

2019

NOTICE OF MEETING



Notice is given that the 38th Annual General Meeting of Wesfarmers Limited will be held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia on Thursday 14 November 2019 at 1:00pm (Perth time).

Registration will open at 11:00am.

CONTENTS

3	Business of the Meeting
5	Important Information
8	Explanatory Notes
8	Item 1 – Financial Statements and Reports
8	Items 2(a) to 2(d) – Election of Directors
13	Item 3 – Adoption of the Remuneration Report
13	Item 4 – Grant of Restricted Shares and Performance Shares to the Group Managing Director
19	Venue Information – Perth Convention and Exhibition Centre

BUSINESS OF THE MEETING

All items of business at the Annual General Meeting (**Meeting**) are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

1 Financial Statements and Reports

To receive and consider the financial statements and the reports of the directors and of the auditors for the year ended 30 June 2019.

Note: There is no requirement for shareholders to approve the financial statements and reports.

2 Election of Directors

To consider and, if thought fit, approve the re-election of each of the following directors:

- (a) Ms Vanessa Miscamble Wallace; and
- (b) Ms Jennifer Anne Westacott AO,

who retire by rotation in accordance with Wesfarmers' Constitution and the ASX Listing Rules, and being eligible, offer themselves for re-election, and the election of:

- (c) Mr Michael (Mike) Roche; and
- (d) Ms Sharon Lee Warburton,

who having been appointed as directors of the company since the last Annual General Meeting, retire in accordance with Wesfarmers' Constitution, the *Corporations Act 2001*, and the ASX Listing Rules and, being eligible, offer themselves for election.

Mr Anthony (Tony) John Howarth AO will retire as a director at the conclusion of the Meeting and will not be seeking re-election.

Each re-election and election will be voted on as a separate ordinary resolution.

3 Adoption of the Remuneration Report

To consider and, if thought fit, approve the Remuneration Report for the year ended 30 June 2019, as set out in the 2019 Annual Report.

Note: This resolution is advisory only and does not bind Wesfarmers or the directors.

Voting exclusion statement

Wesfarmers will disregard any votes cast on Item 3:

- *by or on behalf of a member of the key management personnel whose remuneration details are included in the Remuneration Report, or their closely related parties; and*
- *by a person who is a member of the key management personnel as at the date of the Meeting or their closely related parties as proxy,*

BUSINESS OF THE MEETING

unless the vote is cast as proxy on behalf of a person entitled to vote on this resolution, and that vote has been cast as specified on the Voting Form; or where there is no specified voting direction, the vote is cast by the Chairman of the Meeting as proxy and who has been expressly authorised to vote on this resolution, even though it is connected with the remuneration of key management personnel.

4 Grant of Restricted Shares and Performance Shares to the Group Managing Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

‘That approval be given to the grant of up to 79,995 Restricted Shares and up to 79,995 Performance Shares to the Group Managing Director, Mr Robert Scott, under the Key Executive Equity Performance Plan (KEEPP), for the purposes set out, and on the terms summarised in, the Explanatory Notes.’

Voting exclusion statement

Wesfarmers will disregard any votes cast in favour of Item 4 by or on behalf of Mr Scott (or his respective associates). However, Wesfarmers need not disregard a vote cast by such persons appointed as proxy on behalf of a person who is entitled to vote, in accordance with the direction on the Voting Form.

In addition, Wesfarmers will disregard votes cast by a member of the key management personnel (or any of their closely related parties) as proxy, where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chairman of the Meeting and has been expressly authorised to vote on behalf of someone entitled to vote on this resolution, even though it is connected with the remuneration of key management personnel.

By order of the Board



Aleksandra Spaseska

Company Secretary

Executive General Manager Company Secretariat & Group Risk

25 September 2019

IMPORTANT INFORMATION

Members entitled to attend and vote at the Meeting

The Board has determined that you will be entitled to attend and vote at the Meeting if you are a registered shareholder of Wesfarmers Limited (**Wesfarmers** or **Company**) as at 4:00pm (Perth time) on Tuesday 12 November 2019.

