

# **Our Code of Conduct**

## The Wesfarmers Way



# Our values

## INTEGRITY

We act honestly and ethically  
in all dealings

We reinforce a culture of doing what is right

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## OPENNESS

We are open and honest in reporting,  
providing feedback and ideas

We accept that people make mistakes  
and seek to learn from them

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## ACCOUNTABILITY

We delegate significant authority  
and decision-making to our divisions

We are held accountable for performance

We protect and enhance our reputation

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## ENTREPRENEURIAL SPIRIT

We adopt an 'owner mindset'

We identify opportunities and apply  
commercial and financial acumen  
to support calculated risk-taking

We take the initiative and pursue new  
and innovative ways of delivering value

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# Welcome



Our Code of Conduct provides a set of guiding principles for everyone who works in and for the Wesfarmers Group. It contains our legal and ethical obligations – not only what we can do, but what we should do.

Why do we have a Code? At Wesfarmers we believe what we do, and the way we do it, matters. It affects our colleagues, customers, suppliers, community, our environment and, inevitably, our shareholders. We will only fulfil our longstanding objective of delivering satisfactory returns to shareholders over the long term if we keep the trust and respect of all our stakeholders.

Our Code is built on our values: integrity, openness, accountability and entrepreneurial spirit. It provides the cultural foundation of The Wesfarmers Way, the framework which describes how the Group operates. Every one of us – from our directors to those of you on the front line serving our customers – has a shared responsibility to live this Code and to bring it to life for others.

Please take the time to read and understand it. It will help you to make good decisions, lead the way, and to speak up if you see something that you think isn't right. In a competitive and constantly changing environment, adhering to our Code has never been more important. Honesty, integrity, and fairness are integral to the way in which we operate and should guide all our decisions.

**ROB SCOTT**  
— Managing Director

## Our purpose and values

The primary objective of Wesfarmers is to provide a satisfactory return to shareholders. This involves every team member, because we know we can only achieve this objective over the long term by:

Anticipating the needs of our customers and delivering competitive goods and services

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Looking after our team members and providing a safe, fulfilling work environment

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Engaging fairly with our suppliers, and sourcing ethically and sustainably

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Supporting the communities in which we operate

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Taking care of the environment

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Acting with integrity and honesty in all our dealings

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We believe that achieving financial success is not only compatible with being a good corporate citizen, it depends on it. Poor behaviour may discourage people from being shareholders, or customers and great team members will go elsewhere; onerous penalties or restrictions could be imposed, or we may not be invited by others to join in valuable opportunities. In other words, a company may lose its 'social licence to operate'.

That is why we have always qualified our single financial objective with our commitment to take care of our employees, customers, suppliers, the environment and the communities in which we operate.

Our values are our shared beliefs about how we operate and work together.

### INFORMATION

Further information regarding **The Wesfarmers Way** can be found on the Wesfarmers website.

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# How this Code applies to you



## Who it applies to

This Code applies to anyone who works for the Wesfarmers Group, including team members, directors and contractors, regardless of location. It applies to you whenever you are identified as a representative of Wesfarmers, which includes outside working hours or your workplace. Agents, contractors, consultants and other intermediaries should be advised that they are expected to observe the Code's principles when we engage them to work with us.

Our divisions and businesses may also have their own codes of conduct with specific relevance to their areas of operation. To the extent there is any inconsistency, this Code will apply.



## Speak up

You must immediately report any breaches of this Code, and you should also report conduct if you think a breach may have occurred but you are not sure. The Speak Up section in this Code will guide you on how to do this, and provide information on how you will be protected against any retaliation for reporting genuine concerns about suspected misconduct.



## The Code

The Code sets out the standards of conduct and behaviour we expect and require of all our people, based on our values and the law. It also reflects the expectations of our customers, suppliers, the community, regulators and our shareholders. Legal and regulatory requirements which apply to our activities are often complex, yet ignorance does not relieve you of the responsibility to comply. It is important you understand where to go for further information and support.



## Breach of the Code

Compliance with the Code is taken very seriously. Any suspected breaches will be investigated and if you are found to have breached the Code, you may face disciplinary action including termination of your employment. If the situation involves a breach of law or other regulation, it may also be referred to the appropriate regulatory body.



## KEY POLICIES

This Code should be read in conjunction with other important policies which are relevant to upholding the Code, including those referenced in this document.

