

**BACKGROUND** Wesfarmers is committed to ensuring compliance with the general and continuous disclosure obligations contained in the Listing Rules of the Australian Securities Exchange (**ASX**) and the *Corporations Act 2001* (Cth) relating to market sensitive information, and providing Wesfarmers security holders and the market with timely information about Wesfarmers' activities.

Market sensitive information is information that a reasonable person would expect to have a material effect on the price or value of Wesfarmers' securities. A summary of the continuous disclosure rules is included in **Annexure A** and examples of potentially market sensitive information are included in **Annexure B**.

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## **POLICY APPLICATION**

This policy applies to all directors and employees of the Wesfarmers Group.

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## **POLICY**

All directors and employees of the Wesfarmers Group must:

- (a) immediately report potentially market sensitive information in accordance with the reporting structure set out below;
- (b) immediately report in accordance with the reporting structure set out below any situations where information that has been lodged with the ASX is or has become incorrect, false, misleading, or deceptive;
- (c) establish processes within their teams to ensure that potentially market sensitive information is elevated within the reporting structure immediately;
- (d) maintain and protect confidential information of the Wesfarmers Group, including by limiting the number of people who are given access to confidential information, ensuring that anyone receiving confidential information is bound by obligations of confidentiality and establishing appropriate procedures for the protection of financial information and information relating to significant projects;
- (e) not use confidential information in a way that may injure or cause loss to the Wesfarmers Group, or to gain a personal advantage;
- (f) not speak publicly about the affairs of the Wesfarmers Group unless authorised under **Annexure C**; and
- (g) comply with the restrictions on engagement with the investment community, media and the making of other public announcements and statements on behalf of Wesfarmers Group companies that are set out in **Annexure D**, including the communication restriction periods set out in section 4 of **Annexure D**.

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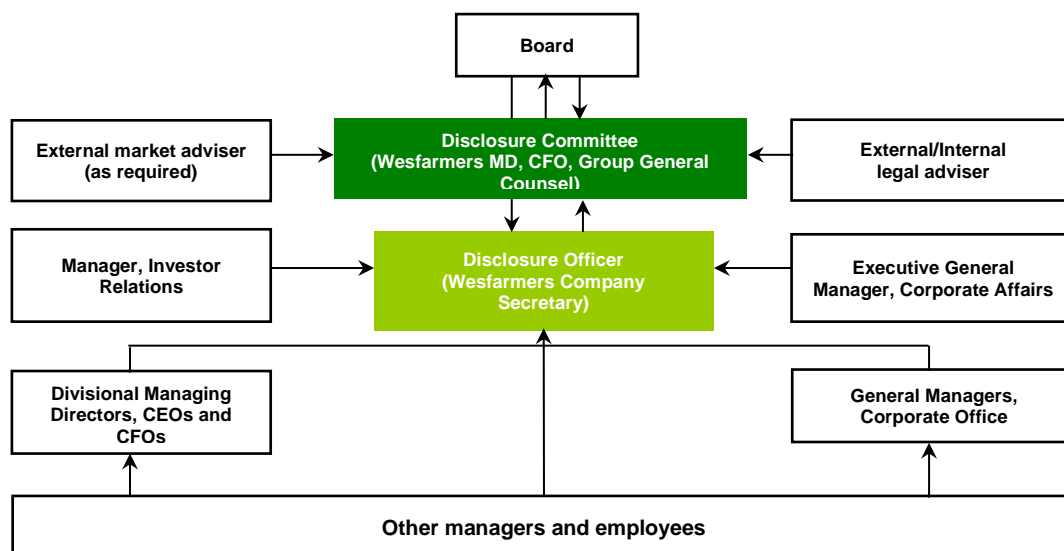
## **REPORTING STRUCTURE**

Each director and employee within the Wesfarmers Group is responsible for identifying and reporting potentially market sensitive issues in accordance with the diagram below (**reporting structure**), through to the disclosure officer and ultimately the disclosure committee, to manage in accordance with this policy.

The disclosure officer, Wesfarmers' Company Secretary, is responsible for administering this policy, including receiving reports, and recording and managing the decision making process under this policy.

