



1 September 2022

The Manager
Market Announcements Office
Australian Securities Exchange

Dear Manager,

2022 NOTICE OF ANNUAL GENERAL MEETING

The following documents will be distributed to shareholders on or before Friday 23 September 2022 in relation to the 2022 Annual General Meeting of Wesfarmers Limited (**AGM**) to be held in person and online on Thursday 27 October 2022 at 1:00pm (Perth time):

- Notice of Meeting (including the Explanatory Notes);
- Notice and Access Letter;
- Voting Form;
- Invitation to attend the AGM in person (shareholders do not need to RSVP if they are participating in the AGM online); and
- 2022 Annual Report (if requested).

The Notice of Meeting, Notice and Access Letter and 2022 Annual Report will be available on the company's website at www.wesfarmers.com.au

Shareholders will be able to submit their direct vote or proxy vote instructions from Friday 23 September 2022 in accordance with the instructions in the Important Information section of the Notice of Meeting.

Wesfarmers will be closely monitoring the evolving COVID-19 situation. If it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM, Wesfarmers will ensure that shareholders are given as much notice as possible via information lodged with the ASX and made available at www.wesfarmers.com.au

Yours faithfully,

A handwritten signature in blue ink that reads "V. Robinson".

Vicki Robinson
Executive General Manager
Company Secretariat

This announcement was authorised to be given to the ASX by the Wesfarmers Limited Board.

2022 Notice of Meeting

WESFARMERS LIMITED ABN 28 008 984 049



2022 Notice of Meeting

Notice is given that the 41st Annual General Meeting (**AGM**) of Wesfarmers Limited (**Wesfarmers** or **Company**) will be held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia on Thursday 27 October 2022 commencing at 1:00pm (Perth time).

Registration will open at 11:00am.

Shareholders and proxyholders may participate in our AGM either in person or may choose to participate in a live webcast of the meeting through the Lumi AGM online platform, including the ability to ask questions and vote online during the AGM. Please refer to the Important Information section of this Notice of Meeting for further details.

Shareholders and proxyholders can register to join the AGM through the Lumi AGM online platform from 12:00pm (Perth time) on Thursday 27 October 2022. Wesfarmers recommends that participants register at least 15 minutes before the AGM is scheduled to commence.

Shareholders and proxyholders who do not wish to participate in our AGM in person or online can dial into a teleconference to listen to the live broadcast of the meeting. Please contact Computershare on 1300 558 062 (within Australia) or (+61 3) 9415 4631 (outside Australia) to obtain the dial-in details ahead of the AGM. Please note that shareholders and proxyholders listening by teleconference will not be able to ask questions or vote during the AGM.

Due to the continuing developments in relation to the COVID-19 situation and public health concerns, Wesfarmers will be closely monitoring the evolving COVID-19 situation in Australia. If it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM, Wesfarmers will ensure that shareholders are given as much notice as possible via information lodged with the ASX and made available at www.wesfarmers.com.au

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Chairman's letter to Shareholders

1 September 2022

Dear Shareholder,

It is my pleasure to invite you to participate in the 2022 Annual General Meeting of Wesfarmers Limited (**AGM**).

This year shareholders and proxyholders will be able to participate in our AGM in person at a venue at our home base in Perth, Western Australia or via a live webcast of the meeting through the Lumi AGM online platform.

In light of the ongoing COVID-19 situation, we have decided to give shareholders the option to attend and participate either in person or via an online platform, or listen only via teleconference.

Attendance in person

The AGM will be held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia, on Thursday 27 October 2022 at 1:00pm (Perth time). The registration desk will be open from 11:00am. Details of the resolutions to be considered at the AGM, and a map of the venue, are included in this Notice of Meeting.

This year we will be exhibiting some of the Wesfarmers Group's products and services prior to the AGM, commencing at 11:00am (Perth time) and further details are included in the enclosed invitation. If you would like to attend the AGM in person, please complete the enclosed card and return it to us or register online at www.wesfarmers.com.au/agm

We will be closely monitoring the evolving COVID-19 situation in Australia. If it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM, we will ensure that shareholders are given as much notice as possible.

Attendance online

Shareholders and proxyholders who are unable to attend the AGM in person can participate in a live webcast of the meeting online via the Lumi AGM online platform, including the ability to vote and ask questions during the meeting.