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## INFORMATION

If you have questions about the Code, please contact the Wesfarmers Executive General Manager, Company Secretariat or the Group General Counsel, Corporate Solicitors Office.

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# What we expect of you

As a member of the Wesfarmers team, you are expected to act with honesty, integrity and fairness, and be accountable for your conduct.

You should:

Perform your duties with care and diligence, and seek to achieve excellence no matter what your role

Act ethically and responsibly and in accordance with the law

Be accountable for your decisions and actions

Deal fairly with all our customers, suppliers, business partners, competitors and other team members

You are expected to know, understand and manage your individual responsibilities, including the risks and obligations which accompany them. **Be aware** of your own limitations and let your manager or other leaders know if there are risks and responsibilities in your role where you may require their assistance or support to mitigate risks or fulfill obligations.

**Be proactive** in identifying and managing risk. Don't assume something is okay because it's been done that way in the past, it's what others do or it's someone else's problem.

**Speak up** if you have concerns or if you see or hear of something that may be a breach of this Code. **Don't ignore problems** and hope that they will go away. It is a mantra at Wesfarmers that bad news should travel faster than good news.

# What we require of you



## Wesfarmers' obligations to shareholders and financial markets

As a company listed on the Australian Securities Exchange (ASX), Wesfarmers has obligations to comply with the *Corporations Act 2001 (Cth)* and the ASX Listing Rules. Failure to meet these obligations could breach the law and damage our reputation. It is especially important that all team members are aware of the rules around Continuous Disclosure and Insider Trading.

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As a member of the Wesfarmers team, you are required to understand and comply with the laws and policies that apply to you. This is important to meet our legal and regulatory obligations, the expectations of all our stakeholders and ultimately to achieve our primary objective of delivering a satisfactory return to shareholders in a sustainable way.

Here is more information on important policies which are relevant to upholding our Code.

### Continuous Disclosure

Wesfarmers is required to provide timely and accurate disclosure of information to the ASX to enable investors to make informed and orderly decisions. 'Market sensitive' information – information that a reasonable person would expect to have a material impact on the price or value of Wesfarmers' shares – must be disclosed immediately to the ASX, subject to any exceptions under the applicable laws.

If you become aware of information or events that you know or think could be market sensitive, you need to report it according to the process in our Market Disclosure Policy. In general this will be via a general manager in Wesfarmers Corporate Office or the CFO, CEO or managing director in a division or business. It is not always simple to determine whether information or an event is material and should be publicly disclosed, but using the reporting process will provide the support you need.

Market sensitive information must always be released by the ASX before it is provided to the media, any other person or published on our website.

Public disclosures and public statements about Wesfarmers or its businesses must only be made by authorised spokespeople. This includes disclosures and statements through regulatory filings, interviews, speeches, articles and reports, and Wesfarmers website and social media content.

### Insider Trading

You should never deal in the securities (including shares) of Wesfarmers or other listed entities if you have inside information in relation to those securities. This is information which is not generally or publicly available and, if it was, a reasonable person would expect it to materially affect the price or value of those securities. Additional restrictions on securities trading apply to the directors and Leadership Team of Wesfarmers, and may be applied to teams working on specific projects.

If you are in doubt about whether you are free to trade Wesfarmers securities, or those of other listed entities, speak to the Wesfarmers Executive General Manager, Company Secretariat.





*I overheard my manager saying that we are considering acquiring another listed company. I haven't heard about this before, and I had been thinking about buying some shares in that company. Can I go ahead given I only came across this information by accident and I was going to buy the shares anyway?*

No. Regardless of how you came to it, you now have inside information about a listed company that is not publicly available and which, if it was, could materially affect the price of its shares. Let your manager know what you have overheard.

*I am aware that my store's sales results leading into Christmas have been well below budget and my manager has told me he has heard from other store managers the same thing is happening across our network. I've been telling that to my family and friends at various pre-Christmas gatherings. Is that okay?*

It's fine to talk with family and friends about your job. However given the importance of sales results to our business performance, this is confidential, inside and potentially commercially-sensitive information, and should not be shared outside the business. If in doubt, ask your manager.

*The major chemical plant where I work has had another unplanned shutdown and my team are convinced, based on our experience, that we are going to have to shut it down for months to fix the problem. We assume the CEO knows this too, so we'll leave it to him to report it up the chain. Is that okay?*

If you become aware of information or events that you think could be material to your business or market sensitive, you need to make sure it has been reported up the line. Check with your manager or general manager to make sure your CFO or CEO is aware of it. It never hurts to check.

