

GROUP POLICY:	GROUP WHISTLEBLOWER POLICY	NO	1.3
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1. PURPOSE AND SCOPE

Wesfarmers is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

The purpose of this Group Whistleblower Policy is to encourage employees, suppliers, contractors, tenderers or any person who has business dealings with Wesfarmers ('Relevant Persons') to raise any concerns and report instances of unethical, illegal, fraudulent or undesirable conduct, where there are reasonable grounds to suspect such conduct, without fear of intimidation, disadvantage or reprisal.

Given the diversified nature of our operations across a number of sectors of business and industry, individual divisions may adopt their own Whistleblower Policy specific to the requirements of their activities, but any such Policy must be consistent with the Group Whistleblower Policy which is detailed below. In the event of any inconsistency, the Group Whistleblower Policy detailed below will prevail.

2. WHAT IS REPORTABLE CONDUCT?

This Policy is intended to encourage Relevant Persons to report any issues that they believe fall into the category of "Reportable Conduct".

"Reportable Conduct" covered by this Policy includes any conduct of a Wesfarmers director, officer, employee, or contractor, or of a Relevant Party in their dealings with Wesfarmers, whether actual or suspected, which a Relevant Person honestly believes:

- is dishonest, fraudulent or corrupt;
- is illegal, such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law;
- is unethical or in breach of Wesfarmers' policies such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching Wesfarmers' Code of Ethics and Conduct or other policies or procedures;
- is potentially damaging to Wesfarmers, a Wesfarmers employee or a third party, such as unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- amounts to an abuse of authority;
- may cause financial loss to Wesfarmers or damage its reputation or be otherwise detrimental to Wesfarmers' interests;
- involves any other kind of serious impropriety; or
- involves harassment, discrimination, victimisation or bullying.

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3. HOW TO MAKE A REPORT

Wesfarmers has several channels for making a report if a Relevant Person becomes aware of any issue or behaviour which he or she considers to be Reportable Conduct including:

- (if the Relevant Person is a Wesfarmers employee or an individual contractor working within a Wesfarmers team) raise the matter with the employee's immediate supervisor or manager or another senior supervisor within his or her Division (who will take the matter to a Protected Disclosure Officer or a senior executive within the Division, in accordance with the protocols regarding confidentiality set out in Section 5, below); or
- report the matter to a Protected Disclosure Officer, being:
 - the Group General Counsel, who is currently Paul Meadows and can be contacted by phone (03 9608 7333) or by email (pmeadows@wesfarmers.com.au);
 - the Chief Human Resources Officer, who is currently Ben Lawrence and can be contacted by phone (03 9608 7474) or by email (blawrence@wesfarmers.com.au);
 - the Company Secretary, who is currently Linda Kenyon and can be contacted either by phone (08 9327 4280) or by email (lkenyon@wesfarmers.com.au); or
 - the Finance Director, who is currently Terry Bowen and can be contacted by phone (08 9327 4301) or by email (tbowen@wesfarmers.com.au).

If the Relevant Person wishes to remain anonymous he or she can make an anonymous phone call or send a written statement directly to one of the above mentioned Protected Disclosure Officers, by email or c/o Wesfarmers House, 40 The Esplanade, Perth, WA, 6000.

4. INVESTIGATION

Wesfarmers will investigate all cases of Reportable Conduct made under this Policy as soon as possible after the matter has been reported and will, where appropriate, provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted in a timely, thorough, confidential, objective and fair manner and as is reasonable and appropriate having regard to the nature of the reportable conduct and all of the circumstances.

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5. REPORTING PROCEDURES

In addition to the existing compliance reporting programme obligations, divisions and Protected Disclosure Officers (as appropriate) will report to the Divisional Boards on whistleblower incident reports annually (in general, in March/April), to enable Wesfarmers to address any issues at a Divisional and/or Group level. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this Policy. In general, these reports will:

- provide a summary of Reportable Conduct incident reports made that relate to the division on a no names basis, their status and action being taken;
- identify any patterns of conduct, including for example, patterns within or across the division; and
- make recommendations, as appropriate, including in relation to allocation of resources or areas requiring further attention.

The Audit Committee will receive copies of all Divisional Board whistleblower reports, and whistleblower reports from Protected Disclosure Officers (as appropriate). In addition, serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of the Audit Committee.

6. PROTECTION OF WHISTLEBLOWERS

The Company commits to absolute confidentiality and fairness in all matters raised under this Policy.

Subject to law, supervisors receiving reports and Wesfarmers will not disclose particulars of reported matters that would suggest the identity of the whistleblower (for example, to senior management and directors, or external legal advisers for the purposes of investigation and advice) without obtaining the whistleblower's prior consent.