Listening via teleconference

Shareholders and proxyholders who do not wish to participate in our AGM in person or online can dial into a teleconference to listen to the live broadcast of the meeting. Please contact Computershare on 1300 558 062 (within Australia) or (+61 3) 9415 4631 (outside Australia) to obtain the dial-in details ahead of the AGM. Please note that shareholders and proxyholders listening by teleconference will not be able to ask questions or vote during the AGM.

Please refer to the Important Information section of this Notice of Meeting for further details.

Wesfarmers website

There will be a page on our website dedicated to providing information about the 2022 AGM and how to attend and participate, or listen only via teleconference. You will be able to find this from our home page www.wesfarmers.com.au

It will include:

- a guide on to how to use the Lumi AGM online platform;
- helpful answers to frequently asked questions;
- access to the Notice of Meeting and 2022 Annual Report; and
- instructions on how to vote online and submit questions, which you will be able to do via www.investorvote.com.au from Friday 23 September 2022.

If it becomes necessary to give further updates about the AGM, information will be lodged with the ASX and made available at www.wesfarmers.com.au

Shareholder emails and electronic communications

If you haven't done so already, I encourage you to make the switch to paperless communications. It enables us to provide you with information more quickly, at lower cost and with less use of finite resources. To make the switch, contact Computershare on 1300 558 062 (within Australia) or (+61 3) 9415 4631 (outside Australia). On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Thursday 27 October 2022.

Yours sincerely,



Michael Chaney AO
Chairman
Wesfarmers Limited

Business of the AGM

All items of business at the AGM are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

Item 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 2022.

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

Item 2(a) to 2(c) – Election of Directors

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

- a) Ms Jennifer Anne Westacott AO;
- b) Mr Michael (Mike) Roche; and
- c) Ms Sharon Lee Warburton,

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

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

Item 3 – Adoption of the Remuneration Report

To consider and, if thought fit, approve the Remuneration Report for the year ended 30 June 2022, as set out in the 2022 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, including as proxy and
- by a person who is a member of the key management personnel as at the date of the AGM or their closely related parties, including as proxy,

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 in the submitted voting instructions; or where there is no specified voting direction, the vote is cast by the Chairman of the AGM 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.

Business of the AGM

Item 4 – Grant of KEEPP Deferred Shares and KEEPP 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 Key Executive Equity Performance Plan (**KEEPP**) Deferred Shares up to a maximum value of \$3,427,083 and KEEPP Performance Shares up to a maximum value of \$3,427,083 to the Group Managing Director, Mr Robert Scott, under the 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 associates). However, Wesfarmers need not disregard a vote cast by:

- such persons appointed as proxy or attorney on behalf of a person who is entitled to vote on this resolution, in accordance with the direction on the submitted voting instructions;
- the Chairman of the AGM, as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the Chairman to vote on this resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution; and (ii) the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 AGM 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



Vicki Robinson

Company Secretary
1 September 2022

Important Information

Shareholders entitled to participate in and vote at the AGM

The Board has determined that you will be entitled to participate in and vote at the AGM if you are a registered shareholder of Wesfarmers Limited as at **4:00pm (Perth time) on Tuesday 25 October 2022**.

Direct voting

Direct voting allows you to lodge your vote directly with Wesfarmers before the AGM, providing the flexibility to vote without needing to either participate in the AGM or appoint a proxy to participate in the AGM in your place (see instructions below). If you lodge a direct vote, you may still participate in the AGM in person or online, or listen only via teleconference.

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

For your direct vote to be effective, Computershare must receive your voting instructions, together with any relevant power of attorney, not less than 48 hours before the time for holding the AGM (that is, by 1:00pm (Perth time) on Tuesday 25 October 2022).

Appointing a Proxy

All shareholders who are entitled to participate in and vote at the AGM have the right to appoint a proxy to participate in the AGM and vote in their place. A proxy does not need to be a shareholder.

If you wish to appoint a proxy you must either:

1. nominate a proxy online (see instructions on pages 9 and 10 of this Notice of Meeting); or
2. complete and return the proxy voting section of the paper copy Voting Form for those shareholders who received a paper copy Notice and Access letter or Notice of Meeting.

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 either online or on the paper copy Voting Form (if you have received one), as applicable.

For your proxy appointment to be effective, it must be received by Computershare not less than 48 hours before the time for holding the AGM (that is, by 1:00pm (Perth time) on Tuesday 25 October 2022).

If you appoint the Chairman as your proxy but do not direct the Chairman on how to vote, then by completing and submitting your voting instructions 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.

Important Information

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.