Direct voting

Direct voting allows you to lodge your vote directly with Wesfarmers before the Meeting and the flexibility to vote without needing to either attend the Meeting or appoint a proxy to attend the Meeting in your place.

By submitting a direct vote, you agree to be bound by the direct voting regulations adopted by the Board. The direct voting regulations are available from the Wesfarmers website at **www.wesfarmers.com.au**

Proxies

All members who are entitled to attend and vote at the Meeting have the right to appoint a proxy to attend the Meeting and vote in their place. A proxy need not be a member.

If you wish to appoint a proxy you must complete and return the proxy voting section of the enclosed Voting Form. You can direct your proxy how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each resolution) by following the instructions on the Voting Form.

If you appoint the Chairman as your proxy but do not direct the Chairman on how to vote, then by completing and returning the Voting Form you are expressly authorising the Chairman to vote in favour of each item of business, even when an item of business is directly or indirectly connected to the remuneration of a member of the key management personnel of Wesfarmers.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

You cannot lodge a direct vote and appoint a proxy for the same voting rights.

IMPORTANT INFORMATION

Voting and lodgement of proxy voting instructions online

Wesfarmers encourages you to lodge your direct voting or proxy voting instructions online by:

Website: by visiting www.investorvote.com.au. To submit your direct voting or proxy voting instructions you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number, as shown on your Voting Form; or

Smartphone: by using your smartphone to scan the QR code that appears on the Voting Form, and following the instructions provided. To scan the code you need to have already downloaded a free QR code reader app to your smartphone. When scanned, the QR code will take you directly to the mobile voting site.

Please refer to the enclosed Voting Form for more information about submitting direct voting or proxy voting instructions online.

A proxy cannot be appointed electronically if they are appointed under a Power of Attorney or similar authority. The online proxy facility may not be suitable for shareholders who wish to appoint two proxies with different voting directions.

Lodging a Voting Form

You can lodge a direct vote or appoint a proxy either online or by completing and returning the enclosed Voting Form. Please follow the instructions on the Voting Form and ensure you only complete the relevant section.

For your direct vote or proxy to be effective, the completed Voting Form, together with any relevant Power of Attorney, must be received by Computershare Investor Services Pty Limited not less than 48 hours before the time for holding the Meeting (that is, by 1:00pm (Perth time) on Tuesday 12 November 2019).

You can lodge your completed Voting Form with Computershare either:

In person: Share Registry – Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, Australia; or

By mail: Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001, Australia; or

By fax: 1800 783 447 (within Australia) or (+ 61 3) 9473 2555 (outside Australia).

IMPORTANT INFORMATION

Body corporate representatives

A body corporate member or proxy may elect to appoint an individual as its representative, rather than appoint a proxy. Where a body corporate appoints a representative, Wesfarmers requires written proof of the representative's appointment to be lodged with, or presented to, Wesfarmers before the Meeting.

Custodians and nominees

Custodians and nominees are able to cast a direct vote or lodge a proxy vote online by visiting www.intermediaryonline.com

Questions from shareholders

Wesfarmers welcomes questions from shareholders who are attending the Meeting in person. In the interests of all present, please confine your questions to matters before the Meeting that are relevant to shareholders as a whole. Wesfarmers staff will be available at the Shareholder Information desk in the foyer on the day of the Meeting, and representatives from each of the Group businesses will be available before and after the Meeting to discuss individual questions from shareholders and customers.

Webcasting

The Meeting will be webcast on the Wesfarmers website at www.wesfarmers.com.au

EXPLANATORY NOTES

Item 1 – Financial Statements and Reports

The *Corporations Act 2001* requires Wesfarmers' financial statements and reports for the last financial year to be presented to the Annual General Meeting. The financial statements and reports are contained in Wesfarmers' 2019 Annual Report.