*I am working on a project team to acquire a listed company and know I can't trade shares while the project is active. I haven't told anyone in my family about this but my mother has just told me she is intending to buy a significant holding in our target. My best friend hears this and says he is going to buy some too. What should I do?*

Your mum and best friend have decided to do this without any inside information from you and are free to make their own decisions. You should continue to maintain confidentiality. Let the project manager or legal representatives know so that they can note you have not provided any information to your relatives, friends or associates.



## KEY POLICIES AND MORE INFORMATION

- [Market Disclosure Policy](#)
- [Securities Trading Policy](#)

Further information about Wesfarmers policies is on the Wesfarmers website or intranet.



## Competition and consumer law

Compliance with competition and consumer law is essential to maintaining our integrity and good reputation and ensuring we are not exposed to significant penalties for contravention.

We support the law's intention to promote and maintain fair and open competition, to protect consumers by providing them with accurate information, and to be fair where there is unequal bargaining power. We respect consumers by providing accurate information, acting in a fair manner in our business dealings and acting independently of our competitors.

You should actively comply with these laws. If you are in a management or marketing role you are required to undertake regular training in this area. If you are unsure about any matter in relation to competition and consumer laws, raise it with your supervisor or manager.

### Key Resources:

Wesfarmers produces a competition and consumer law manual and guidelines which are available at [www.wesguides.wesfarmers.com.au](http://www.wesguides.wesfarmers.com.au)



## Bribery and other misconduct

Corruption undermines the integrity of governments and economies. You must never offer or accept bribes, kickbacks or similar payments, including any irregular payment to win business or influence a business decision in Wesfarmers' favour. This also applies to consultants, contractors, intermediaries or business partners dealing with or on behalf of Wesfarmers.

A bribe may be in the form of cash, gifts, entertainment, secret commissions, or other benefits. Our anti-bribery policy specifically prohibits facilitation payments even where they are legal in the country in which they are paid, and other misconduct such as money laundering and commercial dealings with third parties in breach of sanctions.

Each division determines the roles that require anti-bribery training. Generally these include senior management, marketing, sourcing and compliance roles and

### Gifts and entertainment

We recognise that you may give or accept gifts, entertainment and hospitality in the course of your work for Wesfarmers, but you must ensure these are appropriate. They should be of only moderate value and not give rise to any perceived or actual conflict of interest, or undue influence. 'Moderate' can vary depending on the circumstances but, as a guide, team members at Wesfarmers Corporate Office are required to record all gifts and entertainment valued at or above \$250. Team members in divisions should refer to their own divisional anti-bribery policies. Gifts and entertainment must also be recorded in accordance with our Anti-bribery Policy.

Do not attempt to improperly influence an official. Any dealings you have with politicians and government officers which relate to Wesfarmers must be at arms-length and avoid any perception of attempts to gain advantage.

Any political donations must be authorised by the Wesfarmers Board and will be disclosed as required by law and recorded in our accounts. Political donations must not be made at a business unit or divisional level.

If you are to represent Wesfarmers at any event or activity organised by a political party, politician, elected official or candidate you should first seek advice from your corporate affairs department.

### Politicians and government officials

It is acceptable for authorised Wesfarmers representatives to express our views to federal, state and local governments on subjects that affect our interests and operations. This must be done with the highest standards of ethics and in accordance with the law.

### Compliance with sanctions

Sanctions are measures designed to influence the behaviour of foreign governments or certain individuals and organisations. Sanctions can prohibit certain transactions or commercial dealings, and it is an offence to engage in conduct that contravenes a sanction.

You must comply with your division's sanctions compliance procedures.



## KEY POLICIES AND MORE INFORMATION

### – Anti-bribery Policy

Further information about Wesfarmers policies is on the Wesfarmers website or intranet.



## Conflicts of interest

Your personal interests should not conflict with your duties and obligations to Wesfarmers. We must identify and appropriately manage real, potential or perceived conflicts of interest.

Conflicts of interest may arise in various situations and the line between personal and professional interests can easily blur. For example, you may have an interest in a business that has commercial arrangements with Wesfarmers or one of its competitors, either directly or indirectly through a family member, friend or associate. You could be in a personal relationship with someone else who works at Wesfarmers which could create a conflict or perceived conflict with your and their employment duties. You could be in a private relationship with a customer or supplier that may prejudice or influence your business relationship or compromise Wesfarmers securing the most commercially favourable terms for the purchase or supply of goods or services. You may have previously worked with a supplier or customer of Wesfarmers.

