointment of the Chairman as proxy:
 - does not specify the way the Chairman is to vote on the resolution, and
 - expressly authorises the Chairman to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

"Key management personnel" and "closely related party" have the same meaning as set out in the *Corporations Act 2001* (Corporations Act).

4. Grant of rights under the STI Plan to the Managing Director & CEO

To approve for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of 16,678 rights to the Managing Director & CEO (MD & CEO), Todd Barlow, as the deferred component of his FY26 STI award, on the terms set out in the Explanatory Notes to this Notice of Meeting.

The Board (with Todd Barlow abstaining) recommends that shareholders vote in favour of Resolution 4.

Voting exclusion statement

Consistent with ASX Listing Rule 14.11, Soul Patts will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- Todd Barlow, or
- an associate of Todd Barlow.

Additionally, consistent with ASX Listing Rule 14.11, Soul Patts will also disregard any votes cast in favour of Resolution 4 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 Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way, or
- the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on Resolution 4, 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 Resolution 4, and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Business continued

5. Grant of rights under the LTI Plan to the Managing Director & CEO

To approve for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of 99,618 rights to the MD & CEO, Todd Barlow, as his FY27 LTI award, on the terms set out in the Explanatory Notes to this Notice of Meeting.

The Board (with Todd Barlow abstaining) recommends that shareholders vote in favour of Resolution 5.

Voting exclusion statement

Consistent with ASX Listing Rule 14.11, Soul Patts will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- Todd Barlow, or
- an associate of Todd Barlow.

Additionally, consistent with ASX Listing Rule 14.11, Soul Patts will also disregard any votes cast in favour of Resolution 5 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 Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way, or
- the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on Resolution 5, 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 Resolution 5, and
 - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

The Explanatory Notes on pages 9 to 15 form part of this Notice of Meeting.

By order of the Board



Lillie Johnson
Company Secretary

26 October 2026

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Important Information

Eligibility to vote

You are entitled to vote at the AGM if you are a registered shareholder at **7:00 pm (AEDT) on Wednesday 25 November 2026**.

Resolutions by poll

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

On a poll, if your proxy does not attend the AGM or registers but does not vote on the resolutions 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 Resolutions, 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 AGM. If you are a corporate representative, you will need to provide a signed Appointment of Corporate Representative Form to Computershare in advance of the AGM unless it has previously been provided.

If you appoint an attorney to attend and vote at the AGM on your behalf, the Power of Attorney or a certified copy must be provided to Computershare in advance of the AGM, 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 10:00 am (AEDT) on Wednesday 25 November 2026**.

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 855 080 (within Australia) +61 3 9415 4000 (International) between 8:30 am and 5:00 pm (AEDT) 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 242 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 all proposed Resolutions as the Chairman decides, including in respect of Resolutions 3, 4 and 5, even though they are connected with the remuneration of the Company's KMP.

If you appoint any other member of the Company's KMP or their closely related parties as your proxy they will not be able to vote your proxy on Resolution 3, 4 or 5 unless you direct them how to vote. You are encouraged to direct them how to vote these resolutions by marking 'For', 'Against' or 'Abstain' for each of these resolutions.

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

Important Information continued

Questions

Ahead of the AGM

Shareholders who are entitled to vote at the AGM are encouraged to send written questions or comments for the Company or the Company's Auditor ahead of the AGM by **no later than 5:00 pm (AEDT) on Friday 20 November 2026**.

Questions for the Auditor must relate to questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit. The Auditor is not obliged to provide written answers.

While written responses will not be provided to individual questions, the Chairman will seek to address key themes from questions submitted before the AGM.

You can send questions for the Company or the Auditor by completing and returning the enclosed Shareholders Questions Form by:

Email: SOLAGMQuestions@computershare.com.au

Online: If lodging your proxy online you can also submit your questions by selecting the 'ask a question' button located on the last page after 'lodging your votes'.

Post: Computershare Investor Services Pty Ltd
GPO Box 242, Melbourne Victoria 3001

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

Questions during the AGM

Shareholders will have reasonable opportunity to ask questions and make comments during the AGM.

Shareholders watching the webcast of the AGM may submit written questions via the online platform at: <http://meetnow.global/MTXCVTW>. Please clearly reference which resolution your question relates to.