The 2019 Annual Report is available from the Wesfarmers website at www.wesfarmers.com.au

While no resolution is required in relation to this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

Wesfarmers' auditor, EY, will be present at the Meeting and shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, Wesfarmers' accounting policies and the independence of the auditor.

Items 2(a) to 2(d) – Election of Directors

As required by Wesfarmers' Constitution and the ASX Listing Rules, two directors, Ms Vanessa Miscamble Wallace and Ms Jennifer Anne Westacott AO, retire by rotation and, being eligible, offer themselves for re-election. The Board, with the assistance of the Nomination Committee, has reviewed the performance of the directors standing for re-election and has endorsed their nomination as candidates for re-election.

Mr Anthony (Tony) John Howarth AO will retire by rotation as a director of the Company at the conclusion of this year's Meeting, and will not be seeking re-election.

Mr Michael (Mike) Roche was appointed as a director of Wesfarmers with effect from 19 February 2019 and Ms Sharon Lee Warburton was appointed as a director of Wesfarmers with effect from 1 August 2019. In accordance with Wesfarmers' Constitution, the *Corporations Act 2001* and the ASX Listing Rules, Mr Roche and Ms Warburton offer themselves for election at this Meeting. The Board believes that the proposed election of Mr Roche and Ms Warburton is in the best interests of Wesfarmers having regard to the skills and experience which Mr Roche and Ms Warburton will bring to the Board. Mr Roche's and Ms Warburton's appointments are recommended by the Board after review by the Nomination Committee.

The Board recommends the re-election of Ms Vanessa Miscamble Wallace and Ms Jennifer Anne Westacott AO, and the election of Mr Michael (Mike) Roche and Ms Sharon Lee Warburton. None of these directors participated in the Board's deliberations with respect to their recommendation for re-election or election.

The experience, qualifications and other information about each of the candidates appears on pages 9 to 12.



VANESSA WALLACE

B.Comm. (UNSW), MBA (IMD Switzerland), MAICD

Age: 56

Term: Director since July 2010

Independent: Yes

Skills and experience: Vanessa is an experienced board director, corporate adviser, start-up investor and founding chair. She holds a Bachelor of Commerce degree from the University of New South Wales, a Master of Business Administration from the IMD Switzerland and is currently completing MIT professional certificates in Machine Learning and Strategy & Innovation.

Over her almost 30-year career as a strategy management consultant, she held a number of leadership and governance roles, including leader of Strategy&'s (formerly Booz & Company) financial services practice in Global Markets, and a Senior Partner and Executive Chairman of Strategy& Japan (now a part of PwC Japan LLC). She was actively involved in the firm's customer, channels and markets activities which focused on areas such as customer experience, offer design and channels to market across a number of industries. Vanessa has hands-on experience in mergers and acquisitions and post-merger integration.

Vanessa has her own advisory company, MF Advisory, that provides executive coaching and advisory services to executives in Asia and Australia. She is a Director of Seek Limited and Chairman of Drop Bio Pty Ltd, a start-up digital health and wellbeing business that combines system biology and machine learning. She is a member of the Chairman's Council of the Australian Chamber Orchestra Pty Ltd, the Australian Institute of Company Directors and an honorary member of the Business Council of Australia's Governance and Citizenship Committee.

Directorships of listed entities (last three years):

- Director of Seek Limited (appointed March 2017)
- Director of AMP Limited (appointed March 2016 and resigned March 2018)

Other directorships/offices (current and recent):

- Chairman of Drop Bio Pty Ltd (appointed January 2019)
- Director of O'Connell Street Associates Pty Ltd (appointed June 2018)
- Director of AMP Capital Holdings Limited (appointed as a director March 2016, appointed Chairman August 2016 and resigned June 2018)
- Director of Booz & Company entities in Australia, New Zealand, Thailand and Indonesia (for various periods up to February 2013)
- Director of Booz & Company's Global Board (appointed 2008 and resigned 2010)

Wesfarmers committee memberships:

- Member of the Remuneration and Nomination committees

The Board (other than Ms Wallace because of her interest) recommends that shareholders vote in favour of Ms Wallace's re-election.



