

PURPOSE

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

Wesfarmers encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Wesfarmers' businesses and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage, or reprisal.

This policy is on the Wesfarmers intranet and extranet.

POLICY APPLICATION

This policy applies to all directors and team members of the Wesfarmers Group and external whistleblowers, including suppliers and their team members and relatives.

Given the diversified nature of Wesfarmers' operations across a number of business and industry sectors, individual divisions/business units should adopt their own whistleblower policy which is appropriate for the requirements of their activities.

Whistleblower policies at a divisional/business unit level must be consistent with this policy. In the event of any inconsistency, this policy will apply.

Divisions and businesses must publish their policy on their websites, intranets and in such other ways as will ensure the policy is available to team members and other persons wishing to use it.

Divisions/business units should have an externally hosted hotline to support their policies and ensure that there is sufficient publication of, access to and information available about, the hotline for all who wish to access it.

In addition to the protections under this policy:

- the *Corporations Act 2001*(Cth) (**Corporations Act**) provides specific protections to whistleblowers who disclose information concerning misconduct or an improper state of affairs or circumstances in relation to Wesfarmers or a related body corporate (see **Annexure A**); and
- the *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**) provides specific protections to whistleblowers on tax related matters (see **Annexure B**).

POLICY

1 What is reportable conduct?

You may make a report under this policy if you have reasonable grounds to suspect that a Wesfarmers director, officer, team member, contractor, supplier, tenderer or other person who has business dealings with Wesfarmers has engaged in conduct (**Reportable Conduct**) which:

- (a) is dishonest, fraudulent or corrupt, including bribery or other activity in breach of the Wesfarmers **Anti-bribery Policy**;
- (b) is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property, breach of competition and consumer law, breach of privacy law or other breaches of state or federal law);
- (c) is unethical or in breach of Wesfarmers' policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching Wesfarmers' **Code of Conduct** or other policies or procedures);
- (d) is potentially damaging to Wesfarmers, a Wesfarmers team member or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Wesfarmers' property or resources;
- (e) amounts to an abuse of authority or a conflict of interest;

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

FairCall reporting options are:

- by phone: 1800 500 965;
- by using the online reporting facility (**Facility**) which provides a secure web platform for a discloser to make an anonymous disclosure if desired. The Facility is accessible by any device including smartphone, tablet or desktop computer and allows two-way communication between KPMG and the discloser: <https://www.kpmgfaircall.kpmg.com.au/Wesfarmers>;
- by post: The FairCall Manager
KPMG Forensic
PO Box H67
Australia Square
Sydney NSW 1213

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.

Under the Corporations Act and the Taxation Administration Act, reports can also be made to Wesfarmers external auditors and actuaries as set out in **Annexures A and B**.

While it is Wesfarmers' preference that you raise reports with the Protected Disclosure Officers or through the Faircall Service, it is important to note that under the Corporations Act, you may also raise the matter with an "officer" or "senior manager" of the company. These are defined in the Corporations Act as "a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect significantly the company's financial standing.

Where a report has been made in person directly to the relevant Protected Disclosure Officer, or "officer" or "senior manager", they may provide you with a Whistleblower Consent Form (**Annexure C**) for completion. This allows you to record who you made your report to and to give express consent as to which personnel in the company may be informed of your report to facilitate an investigation.

3 Investigating a whistleblower report

Each disclosure will be assessed to determine if it qualifies for protection under this Policy and/or any relevant whistleblower laws, and whether a formal investigation is required.

Wesfarmers will investigate matters reported under this policy as soon as practicable after the matter has been reported.

A Protected Disclosure Officer may, with your consent, appoint a person to assist in the investigation of a report. Where appropriate, Wesfarmers will provide feedback to you regarding progress of the investigation and/or outcome, subject to considerations of the privacy of those against whom allegations are made and issues of business sensitivity.

Any investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the alleged Reportable Conduct and the circumstances.