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

Explanatory notes

1. Financial Report

The Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 31 July 2026 (collectively **the Reports**) are contained in our 2026 Annual Report available on the Company's website at <https://soulpatts.com.au/investor-centre/reports>.

The Corporations Act does not require a vote of shareholders on the Reports. Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Reports and management of the Company.

A reasonable opportunity will also be given to shareholders as a whole at the AGM to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders are encouraged to submit written questions in advance of the AGM. See page 8 for information on how to submit questions.

2. Election and re-election of Directors

Three Director resolutions are put to shareholders under Item 2. Anne Loveridge AM, having been appointed as a Director on 1 October 2026 under rule 3.3 of the Company's Constitution, and being eligible, offers herself for election under Item 2a. Under items 2b and 2c, Malcolm Bunday and Josephine Sukkar AM were elected as Directors of the Company by shareholders at a general meeting on 28 August 2025, with effect from the Scheme effective date of 15 September 2025. Under the Company's Constitution and ASX Listing Rule 14.4, they would not otherwise be required to stand for re-election until the 2028 AGM. To support orderly Board renewal, the Board has adopted a staggered re-election schedule across the 2026, 2027 and 2028 AGMs, which takes into account each Director's tenure on the board of the predecessor listed entity, as disclosed in the 2026 Corporate Governance Statement. Consistent with that schedule, each has elected to retire under rule 3.6(b) of the Company's Constitution and, being eligible, offers themselves for re-election under Items 2b and 2c.

Anne, Malcolm and Josephine have each confirmed they have sufficient time to fulfil their duties as a Director of Soul Patts. The Board considers that all three are Independent Non-Executive Directors and have the breadth of judgment, commercial acumen and experience required to oversee a diversified investment company. Their qualifications and experience is provided below.

2a Election of Anne Loveridge AM

BA(Hons), FCA, GAICD

Independent Non-Executive Director since 1 October 2026

Board Committees: Chair of the Audit Committee (effective 31 October 2026)

Anne was appointed by the Board as a Director of the Company on 1 October 2026. Under rule 3.3 of the Company's Constitution, a Director appointed by the Board must stand for election at the next AGM, and Anne, being eligible, offers herself for election. Following Tiffany Fuller's retirement on 31 October 2026, Anne will become Chair of the Audit Committee.

Anne is an experienced public company director with a background in chartered accounting and financial services, gained over more than 30 years in professional services, including as a financial services partner at PwC, where she also served as Deputy Chair of the PwC Board of Partners. Anne's experience includes audit, risk management, governance and financial services regulation. Anne currently serves as a non-executive director on the following listed boards: ASX Limited, nib Holdings Limited and Accent Group Limited. She is also a non-executive director of the following non-listed entities: HSBC Bank Australia Limited and Cape York Partnership Group Limited. Anne previously served on the boards of National Australia Bank Limited, Platinum Asset Management Limited and Destination NSW and as Chair of the Bell Shakespeare Company. In 2023, Anne was made a Member of the Order of Australia in recognition of her significant service to theatre administration and business.

Anne receives a fixed payment (subject to CPI) from a retirement scheme in relation to her former role as a partner at PwC; the payment is not related to PwC's financial performance, and the Board is satisfied that it does not affect her independence as a Non-Executive Director or constitute a conflict of interest.

The Board considers that Anne's chartered accounting background and more than 30 years in professional services and financial services regulation give her deep expertise in investment and financial acumen, risk management, and corporate governance, legal and regulatory matters. This expertise, together with her experience as a non-executive director of ASX-listed and APRA-regulated entities, supports her election and underpins her appointment as Chair of the Audit Committee following Tiffany Fuller's retirement from the Board on 31 October 2026.

The Board (with Anne Loveridge AM abstaining) recommends that shareholders vote **in favour** of Anne's election.

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

Explanatory notes continued

2b Re-election of Malcolm Bunday

B.Bus(Accounting), GAICD

Independent Non-Executive Director since 15 September 2025

Board Committees: Member of the Risk Committee (effective 31 October 2026)

Malcolm was first appointed a Director of Brickworks Limited in 2019 and has been a Director of the Company since 15 September 2025. If re-elected, this will be Malcolm's final term as a Director of the Company.