JENNIFER WESTACOTT AO

BA (Honours), FAICD, FIPAA

Age: 59

Term: Director since April 2013

Independent: Yes

Skills and experience: Jennifer holds a Bachelor of Arts (Honours) from the University of New South Wales, a Graduate Management Certificate from Monash Mt Eliza Business School and was a Chevening Scholar at the London School of Economics. She is a Director and Chief Executive Officer of the Business Council of Australia, the leading forum for the heads of over 100 of Australia's top companies to contribute to public policy debate. Prior to that, she was a Board Director and lead partner at KPMG, heading its Sustainability, Climate Change and Water practice, and its New South Wales State Government practice. She has extensive experience in critical leadership positions in the New South Wales and Victorian Governments.

Jennifer is a National Fellow of the Institute of Public Administration Australia, a Fellow of the Australian Institute of Company Directors and the Australia and New Zealand School of Government, an Honorary Doctorate from the University of New South Wales, a recipient of the Centenary Medal in 2003 and a Finalist for the Telstra Business Woman of the Year in 1998. Jennifer was also awarded an Officer of the Order of Australia (AO) for her service to policy development and reform, cross-sector collaboration, equity and business in 2018.

Directorships of listed entities (last three years):

- Nil

Other directorships/offices (current and recent):

- Chair of Studio Schools of Australia (appointed July 2019)
- Patron of The Pinnacle Foundation (appointed March 2019)
- Chair of the Western City & Aerotropolis Authority (appointed February 2019)
- Board member of Cyber Security Research Centre (CSRC) Ltd (appointed February 2018)
- Co-Patron of Pride in Diversity (appointed November 2017)
- Co-Chair of the Australia-Canada Economic Leadership Forum Organising Committee (appointed February 2016)
- Adjunct Professor at the City Research Futures Centre of the University of New South Wales
- Chair of the Mental Health Council of Australia (appointed January 2013 and resigned August 2019)
- Co-Chair of Australia Sino One Hundred Year Agricultural And Food Safety Partnership (appointed July 2015 and resigned March 2019)
- Member of the Melbourne School of Government Advisory Board (appointed March 2016 and resigned March 2019)
- Member of the Prime Minister's Cyber Security Review Panel (concluded April 2016)
- Member of the Prime Minister's Expert Advisory Panel on the Reform of the Federation (concluded December 2015)
- Member of Urban Renewal Authority South Australia (resigned July 2013)

Wesfarmers committee memberships:

- Member of the Audit and Risk, and Nomination committees

The Board (other than Ms Westacott because of her interest) recommends that shareholders vote in favour of Ms Westacott's re-election.



MICHAEL (MIKE) ROCHE

BSc, GAICD, FIA (London),

FIA (Australia)

Age: 66

Term: Director since February 2019

Independent: Yes

Skills and experience: Mike holds a Bachelor of Science from the University of Queensland, is a graduate of the Australian Institute of Company Directors, is a Fellow of the Institute of Actuaries (London) and a Fellow of the Institute of Actuaries of Australia.

Mike has more than 40 years' experience in the finance sector where he held senior positions firstly as an actuary with National Mutual/AXA and then in investment banking where he provided strategic, financial, merger and acquisition, and capital advice to major corporations, private equity and government clients. Mike spent more than 20 years with Deutsche Bank including 10 years as Head of Mergers and Acquisitions where he advised on major takeovers and privatisations. He stepped down as Deutsche Bank's Chairman of Mergers and Acquisitions (Australia and New Zealand) in 2016.

Mike co-founded the Sally Foundation. He has also established his own advisory company M R Advisory that provides mergers and acquisitions, and capital advice to government and private sector clients.