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Protected Disclosure Officer or investigator will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

Where a report is submitted anonymously, Wesfarmers will conduct the investigation based on the information provided to it. It will therefore assist the investigation if the whistleblower retain contact with Wesfarmers by opening a two-way anonymous postbox through the Wesfarmers Faircall Service.

4 Protection of whistleblowers

Wesfarmers is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report are treated fairly and do not suffer detriment.

(a) Protection against detrimental conduct

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats, victimisation, retaliation or other unfavourable treatment connected with making a report.

If you are subjected to detrimental treatment as a result of making a report under this policy you should:

- (i) inform a protected disclosure officer, officer or senior manager within your division/business unit immediately under the divisional whistleblower policy; or
- (ii) raise it in accordance with paragraph 2 of this policy.

(b) Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this policy, Wesfarmers will take reasonable steps to keep your identity confidential and reduce the risk of disclosure in the course of an investigation and will only share your identity as a whistleblower or information likely to reveal your identity if:

- (i) you consent;
- (ii) the concern is reported to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**), the Tax Commissioner or the Australian Federal Police (**AFP**); or
- (iii) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

(c) Protection of files and records

All files and records created from an investigation will be retained securely.

Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower may be considered a breach of this policy.

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under Wesfarmers' disciplinary procedures.

5 Duties of team members in relation to reportable conduct

It is expected that team members of Wesfarmers who become aware of actual Reportable Conduct, or suspect, on reasonable grounds, potential cases of Reportable Conduct, will make a report under this policy or under other applicable policies.

6 Group reporting procedures

Divisions/business units and Protected Disclosure Officers (as appropriate) will report to the divisional/business unit boards on the number and type of whistleblower reports annually, to enable Wesfarmers to address any issues and trends at a divisional/business unit and/or Group level.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

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

POLICY AMENDMENT

This policy cannot be amended without approval of the Wesfarmers Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of Wesfarmers.

LAST REVIEWED

June 2024

LAST AMENDED

June 2024

Annexure A – Special protections under the Corporations Act¹

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to Wesfarmers, a division, business unit, its related bodies corporate or its officers or employees if the following conditions are satisfied:

- (a) the whistleblower is or has been:
 - (i) an officer or team member of a Wesfarmers Group company;
 - (ii) an individual who supplies goods or services to a Wesfarmers Group company or an team member of a person who supplies goods or services to a Wesfarmers Group company;
 - (iii) an individual who is an associate of a Wesfarmers Group company; or
 - (iv) a relative, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above;
- (b) the report is made to:
 - (i) a Protected Disclosure Officer;
 - (ii) an officer or senior manager of a Wesfarmers Group company concerned;
 - (iii) Wesfarmers' external auditor (or a member of that audit team)²;
 - (iv) an actuary of a Wesfarmers Group company³;
 - (v) ASIC;
 - (vi) APRA; or
 - (vii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act even if the advice is to the effect that the disclosure does not relate to a disclosable matter;
- (c) the whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the Wesfarmers Group. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system.

Examples of conduct which may amount to a breach of the Corporations Act include: insider trading, insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.

- (d) The protections given by the Corporations Act when these conditions are met are:
 - (i) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
 - (ii) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
 - (iii) in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;⁴
 - (iv) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;

¹ See Part 9.4AAA of the *Corporations Act 2001* (Cth).

² Wesfarmers' external auditor can be found in its Annual Report and as at March 2024 was Ernst & Young, Trevor Hammond, Lead Partner.

³ Wesfarmers' actuary as at March 2024 is Finity Consulting Pty Ltd.

⁴ Such as where the disclosure has been made to ASIC or APRA, or where the disclosure qualifies as a public interest or emergency disclosure.

- (v) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (vi) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

Confidentiality

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of their identity;
- (b) disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
- (c) the concern is reported to ASIC, APRA, or the AFP; or
- (d) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

Disclosures may be made anonymously and the discloser may choose to remain anonymous and remain protected under the Corporations Act.