Malcolm has valuable experience as CEO and Managing Director, with particular expertise in managing complex global manufacturing operations, including as CEO of Pact Group, Evergreen Packaging, Graham Packaging and Closure Systems International. These companies each operated multi-location and geographical plants across a wide range of regulatory jurisdictions including Australia, North America, Europe, Asia and South America. Malcolm also has extensive financial experience, having been CFO at Goodman Fielder and a partner at Deloitte, and has expertise in mergers and acquisitions and asset management, together with in-depth knowledge of the health, safety and environment risks associated with manufacturing operations. Malcolm currently serves as a non-executive director of Mineral Resources Ltd, having been appointed on 19 May 2025 and became its Board Chair from 1 July 2025.

The Board considers that Malcolm's executive leadership of complex, multi-jurisdictional manufacturing businesses gives him deep expertise in leadership and people, while his experience managing health, safety and environmental risk across global operations, together with his financial background as a CFO and Deloitte partner, gives him strong risk management and investment and financial acumen. His current and former listed company directorships, including as Chair of Mineral Resources Ltd and as Deputy Chair of Brickworks, further evidence his corporate governance, legal and regulatory experience. This combination of skills supports his re-election as a Non-Executive Director of Soul Patts.

The Board (with Malcolm Bunday abstaining) recommends that shareholders vote **in favour** of Malcolm's re-election.

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

2c Re-election of Josephine Sukkar AM

B.Sc, GradDipEd

Independent Non-Executive Director since 15 September 2025

Board Committees: Chair of the People, Culture & Remuneration Committee and Member of the Risk Committee (until 31 October 2026)

Josephine was first appointed a Director of WHSP Holdings Pty Limited in 2020 and has been a Director of the Company since 15 September 2025. If re-elected, this will be Josephine's final term as a Director of the Company.

Josephine Sukkar AM is co-owner and Principal of construction company Buildcorp, founded in 1990. Josephine serves on a number of private, public and not-for-profit boards, including Growthpoint Properties Australia Limited (appointed 2017), the Green Building Council of Australia, the Australian Museum and the Buildcorp Foundation.

Josephine was formerly the Chair of the Australian Sports Commission, Chair of the Sport Diplomacy Advisory Council (DFAT), a Non-Executive Director of The Trust Company, the Property Council of Australia, Opera Australia, the Centenary Institute of Medical Research, the Parramatta Park Trust and the YWCA NSW. Josephine is a Fellow of the University of Sydney and in 2017 was made a Member of the Order of Australia in recognition of her significant service to the community through a range of roles with sporting, social welfare and cultural organisations and to the construction sector.

The Board considers that Josephine's more than 30 years of executive leadership of Buildcorp, and her extensive experience chairing and serving on ASX-listed, government and not-for-profit boards, give her strong leadership and people skills, deep operational and commercial acumen, and broad corporate governance, legal and regulatory experience, supporting her re-election as a Non-Executive Director of Soul Patts.

The Board (with Josephine Sukkar AM abstaining) recommends that shareholders vote **in favour** of Josephine's re-election.

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

3. Remuneration Report

The Corporations Act requires that the Remuneration Report be presented to the shareholders of the Company for consideration and adoption. The Remuneration Report is contained in the Company's 2026 Annual Report available at <https://soulpatts.com.au/investor-centre/reports>.

Under the Corporations Act the vote on the Remuneration Report is advisory only and does not bind the Company or the Directors. Shareholders as a whole will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. The Board will consider the outcome of the vote and shareholder feedback on the Remuneration Report when reviewing the Company's future remuneration policies.

The Board recommends that shareholders vote **in favour** of adoption of the Remuneration Report.

Note the voting exclusion for this resolution.

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

4. Grant of rights under the STI Plan to the Managing Director & CEO

Soul Patts' Executive KMP remuneration framework comprises of fixed remuneration (**FR**) and variable at-risk rewards in the form of short-term incentives (**STI**) and long-term (**LTI**) incentives.

The STI is a shorter-term performance-based component of the remuneration framework, designed to drive results without encouraging undue risk-taking. It is evaluated based on the achievement of minimum performance hurdles, along with a Board assessment of individual performance.

STI awards are determined annually following the end of the relevant performance year, with 75% paid in cash and 25% deferred. The deferred component is delivered in the form of service rights, subject to a 12-month service condition following the performance year, which are designed to align the interests of Executive KMP with those of shareholders. The service rights are granted under the Soul Patts Rights Plan Rules, which provides for the grant of performance rights, service rights and restricted rights.