Directorships of listed entities (last three years):

- Nil

Other directorships/offices (current and recent):

- Director of MaxCap Group Pty Limited (appointed April 2019)
- Director of Six Park Asset Management Pty Ltd (appointed December 2017)
- Director of Te Pahau Management Ltd (appointed November 2017)
- Panel Member of Adara Partners (Australia) Pty Limited (appointed April 2017)
- Small business mentor for Many Rivers Microfinance Ltd (from March 2017)
- Trustee Director of Energy Industries Superannuation Scheme Pty Ltd (appointed November 2016)
- Member of the Australian Takeovers Panel (for two terms from 2008 to 2014)

Wesfarmers committee memberships:

- Chairman of the Remuneration Committee
- Member of the Nomination Committee

The Board (other than Mr Roche because of his interest) recommends that shareholders vote in favour of Mr Roche's election.



SHARON LEE WARBURTON

B Bus (Accounting and Business Law),
FCA, GAICD, FAIB
Age: 49
Term: Director since August 2019
Independent: Yes

Skills and experience: Sharon holds a Bachelor of Business (Accounting and Business Law) from Curtin University, is a Fellow of Chartered Accountants Australia and New Zealand and a Graduate of the Australian Institute of Company Directors.

Sharon has extensive board and executive experience in corporate strategy, business operations, finance, accounting and risk management, particularly in the resources, construction and infrastructure sectors, along with significant expertise in governance and remuneration.

In her executive career, Sharon was previously Executive Director Strategy and Finance at Brookfield Multiplex, and before that held senior management roles with ALDAR Properties PJSC in the United Arab Emirates, Citigroup in Sydney and Rio Tinto in London and Perth.

She is also active in the not-for-profit sector including as a Director of the Perth Children's Hospital Foundation. In 2014, she was awarded WA Telstra Business Woman of the Year.

Directorships of listed entities (last three years):

- WorleyParsons Limited (appointed February 2019)
- NEXTDC Limited (appointed April 2017)
- Gold Road Resources Limited (appointed May 2016)
- Fortescue Metals Group Limited (appointed as a Director in November 2013 and as Co-Deputy Chairman in July 2017)

Other directorships/offices (current and recent):

- Adjunct Professor (Strategy & Leadership) of Curtin University's Faculty of Business and Law
- Member of the Australian Takeovers Panel (since 2015)
- Chairman of Northern Australia Infrastructure Facility (appointed July 2016 and resigned May 2018)
- Director of Western Power (appointed October 2015 until term completed in December 2017)

Wesfarmers committee memberships:

- Member of the Audit and Risk, and Nomination committees

The Board (other than Ms Warburton because of her interest) recommends that shareholders vote in favour of Ms Warburton's election.

EXPLANATORY NOTES

Item 3 – Adoption of the Remuneration Report

The Remuneration Report contained in the 2019 Annual Report is required to be considered by shareholders in accordance with section 250R of the Corporations Act at the Meeting.

The Remuneration Report is set out on pages 85 to 110 of the 2019 Annual Report and is also available from the Wesfarmers' website at www.wesfarmers.com.au

The Board is committed to an executive remuneration framework, underpinned by guiding remuneration principles, focused on driving a performance culture over the short, medium and long term to deliver satisfactory returns to shareholders. It seeks to recognise Wesfarmers' autonomous operating model, linking executive pay to the achievement of the Group's strategy and business objectives while aligning executive and stakeholder interests through long-term share ownership.

The 2019 Remuneration Report:

- defines Wesfarmers' remuneration strategy, governance framework and guiding principles;
- sets out the components of the remuneration framework, including any associated performance conditions;
- describes how business performance for the 2019 financial year has driven remuneration outcomes for senior executives to reflect their individual contribution;
- confirms the remuneration of non-executive directors, the executive director and senior executives for the year ended 30 June 2019; and
- explains the impact of the demerger of Coles from the Wesfarmers Group on the incentive schemes that the executive key management personnel participate in.