A "public interest disclosure" or an "emergency disclosure" may be made to a journalist or a parliamentarian under certain circumstances and qualify for protection. The discloser should seek independent legal advice before making such a disclosure.

Annexure B – Special Protections under the Taxation Administration Act

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by Wesfarmers or misconduct in relation to Wesfarmers Group's tax affairs if the following conditions are satisfied:

- (a) the whistleblower is or has been:
 - (i) an officer or team member of a Wesfarmers Group Company;
 - (ii) an individual who supplies goods or services to a Wesfarmers Group Company or a team member of a person who supplies goods or services to a Wesfarmers Group company;
 - (iii) an individual who is an associate of a Wesfarmers Group company;
 - (iv) a spouse, child, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above;
 - (b) the report is made to:
 - (i) a Protected Disclosure Officer;
 - (ii) a director, secretary or senior manager of a Wesfarmers Group Company concerned;
 - (iii) any Wesfarmers Group Company external auditor (or a member of that audit team)⁵;
 - (iv) a registered tax agent or BAS agent who provides tax or BAS services to a Wesfarmers Group company⁶;
 - (v) any other team member or officer of Wesfarmers who has functions or duties relating to tax affairs of the company (e.g. an internal accountant);
- (Wesfarmers recipients)**
- (vi) the Commissioner of Taxation; or
 - (vii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act; and
- (c) if the report is made to a Wesfarmers recipient, the whistleblower:
 - (i) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of a Wesfarmers Group Company or an associate of that company; and
 - (ii) considers that the information may assist the Wesfarmers recipient to perform functions or duties in relation to the tax affairs of a Wesfarmers Group Company or an associate of the company; and
- (d) if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the Commissioner of Taxation, to perform functions or duties in relation to the tax affairs of a Wesfarmers Group Company or an associate of the company.

The protections given by the Taxation Administration Act when these conditions are met are:

- (a) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- (c) where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
- (d) unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;

⁵ Wesfarmers' external auditor can be found in its Annual Report and as at March 2024 was Ernst & Young.

⁶ Wesfarmers' tax agent as at March 2024 is Ernst & Young.

- (e) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
- (f) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (g) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

Confidentiality

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of their identity;
- (b) disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations;
- (c) the concern is reported to the Commissioner of Taxation or the AFP; or
- (d) the concern is raised with a lawyer for the purpose obtaining legal advice or representation.

Annexure C – Whistleblower Consent Form

Acknowledgement and Consent to Disclosure for Investigation and Reporting Purposes

- (a) I have made a disclosure of information to:*
- (b) I have reasonable grounds to believe the information I have disclosed is true.
- (c) I have received a copy of the Wesfarmers Whistleblower Policy. I understand that information about my complaint that is unlikely to reveal my identity can be disclosed to any other Wesfarmers employee or consultant without my consent.
- (d) I understand that if my complaint is captured under whistleblower protections set out in whistleblower laws, my identity and information that is likely to reveal my identity cannot be disclosed to any other Wesfarmers employee or consultant (except for legal advisers) without my consent, unless the disclosure:
- (i) is made to a legal practitioner for the purpose of obtaining advice or representation in relation to whistleblower laws; or
 - (ii) is reasonably necessary for the purposes of investigating the matter and reasonable steps are taken to reduce the risk that I will be identified.
- (e) I give my consent to the disclosure of my identity, under conditions of confidentiality and for the purpose of investigation and reporting, to the following people (strike out any that you do not approve disclosure to):

A Wesfarmers Director**

Wesfarmers' Managing Director**

Chief Human Resources Officer**

Chief Financial Officer**

Group General Counsel**

Company Secretary**

Divisional/Business Unit Managing Director/Chief Executive Officer**

Divisional/Business Unit Chief Financial Officer**

Any partner or employee of an external law firm appointed by any of the above**

.....
Name of reporting person [print]

.....
Signature of reporting person

.....
Date

** Insert name of person receiving report*