Resolution 4 seeks shareholder approval for the proposed grant of 16,678 rights under the STI Plan to the MD & CEO, Todd Barlow, in respect of the deferred component of his FY26 STI award.

If approved, the rights are expected to be granted to the MD & CEO on or before 31 December 2026 and in any event no later than three years after the date of this meeting, in accordance with ASX Listing Rule 10.15.7.

Why is shareholder approval sought?

The Company is seeking approval for the grant of service rights under the STI Plan as a matter of good corporate governance and in accordance with ASX Listing Rule 10.14. ASX Listing Rule 10.14.1 requires shareholder approval for the acquisition of securities by a director under an employee incentive scheme.

Shareholder approval would not be required under ASX Listing Rule 10.14 if the shares to be allocated on vesting of the service rights were required by the STI Plan to be purchased on market (as opposed to being issued).

While it is not currently intended that shares will be issued to satisfy any award under the STI Plan, shareholder approval is sought to maintain flexibility should the Board believe it is in the best interests of the Company's shareholders to issue new shares rather than acquire them on market.

In addition, if approval is given by shareholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means the service rights granted to Todd 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 the Company without shareholder approval under ASX Listing Rule 7.1.

What if shareholder approval is not obtained?

If shareholders do not approve the proposed issue of service rights to the MD & CEO under Resolution 4, the service rights will not be granted to the MD & CEO and the Board will need to consider alternative arrangements for the deferred component of the MD & CEO's FY26 STI award. Alternative arrangements may include a cash payment.

MD & CEO's FY26 STI outcome

For the financial year ended 31 July 2026, the MD & CEO's STI outcome is disclosed on page 50 of the 2026 Annual Report. The deferred 25% component of the FY26 STI award is \$776,100 and is subject to a service condition through to 31 July 2027. Further details of the FY26 STI outcome and the applicable performance measures are set out on pages 45 and 46 of the 2026 Annual Report.

The MD & CEO may elect to receive the deferred component of his FY26 STI award in shares, cash or a combination of both. The service rights proposed to be granted under Resolution 4 may be used to satisfy the portion of the award that the MD & CEO elects to receive in shares. To the extent the MD & CEO elects to receive the award in cash, the corresponding service rights will be cancelled.

Subject to shareholder approval, the FY26 STI grant will consist of 16,678 service rights. The number of service rights in the FY26 deferred STI grant has been calculated based on the table below (refer to row titled 'Number of rights').

Summary of the material terms of the deferred STI service rights

The table below summarises the key terms of the proposed grant of service rights under the FY26 STI Plan.

Term	Detail
Instrument and delivery	The 25% deferred component of the FY26 STI award (\$776,100) is delivered in the form of service rights granted under the Soul Patts Rights Plan Rules.
Service period	The service rights are subject to a service condition requiring the MD & CEO to remain continuously employed by Soul Patts from 1 August 2026 until (and including) 31 July 2027.
Number of rights	The number of service rights to be granted has been calculated by dividing the deferred component of the MD & CEO's FY26 STI outcome (\$776,100) by the volume weighted average price (VWAP) of the Company's ordinary shares over the 10 trading days following the announcement of the FY26 full year results.
Settlement upon vesting	Prior to settlement, the MD & CEO will make an irrevocable election to receive the deferred award in shares, cash or a combination of both. The election will be made during an open trading period in accordance with Soul Patts' share trading policy. Subject to satisfaction of the service condition, any cash component will be paid through payroll and the corresponding service rights will be cancelled. Where shares are elected, the service rights will convert into shares on a one-for-one basis during the first open trading period under Soul Patts' share trading policy following vesting. Shares allocated upon vesting may be issued by Soul Patts or acquired on or off-market by Soul Patts or its nominee.
Disposal restrictions	Shares received on settlement of the service rights are not subject to a mandatory disposal restriction. At the time of accepting the offer of service rights, the MD & CEO may elect to apply a voluntary disposal restriction to any shares received on settlement. Any disposal of shares will remain subject to: - Soul Patts' share trading policy and - Insider trading prohibitions (under the Corporations Act).
Cessation of employment	Service rights that have not vested will lapse if the MD & CEO ceases to be employed by Soul Patts before 31 July 2027, unless the Board determines otherwise having regard to the circumstances of the cessation.
Voting entitlements	Service rights do not carry voting entitlements. Shares allocated upon vesting carry all entitlements attaching to ordinary shares, including voting rights.
Malus and clawback	Malus and clawback terms are incorporated into Soul Patts' variable remuneration plans. These provisions allow the Board to withhold or reclaim bonuses and incentives in cases of fraud, defalcation, gross misconduct or material financial misstatement. The Board may cancel variable remuneration or recover variable remuneration awarded in previous financial years, including unvested or vested rights and restricted shares.