The disclosure committee is responsible for liaising with the disclosure officer and making decisions in relation to the disclosure of potentially market sensitive information, and the referral of information to the Board. The disclosure committee comprises Wesfarmers' Managing Director, Chief Financial Officer and Group General Counsel.

**REPORTING STRUCTURE**



The responsibilities and processes for the disclosure officer, the disclosure committee, and the Wesfarmers Board are set out in **Annexure E**.

**BREACHES**

Strict compliance with this policy is a condition of employment within the Wesfarmers Group. Breach of the continuous disclosure rules can expose Wesfarmers and individuals involved in the breach to penalties, third party claims, and reputational damage. A breach can also undermine confidence in the market for Wesfarmers securities. Individuals involved in breaching this policy may be subject to disciplinary action, which may include termination of employment.

**POLICY AMENDMENT**

This policy has been approved by the Wesfarmers Board, and cannot be amended without approval from the Wesfarmers Board.

**DATED**

March 2021

## Annexure A –Continuous Disclosure Rules

### 1 Continuous disclosure obligation

ASX Listing Rule 3.1 requires Wesfarmers to immediately disclose to the ASX any market sensitive information concerning Wesfarmers of which Wesfarmers is or becomes aware (subject to the exception in section 4 below).

Wesfarmers also has certain debt securities listed on the Singapore Stock Exchange, and must comply with the continuous disclosure requirements of the Singapore Stock Exchange in relation to debt securities.

The basic principle underlying the continuous disclosure framework is that timely disclosure to the market must be made of:

- (a) information which may affect the value of securities or influence investment decisions; and
- (b) information in which security holders, investors and the ASX have a legitimate interest.

### 2 What is 'market sensitive' information?

Information is 'market sensitive' if a reasonable person would expect that information to have a material effect on the price or value of Wesfarmers' securities. Value is determined by reference to the market's assessment of the value of Wesfarmers' securities – information may have a material impact on value, even though it may not translate into a material price movement (for instance, the price of Wesfarmers' securities may hold steady despite a movement in the price of securities across the broader market or relevant sector).

Materiality must be assessed by considering all relevant information, including past ASX announcements made by Wesfarmers and other generally available information.

A reasonable person is taken to expect information to have such an effect if the information would, or would be likely to, influence persons who commonly invest in and hold securities for a period of time, based on their view of the inherent value of the security, in deciding whether or not to subscribe for, buy or sell, those securities.

### 3 When is Wesfarmers aware of market sensitive information?

Wesfarmers will be deemed to be aware of information if, and as soon as, an officer of Wesfarmers has, or ought reasonably to have, come into possession of the information in the course of his/her duties as an officer of Wesfarmers. The term 'officer' includes directors, the Company Secretary and senior managers or executives of Wesfarmers.

### 4 Exception to continuous disclosure obligation

An exception to Wesfarmers' continuous disclosure obligations under ASX Listing Rule 3.1 applies where each of the exceptions listed in (a) to (c) below are satisfied in relation to that particular information:

- (a) **one or more** of the following applies:
  - (i) it would breach the law to disclose the information;
  - (ii) the information concerns an incomplete proposal or negotiation;
  - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - (iv) the information is generated for internal management purposes; or
  - (v) the information is a trade secret; **and**
- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; **and**
- (c) a reasonable person would not expect the information to be disclosed.

The disclosure committee is responsible for determining whether any such exception applies and where an exception may apply, this does not qualify or change the obligation on directors and employees to communicate or report potentially market sensitive information under this policy.

## **5 Confidentiality protocols**

When Wesfarmers is relying on an exception to ASX Listing Rule 3.1, or is involved in a development that may eventually require reliance on an exception, appropriate confidentiality protocols should be implemented to minimise the risk of any leak of confidential information.

## **6 False market obligation**

If the ASX considers that there is, or is likely to be, a false market in Wesfarmers' securities and asks Wesfarmers to give the ASX information to correct or prevent a false market, Wesfarmers must immediately give that information to the ASX. This obligation to give information to the ASX arises even if Wesfarmers considers that the exception outlined in section 4 above applies.

