

Appendix 3Y

Change of Director's Interest Notice

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

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

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

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

Name of Director	Thomas Charles Dobson MILLNER
Date of last notice	16 October 2014

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

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

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

Direct or indirect interest	Direct and indirect interests
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Notifiable interest because of a power to exercise, or control the exercise of, a right to vote shares in the entity held by J S Millner Holdings Pty Ltd.
Date of change	15 January 2015
No. of securities held prior to change	11,385 Direct interest 17,616,592 Indirect Interests
Class	Ordinary Shares
Number acquired	35,000
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$449,204
No. of securities held after change	11,385 Direct interest 17,651,592 Indirect Interests

+ See chapter 19 for defined terms.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade
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Part 2 – Change of director's interests in contracts

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

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

Part 3 – +Closed period

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

Dated: 22 January 2015

+ See chapter 19 for defined terms.

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WASHINGTON H SOUL PATTINSON AND COMPANY LIMITED

ABN: 49 000 002 728

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22 January 2015

ASX ANNOUNCEMENT Appendix 3Y

Attached is the Appendix 3Y Change of Director's Interest Notice ("Notice") for Robert Millner and Thomas Millner (J S Millner Holdings Pty Limited). Part 3 of the Notice identifies that Robert Millner and Thomas Millner traded in the Company's securities on Thursday 15 January 2015 during a closed period and without the prior written approval of two directors.

Robert and Thomas Millner informed the other directors of the Company that they had traded in the Company's securities.

This trade is in breach of the Company's trading policy amended on 13th November 2013.

The trade was an oversight by Robert and Thomas Millner inadvertently trading during a closed period.

The Company views its trading policy and compliance with the ASX Listing Rules very seriously. Robert and Thomas Millner have apologised for the breach, and the Company's board of directors (excluding Robert and Thomas) have determined, after reviewing the circumstances, that no further action will be taken in respect of the breach.

As additional compliance measures, the Company will introduce an annual sign off by Directors and key management personnel that they are aware of, and understand, the Company's share trading policy and are in compliance with it. In addition, an internal communique will also be distributed to all Directors and key management personnel upon entering/exiting a closed period.

I.D. Bloodworth
Company Secretary

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