Explanatory notes continued

Previous issues of service rights

As required under ASX Listing Rule 10.15.5, no service rights have previously been granted to Todd Barlow. FY26 is the first financial year in which a portion of the MD & CEO's STI award has been delivered as service rights rather than being paid entirely in cash.

Further information

Todd Barlow is the only Director (or associate of a Director) entitled to participate in the STI Plan. Mr Barlow's current total remuneration package is set out in Resolution 5 of this Notice, under 'MD & CEO's FY27 LTI performance rights grant' on page 12.

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

No loans will be made by the Company in relation to the acquisition of securities under the STI Plan.

Details of any securities issued under the STI Plan will be published in the Soul Patts' 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.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the STI Plan after Resolution 4 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, Todd Barlow abstaining) recommends that shareholders vote **in favour** of Resolution 4.

Note the voting exclusion for this resolution.

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

5. Grant of rights under the LTI Plan to the Managing Director & CEO

Soul Patts' Executive KMP remuneration framework comprises of fixed remuneration (**FR**) and variable at-risk rewards in the form of short-term incentives (**STI**) and long-term (**LTI**) incentives.

The LTI is a cornerstone of Soul Patts' remuneration strategy, designed to ensure long-term alignment by promoting substantial share ownership among Executive KMP and aligning their interests with those of shareholders. The LTI is delivered under the Soul Patts Rights Plan Rules, which provides for the grant of performance rights, service rights and restricted rights.

For the FY27 LTI, performance rights are granted which will only vest to the extent that the applicable performance hurdles are met at the end of the measurement period. The key terms of the FY27 LTI, including the performance measures and vesting conditions, are summarised in the table on pages 13 and 14.

Resolution 5 seeks shareholder approval for the proposed grant of 99,618 rights under the LTI Plan to the MD & CEO, Todd Barlow.

If approved, the rights are expected to be granted to the MD & CEO on or before 31 December 2026 and in any event no later than three years after the date of this meeting, in accordance with ASX Listing Rule 10.15.7.

Why is shareholder approval sought?

The Company is seeking approval for the grant of performance rights under the LTI Plan as a matter of good corporate governance and in accordance with ASX Listing Rule 10.14. ASX Listing Rule 10.14.1 requires shareholder approval for the acquisition of securities by a director under an employee incentive scheme.

Shareholder approval would not be required under ASX Listing Rule 10.14 if the shares to be allocated on vesting of the performance rights were required by the LTI Plan to be purchased on market (as opposed to being issued). While it is not currently intended that shares will be issued to satisfy any award under the LTI Plan, shareholder approval is sought to maintain flexibility should the Board believe it is in the best interests of the Company's shareholders to issue new shares rather than acquire them on market.

In addition, if approval is given by shareholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means the performance rights granted to Todd 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 the Company without shareholder approval under ASX Listing Rule 7.1.

What if shareholder approval is not obtained?

If shareholders do not approve the proposed issue of performance rights to the MD & CEO under Resolution 5, the performance rights will not be granted to the MD & CEO and the 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.

MD & CEO's FY27 LTI performance rights grant

For the current financial year ending 31 July 2027, the MD & CEO's total remuneration will comprise:

The three components are proportioned to ensure a significant portion of total remuneration is at-risk and performance-based, with target at-risk remuneration representing 67% of the MD & CEO's total remuneration.