## Annexure B – Potentially Market Sensitive Information

Information is market sensitive if a reasonable person would expect that information to have a material effect on the price or value of Wesfarmers securities. Potentially market sensitive information that must be referred to the disclosure officer in accordance with the reporting structure includes:

### 1 Financial performance

- (a) potential earnings variations between Wesfarmers' internal forecasts or projections and market expectations for a particular reporting period that are:
  - (i) equal to or in excess of five per cent of earnings for a division; or
  - (ii) less than five per cent of earnings for a division where the market has a particular interest in or sensitivity to the earnings of a particular division, or where previous guidance has been provided to the market on the relevant issue

noting that market expectations for a particular reporting period may be influenced by:

- (i) any earnings guidance released to the ASX by Wesfarmers in respect of the relevant reporting period;
  - (ii) analysts' and brokers' financial forecasts or projections for the relevant reporting period; and
  - (iii) Wesfarmers' actual financial performance in the prior comparable period or to the extent reported for the period to date;
- (b) events, whether internal or external, that are likely to have a significant effect on financial performance – either for the current period or over a longer term;
  - (c) significant changes to asset values, including reserve estimates;
  - (d) decisions regarding Wesfarmers' dividends or distributions, significant changes to Wesfarmers' capital structure or funding, or material events regarding Wesfarmers' securities or financing; and
  - (e) a change in the rating applied to Wesfarmers by a rating agency.

### 2 Projects and contracts

- (a) a significant merger, acquisition or divestment;
- (b) significant developments in new projects or ventures that are material to Wesfarmers;
- (c) new contracts, orders or changes in supplier or customer arrangements that may be significant to Wesfarmers; and
- (d) significant information affecting joint venture partners, or non-wholly owned subsidiaries.

### 3 Market and industry information

- (a) media and analyst reports or market rumours which appear to contain or be based on credible market sensitive information that may impact on the price or traded volumes of Wesfarmers' securities; and
- (b) industry issues which have, or which may have, a significant impact on Wesfarmers

### 4 Board or senior management changes

- (a) changes to the Wesfarmers Board or senior executives of the Group, or Wesfarmers' auditor; and
- (b) agreements with Wesfarmers directors or their related parties.

### 5 Regulatory and litigation

- (a) decisions on significant issues affecting Wesfarmers by regulatory bodies, including the grant or withdrawal of a significant licence, or the commencement or resolution of a significant investigation;
- (b) significant litigation, or a change in law that could materially affect Wesfarmers' businesses; and
- (c) significant changes in accounting policies, tax or other laws.

### 6 Reputation

- (a) a crisis affecting a division or an issue affecting Wesfarmers' reputation.

Directors and employees who have any doubt as to whether information concerning Wesfarmers is market sensitive must act conservatively and report that information in accordance with the reporting structure.

## Annexure C – Authorised Spokespersons

Only those persons set out below are authorised to speak publicly about the affairs of the Wesfarmers Group. Authorised spokespersons must ensure that there is no disclosure of, or comment on, market sensitive information until that information has been released publicly through the ASX.

Person	Permitted to speak:
Wesfarmers Chairman, Managing Director and Chief Financial Officer	to investors, analysts, brokers and the media
Executive General Manager, Corporate Affairs	to the media, and in certain pre-agreed situations (e.g. the Sustainability roadshow)
Each Divisional Managing Director and Chief Executive Officer	in relation to information concerning only their respective divisions, to investors, analysts, brokers and the media, where that information has been subject to the review processes set out in section 2 of <b>Annexure D</b>
Manager, Investor Relations	to investors, analysts and brokers
Any other person	in accordance with the scope of their authority

## Annexure D – Investment Community, Media and Public Announcements

### 1 Investment community briefings

#### 1.1 Open briefings for the investment community

Wesfarmers holds open briefings for the investment community, including investors, analysts, brokers and the media following the release of its financial results and at other times determined by Wesfarmers. Where reasonably practicable, Wesfarmers will:

- (a) provide advance notice to the ASX of open briefings;
- (b) web-cast open briefings live, and provide archive access on the website for an appropriate time after the briefing; and
- (c) record open briefings (including any question and answer session) to assist in the review process outlined in section 3.2 below.