Direct voting and lodgement of proxy voting instructions online

Wesfarmers encourages you to lodge your direct voting or proxy voting instructions online **from Friday 23 September 2022** 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**); the postcode registered on your holding (if you are an Australian shareholder); and the allocated Control Number **131152**. Overseas shareholders should select the relevant country from the drop-down box; or
- **Smartphone:** by using your smartphone to scan the QR code that appears on the Notice and Access letter or Voting Form (if you have received a paper copy), 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 www.investorvote.com.au or the Voting Form (if you have received a paper copy) for more information about submitting direct voting or proxy voting instructions online.

For shareholders who have received a personalised email, follow the instructions within the email to access the InvestorVote website from **Friday 23 September 2022**. For shareholders who have received a Notice and Access letter or Voting Form, your SRN or HIN has been included in the document. You can also locate your SRN or HIN on any paper copy statement sent to you in relation to your Wesfarmers shareholding.

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. If you wish to make proxy appointments that fit these criteria, please contact Computershare for information on how to do this.

Important Information

Lodging a Voting Form

For those shareholders who have received a paper copy Voting Form, you can lodge a direct vote or appoint a proxy either online from Friday 23 September 2022 or by completing and returning the paper copy Voting Form. Please follow the instructions on the Voting Form and ensure that you only complete the relevant section.

For your voting instructions to be effective, Computershare must receive your completed Voting Form, together with any relevant power of attorney, not less than 48 hours before the time for holding the AGM (that is, by 1:00pm (Perth time) on Tuesday 25 October 2022).

You can lodge your completed paper copy Voting Form with Computershare:

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

Body corporate representatives

A shareholder or proxyholder who is a body corporate 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 AGM.

Please provide your appointment documentation to Computershare by **1:00pm (Perth time) on Tuesday 25 October 2022**.

To obtain the relevant corporate representative documentation before this date, please download a copy from Investor Centre at **www-au.computershare.com/Investor/#Help/PrintableForms** or contact Computershare by calling 1300 558 062 (within Australia) or (+61 3) 9415 4631 (outside Australia).

You will require the shareholding details of the body corporate, including the SRN or HIN and registered address for the shareholding, in order to obtain the corporate representative documentation.

Important Information

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 and proxyholders

Wesfarmers welcomes questions from shareholders and proxyholders in the lead up to and during the AGM. In the interests of all participants, please ensure that your questions relate to matters being considered at the AGM and that are relevant to shareholders as a whole. It may not be possible to respond to all questions during the AGM and a number of similar questions may be grouped together and answered by the Chairman or by management.

Please note that only shareholders and proxyholders will be permitted to submit questions.

We encourage you to submit questions before the AGM by **1:00pm (Perth time) on Tuesday 25 October 2022** to allow the Company time to respond during the AGM. You can lodge a question using any of the options below:

- online from **Friday 23 September 2022** at **www.investorvote.com.au** using the Shareholder Question icon at the end of the voting process;
- by fax to 1800 783 447 (within Australia) or (+61 3) 9473 2555 (outside Australia); or
- by calling 1300 558 062 (within Australia) or (+61 3) 9415 4631 (outside Australia).

While the AGM is in progress, questions to the Board will only be able to be submitted from shareholders or proxyholders attending the physical AGM in person or participating online using the Lumi AGM online platform. Please note that shareholders and proxyholders listening to the AGM by teleconference will not be able to ask questions or vote during the AGM.

Important Information

Shareholder communications

Following the passing of the *Corporations Amendment (Meetings and Documents) Act* (Cth) 2022 in February 2022, Wesfarmers will now issue notices of annual general meetings electronically unless a shareholder has made an election to receive a paper copy of these documents.

If you wish to receive paper copies of notices of meeting, please update your preferences at www.computershare.com.au/easyupdate/wes or contact Computershare (using the details below). Alternatively, if you currently receive paper copies of notices of meeting and would prefer to receive them electronically, you can also update your preferences using the same process.

- **Phone:** Australia: 1300 558 062 or International: (+61 3) 9415 4631
- **Facsimile:** Australia: (03) 9473 2500 or International: (+61 3) 9473 2500
- **Website:** www.computershare.com.au
- **Email:** Get in contact with Computershare: www.investorcentre.com/contact
- **Postal address:** GPO Box 2975, Melbourne VIC 3001

Wesfarmers encourages you to provide an email address so that we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports.

Important Information

Attending the AGM in person

Shareholders and proxyholders can attend and participate in the AGM in person at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia (**PCEC**), including the ability to ask questions and cast votes during the meeting.