The vote on the adoption of the Remuneration Report is advisory only and is not binding.

The Board recommends that shareholders vote in favour of the Remuneration Report.

Item 4 – Grant of Restricted Shares and Performance Shares to the Group Managing Director

The Board believes that it is in shareholders' interests to provide the Group Managing Director with equity-based incentives to ensure that there is significant alignment between satisfactory returns for shareholders and rewards for Mr Robert Scott as an executive director.

Mr Scott participated in the Key Executive Equity Performance Plan (**KEEPP**) in the 2019 financial year and was assessed against an annual scorecard comprising Group net profit after tax, return on equity and strategic measures. As outlined in the Remuneration Report, Mr Scott achieved above target results.

A portion of the KEEPP award (five per cent of the target award) has been paid in cash and the remainder of the award is proposed

EXPLANATORY NOTES

to be provided in an equal allocation of Restricted Shares and Performance Shares. After deducting the cash component of his KEEPP award, the Board has approved an allocation to Mr Scott of up to 79,995 Restricted Shares (\$3,121,854) and up to 79,995 Performance Shares (\$3,121,854). The Performance Shares have both financial performance and strategic performance conditions. These are assessed over a four-year performance period and are specific to Mr Scott's role as Group Managing Director.

Approvals sought

Shareholders are asked to approve the 2019 KEEPP allocation of Restricted Shares and Performance Shares to the Group Managing Director, Mr Robert Scott, under ASX Listing Rule 10.14 and for all other purposes.

It is the Board's intention to leave the Restricted Shares and Performance Shares on foot to be released or tested (as applicable) in the ordinary course, in the event of cessation of employment in certain circumstances. However, to maintain flexibility, approval is sought under section 200E of the Corporations Act for Wesfarmers to deal with Restricted Shares and Performance Shares in accordance with the terms of the KEEPP upon Mr Scott ceasing employment where to do so would constitute the giving of a termination benefit to Mr Scott in appropriate circumstances (for example, to provide access to a pro-rata amount of shares to fund any taxation due on the shares as a result of termination of employment).

Key terms

The key terms of the grant of Restricted Shares and Performance Shares proposed to be made to Mr Scott in respect of the 2019 KEEPP award are set out below.

Number allocated

The 2019 KEEPP award for Mr Scott comprises the following shares:

- up to 79,995 Restricted Shares; and
- up to 79,995 Performance Shares.

To determine the aggregate number of Restricted Shares and Performance Shares to be allocated, \$6,243,709 (being the face value of the KEEPP award, less the cash component) was divided equally into a Restricted Shares value and a Performance Shares value. The Restricted Shares value and the Performance Shares value were then each divided by \$39.03 (being the volume-weighted average price of Wesfarmers shares over the 10 trading days immediately following the 2019 results announcement in August, i.e. 28 August to 10 September 2019).

Date of grant

If shareholder approval is obtained then it is intended that the Restricted Shares and Performance Shares will be granted to Mr Scott by the end of December 2019. In any event, they will be granted within 12 months of receiving shareholder approval.

EXPLANATORY NOTES

Restricted Shares

Restricted Shares are subject to a 12-month service condition and a five-year (50 per cent) and six-year (50 per cent) trading restriction.

The Restricted Shares will be released from restrictions on the day following the full year results announcement for the 2024 and 2025 financial years in August 2024 and August 2025 respectively (i.e. the beginning of the trading window) and will not be subject to any trading restrictions on dealing (subject to complying with Wesfarmers' Securities Trading Policy).

Each Restricted Share is a fully-paid ordinary share in Wesfarmers and no amount is payable by Mr Scott upon the grant or vesting of any Restricted Share.