To manage conflicts of interest, **you must disclose any real, potential or perceived conflict** to the appropriate people, including your line manager and HR leader. Where applicable, they in turn may decide to involve the General Manager or relevant senior leader, such as the Wesfarmers Executive General Manager, Company Secretariat, Compliance Officer or Managing Director, in order to make arrangements to manage the conflict of interest.

You must also get approval to accept any outside business interests including non-Wesfarmers work, business ventures, directorships, partnerships, speaking engagements or other interests which have the potential to create a conflict of interest.

If any conflict cannot be effectively managed or resolved, you will need to take action which satisfies the company to remove the conflict.



*I speak regularly with a government official who is responsible for making decisions that will affect Wesfarmers. After a meeting, she asks if I could get her son a job at Wesfarmers as he has been unemployed since university. What should I do?*

Don't do anything which might improperly influence a government official or could be perceived as attempting to gain advantage. Advise the official of the appropriate channels for seeking employment at Wesfarmers and its businesses and provide them with a contact in the relevant HR department.

*The organisers of a local political fund-raising event have asked if they could use Wesfarmers facilities as the venue. They don't want us to support or fund the event, just provide the venue. Is that okay?*

This could be seen as a political donation given the purpose of the event. Politely decline the request and explain it conflicts with our policies on political donations. A venue could be provided if, for example, it was for a community or industry event.

*Our business is a significant buyer of media advertising and we are a major advertising customer of a TV network which has acquired the rights to the next Olympics. The network's head of sales has invited several of our senior management to join him for a number of major Olympic events as VIP guests, including prime seating and hard-to-get accommodation. Should they accept?*

This is a judgement call, but probably not. Gifts, entertainment and hospitality can be part of relationship building but should be of only moderate value and not give rise to any perceived or actual conflict of interest or undue influence. They also must be recorded in the gifts register in accordance with our Anti-bribery Policy.

*Unexpectedly, my supervisor and I have begun a relationship. No-one else knows (other than my closest friend at work) and we are confident it's not going to affect our work. Is it okay to keep it to ourselves for the time being?*

It is not uncommon for private relationships to develop at work. This is not a problem unless they give rise to a conflict of interest, or disadvantage, compromise or unreasonably make it awkward for others you work with. To ensure that this is not the case, you should disclose the relationship to your direct manager and HR leader. They in turn may involve the General Manager. Arrangements can be made to avoid conflicts of interest (e.g. responsibilities for conducting performance assessments) and to ensure it will not affect the workplace.

*I am a senior leader in the Group and have recently begun a relationship with an employee who works in my business but does not report directly or indirectly to me. We are willing to be open about our relationship at work, can we continue the relationship in our current roles?*

The risk of a real or perceived conflict of interest is significantly higher if a work relationship involves a senior leader, and it also creates a risk of reputational harm to the company. If you are in the more senior role you must be certain that the relationship is one of genuine mutual consent. In addition to being open about the relationship and disclosing it to your direct manager and HR leader, it is essential you are not in a position to influence the other employee's remuneration, career progression or other employment benefits, whether directly or through the personal networks or standing you have in the business. In practice, this is a very challenging situation and may require changes in reporting relationships or roles to ensure there is unquestionable professional distance between you.





# Privacy, confidentiality and record keeping

## Confidentiality

During your work you will come across confidential information about Wesfarmers and its businesses. This could include technical, strategic or financial information, commercial arrangements or intellectual property such as patents, copyrights and trademarks.

You must use confidential information only for the purpose of doing your job. You should protect it and ensure it is not disclosed except on a 'need-to-know' basis to other Wesfarmers colleagues or authorised recipients, or if required by law. You should also keep confidential the information you come across in dealings with customers, suppliers, and other third parties. Confidential information you may have from a previous employer must remain confidential and you should not share it in your current role.

Your obligations of confidentiality to Wesfarmers continue even if you leave Wesfarmers.

## Privacy

Wesfarmers is committed to complying with laws governing privacy of personal information obtained by its businesses, and protecting and safeguarding the privacy of people who deal with Wesfarmers.

All personal information that we collect must be used, stored, handled and updated in accordance with the privacy policy of your division, business or Wesfarmers Corporate office. Personal information should be deleted or destroyed when it is no longer required for the purpose for which it was obtained. If you have any queries in relation to your obligations, contact the Corporate Solicitors Office.