#### 1.2 Other briefings for the investment community

Wesfarmers holds other briefings for the investment community, including investors, analysts and brokers to discuss operational and financial performance and strategy in order to assist those persons to have a thorough understanding of Wesfarmers' businesses. The following processes are adopted in relation to those briefings:

- (a) generally, such briefings are undertaken by the Wesfarmers Chairman, Wesfarmers Managing Director, Wesfarmers Chief Financial Officer, and/or the Manager, Investor Relations;
- (b) from time to time, Wesfarmers may request that a divisional Managing Director and Chief Executive Officer undertake such a briefing;
- (c) requests for such briefings made directly to divisions should be communicated to the Manager, Investor Relations prior to confirmation to ensure all requests are treated in a consistent manner;
- (d) any scheduled briefing which occurs either in person or by video or teleconference, should be attended by the Manager, Investor Relations or an alternate nominated in consultation with the Manager, Investor Relations;
- (e) written details of any scheduled briefings (including date, attendees and topics discussed) are to be retained by Investor Relations;
- (f) unscheduled meetings with the investment community, including unscheduled phone conversations, should be conducted only as need be; and
- (g) written details of any unscheduled meetings with the investment community that do not involve Investor Relations (including the date, attendees and topics discussed) are to be provided to Investor Relations.

#### 1.3 Record of investment community engagement

The Manager, Investor Relations must maintain a written record of all engagement with the investment community that the Investor Relations team receives details of or is involved in, other than those of a purely administrative nature.

### 2 Review and disclosure of presentation materials

#### 2.1 Referral to the disclosure officer

Any proposed public disclosure of information that may contain potentially market sensitive information must be referred to the disclosure officer, to ensure that disclosure is in accordance with this policy. This includes any written or electronic information proposed to be used at investment community briefings in accordance with section 1 above. The disclosure officer may determine that the issue warrants referral to the disclosure committee for a determination in accordance with the reporting structure.

## 2.2 Prior review of divisional media announcements and media contacts

Wesfarmers generally agrees to requests from the media for interviews on a wide range of business, operational, financial and other issues.

Divisional Managing Directors and Chief Executive Officers or divisional Corporate/Public Affairs must notify the Executive General Manager, Corporate Affairs and the Manager, Investor Relations of the following events and provide drafts of any presentations or speaking notes ahead of any of these events:

- (a) any proposed public announcement or commentary provided by a division that includes strategic planning, financial information or trading performance related to the division or any part of the division, including announcements regarding new product lines; changes in supply chain management; responses to external factors (for example, government action); closure of material parts of the business or locations etc, together with a brief assessment of how the announcement may impact the broader Wesfarmers Group, or any other specific divisions;
- (b) any media contact, which leads to, or is likely to lead to, media coverage that may materially impact one or more divisions, or the broader Wesfarmers Group, including presentations to particular interest groups.

## 2.3 Release of briefing information

Any written or electronic information to be used at investment community briefings will be disclosed to the ASX prior to the briefing, unless it is limited to information that has previously been disclosed to the ASX.

Once Wesfarmers has received formal confirmation from the ASX that the information has been released, the information will be made available on Wesfarmers' website.

## 2.4 Attendance at media interviews

Where reasonably practicable, the Executive General Manager, Corporate Affairs (or an alternate) will attend all media interviews that may refer to market sensitive information to assist in the review process outlined in section 3.2 below.

# 3 Conduct of investment community briefings and media interviews

## 3.1 Enquiries

If an enquiry at an investment community briefing or during a media interview can only be answered by the disclosure of market sensitive information, Wesfarmers' authorised spokespersons and employees must refuse to answer the enquiry or take it on notice until the market sensitive information has been disclosed to the ASX.

## 3.2 Review

After an investment community briefing or a media interview, the authorised spokesperson or persons who conducted the briefing or interview, and any Corporate Affairs or Investor Relations representative who attended, will shortly afterwards review the information disclosed at the briefing or interview to ensure that there has been no inadvertent disclosure of potentially market sensitive information and must refer any concerns to the disclosure officer. If the disclosure officer believes that market sensitive information has been disclosed, he/she must immediately refer the issue to the disclosure committee in accordance with the reporting structure.

## 3.3 No prior release to media or market analysts

Wesfarmers' employees, including authorised spokespersons referred to in **Annexure C**, must not provide investors, analysts, brokers, shareholder associations or the media with any exclusive stories, interviews or information that contain market



sensitive information, including under an embargo arrangement, unless that information has already been released through the ASX.

