



**WASHINGTON H SOUL PATTINSON  
AND COMPANY LIMITED**

ABN: 49 000 002 728

Level 1, 160 Pitt Street Mall Sydney NSW 2000 Australia

GPO Box 479, Sydney NSW 2001 T: (02) 9232 7166 F: (02) 9235 1747

**By Email**

5 December 2013

The Company Secretary  
Brickworks Limited  
738-780 Wallgrove Road,  
Horsley Park NSW 2175

Dear Mr Thompson

**Notice of Change of Interests of Substantial Holder**

We enclose Corporations Act Form 604, Notice of Change of Interests of Substantial Holder, lodged today with the Australian Securities Exchange.

Yours faithfully

I.D. Bloodworth  
Company Secretary

**Form 604**  
**Corporations Act 2001**  
**Section 671B**

**Notice of change of interests of substantial holder**

To: Company Name/Scheme **BRICKWORKS LIMITED**

ACN/ARSN **000 028 526**

**1. Details of substantial holder (1)**

Name **WASHINGTON H. SOUL PATTINSON AND COMPANY LIMITED ("WHSP") and its subsidiaries**

ACN (if applicable) **000 002 728**

There was a change in the interests of the substantial holder on [See Note 1 below]

The previous notice was given to the company on 04/11/ 2009

The previous notice was dated 04/11/ 2009

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of Securities (4) | Previous notice                 |                             | Present notice |                  |
|-------------------------|---------------------------------|-----------------------------|----------------|------------------|
|                         | Person's votes                  | Voting power (5)            | Person's votes | Voting power (5) |
| Ordinary Shares         | 70,896,583 but see Note 2 below | 48.15% but see Note 2 below | 65,645,140     | 44.34%           |
|                         |                                 |                             |                |                  |

(% voting power in the present notice based on 148,038,996 shares on issue)

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest or the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
|                |                                        | [See Note 1 below]   |                                               |                                         |                         |

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|------------------------------------------------|---------------------------------|--------------------------------|----------------|
| WHSP                        | WHSP                            | WHSP                                           | Legal and beneficial owner      | Ordinary shares 65,645,140     | 65,645,140     |

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN (if applicable) | Nature of association |
|------------------------------|-----------------------|
|                              | [See Note 3 below]    |
|                              |                       |

## 6. Addresses

The addresses of persons named in this form are as follows:

| Name                                               | Address                                          |
|----------------------------------------------------|--------------------------------------------------|
| WASHINGTON H SOUL PATTINSON<br>AND COMPANY LIMITED | Level 1, 160 Pitt Street Mall<br>Sydney NSW 2000 |
|                                                    |                                                  |

### Signature

print name Ian D Bloodworth

capacity Company Secretary

sign here



date 05 / 12 /2013

## Notes

- (1) This Notice of Change of Interests of Substantial Shareholder is given to confirm and clarify the details of the shareholding of Washington H. Soul Pattinson and Company Limited ("WHSP") in Brickworks Limited ("Brickworks"). WHSP has not acquired or disposed of any ordinary shares in Brickworks since the time of its last Notice of Change of Interests of Substantial Shareholder dated 4 November 2009. The change in percentage shareholding held by WHSP referred to in paragraph 2 above arises from minor changes in the aggregate number of Brickwork ordinary shares on issue and WHSP ceasing to have voting power in shares held by Millner Entities (see Note 3).
- (2) The last Notice of Change of Interests of Substantial Shareholder lodged by WHSP in Brickworks was dated 4 November 2009 and provided that WHSP at the time had voting power of 48.15% and 70,896,583 shares. This was incorrect, as at that time WHSP did not take into account changes to the Corporations Law as at 13 March 2000 (see Note 3 below for further details). The Notice of Change of Interests of Substantial Shareholder dated 4 November 2009 should have provided that WHSP had voting power of 44.59% and 65,645,140 shares. The number of shares held by WHSP as at 17 November 1992 was 6,564,514 (49.84% of the issued share capital of Brickworks). Following the one for 10 share split of the shares in Brickworks on 18 December 2000, the number of shares held by WHSP increased to 65,645,140. Other than this, there has been no changes to the number of Brickworks shares held by WHSP since 13 March 2000.
- (3) The Notice of Change of Interests of Substantial Shareholder dated 4 November 2009 disclosed that WHSP had voting power in shares then held by Allanlea Pty Ltd, Hexham Holdings Pty Ltd, Estate Late J S Millner, J S Millner Holdings Pty Ltd, Lineage Pty Ltd, Millane Pty Ltd, T G Millner Holdings Pty Ltd and Tyneside Pty Ltd ("Millner Entities"). For historical reasons dating back to substantial holder notices filed prior to 2000 (for instance, the notice dated 17 November 1992), the entitlement of WHSP to the shares held by the Millner Entities was included as arising due to Mr J.S. Millner and Mr R.D. Millner being directors of WHSP and Brickworks at the time. At the time of those earlier notices the Corporations Law provided that a director was automatically deemed to be an associate of any company in which that office was held. However, directors have not been treated as "automatic" or "deemed" associates of a company in this way in respect of substantial shareholder notices since 13 March 2000. WHSP did not take the change of law into account in subsequent filings. WHSP does not consider itself to be an associate of any of the Millner Entities in relation to the shares or affairs of Brickworks for the purposes of Chapter 6C.1 of the *Corporations Act 2001* (Cth) under the current law.

## Directions

1. If there are a number of substantial shareholders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members, is clearly set out in paragraph 6 of the form.
  2. See the definition of "associate" in section 9 of the Corporations Act 2001.
  3. See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
  4. The voting shares of a company constitute one class unless divided into separate classes.
  5. The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  6. Include details of:
    - (a) any relevant agreement or other circumstances by which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
  7. Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  8. If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
  9. Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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