If you have a complaint regarding a privacy matter, contact the Wesfarmers Privacy Officer.

## Data management

We must ensure that we accurately and rigorously manage all data relating to and arising from Wesfarmers' businesses and its operations.

You must ensure that you create, collect, access, share, use, retain and dispose of data in accordance with the Data Governance Policy (or if the data relates to arises from a division, the data Governance Policy relating of that division).



*I work in sales and my manager has told me to delay finalising an imminent big contract until next month as we have already hit our targets for this month. What should I do?*

This may be a case where inappropriate incentives are driving incorrect behaviour. Tell your manager you are uncomfortable with this approach, and if they insist, check it with your general manager. Beyond that, consider using the Whistleblower process.

*My job requires me to disclose information to regulators. I know some of the information the regulator has asked for does not put our business in a favourable light and I have been asked by a department manager to remove some of it before providing it to the regulator. What should I do?*

**You** must seek advice from Wesfarmers Corporate Solicitors Office immediately upon receiving all requests for information from regulators.

In any event, removing relevant information may present a false or materially incomplete picture to the regulator and may breach legal obligations. Raise any such request you may receive from a manager, peer or team member, directly with the Corporate Solicitors Office as it will assume conduct of any regulatory investigation or matter.

## KEY POLICIES AND MORE INFORMATION

### – Data Governance Policy

Further information regarding the Wesfarmers policies can be found on the Wesfarmers website or intranet.



## Wesfarmers assets and information systems

You are provided with access to Wesfarmers equipment, systems, buildings and services to enable you to do your job. Wesfarmers property, funds, facilities and services are to be used only for authorised purposes and not for personal benefit, for example, all your expense claims must be for legitimate and approved work purposes. Personal use of some assets is permitted within reason but may require approval from your manager and must be appropriate, lawful and not interfere with your work.

The unauthorised removal of equipment and other resources is theft, and any transactions involving Wesfarmers property or resources must be approved by senior management and accurately recorded.



### Information systems

You must use Wesfarmers' information systems, including email, the internet and telephones, appropriately to maintain their integrity. You must also comply with the policies in place to manage risks associated with information systems.



### Your own device

It is important you get appropriate authorisation from IT before you link your personal devices to Wesfarmers' information systems. The personal device requirements included in the Wesfarmers Remote Working Standard will apply when using personal devices.



### Expenses

You can only claim approved work-related expenses from Wesfarmers. Claiming or attempting to hide personal expenses among work-related expenses, even if the individual amounts are small, is a serious issue and a breach of trust that could impact your future employment. If it involves a breach of law, it may also be referred to the appropriate regulatory body.



### Social media

You must ensure that any use of social media and networking sites is in accordance with our Code of Conduct and relevant IT and media policies.



*I have discovered that when I put in my last expenses claim I inadvertently included a personal Uber trip and a receipt for a personal meal expense. What should I do?*

We realise mistakes happen, but it is important to remember you can only claim approved work-related expenses. If you make a mistake it is important to correct this and advise your manager as soon as possible. Claiming personal expenses as work-related expenses could impact your future employment if not corrected.

*I have received an email request from a credit account customer to change their email address. The request comes from their current email address and includes their correct account number and the name of the authorising director. The new email address includes the company name, so it all looks legitimate. Can I go ahead?*

No. This is an increasing method of fraud using information that has been hacked. Correct process is to contact the customer by telephone or in person, using the current contact details, to confirm the change is correct. Any emails, internal or external, requesting changes to contact or account details or requesting payments to be made should be treated with extreme caution, even if they appear legitimate.

*I am on leave and have been contacted by a close colleague who has asked me for my system password because they urgently need to pay an overdue invoice that I would normally approve. I can't access the system and the supplier says they will suspend providing us with critical products until they are paid. What should I do?*

Each individual's password is a vital part of our system security and should not be provided to anyone including your close colleagues or the IT team. If the IT support team needs your password to fix an issue then they or you should ensure you reset your password immediately afterwards. Processes should be in place to ensure your manager or someone more senior has authority to approve expenses in your absence using their own system access. Make sure your password is not easily able to be guessed, for example, your birthday, your partner, children or pet's names or your street address.





## Respect, human rights, inclusion and safety

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We are committed to treating everyone with respect, valuing diversity and providing a safe working environment. Each one of us is responsible for fostering a safe and inclusive environment in our businesses and in the businesses which work with us.