Performance Shares conditions, vesting and testing

The Performance Shares have financial performance conditions and strategic performance conditions over a four-year performance period which are specific to Mr Scott's role as Group Managing Director and will be tested at the end of the 2023 financial year. The performance conditions and the relevant weightings are as follows:

- Wesfarmers' total shareholder return (**TSR**) relative to the TSR of the S&P/ASX 100 Index (60 per cent weighting);
- Wesfarmers' portfolio management and investment outcomes (20 per cent weighting); and
- other strategic objectives (20 per cent weighting).

Vesting schedule against relative TSR (60 per cent weighting):

Percentile ranking	Percentage of Performance Shares that vest
Below the 50th percentile	0% vesting
Equal to the 50th percentile	50% vesting
Between the 50th and 75th percentile	Straight-line pro-rata vesting between 50% and 100%, i.e. an additional 2% of awards vest for each percentile increase
Equal to the 75th percentile or above	100% vesting

Wesfarmers' portfolio management and investment outcomes (20 per cent weighting) and other strategic objectives (20 per cent weighting):

At the end of the four-year performance period, the Board will consider the performance of Mr Scott in relation to the acquisition, investment and disposal activities of the Group over that period as well as achievement of strategic goals, including those that relate to talent development, leadership and corporate reputation.

EXPLANATORY NOTES

Testing

The performance conditions will be tested following the end of the four-year performance period.

Following testing, any Performance Shares that do not vest will be forfeited. In accordance with the terms of the KEEPP, the Board has discretion to make adjustments to the performance conditions where it is considered appropriate to do so.

Each Performance Share is a fully paid ordinary share in Wesfarmers and no amount is payable by Mr Scott upon the vesting of any Performance Share.

Performance Shares that vest are not subject to any additional trading restrictions.

Cessation of employment

Restricted Shares

If Mr Scott resigns during the 12-month service period, or ceases employment with the Wesfarmers Group because he has breached the restraint clause in his employment agreement or is dismissed in certain circumstances including for cause or significant underperformance, all unvested Restricted Shares and vested Restricted Shares subject to a trading restriction will be forfeited, unless the Board determines otherwise.

In all other circumstances, the Restricted Shares will remain on foot and subject to the original terms of offer as though Mr Scott had not ceased employment, unless the Board determines otherwise. The Board has discretion to lift the restrictions on Restricted Shares early.

Performance Shares

If Mr Scott ceases employment with Wesfarmers before the end of the four-year performance period, his entitlement to Performance Shares (if any) will depend on the circumstances of cessation.

Where Mr Scott ceases employment during the performance period because he resigns, is dismissed for cause or significant underperformance, breaches the restraint in his service agreement or is otherwise dismissed by the Board in its absolute discretion, Mr Scott's Performance Shares will be forfeited, unless the Board determines otherwise.

Where Mr Scott ceases employment during the performance period for any other reason (including due to death, disability or serious illness) then, unless the Board determines otherwise, his Performance Shares will be left on foot subject to the original terms of offer (including testing of the performance conditions), as though he had not ceased employment.

EXPLANATORY NOTES

Clawback

The terms of the KEEPP contain a mechanism for the Board to clawback or adjust any awards of Restricted Shares and Performance Shares which vest (or may vest), or are released (or may be released) (as applicable) as a result of a material misstatement in, or omission from, the financial statements or otherwise as a result of fraud, dishonesty or breach of obligations. The Board has discretion to adjust any conditions applicable to an award, if considered appropriate. The Board may, up to the value of the overpaid remuneration, reduce or defer or otherwise require the repayment of any amount paid or payable to Mr Scott to ensure no unfair benefit is derived.

Dividends and voting rights

Restricted Shares

Restricted Shares carry dividend and voting rights. During the 12-month service period, any dividends payable in respect of the Restricted Shares will be escrowed and thereafter the dividends (including dividends held in escrow) will be paid to Mr Scott. If the Restricted Shares are forfeited during the 12-month service period, Mr Scott will not be entitled to the escrowed dividends.