#### 4 Communication restriction periods to prevent inadvertent disclosure

To protect against the inadvertent disclosure of market sensitive information, Wesfarmers has adopted communication restriction periods in relation to financial information or information that may impact on financial information, from the end of Wesfarmers' financial reporting periods (being 1 July and 1 January) until the disclosure of its financial results for the relevant period to the ASX (**communication restriction period**).

Unless the relevant briefing, meeting or interview is the subject of specific disclosure to the ASX, Wesfarmers will not hold briefings, meetings or interviews with the investment community, media or others during the communication restriction period to discuss financial information, or information that may impact on financial information, except:

- (a) where responding to investor community or media calls following the release of information through the ASX during the communication restriction period (including in response to Wesfarmers' regular divisional reporting), provided that those responses are limited to the subject of the ASX release, and do not result in the disclosure of market sensitive information;
- (b) Wesfarmers' regular divisional reporting (which may continue to occur during a communication restriction period) for specific divisions; or
- (c) where consent is obtained from the Wesfarmers Managing Director, (or, if the Wesfarmers Managing Director is not available, the Wesfarmers Chief Financial Officer) for communication to occur during the communication restriction period, such as meetings with overseas investors who are visiting Australia during that period, provided that such communication would not result in the disclosure of market sensitive information.

#### 5 Market speculation and rumours

##### 5.1 General approach

Wesfarmers generally does not respond to market speculation or rumours unless required to do so by law, at the request of the ASX, or otherwise pursuant to this policy. All Wesfarmers' personnel must abide by this principle.

##### 5.2 Referral to disclosure officer if reasonably specific or credible

Where a media or analyst report or market rumour appears to contain or to be based on reasonably specific and reasonably credible market sensitive information (whether that information is accurate or not), or there is a sudden and significant movement in the price or traded volumes of Wesfarmers securities as a result of a market rumour or report that cannot be explained by other events or circumstances, the disclosure officer shall promptly refer the matter to the disclosure committee to determine whether a response is required.

##### 5.3 Request by the ASX to comment on market speculation or rumour

If the ASX requests Wesfarmers to comment on market speculation or rumour, the disclosure officer may discuss the matter with the ASX. The disclosure officer must then refer the matter to the disclosure committee for a determination on whether to lodge an announcement with the ASX, or request a trading halt while an announcement is prepared.

##### 5.4 Monitoring media and share price

Monitoring of:

- (a) relevant news, industry and social media will be undertaken by Corporate Affairs; and
- (b) the Wesfarmers share price will be undertaken by Investor Relations,

to assist in the identification of potential leaks or rumours that give rise to consideration of whether disclosure is required.

## **6 Review and use of analyst and broker reports**

### **6.1 Monitoring analyst and broker reports**

Analyst and broker reports and forecasts are to be reviewed by Investor Relations and, where necessary, managed by Wesfarmers in accordance with this policy, and in particular the rules set out in this section 6.

### **6.2 No endorsement of analyst and broker reports**

Wesfarmers is not responsible for, and will not endorse, analyst or broker reports (including financial forecasts or projections) concerning Wesfarmers. Wesfarmers will not externally disseminate an analyst or broker report, or utilise or incorporate any of the contents of an analyst or broker report in any of its communications (including on its website).

### **6.3 Reviewing the contents of analyst and broker reports**

Wesfarmers comments to an analyst or broker in relation to that analyst or broker's report should be limited to:

- (a) information that Wesfarmers has previously disclosed to the ASX; or
- (b) correcting factual or computational errors in the report, where such correction does not constitute the disclosure of new market sensitive information. The response should not suggest that Wesfarmers' or the market's current projections are incorrect.

Where Wesfarmers' comments on analyst or broker reports to the relevant analyst or broker, a disclaimer should, where reasonably practicable, be made to the effect that Wesfarmers is not responsible for, and does not endorse, the analyst or broker report more broadly.

## Annexure E – Disclosure Officer, Disclosure Committee and Wesfarmers Board

### 1 Disclosure officer

#### 1.1 Appointment of the disclosure officer

The Board has appointed the Company Secretary as the disclosure officer. In the Company Secretary's absence, a nominated Assistant Company Secretary will be the disclosure officer.

