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ASX Announcement

- Launch of up to A$250 million unsecured senior convertible notes due 2026[1]
- WHSP intends to use the majority of the net proceeds from the Offering to repay approximately A$200 million of existing financial indebtedness which will lower WHSP's average cost of debt and increase WHSP's debt maturity profile. The remaining proceeds will be applied to further strengthen WHSP's liquidity position
- Following the Offering, WHSP will continue to have low gearing and diversified sources of funding

21 January 2021 - Washington H. Soul Pattinson and Company Limited ("**WHSP**") is pleased to announce that it is today launching an offering of up to A$250 million unsecured senior convertible notes due 2026[1] consisting of a base issue size of A$225 million with a potential upsize option of up to an additional A$25 million (together, the "**Notes**"), which are convertible into fully paid ordinary shares ("**Ordinary Shares**") in WHSP (the "**Offering**").

WHSP Managing Director and CEO, Todd Barlow said: "We are excited to introduce a new group of global investors to support WHSP's growth strategy. The majority of the net proceeds from the Offering will be used to repay approximately A$200 million of existing financial indebtedness which will lower WHSP's average cost of debt and increase WHSP's debt maturity profile. The remaining proceeds will be applied to further strengthen WHSP's liquidity position. Following the Offering, WHSP will continue to have low gearing and diversified sources of funding."

Notes Offering

The Offering is being marketed to eligible investors with the final terms of the Notes to be determined via a book-build process expected to be completed prior to market open tomorrow. A summary of the key terms of the Notes is set-out in this announcement in Appendix A.

The net proceeds from the Offering will be approximately A$221 – A$246 million, after deduction of commissions, professional fees and other administrative expenses.

WHSP will apply for the Notes to be listed on the Official List of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Conversion of the Notes will be physically settled by the issuance of new Ordinary Shares.

[1]Convertible bond investors have a put option in February 2024

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UBS AG, Australia Branch is acting as sole bookrunner and lead manager on the Offering (the "**Lead Manager**").

Delta Placement

In connection with the Offering, to facilitate some of the hedging activity that may be executed by eligible investors in the Notes, the Lead Manager intends to sell ordinary WHSP shares (the "**Delta Placement**"). The manner of conducting the Delta Placement will be determined by the Lead Manager, in consultation with WHSP. The Lead Manager and WHSP have agreed that the sale of ordinary shares under the Delta Placement will be conducted at a price of $27.99 per share.

The Delta Placement clearing price will be used as the Reference Share Price to determine the Initial Conversion Price of the Notes. The Lead Manager and/or its affiliates may acquire shares in the Delta Placement.

WHSP understands that, in relation to the offering of the Notes, Brickworks Limited proposes to enter into a market standard stock loan facility of 3 million WHSP shares for 12 months, subject to entering into acceptable documentation.

Investor/Media enquiries:

Todd Barlow, Managing Director and CEO (02) 9210 7070

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

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Appendix A:
Key terms of the Notes

Issuer	Washington H. Soul Pattinson and Company Limited ("WHSP")
Base Issue Size	A$225 million
Same-day Upsize Option	A$25 million
Ranking	Direct, unsubordinated, unconditional and unsecured
Maturity Date	29 January 2026 (5.00 years)
Investor Put Date	1 February 2024 (3.01 years)
Coupon / Yield	0.125% –0.625% p.a., on a semi-annual basis
Conversion Premium	25.0% –30.0% over the Reference Share Price (as determined under the Delta Placement)
Conversion Period:	From 11 March 2021 (41 days after the Closing Date) to 5 business days prior to the Maturity Date of the Notes
Reference Share Price	The clearing price of the Delta Placement
Dividend Protection	Conversion Price adjustments for any cash dividends paid in excess of the Extraordinary Dividend Threshold being A$0.62 per Ordinary Share during each 12 month period
Settlement	Where a holder is entitled to convert their Notes into Ordinary Shares, the conversion of the Notes will be physically settled by the issuance of new Ordinary Shares. The number of Ordinary Shares issued on exercise of the conversion right will be determined by dividing the principal amount of the Notes to be converted by the applicable conversion price
Conversion Price Adjustments	Standard anti-dilutive adjustments including upon a change of control of WHSP, the conversion price will be reduced in accordance with the terms of the Notes. The extent to which the conversion price is reduced following a change of control is variable, dependent on the time period between the change of control and the final maturity date of the Notes
Listing	SGX-ST
Selling Restrictions	Regulation S (Cat 1) only
MiFID II professionals/ECPs- only/No PRIIPs KID	Manufacturer target market (MiFID II product governance) is expected to be eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in the European Economic Area
UK MiFIR professionals/ECPs- only/No PRIIPs KID	Manufacturer target market (UK MiFIR product governance) is expected to be eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in the United Kingdom

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Neither this announcement nor any copy hereof may be taken into or distributed in the United States.

The information contained in this announcement is not for distribution, directly or indirectly, in or into the United States. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Ordinary Shares and the Notes mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the Securities Act. No public offering of the Ordinary Shares or the Notes will be made in the United States.

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.