



**WASHINGTON H SOUL PATTINSON  
AND COMPANY LIMITED**

ABN: 49 000 002 728

Level 1, 160 Pitt Street Mall Sydney NSW 2000 Australia

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**ASX Announcement - 9 December 2016**

**2016 Annual General Meeting - Results of Resolutions**

Following are the results of resolutions put to the Shareholders of the Company at the Annual General Meeting held today:

**Item 2 - To adopt the Remuneration Report for the year ended  
31 July 2016**

Carried on a show of hands

**Item 3 - To increase the aggregate amount of fees which may be paid  
to non-executive Directors of the Company to \$2,000,000**

Carried on a show of hands

**Item 4 - To re-elect Mr. Robert D. Millner as a Director**

Carried on a show of hands

**Item 5 - To grant performance rights to the Managing Director,  
Mr Todd J. Barlow**

Carried on a show of hands

**Item 6 - To grant performance rights to the Finance Director,  
Ms Melinda R. Roderick**

Carried on a show of hands

In accordance with Section 251AA of the Corporations Act 2001 details of proxies received for the meeting are attached.

I.D. Bloodworth  
Company Secretary

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**Washington H Soul Pattinson and Company Limited**

**Proxy Results - 2016 Annual General Meeting - 9 December 2016**

**Item 2 - To adopt the Remuneration Report for the year ended 31 July 2016**

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	129,084,701	1,139,068	3,823,212	134,046,981	148,920
Other Attendees	10,043,047	67,765	21,647	10,132,459	-
<b>Total</b>	<b>139,127,748</b>	<b>1,206,833</b>	<b>3,844,859</b>	<b>144,179,440</b>	<b>148,920</b>

% of proxies lodged	96.4%	0.8%	2.7%		0.1%
% of shares eligible to be voted on the Remuneration Report	64.0%	0.6%	1.8%	66.3%	0.1%

**Item 3 - To increase the aggregate amount of fees which may be paid to non-executive Directors of the Company to \$2,000,000**

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	127,954,622	2,435,024	3,731,134	134,120,780	75,121
Other Attendees	10,040,647	65,076	27,647	10,133,370	-
<b>Total</b>	<b>137,995,269</b>	<b>2,500,100</b>	<b>3,758,781</b>	<b>144,254,150</b>	<b>75,121</b>

% of proxies lodged	95.6%	1.7%	2.6%		0.1%
% of shares eligible to be voted on this item	63.5%	1.2%	1.7%	66.4%	0.0%

**Item 4 - To re-elect Mr. Robert D. Millner as a Director**

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	141,085,384	10,585,141	3,770,317	155,440,842	42,514
Other Attendees	10,060,385	32,211	253,175	10,345,771	10,040
<b>Total</b>	<b>151,145,769</b>	<b>10,617,352</b>	<b>4,023,492</b>	<b>165,786,613</b>	<b>52,554</b>

% of proxies lodged	91.1%	6.4%	2.4%		0.0%
% of shares on Issue	63.1%	4.4%	1.7%	69.3%	0.0%

**Item 5 - To grant performance rights to the Managing Director, Mr Todd J. Barlow**

Proxies in favour of	FOR	AGAINST	OPEN	TOTAL	ABSTAIN
Chairman	149,951,311	1,667,300	3,730,364	155,348,975	133,381
Other Attendees	10,040,685	65,937	21,647	10,128,269	4,190
<b>Total</b>	<b>159,991,996</b>	<b>1,733,237</b>	<b>3,752,011</b>	<b>165,477,244</b>	<b>137,571</b>

% of proxies lodged	96.6%	1.0%	2.3%		0.1%
% of shares eligible to be voted on this item	66.8%	0.7%	1.6%	69.1%	0.1%

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**Item 6 - To grant performance rights to the Finance Director, Ms Melinda R. Roderick**

<b>Proxies in favour of</b>	<b>FOR</b>	<b>AGAINST</b>	<b>OPEN</b>	<b>TOTAL</b>	<b>ABSTAIN</b>
Chairman	149,992,749	1,625,862	3,730,364	155,348,975	133,381
Other Attendees	10,040,685	65,937	21,647	10,128,269	4,190
<b>Total</b>	<b>160,033,434</b>	<b>1,691,799</b>	<b>3,752,011</b>	<b>165,477,244</b>	<b>137,571</b>

% of proxies lodged	96.6%	1.0%	2.3%		0.1%
% of shares eligible to be voted on this item	66.9%	0.7%	1.6%	69.1%	0.1%

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