#### 1.2 Responsibilities of the disclosure officer

The disclosure officer is responsible for administering this policy and, in particular:

- (a) receiving and recording all potentially market sensitive information concerning Wesfarmers;
- (b) considering whether the information warrants referral to the disclosure committee and, if so, presenting the information to the disclosure committee for determination promptly and without delay, and maintaining a record of any decisions;
- (c) keeping the Board fully informed of the disclosure decisions made by the disclosure committee;
- (d) co-ordinating all communication with the ASX, including lodgement with the ASX of announcements that have been approved by the disclosure committee, the Board or other authorised officer promptly and without delay;
- (e) overseeing that all announcements and trading halts have been approved in accordance with this policy prior to lodgement with the ASX, and maintaining a record of those announcements;
- (f) overseeing the development and implementation of procedures for communications with investors, analysts, brokers, shareholder associations, the media and the public;
- (g) liaising with the Corporate Affairs and Investor Relations teams in Corporate Office and within the divisions to review the procedures that are in place to monitor broker and analyst reports, the Wesfarmers share price and relevant news, industry and social media for potentially market sensitive information;
- (h) monitoring the effectiveness of Wesfarmers' disclosure practices (including a regular review of Wesfarmers' reporting system), and making recommendations to the Board on updating this policy in response to changes in internal structure, legislative and regulatory developments and technology developments;
- (i) overseeing and co-ordinating the disclosure training and education of Wesfarmers' employees in continuous disclosure risk areas to ensure that they understand Wesfarmers' disclosure obligations and what information may be market sensitive;
- (j) ensuring that the Wesfarmers website includes a copy of this policy, and copies of ASX releases;
- (k) reviewing potentially market sensitive information that is to be made available on the Wesfarmers website, and ensuring that all website information is regularly reviewed and updated so that all information is current, or appropriately dated and archived; and
- (l) maintaining an email database of third parties to whom the ASX releases are provided by email once Wesfarmers has received formal confirmation from the ASX that such material has been released by the ASX.

### 1.3 Delegation by the disclosure officer

The disclosure officer may delegate aspects of administering this policy to other Wesfarmers employees. The delegation may be general or specific to a particular matter.

## 2 Disclosure committee

### 2.1 Appointment of the disclosure committee

The Board has formed a disclosure committee comprised of Wesfarmers' Managing Director, the Chief Financial Officer, and the Group General Counsel.

### 2.2 Responsibilities of the disclosure committee

The disclosure committee will be responsible for:

- (a) making auditable decisions as to whether potentially disclosable information presented to it by the disclosure officer should be disclosed to the ASX, pursuant to the ASX Listing Rules and the *Corporations Act 2001* (Cth), or referred to the Board;
- (b) making determinations with respect to whether it is necessary to request a trading halt;
- (c) liaising with the disclosure officer in relation to the disclosure of information which the disclosure committee of the Board determines is disclosable;
- (d) making determinations on any other matter referred to the disclosure committee by the disclosure officer in accordance with the terms of this policy; and
- (e) overseeing the disclosure officer's administration of this policy.

### 2.3 Delegation of authority to disclosure committee

The Board has delegated to the disclosure committee the authority to make decisions with respect to all potential ASX announcements. Where the disclosure committee determines that a decision concerns a matter of high importance requiring full Board approval prior to release, it shall determine whether to request a trading halt in accordance with section 4 below, and refer the matter to the Board.

### 2.4 Disclosure committee decisions

Disclosure committee decisions:

- (a) require a quorum of two members;
- (b) may be made by way of phone conference, email or other written or electronic means without all members of the disclosure committee being present in one location; and
- (c) may be approved by the Wesfarmers' Managing Director if a quorum of the disclosure committee is not available (or, if the Wesfarmers' Managing Director is not available, the Chief Financial Officer, or such other senior executive of the Group as may be nominated by the Wesfarmers' Managing Director from time to time as an alternate).

External advice in relation to disclosure issues may be sought by the disclosure officer or the disclosure committee where necessary or desirable.