Director	Fixed remuneration	STI (% of FR)		LTI (% of FR)	
		Target	Stretch	Target	Stretch
MD & CEO	\$ 2,152,000	100%	150%	100%	200%

Subject to shareholder approval, the FY27 LTI grant will consist of 99,618 performance rights. The number of performance rights in the FY27 LTI grant has been calculated based on the table on the following page (refer to row titled 'Opportunity and allocation value'). Soul Patts determines the balance between fixed remuneration, STI and LTI within the MD & CEO's remuneration package on the assumption that Soul Patts will achieve its target performance over the measurement period. Target performance would result in only 50% of the allocated rights vesting and Soul Patts would need to meet stretch performance goals for the full number of rights to vest.

Summary of the material terms of the LTI Plan

The table below summarises the key features of the proposed grant of performance rights under the FY27 LTI Plan.

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 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 are based on face value. 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>100.0%</td></tr> </table> 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.	Director	Target %	MD & CEO	100.0%
Director	Target %				
MD & CEO	100.0%				
Measurement period	The measurement period will be the three financial years from 1 August 2026. Performance rights will lapse if the prescribed vesting conditions are not satisfied within this period. Unless the Soul Patts 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 by Executive KMP on exercise of vested rights will be subject to disposal restrictions until all of the following cease to restrict disposals: - Soul Patts' share trading policy - Insider trading prohibitions (under the Corporations Act) and - Specified Disposal Restrictions, as outlined below. Specified Disposal Restrictions operate such that: 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 - The remaining 50% may not be sold or otherwise disposed of for a period ending on the earlier of 2 years post-cessation of employment 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.				
Cessation of employment	On cessation of employment, a portion of the performance rights granted to Executive KMP 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. 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. 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 Soul Patts Board.				
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 Soul Patts or acquired on or off-market by Soul Patts 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.				

Previous issues of performance rights

Performance rights are granted to the MD & CEO as part of his total remuneration package, with details of previous grants disclosed annually in the Remuneration Report.

As required under ASX Listing Rule 10.15.5, Todd Barlow was previously granted 121,884 performance rights for nil consideration under the LTI Plan in respect of FY26. The grant was described in the 2025 Notice of Meeting and the performance rights were granted on 12 December 2025.

As at the date of this Notice, none of these performance rights had vested or been forfeited.

Further information

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

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

No loans will be made by the Company in relation to the acquisition of securities under the LTI Plan.

Details of any securities issued under the LTI Plan will be published in the Soul Patts' 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.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after Resolution 5 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, Todd Barlow abstaining) recommends that shareholders vote **in favour** of Resolution 5.

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 38 687 534 023

ASX Code: SOL

Registered Office

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www.soulpatts.com.au

Share Register

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Telephone: 1300 855 080 (within Australia)

+61 3 9415 4000 (International)

www.investorcentre.com/contact

For personal use only

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SOL

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) Wednesday, 25 November 2026.**

Proxy Form

How to Vote on Items of Business

All your securities 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 each 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 securities 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 securities 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 securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 MEETING

Corporate Representative

If a representative of a corporate securityholder 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:

XX

Online:

Lodge your vote 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: I999999999

PIN: 99999

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

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

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 Annual General Meeting of Washington H. Soul Pattinson and Company Limited to be held at Grand Ballroom, The Fullerton Hotel, 1 Martin Place Sydney NSW 2000 on Friday, 27 November 2026 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

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 Items 3, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 Items 3, 4 and 5 by marking the appropriate box in step 2.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 2a	Election of Director - Anne Loveridge AM	☐	☐	☐
Resolution 2b	Re-election of Director - Malcolm Bunday	☐	☐	☐
Resolution 2c	Re-election of Director - Josephine Sukkar AM	☐	☐	☐
Resolution 3	Adoption of Remuneration Report	☐	☐	☐
Resolution 4	Grant of rights under the STI Plan to the Managing Director & CEO	☐	☐	☐
Resolution 5	Grant of rights under the LTI Plan to the Managing Director & CEO	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each 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 Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 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



WASHINGTON H. SOUL PATTINSON AND COMPANY LIMITED
ABN 38 687 534 023

Your questions are important to us. You can submit a question or comment for the Company or for the Company's Auditor prior to the Meeting by emailing SOLAGMQuestions@computershare.com.au or by returning this form by **no later than 5:00 pm (AEDT) on Friday 20 November 2026**.

Please return this form to our Share Registry via either of the below methods.

Mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001

Fax: 1800 783 447 (within Australia)
61 3 9473 2555 (outside Australia)

SRN or HIN

Securityholder Name

Questions

Area for questions with horizontal lines.