For the health, safety and wellbeing of all attendees, Wesfarmers will be observing any government or other appropriate requirements that apply based on the COVID-19 situation at the time. Shareholders and proxyholders who plan to attend the AGM should be mindful of government advice in relation to COVID-19 and monitor Wesfarmers' website and ASX announcements for any updates about the AGM.

The health, safety and wellbeing of Wesfarmers' shareholders, employees and other meeting attendees is of paramount importance. Please do not attend the AGM if you feel unwell or have been in close contact with someone who may have been exposed to COVID-19.

Given the continuing developments in relation to the COVID-19 situation and public health concerns, Wesfarmers will be closely monitoring the evolving COVID-19 situation in Australia. If it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM, Wesfarmers will ensure that shareholders are given as much notice as possible via information lodged with the ASX and made available at www.wesfarmers.com.au

For this reason, shareholders are encouraged to submit their voting instructions from Friday 23 September 2022 via www.investorvote.com.au before the AGM. Voting instructions in the lead up to the AGM must be received by Computershare by **1:00pm (Perth time) on Tuesday 25 October 2022** (refer to the instructions on pages 8 to 12 of this Notice of Meeting).

Important Information

How to vote and ask questions in person

Instructions on how shareholders and proxyholders can vote and ask questions in person will be provided at the AGM and will be similar to prior years when physical meetings have been held by Wesfarmers.

Venue information – Perth Convention and Exhibition Centre (PCEC)

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.

For your convenience, there is a car park underneath the PCEC. Undercover parking is available at a cost of \$6.00 per hour. Further parking options are available at www.cityofperthparking.com.au

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

Map

A map of the venue location has been included on page 28.

Important Information

Participating in the AGM online

Shareholders and proxyholders can watch and participate in the AGM virtually via the Lumi AGM online platform by using a computer, tablet or smartphone. Participating in the AGM online enables shareholders and proxyholders to view the AGM live, ask questions and cast their votes during the meeting.

To participate in the AGM online please visit <https://web.lumiagm.com> and then enter the meeting ID listed below or visit <https://web.lumiagm.com/306704719> on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. You can check your current browser is compatible at www.whatismybrowser.com

Online registration will open at 12:00pm (Perth time) on Thursday 27 October 2022 (one hour before the AGM is scheduled to commence). Wesfarmers recommends that participants register at least 15 minutes before the AGM is scheduled to commence.

The meeting ID for the Wesfarmers AGM is 306-704-719

Shareholder login details:

You will need the following details to login:

1. your Shareholder Reference Number (SRN) / Holder Identification Number (HIN); and
2. the postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the User Guide available at www.wesfarmers.com.au

Proxyholder login details:

Proxyholders will need to contact Computershare on (+61 3) 9415 4024 to obtain their login details to participate online during the AGM.

Need help?

If you experience difficulty logging into the AGM using the Lumi AGM online platform, please contact Lumi on (+61 2) 8075 0100.

If you cannot locate your SRN or HIN, you can find your SRN or HIN on any paper copy statement sent to you in relation to your Wesfarmers shareholding, or if you have created an account on Investor Centre, by logging in to access your details at www-au.computershare.com/Investor. Please note for security reasons Computershare is not able to provide you with your SRN/HIN over the telephone.



Please refer to the User Guide on our website at www.wesfarmers.com.au

Important Information

How to vote online

Before the AGM

From Friday 23 September 2022 until 1:00pm (Perth time) on Tuesday 25 October 2022, shareholders can lodge a direct vote or appoint a proxy online at www.investorvote.com.au or www.intermediaryonline.com for custodians and nominees.

At the AGM

Shareholders and proxyholders can cast their votes during the AGM by logging into <https://web.lumiagm.com> using a computer, tablet or smartphone as described on page 15 of this Notice of Meeting.

How to ask questions online

Before the AGM

Please submit questions by 1:00pm (Perth time) on Tuesday 25 October 2022 to allow the Company time to respond during the AGM:

- Online from Friday 23 September 2022 at www.investorvote.com.au using the Shareholder Question icon at the end of the voting process.
- Fax 1800 783 447 (within Australia) or (+61 3) 9473 2555 (outside Australia).
- Call the share registry on 1300 558 062 (within Australia) or (+61 3) 9415 4631 (outside Australia).

At the AGM

Shareholders and proxyholders can log into <https://web.lumiagm.com> using a computer, tablet or smartphone as described on page 15 of this Notice of Meeting.