### Safety

The safety (physical and psychological) of team members, customers, suppliers and visitors across all our sites is our highest priority. We are committed to providing a safe working environment and complying fully with all local and national laws and regulations regarding safety in the workplace.

We all need to take responsibility for our own health, safety and wellbeing and for those we work with. You can take responsibility by:

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reporting any health and safety issues immediately

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abiding by health and safety policies and following safety instructions at all times

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complying with the alcohol policy that applies in your workplace; where alcohol is permitted at a Wesfarmers site or function, it must be served and consumed responsibly

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if you are a smoker, not smoking indoors at your work premises and during work hours, other than during permitted breaks.

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We have zero tolerance towards illegal drug possession and use, and the misuse of prescription drugs at work, including at Wesfarmers-sponsored functions or activities.

### Discrimination, harassment and bullying

We do not tolerate unlawful discrimination, bullying, harassment, including sexual harassment, or other unacceptable conduct and we make employment decisions based on merit and performance. You can help to create the right environment by

supporting each other and working collaboratively and ensuring that no one in your workplace is being unlawfully discriminated against, bullied or harassed. You are expected to report any unlawful discrimination, bullying, harassment or other unacceptable conduct you observe.

**Discrimination** is when a person (or group) is treated less favourably because of personal characteristics or attributes. Examples of protected attributes include (but are not limited to) gender, gender identity, intersex status, sexual orientation, relationship status, family or carer's responsibilities (including pregnancy and breastfeeding), ethnicity, race, colour, political opinion, religious beliefs, disability, and age.

**Sexual harassment** includes unwelcome behaviour of a sexual nature. Employers have a positive duty to prevent sexual harassment in the workplace. If you are concerned about sexual harassment in your workplace, seek advice from your HR department.

It is also essential in workplaces with many young team members for everyone to be aware of, and comply with, age of consent laws.

Our **Whistleblower Service** (see "Speak Up" section) provides an additional avenue for you to confidentially report bullying, harassment or other actual or suspected unlawful conduct.



### Human rights

Wesfarmers expects you and all those we work with to treat everyone in the workplace with respect, to respect human rights and to maintain a work environment where people feel safe and where this is understood and valued. We are committed to ensuring that our operations and supply chains do not engage in modern slavery practices. We are also committed to acting as quickly as practicable to remedy any human rights violations that are reported to or identified by us, including exploitative labour practices.

There are various local and internationally-recognised human rights, legislation, and principles, including as set out in the:

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Fair Work Act: protections from discrimination at work

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Work Health and Safety legislation throughout Australia

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Human rights and anti-discrimination laws

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United Nations Universal Declaration of Human Rights

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UN Guiding Principles on Business and Human Rights; and

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UN Global Compact

We strive to ensure that our practices align with these rights and principles.

### Inclusion

We are committed to having an inclusive workplace. Diversity is difference in all its forms, visible and invisible. An inclusive workplace is one where people feel they can be themselves and are welcome, regardless of their gender, gender identity, sexual orientation, ethnicity, indigeneity, religious beliefs, political opinion, age, ability, and family or carer's responsibilities.

***My manager is regularly texting me, both during and after work, asking about my private life, and what I do outside work. This is making me uncomfortable, and I would like them to stop. What should I do?***

If you feel comfortable doing so, you should raise this directly with your manager and politely but firmly tell them that their actions are making you uncomfortable and you would like them to stop. If you are not comfortable taking that approach, you should speak with the general manager of your department or HR for assistance.

## KEY POLICIES

- Ethical Sourcing and Modern Slavery Policy
- Diverse, Inclusive and Respectful Workplaces Policy

Further information about the Wesfarmers Policies is on the Wesfarmers website or intranet.



## Working with external parties

You must deal fairly, honestly and ethically with all external parties that you engage with on behalf of or when representing Wesfarmers, including agents, contractors, consultants and other intermediaries, including outside Australia. Ensure all relationships are based on price, quality, service and reputation.

We reserve the right not to do business with external parties who do not share and demonstrate our commitment to the safe and ethical manufacture and supply of goods or the safe and ethical provision of services.



*A supplier is offering us just the quality and price we need, but is unable or unwilling to give us information to allow us to assess the risk of there being forced or child labour in their supply chain. How do we proceed with them?*

We are obliged to comply with modern slavery laws and expect and require all those we work with to respect human rights. If a supplier is not willing to provide the information we need to assess whether they are committed to preventing modern slavery practices in their business and supply chain, we should consider alternative suppliers who are willing to provide such information.