Any such disclosure to which the whistleblower consents will be on a strictly confidential basis.

All files and records created from an investigation will be retained under strict security. The unauthorised release of information without the whistleblower's consent, to any person not involved in the investigation (other than senior managers or directors who need to know to take appropriate action or for corporate governance purposes) is a breach of this Policy. The whistleblower can be assured that such a release will be regarded as a serious disciplinary matter and will be dealt with under the Company's disciplinary procedures.

The Wesfarmers Group is committed to ensuring that Relevant Persons do not suffer any detrimental treatment whatsoever as a result of making a report in accordance with this Policy.

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Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with making a report. Wesfarmers employees who are subjected to such treatment should inform a senior supervisor within his or her Division immediately. If the matter is not remedied, the employee should raise it in accordance with section 3 of this Policy.

7. DUTIES OF EMPLOYEES IN RELATION TO REPORTABLE CONDUCT

Wesfarmers relies on employees to help the Company achieve its commitment to a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Wesfarmers will not tolerate Reportable Conduct and it is therefore expected that employees who become aware of known, suspected, or potential cases of Reportable Conduct will make a report. Failure by an employee to raise Reportable Conduct of which the employee becomes aware could result in disciplinary action being taken against the employee.

8. SPECIAL PROTECTION UNDER THE CORPORATIONS ACT

The Corporations Act gives special protection to disclosures about Corporations Act breaches, as long as certain conditions are met. These conditions are:

- The whistleblower is an officer or employee of a Group company, a contractor or an employee of a contractor.
- The report is made to:
 - a Protected Disclosure Officer;
 - a director, officer or senior manager of the Group company concerned;
 - the external auditor or an audit team member; or
 - the Australian Securities & Investments Commission (**ASIC**).
- The whistleblower gives their name before making the report (i.e. the report is not anonymous).
- The report is made in good faith, and the whistleblower has reasonable grounds to suspect that there has been a breach of the Corporations Act by the company or any of its officers or employees.

Briefly, the protections given by the Corporations Act when these conditions are met are:

- The whistleblower cannot be subject to legal liability for making the report.
- Anyone who victimises or threatens the whistleblower is guilty of an offence and may be liable for damages.
- The person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, the Australian Federal Police or the Australian Prudential Regulatory Authority.

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The Group is committed to full compliance with these protective provisions.

9. AMENDMENT OF THIS POLICY

This Policy can only be amended with the approval of the Wesfarmers Limited Board.

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WHISTLEBLOWER GUIDELINES

DEALING WITH WHISTLEBLOWER REPORTS

1. The Wesfarmers Limited Group Whistleblower Policy sets out a summary of the Group's commitment to the protection of whistleblowers. The Policy applies to support and protect persons who report violations in good faith as detailed in the Policy, including when a complaint about an alleged contravention of the *Corporations Act* is made to various people, including directors, senior managers or the company secretary.
2. A director, senior manager or company secretary who receives a complaint about a contravention or possible contravention of the *Corporations Act* has only three options:
 - a) Assess the complaint themselves, without disclosing it to anyone else, and determine that it is not appropriate to take any further action.
 - b) After consulting with a Protected Disclosure Officer (on a 'no names' basis, as appropriate, to maintain confidentiality), disclose the complaint to ASIC, APRA (only for companies regulated by APRA) or the Federal Police.
 - c) Disclose the complaint to the persons referred to in the attached consent ("Authorised Persons") with the consent of the discloser.
3. The reason why these three options are the only ones available is that any other disclosure (even for the purpose of taking advice, or conducting an investigation) would contravene the strict confidentiality restrictions in section 1317AE of the *Corporations Act*.
4. It will be very difficult for a director or senior manager to tell (without advice) whether a complaint is about conduct contravening the *Corporations Act*, or about conduct contravening some other law or corporate policy. As a result, these three options will effectively apply to most complaints received by directors or senior managers.
5. In most cases, option (c) will be the most effective. However, it only works if the whistleblower consents. If the whistleblower does not give consent to disclosure permitting investigation through the company's designated channel, the only practical option in most cases will be to pass on the report to one of the three named regulators.

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6. It is possible to increase the likelihood that:
- a) employees will make "whistleblower" complaints directly to an Authorised Person;
or
 - b) where employees do make complaints to directors or senior management, they will consent to referral of their complaints to an Authorised Person for investigation,
- by making employees aware of the Authorised Persons as the designated whistleblower complaint reporting and investigation channel, and establishing its integrity. The Group Whistleblower Policy (or divisional policies) can be used to do this.
7. Attached is a suggested form of consent, which could be used by directors or senior executives who receive complaints, to enable the complaints to be disclosed to appropriate people for proper investigation.