



23 September 2019

The Manager
Company Announcements Office
Australian Securities Exchange

Dear Manager,

VOTING FORM - 2019 ANNUAL GENERAL MEETING

Attached is the Voting Form for the Coles Group Limited 2019 Annual General Meeting.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Daniella Pereira".

Daniella Pereira
Company Secretary



000001
000
SAM
MR SAM SAMPLE
FLAT 123
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN VIC 3030



Need assistance?



Phone:
(within Australia) 1300 171 785
(outside of Australia) +61 3 9415 4078



Mail:
Share Registry
Computershare Investor Services
Pty Limited
GPO Box 242
Melbourne Vic 3001 Australia



Your vote is important

For your vote or proxy appointment to be effective it must be received by 1.30pm (Melbourne Time) on Monday, 11 November 2019.

Voting Form

XX

How to Complete the Form:

Step 1 - Indicate How You Will Cast Your Vote

Select one option only. You can either cast a vote directly or you can appoint a proxy to vote on your behalf at the Annual General Meeting (Meeting).

Cast Your Vote Directly - Box A

If you wish to cast your vote directly, please mark box A.

OR

Appoint a Proxy to Vote on Your Behalf - Box B

Please refer to the instructions below on how to complete box B.

Appointing the Chairman of the Meeting as proxy

If you wish to appoint the Chairman of the Meeting as your proxy, please mark box B, as instructed in Step 1 overleaf. On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit.

Appointing an individual or body corporate as proxy

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the Meeting or does not vote on a poll as directed, the Chairman of the Meeting will be your proxy. Do not write the name of the issuer company, Coles Group Limited, or the registered shareholder in the space.

Appointing a second proxy

You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies, write both names and the percentage of votes or number of shares each proxy is appointed to exercise in the space provided, otherwise each proxy will be able to exercise half your votes. You may split this information out into two forms if you are completing a paper form, but please return both forms in the same envelope if you do this. Fractions of votes will be disregarded.

A proxy need not be a shareholder of the company. If you have appointed a proxy and do not mark any of the boxes in Step 2 on a given item, your proxy may vote as he or she chooses in respect of that item (subject to any voting restrictions that apply).

Proxy voting by the key management personnel

The key management personnel (KMP) of the Company (which includes each of the directors) and their closely related parties will not be able to vote your proxy on Items 3 or 4, and Mr Cain and his associates will not be able to vote your proxy on Item 4, unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint such a person as your proxy, please ensure you direct them how to vote on Items 3 and 4 in step 2.

Step 2 - How to Vote on Items of Business

You are able to cast your direct vote or direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage of votes or number of shares you wish to vote in the appropriate box or boxes.

If you mark more than one box on an item without specifying the portion of your voting rights to be voted on each, then your vote on that item will be invalid.

If you choose to cast your vote directly, please only mark either FOR or AGAINST for each item of business. Do not mark the ABSTAIN box. If you mark the ABSTAIN box for an item, your vote will not be cast.

If you mark Box A in Step 1 and you do not mark any of the boxes on a given item, your Voting Form will operate as a proxy appointment and your vote will be passed to the Chairman of the Meeting as your proxy.

Step 3 - Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders must sign.

Power of Attorney: To sign under a Power of Attorney, you must have already lodged this document with Computershare. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

If a representative of a corporate shareholder or proxy is to attend the Meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Form:

Online

Use your computer or smartphone to vote online or appoint a proxy at www.investorvote.com.au or scan the QR code below using your smartphone.

Your secure access information is:

Control Number: 12345
SRN/HIN: I123456789
Postcode: 1234



For intermediary online subscribers (custodians) use www.intermediaryonline.com

Fax

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Mail

Computershare Investor Services
Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person

Computershare Investor Services
Pty Limited
452 Johnston Street
Abbotsford Victoria 3067 Australia



For security reasons it is important that you keep your SRN/HIN confidential.

Step 1

Indicate How You Will Cast Your Vote

Select one option only

XX

Direct voting or proxy instructions for the Annual General Meeting of Coles Group Limited to be held at Melbourne Convention and Exhibition Centre, Melbourne Room, 1 Convention Centre Place, South Wharf, Melbourne, Victoria on Wednesday, 13 November 2019 at 1.30pm (Melbourne Time) and at any adjournment or postponement of that Meeting. I/we being member/s of Coles Group Limited direct the following:

A Vote Directly

☐

Record my/our votes in accordance with the directions in Step 2.

! You must mark **FOR** or **AGAINST** on each item for a valid direct vote to be recorded.
A valid Direct Vote will take priority over the appointment of a Proxy.

OR

B Appoint a Proxy to Vote on Your Behalf

I/We appoint

! Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

☐ the Chairman of the Meeting

OR

Insert the name of the individual or body corporate you are appointing if this person is somebody other than the Chairman of the Meeting

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally on my/our behalf, including to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting and at any postponement or adjournment of the Meeting.

Chairman to vote undirected proxies in favour: I/we acknowledge that the Chairman of the Meeting intends to vote all undirected and available proxies in favour of the resolutions for Items 2 to 5 and against the resolutions for Item 6.

Express authorisation of the Chairman to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), by completing and submitting this Voting Form, I/we expressly authorise the Chairman to exercise my/our proxy on **Items 3 and 4** (except where I/we have indicated a different voting intention below) even though the Chairman is, and these resolutions are connected directly or indirectly with the remuneration of, a member of key management personnel.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote **FOR** or **AGAINST** or **ABSTAIN** from voting on Items 3 and 4 by marking the appropriate box in step 2 below.

Step 2

Items of Business

| RESOLUTIONS RECOMMENDED BY THE BOARD FOR APPROVAL | | BOARD RECOMMENDATION | FOR | AGAINST | PROXY ONLY ABSTAIN* |
|---|---|----------------------|--------------------------|--------------------------|--------------------------|
| Item 2.1 | Re-election of James Graham as a Director | FOR | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 2.2 | Re-election of Jacqueline Chow as a Director | FOR | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 | Adoption of the Remuneration Report | FOR | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4 | Approval of long-term incentive grant of performance rights to the MD and CEO | FOR | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 5 | Appointment of Auditor | FOR | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| RESOLUTIONS NOT SUPPORTED BY THE BOARD | | BOARD RECOMMENDATION | FOR | AGAINST | PROXY ONLY ABSTAIN* |
| Item 6(a) | Amendment to Constitution | AGAINST | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 6(b) | Contingent resolution – Coles’ fresh food supply chain practices | AGAINST | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected and available proxies in favour of each item of business, except for Items 6(a) and 6(b) which he/she will vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any item, in which case an ASX announcement will be made.

* If you have appointed a proxy and you mark the ABSTAIN box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark ABSTAIN for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

Step 3

Signature of Securityholder(s)

This section must be completed in accordance with the instructions overleaf

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Contact Name

Shareholder 2

Director

Contact Daytime Telephone

Shareholder 3

Director/Company Secretary

Date / /

Change of Address - see below

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 1234567890 I N D