*I have worked three consecutive 14-hour days and am very tired. My supervisor has told me we have a deadline to get a vital project completed and I need to keep it up for another two days even though I know I'm nearly falling asleep on my hour's drive home and I'm really irritable at home. What should I do?*

Make your supervisor, health and safety officer, HR officer or general manager aware of your concerns. Your employer should explore options for obtaining extra support or resourcing to enable you to take an appropriate break and to provide you with options for safe transport to and from home e.g Uber or taxi.

*I am strongly religious and I feel very uncomfortable that the work Pride group is always putting up posters and information promoting LGBTI activities. I am also uncomfortable that a person who says they are transgender is using the women's change rooms. Why are my beliefs and rights somehow less important and what should I do?*

We aspire to an inclusive workplace where people feel they can be themselves regardless of their gender identity, sexual orientation and religion, among other differences. Sometimes, however, this can lead to tension. Ideally, everyone would be more accepting of alternative views; however if you feel you are personally affected by others' rights at work, speak to your manager or an HR representative to see if a compromise can be found.



# Additional responsibilities for leaders and managers

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If you are a leader or manager, you have some additional responsibilities under the Code.



## Responsibility

You are accountable for all aspects of the area you supervise. You can delegate tasks but your overall accountability for the actions of those you supervise cannot be delegated. You must take steps to identify and manage the risks in your area, including the conduct of your team. You must support your team to abide by this Code and hold them responsible for doing so. If you receive or become aware of a whistleblower report please seek permission from the Whistleblower to pass it immediately to a Protected Disclosure Officer under the Whistleblower Policy, and DO NOT pass it onto anyone else.

As a leader or manager you must not take advantage of team members who you work with and be careful about entering into private relationships with team members.



## Consequences

As a leader, you are responsible for taking appropriate action to address business conduct issues in a fair, consistent and timely way, and to ensure the consequences of misconduct are recorded.

Set the tone, lead by example and manage fairly and consistently.



## Listen

You are responsible for fostering a culture that encourages people to feel comfortable and safe about speaking up and raising concerns. Take time to listen and act appropriately when others come to you to raise a concern. Once you become aware of an issue or incident you must escalate it in accordance with this Code.

If a team member who has raised a concern with you wants their identity to remain confidential, you must be aware of your obligations around protecting their identity. You must also be aware that detrimental action against that team member is prohibited. Contact Wesfarmers Chief Human Resources Officer if you are unsure how to deal with an issue.

# A guide to making good decisions

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Every day we face choices and make decisions. We must not walk past behaviour that is not right and assume someone else will take action. Sometimes the right thing to do in a situation is not clear. Asking yourself a few quick questions can help to determine whether you may be in a situation which could result in a breach of our Code.

**Is what I am doing or being asked to do in line with our values? Is it in line with my personal values?**

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**Would I be comfortable explaining this to my family, friends or work colleagues? Would I ask a member of my family or a close friend to do it?**

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**Is this behaviour legal and in line with our health, safety, environmental and human rights standards?**

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**Would I be comfortable with my actions being on the front page of a newspaper or circulating widely on social media?**

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More generally, here's a framework which may be helpful for making good decisions. Stop and think before you act. Ask yourself:

#### **Who will this affect?**

Think about the impact of your decision on all stakeholders. Who might be affected - your colleagues, customers, shareholders, suppliers, the community, your family or friends? What information do you have and what assumptions are you making to shape your decision?

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#### **Is it the right thing to do?**

Are you in compliance with applicable legal requirements and our policies? Even if you can do it, should you do it? Are you being honest? Is this fair? How would you feel if you or a family member or close friend were in the other person's shoes?

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#### **Is this the right thing for the long term?**

Balance any short-term gain against whether this decision will be positive for our reputation and our success over the long term. Does this benefit Wesfarmers as a whole, not just a certain individual or group?

Do you have sufficient information to make a decision and have you identified and properly considered all material risks? Will you be able to look back on this decision without regret? How would you feel if you are eventually held publicly accountable for your actions, decisions or approach?

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If you can answer 'yes' to all these questions, the action is probably okay. But a 'no' or 'maybe' is a signal to stop and get advice or ask questions. If you are in any doubt, talk to your manager, general manager, the HR team, Company Secretariat or the Corporate Solicitors Office.