Technical difficulties

Technical difficulties may arise during the course of the AGM which may impact shareholders and proxyholders participating in the AGM through the Lumi AGM online platform. The Chairman has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the AGM is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders are encouraged to submit their voting instructions from Friday 23 September 2022 via www.investorvote.com.au before the AGM. Voting instructions in the lead up to the AGM must be received by Computershare by **1:00pm (Perth time) on Tuesday 25 October 2022** (refer to the instructions on pages 8 to 12 of this Notice of Meeting).

How to listen to the AGM by teleconference

Shareholders and proxyholders who do not wish to participate in our AGM in person or online can dial into a teleconference to listen to the live broadcast of the meeting. Please contact Computershare on 1300 558 062 (within Australia) or (+61 3) 9415 4631 (outside Australia) to obtain the dial-in details ahead of the AGM. Please note that shareholders and proxyholders listening by teleconference will not be able to ask questions or vote during the AGM.

Explanatory Notes

Item 1 – Financial Statements and Reports

The *Corporations Act 2001* (Cth) requires Wesfarmers' financial statements and reports for the last financial year to be presented to the AGM. The financial statements and reports are contained in the 2022 Annual Report.

The 2022 Annual Report is available from the Wesfarmers website at www.wesfarmers.com.au

While no resolution is required in relation to this item, shareholders and proxyholders 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 AGM and shareholders and proxyholders 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) - 2(c) – Election of Directors

In accordance with Wesfarmers' Constitution and the ASX Listing Rules, Ms Jennifer Anne Westacott AO, Mr Michael (Mike) Roche and Ms Sharon Lee Warburton 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. Ms Westacott has advised the Company that, should she be re-elected by shareholders for another three-year term at this year's AGM, she would not seek a further term as a director of Wesfarmers.

The experience, qualifications and other information about each of the candidates appears on pages 18 to 20 of this Notice of Meeting.

Recommendation

The Board recommends the re-election of Ms Jennifer Anne Westacott AO, 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.



JENNIFER ANNE WESTACOTT AO

BA (Honours), FAICD, FIPAA
Age: 62
Term: Director since April 2013
Independent: Yes

Skills and experience:

Ms Westacott 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.

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

Directorships of listed entities (last three years):

- Nil

Other directorships/offices (current and recent):

- Patron of Fairbreak Global Pty Ltd (appointed December 2021)
- Member of University of New South Wales Council (appointed December 2019)
- Chair of Studio Schools of Australia (appointed July 2019)
- Patron of The Pinnacle Foundation (appointed March 2019)
- Chair of the Western Parkland City 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 and retired February 2020)
- Adjunct Professor at the City Research Futures Centre of the University of New South Wales

Wesfarmers committee memberships:

- Member of the Audit and Risk, and Nomination committees

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



MICHAEL (MIKE) ROCHE

BSc, GAICD, FIA (London), FIA (Australia)
Age: 69
Term: Director since February 2019
Independent: Yes

Skills and experience: Mr Roche 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.

Mr Roche 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. Mr Roche 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.

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

Directorships of listed entities (last three years):

- Director of Macquarie Bank Limited (appointed January 2021)
- Director of Macquarie Group Limited (appointed January 2021)

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)
- Trustee Director of Energy Industries Superannuation Scheme Pty Ltd (appointed November 2016 and retired September 2021)

Wesfarmers committee memberships:

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

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



SHARON LEE WARBURTON

B Bus (Accounting and Business Law), FCA, FAICD
Age: 52
Term: Director since August 2019
Independent: Yes

Skills and experience:

Ms Warburton holds a Bachelor of Business (Accounting and Business Law) from Curtin University, is a Fellow of Chartered Accountants Australia and New Zealand and a Fellow of the Australian Institute of Company Directors.

Ms Warburton has extensive board and executive experience in corporate strategy, business operations, finance, accounting, risk management, sustainability, environment, social and governance (ESG), and Indigenous engagement; particularly in the resources, construction, infrastructure and property sectors, along with significant expertise in governance and remuneration.

In her executive career, Ms Warburton 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.

Ms Warburton is also active in other sectors including the not-for-profit sector as a Director of the Perth Children's Hospital Foundation and the Indigenous sector as an Independent Director of Karlka Niyiyaparli Aboriginal Corporation RNTBC. In 2014, she was awarded WA Telstra Business Woman of the Year.

