

18 November 2013

Australian Securities Exchange

Attention: ASX Market Announcements

BY ELECTRONIC LODGEMENT

Dear Sir/Madam,

**Form 604 Notice of change of interests of substantial holder – TPG Telecom Limited  
("Company")**

There has been recent media surrounding the shareholding that Brickworks Limited ("Brickworks") holds in Washington H. Soul Pattinson & Company Limited ("Soul Pattinson") and that Soul Pattinson holds in Brickworks. In order to clarify the position we enclose a substantial shareholding notice that confirms the technical relevant interest that Brickworks has in the Company as a result of its shareholding in Soul Pattinson.

Yours faithfully,

BRICKWORKS LIMITED



IAIN THOMPSON

COMPANY SECRETARY

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme TPG Telecom Limited  
ACN/ARSN 001 726 192

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

Name Brickworks Limited and its subsidiaries  
ACN/ARSN (if applicable) 000 028 526

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 31 / 8 / 2001

The previous notice was dated 31 / 8 / 2001

### 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	105,383,678	58.54%	213,400,684	26.883%

(% voting power in the present notice based on 793,808,141 shares on issue)

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of 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

### 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
Brickworks Limited	Washington H. Soul Pattinson & Company Limited	Washington H. Soul Pattinson & Company Limited	[See Note 2 below]	Ordinary 213,400,684	213,400,684

**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/ARSN (if applicable)	Nature of association
N/A	

**6. Addresses**

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

Name	Address
Brickworks Limited	738-780 Wallgrove Road Horsley Park NSW 2175
Washington H. Soul Pattinson & Company Limited	Level 1, 160 Pitt Street Mall Sydney NSW 2000

**Signature**

print name   Iain Thompson

Capacity   Company Secretary

sign here



date   18/11/2013

**NOTES**

- 1   This notice of Change of Interests of Substantial Shareholder is given to confirm and clarify the details of the relevant interest of Brickworks Limited ("Brickworks") in TPG Telecom Limited ("Company").
- 2   The relevant interest that Brickworks Limited holds in the Company arises by virtue of the operation of the provisions of section 608(3)(a) of the Corporations Act. That section provides that a person will be deemed to hold a relevant interest in any securities that a body corporate has a relevant interest in where the person's voting power in that body corporate is above 20%. Brickworks has voting power in WHSP of 42.715%. As such, Brickworks is deemed to have a relevant interest in securities held by WHSP in the Company. Brickworks has had voting power in WHSP above 20% since 1972. For further details of the relevant interest of WHSP in the Company see the Notices of Substantial Shareholder lodged by WHSP.