We accept mistakes will be made and not everything goes to plan. The decision-making process must be rigorous and support calculated risk-taking which is consistent with our values.

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This Code has the full support of the Wesfarmers Board and the Wesfarmers Leadership Team, and compliance with it is taken very seriously.

# Our code of conduct – The Wesfarmers Way

## Speak up

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We value your help in avoiding and uncovering possible misconduct. When you report your concerns, you help us to prevent problems from occurring or remedy misconduct that has already happened. In the process, you are making a valuable contribution to assist Wesfarmers keep the trust and respect of all its stakeholders.

Each one of us has an obligation to speak up when we have concerns that something isn't right, or if we have made a mistake. We accept mistakes will be made and not everything goes to plan. What is important is how you deal with these situations.

Ask questions and challenge the way things are done if you think it is wrong or can be done better. You must speak up if you genuinely feel you are under pressure to do something which is or may be inconsistent with this Code, our policies or our values.

For most matters, you should raise it first with your manager or your manager's manager. If you still feel uncomfortable for any reason, the accompanying tables provide further guidance on where else to go.

Our Whistleblower Service provides an additional avenue for you to confidentially escalate any suspected

reportable conduct. There are both internal and independent options to report conduct of concern. You can be confident your confidentiality will be respected and that there will be no detriment to you if you use this service.

We are committed to a work environment where no-one is subject to detrimental treatment or victimisation such as demotion dismissal, job reassignment, threats or social exclusion for reporting genuine concerns or suspected misconduct.

### KEY POLICIES AND MORE INFORMATION

#### – Whistleblower Policy

Further information about Wesfarmers policies is on the Wesfarmers website or intranet.

## Whistleblower Service

This is a confidential and, if required, anonymous service which provides pathways and appropriate protections for team members and members of the public to report concerns. We have several channels for making a report if you become aware of any issue or behaviour which you consider to be reportable conduct.

To ensure appropriate escalation and timely investigation, we request that reports are made to any one of our Protected Disclosure Officers.

Examples of reportable conduct include, but are not limited to: dishonest, fraudulent or corrupt conduct (including bribery); harassment, discrimination or bullying; conduct that is unethical or in breach of Wesfarmers policies; and conduct that is potentially damaging to Wesfarmers, a team member or a third party, such as unsafe work practices, environmental damage or abuse of property or resources.

## FairCall Service

Additionally, a report may be made via the Wesfarmers FairCall Service, a free external hotline and reporting service independently monitored by KPMG.

## Governance and Privacy

### Protected Disclosure Officers

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<b>Maya vanden Driesen</b> Wesfarmers Group General Counsel	Email: PDOGGC@wesfarmers.com.au
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<b>Jenny Bryant</b> Wesfarmers Chief Human Resources Officer	Email: PDOHRO@wesfarmers.com.au
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<b>Sheldon Renkema</b> Wesfarmers Executive General Manager Company Secretariat	Email: PDOSEC@wesfarmers.com.au
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<b>Brent Simonis</b> Wesfarmers Executive General Manager Group Accounting, Risk & Assurance	Email: PDOFIN@wesfarmers.com.au
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<b>Reports may also be made to the appropriate PDO by calling Wesfarmers' Reception:</b>	Phone: (08) 9327 4211
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<b>Reports may also be posted to:</b>	c/- Level 14, Brookfield Place Tower 2, 123 St Georges Terrace, Perth, WA, 6000 (marked to the attention of one of the Protected Disclosure Officers)
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You may also raise the matter with an 'officer' director or 'senior manager' of the company.

### FairCall contact details

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Phone: 1800 500 965	Email: faircall@kpmg.com.au
Fax: 02 9335 7466	

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Online: <https://www.kpmgfaircall.kpmg.com.au/Wesfarmers>

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Post: The FairCall Manager KPMG Forensic  
PO Box H67 Australia Square Sydney NSW 1213

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The FairCall operator will provide the details of your disclosure to a Protected Disclosure Officer. Reports may be made anonymously, but if you provide your contact details to FairCall, those contact details will only be provided to the Protected Disclosure Officer if you consent.

### Privacy Officer contact details

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<b>Sheldon Renkema</b> Wesfarmers Privacy Officer	Phone: (08) 9327 4211 Email: privacy@wesfarmers.com.au
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[wesfarmers.com.au](http://wesfarmers.com.au)