Directorships of listed entities (last three years):

Current:

- Northern Star Resources Limited (appointed September 2021)
- Blackmores Limited (appointed April 2021)
- Worley Limited (appointed February 2019)

Previous:

- NEXTDC Limited (appointed April 2017 and resigned March 2020)
- Gold Road Resources Limited (appointed May 2016 and resigned September 2021)
- Fortescue Metals Group Limited (appointed as a Director in November 2013 and as Co-Deputy Chairman in July 2017, and resigned March 2020)

Other directorships/offices (current and recent):

- Director of Mirvac Funds Management Australia Limited (appointed July 2022)
- Thiess Group Holdings Pty Limited (appointed July 2021)
- Director of Karlka Niyiyaparli Aboriginal Corporation RNTBC (appointed December 2020)
- Director of Perth Children's Hospital Foundation (appointed February 2014)
- Adjunct Professor (Strategy & Leadership) of Curtin University's Faculty of Business and Law (since 2019)
- Member of the Australian Takeovers Panel (since 2015)

Wesfarmers committee memberships:

- Chairman of the Audit and Risk Committee
- Member of the Nomination Committee

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

Explanatory Notes

Item 3 – Adoption of the Remuneration Report

The Remuneration Report contained in the 2022 Annual Report is required to be considered by shareholders in accordance with section 250R of the *Corporations Act 2001* (Cth) at the AGM.

The Remuneration Report is set out on pages 98 to 127 of the 2022 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 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 2022 financial year has driven remuneration outcomes for the executive key management personnel (**KMP**) to reflect their individual contribution; and
- confirms the remuneration of non-executive directors, the executive director and other executive KMP for the year ended 30 June 2022.

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

Recommendation

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

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

Mr Robert Scott participated in the Key Executive Equity Performance Plan (**KEEPP**) in the 2022 financial year and was assessed against an annual scorecard comprising Group net profit after tax, return on equity, safety, Group ecosystem measures (including measures relating to the Group's data and digital initiatives) and individual performance objectives, comprising business enhancing and sustainability objectives (including objectives relating to reputation, risk management, people and culture, and climate change-related initiatives). As outlined in the Remuneration Report, Mr Scott achieved 91.4 per cent of his maximum opportunity.

If approved by shareholders, Mr Scott's KEEPP award will be provided in an allocation of KEEPP Deferred Shares and KEEPP Performance Shares. The Board has approved an allocation to Mr Scott of KEEPP Deferred Shares up to a maximum value of \$3,427,083 and KEEPP Performance Shares up to a maximum value of \$3,427,083 (see page 22 for details on how the number of KEEPP Deferred Shares and KEEPP Performance Shares to be allocated to Mr Scott will be determined).

Vesting of the KEEPP Performance Shares is subject to financial performance conditions and performance conditions relating to Wesfarmers' portfolio management and investment outcomes. These performance conditions will be assessed over a four-year performance period.

Explanatory Notes

In line with the Board's belief in equity-based incentives outlined above, Mr Scott was not entitled to any cash award under the 2022 KEEPP.

Approvals Sought

Shareholders are asked to approve the 2022 KEEPP allocation of KEEPP Deferred Shares and KEEPP Performance Shares to the Group Managing Director, Mr Robert Scott. Approval is sought for the grant of KEEPP Deferred Shares and KEEPP Performance Shares to Mr Scott pursuant to the KEEPP as he is also a director of Wesfarmers. Approval is sought under ASX Listing Rule 10.14.1 and for all other purposes.

In the event of cessation of employment, in certain circumstances, it is the Board's intention to leave the KEEPP Deferred Shares and KEEPP Performance Shares on foot to be released or tested (as applicable) in the ordinary course. However, to maintain flexibility, in appropriate circumstances upon Mr Scott ceasing employment, approval is sought under section 200E of the *Corporations Act 2001* (Cth) for Wesfarmers to deal with the KEEPP Deferred Shares and KEEPP Performance Shares in accordance with the terms of the KEEPP where to do so would constitute the giving of a termination benefit to Mr Scott.

Recommendation

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 Scott as an executive director.

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

Key Terms

The key terms of the grant of KEEPP Deferred Shares and KEEPP Performance Shares proposed to be made to Mr Scott in respect of the 2022 KEEPP award are set out on the following pages.

Number allocated

The 2022 KEEPP award for Mr Scott comprises the following components:

- up to \$3,427,083 in the form of KEEPP Deferred Shares; and
- up to \$3,427,083 in the form of KEEPP Performance Shares.