### 3 Decisions of the Board

Where:

- (a) a continuous disclosure matter is referred to the Board by the disclosure committee and the Board makes a determination that disclosure is required; or
- (b) a decision of the Board itself is information which is market sensitive in nature and Wesfarmers is required to disclose the decision of the Board in accordance with its continuous disclosure obligations,

the Board shall, in consultation with the disclosure officer, settle and approve an announcement promptly and without delay.

### 4 Trading Halts

#### 4.1 Requesting a trading halt

Wesfarmers may request a trading halt to maintain fair, orderly and informed trading in Wesfarmers' securities, where:

- (a) there are indications that market sensitive information may have leaked ahead of an announcement and it is having, or is likely to have when trading resumes, a material effect on the price or traded volumes of Wesfarmers' securities; or
- (b) Wesfarmers has been asked by the ASX to provide information to correct or prevent a false market in accordance with section 6 below; or
- (c) another circumstance has arisen that has been assessed as market sensitive,

and in each case, Wesfarmers requires more time to prepare, approve and issue an announcement, or where the market is not trading, Wesfarmers will not be in a position to give an announcement to the ASX prior to the resumption of trading.

#### 4.2 Responsibility for trading halts

The disclosure committee is responsible for all decisions in relation to trading halts. The procedure for decision making set out in section 2.4(c) above will apply where a quorum of the disclosure committee is not available.

### 5 Timing and process for release of ASX announcements

Where an announcement has been approved for release through the ASX in accordance with this policy:

- (a) the announcement must be notified to the ASX by the disclosure officer promptly and without delay;
- (b) information lodged with the ASX must not be released publicly by Wesfarmers until Wesfarmers has received formal confirmation from the ASX that the announcement has been released by the ASX;
- (c) once Wesfarmers has received formal confirmation from the ASX that an announcement has been released by the ASX:
  - (i) a copy of the announcement must be sent to each member of the Board as soon as possible after the announcement, and the disclosure noted at the next Board meeting;
  - (ii) the disclosure officer must ensure that the information is promptly made available on Wesfarmers' website; and
  - (iii) Wesfarmers may release the information in any other manner it considers appropriate including issuing a media release, conducting a press conference or mailing details to Wesfarmers' security holders.

## 6 Request for information by the ASX

- (a) If the ASX asks Wesfarmers for information to correct or prevent a false market, Wesfarmers may be required to disclose information that it would not otherwise be required to disclose.
- (b) The disclosure officer must seek the approval of the disclosure committee or the Wesfarmers Managing Director (or alternate) to formally disclose the information to the ASX, or refer the matter to the Board. Once the disclosure has been approved, the disclosure officer must notify the ASX promptly and without delay. In the interim, the disclosure officer may discuss the matter with the ASX where it has a concern that there is, or is likely to be, a false market in Wesfarmers' securities.
- (c) If the ASX issues a price query to Wesfarmers, the disclosure officer must refer the query to the disclosure committee or the Wesfarmers Managing Director (or alternate) promptly and without delay for a determination on how Wesfarmers should respond to the query.

## 7 Compliance

- (a) At Wesfarmers Board meetings:
  - (i) the Chief Financial Officer will report on differences between management's forecasts and management's assessment of the market's expectations of performance;
  - (ii) the Board will consider whether disclosure is required for any item on the Board agenda;
  - (iii) continuous disclosure will be a standing item; and
  - (iv) a copy of the continuous disclosure log maintained by the disclosure officer will be reviewed.
- (b) At each Wesfarmers' Leadership Team meeting and the board meetings for each division each attendee must comment on any matters within their division or group (as applicable) which are under consideration and which may require disclosure in accordance with this policy.
- (c) The Audit and Risk Committee must review this policy and the education program, at least annually, to verify compliance with this policy and report to the Board in relation to that review. The Audit and Risk Committee may also request to review the records of the disclosure officer from time to time.
- (d) The Board will monitor compliance with this policy and will, at least annually, either through Board meetings or through the disclosure committee formed by the Board:
  - (i) discuss with the disclosure officer the effectiveness of Wesfarmers' reporting system; and
  - (ii) consider whether Wesfarmers is complying with its obligations under this policy, the ASX Listing Rules and the *Corporations Act 2001* (Cth), taking into account the report of the Audit and Risk Committee on its review under paragraph (c) above.