Performance Shares

Performance Shares carry dividend and voting rights. During the four-year performance period, any dividends payable in respect of the Performance Shares will be escrowed and only paid to Mr Scott to the extent that the underlying shares vest.

A portion of the escrowed dividend amounts will be paid to Mr Scott to satisfy his tax liability on dividends paid in respect of his Restricted Shares and Performance Shares.

Other required information – ASX Listing Rules

Approval is being sought from shareholders for all purposes, including for the purposes of ASX Listing Rule 10.14.

Approval was sought for the allocation of Restricted Shares and Performance Shares to Mr Scott under the 2018 KEEPP at the 2018 Annual General Meeting. In accordance with this approval, 92,497 Restricted Shares and 92,497 Performance Shares were allocated (at no cost) to Mr Scott on 17 December 2018 as his 2018 KEEPP award.

Mr Scott is the only director of Wesfarmers entitled to participate in, and receive Restricted Shares and Performance Shares under, the KEEPP. No loan will be made available to Mr Scott in connection with the acquisition of the shares proposed to be granted to him if the resolution in Item 4 is approved.

EXPLANATORY NOTES

Other required information – section 200E Corporations Act

The value of any potential termination benefit that may be provided in relation to Restricted Shares and Performance Shares on cessation of employment cannot currently be ascertained, but on the cessation of employment can be calculated by multiplying the number of any such Restricted Shares and Performance Shares by the Wesfarmers share price prevailing as at that time.

The matters, events and circumstances that may affect the calculation of the value include:

- the number of Restricted Shares and Performance Shares held by Mr Scott at the time he ceases employment;
 - the circumstances of or reasons for ceasing employment;
 - the result of any pro-rataing of shares on employment ceasing;
 - the performance against the performance conditions for the Performance Shares at the time employment ceases or the conditions are tested or whether the performance conditions are waived;
 - the portion of any relevant performance period or service period that has elapsed at the time employment ceases;
 - the number of shares that the Board determines to vest, forfeit or leave on foot on cessation of employment; and
 - the market value of Wesfarmers' shares on the relevant date.
-

The Board believes that providing equity as a significant portion of the remuneration package for our senior executives is important, to ensure that an appropriate part of executive reward is linked to generating satisfactory long-term returns for shareholders.

If shareholders do not approve the grant of Restricted Shares and Performance Shares under the KEEPP for Mr Scott, the proposed grant of Restricted Shares and Performance Shares under the KEEPP will not proceed. In that circumstance, issues may arise with the competitiveness of Mr Scott's total remuneration package and alignment of rewards with other senior executives in the Group. The Board would then need to consider alternative remuneration arrangements for Mr Scott which are consistent with Wesfarmers' remuneration principles, including providing an equivalent cash long-term incentive subject to the same risk of forfeiture, performance conditions and performance period as described above for the grant of the KEEPP shares.

The Board (other than Mr Scott, because of his interests) unanimously recommends that shareholders vote in favour of Item 4.

VENUE INFORMATION - PERTH CONVENTION AND EXHIBITION CENTRE

Perth Convention and Exhibition Centre (**PCEC**) is located in the heart of Perth city, adjacent to the Swan River. The location provides quick and easy access to and from the PCEC by car, train, bus, taxi and on foot. For more information on PCEC please visit www.pcec.com.au

Walking

Access into the PCEC on Level 1 is via Mill Street or Mounts Bay Road. Level 2 can be accessed via the Elizabeth Quay Bus Station overpasses.

Driving

Access to the City of Perth Convention Centre Car Park is via Mill Street, Mounts Bay Road and the Riverside Drive off-ramp of the Mitchell Freeway. Access to the Level 1 Plaza area is from Mill Street or Mounts Bay Road.

Public transport

Access to the PCEC via public transport is via the Elizabeth Quay Bus Station or from the Elizabeth Quay Train Station. For more information about public transport options to the PCEC, please visit www.transperth.wa.gov.au

PERTH CONVENTION AND EXHIBITION CENTRE