To determine the number of KEEPP Deferred Shares and KEEPP Performance Shares to be allocated to Mr Scott, the value of each component of Mr Scott's KEEPP award referred to above will be divided by the face value of a Wesfarmers share. The face value will be calculated using the volume-weighted average price of Wesfarmers shares over the 10-day trading period immediately following Wesfarmers shares commencing trading ex-dividend in August 2022. The pricing period for the 2022 KEEPP award will be 31 August 2022 to 13 September 2022.

Date of grant

If shareholder approval is obtained, it is intended that the KEEPP Deferred Shares and KEEPP Performance Shares will be granted to Mr Scott by the end of November 2022. In any event, they will be granted within 12 months of receiving shareholder approval.

Explanatory Notes

KEEPP Deferred Shares

The KEEPP Deferred Shares are subject to a 12-month service condition (the forfeiture period), after which time they will vest but remain subject to trading restrictions of four years (applying to one-third of the KEEPP Deferred Shares), five years (applying to one-third of the KEEPP Deferred Shares) and six years (applying to one-third of the KEEPP Deferred Shares). The trading restrictions are a key feature of the KEEPP Deferred Shares and seek to provide alignment with shareholders' longer term interests, with a significant portion of remuneration linked to Group performance over the long term.

The KEEPP Deferred Shares will be released from restrictions on the day following the full-year results announcement in each of the 2026, 2027 and 2028 financial years, expected to be in August 2026, August 2027 and August 2028 respectively (i.e. the beginning of the trading window) and will not be subject to any trading restrictions once released (subject to complying with Wesfarmers' Securities Trading Policy). Mr Scott may, however, request at the time of applying to participate in the KEEPP grant, that a longer restriction of up to 15 years apply to any KEEPP Deferred Shares allocated to him.

Each KEEPP Deferred Share is a newly issued, unquoted, fully-paid ordinary share in Wesfarmers and no amount is payable by Mr Scott upon the grant or vesting of a KEEPP Deferred Share. Wesfarmers will seek quotation of these fully-paid ordinary shares in Wesfarmers following vesting at the end of the 12-month service condition.

KEEPP Performance Shares

The KEEPP Performance Shares have performance conditions which will be measured over a four-year performance period from 1 July 2022 to 30 June 2026. The performance conditions are specific to Mr Scott's role as Group Managing Director and will be tested at the end of the 2026 financial year. The KEEPP Performance Shares remain at-risk throughout the performance period, with performance conditions chosen to reinforce the focus on Group results and outcomes which are aligned with long-term shareholder interests.

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 (80 per cent weighting) over the performance period; and
- Wesfarmers' portfolio management and investment outcomes (20 per cent weighting).

Vesting schedule against relative TSR (80 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):

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.

Throughout the performance period, the Board maintains a log of portfolio management and investment decisions and rationale, including decisions not to proceed with portfolio changes or investments. At the end of the performance period, the Board will consider the validity of these decisions from a shareholder value creation perspective, with a greater weighting placed upon decisions made in the first year of the performance period.

The performance conditions will be tested following the end of the four-year performance period. Following testing, any KEEPP 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.

KEEPP Performance Shares that vest are not subject to any additional trading restrictions (subject to complying with Wesfarmers' Securities Trading Policy).

Each KEEPP Performance Share is a newly issued, unquoted, fully-paid ordinary share in Wesfarmers and no amount is payable by Mr Scott upon the grant or vesting of a KEEPP Performance Share. On vesting, Wesfarmers will seek quotation of these fully-paid ordinary shares in Wesfarmers.

Cessation of employment

KEEPP Deferred Shares

If Mr Scott ceases employment because he resigns during the 12-month forfeiture period, or breaches the restraint clause in his employment agreement, or is dismissed in certain circumstances including for cause or significant underperformance, all unvested KEEPP Deferred Shares and all vested KEEPP Deferred Shares which remain subject to a trading restriction will be forfeited, unless the Board determines otherwise.

In all other circumstances, the KEEPP Deferred 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. This means that the Board has discretion to forfeit or lift the restrictions on some or all of the KEEPP Deferred Shares early.

KEEPP Performance Shares

If Mr Scott ceases employment during the four-year performance period because he resigns, or breaches the restraint clause in his employment agreement, or is dismissed in certain circumstances including for cause or significant underperformance, all KEEPP Performance Shares will be forfeited, unless the Board determines otherwise.

In all other circumstances, the KEEPP Performance Shares will remain on foot subject to the original terms of offer (including testing of the performance conditions), as though Mr Scott had not ceased employment, unless the Board determines otherwise.

Clawback and adjustment

The terms of the KEEPP allow for the Board, in certain circumstances, to clawback or adjust any awards of KEEPP Deferred Shares and KEEPP Performance Shares which were granted, have vested or may vest, or are released or may be released (as applicable).

For example, these powers can be exercised 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. In such circumstances, 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 inappropriate benefit is derived. The Board has discretion to adjust any conditions applicable to an award, if considered appropriate.

Dividends and other distributions

Dividend (and other distribution) entitlements are only received by Mr Scott in respect of KEEPP Deferred Shares and KEEPP Performance Shares that vest.

KEEPP Deferred Shares and KEEPP Performance Shares carry voting rights and entitlements to dividends and other distributions in line with other fully-paid ordinary shares in Wesfarmers. Dividends have a deferred payment date, being after Wesfarmers seeks quotation of the relevant shares upon vesting. Any other distributions will be escrowed.

On satisfaction of relevant service or performance conditions (as applicable) and vesting, the KEEPP Deferred Shares or the KEEPP Performance Shares, as applicable, will be quoted and Mr Scott will receive his accrued dividend and other distribution entitlements at that time. No dividend entitlements are receivable by Mr Scott in respect of KEEPP Deferred Shares or KEEPP Performance Shares that do not vest. If any other distributions are held in escrow, a portion of the escrowed amount will be paid to Mr Scott to enable him to satisfy any tax liability on the payment.

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.

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme: (a) a director of the company; (b) an associate of a director of the company; or (c) a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders, unless it obtains the approval of its shareholders. As shareholder approval is sought under ASX Listing Rule 10.14, approval under ASX Listing Rule 7.1 or 10.11 is not required. If the resolution in Item 4 is passed, the Company will be able to proceed with the issue of the KEEPP Deferred Shares and KEEPP Performance Shares to Mr Scott, who will be remunerated accordingly.

Approval was sought for the allocation of KEEPP Deferred Shares (previously named Restricted Shares) and KEEPP Performance Shares to Mr Scott under the 2018, 2019, 2020 and 2021 KEEPP at the 2018, 2019, 2020 and the 2021 AGMs respectively. In accordance with this approval:

- 92,497 KEEPP Deferred Shares and 92,497 KEEPP Performance Shares were allocated (at no cost) to Mr Scott on 17 December 2018 as his 2018 KEEPP award;
- 79,995 KEEPP Deferred Shares and 79,995 KEEPP Performance Shares were allocated (at no cost) to Mr Scott on 2 December 2019 as his 2019 KEEPP award;

Explanatory Notes

- 28,609 KEEPP Deferred Shares and 28,609 KEEPP Performance Shares were allocated (at no cost) to Mr Scott on 1 December 2020 as his 2020 KEEPP award; and
- 63,273 KEEPP Deferred Shares and 63,273 KEEPP Performance Shares were allocated (at no cost) to Mr Scott on 8 December 2021 as his 2021 KEEPP award.

The following securities have also previously been issued to Mr Scott under the KEEPP:

- 32,088 KEEPP Deferred Shares and 32,088 KEEPP Performance Shares were allocated (at no cost) to Mr Scott on 24 November 2016 as his 2016 KEEPP award; and
- 60,848 KEEPP Deferred Shares and 60,848 KEEPP Performance Shares were allocated (at no cost) to Mr Scott on 29 September 2017 as his 2017 KEEPP award.

Following approval of the demerger of Coles from the Wesfarmers Group, all shares issued to Mr Scott under the 2016 KEEPP award and the 2017 KEEPP award were cancelled on 21 November 2018. Following the implementation of the demerger, these awards were replaced with:

- 45,138 KEEPP Deferred Shares and 45,138 KEEPP Performance Shares which were issued (at no cost) to Mr Scott on 17 December 2018 in accordance with the Replacement 2016 KEEPP award; and
- 85,595 KEEPP Deferred Shares and 85,595 KEEPP Performance Shares which were issued (at no cost) to Mr Scott on 17 December 2018 in accordance with the Replacement 2017 KEEPP award.

Mr Scott is a related party of the Company by virtue of being a director and falls into the category stipulated by ASX Listing Rule 10.14.1 and is the only director of Wesfarmers entitled to participate in the KEEPP and receive KEEPP Deferred Shares and KEEPP Performance Shares under the KEEPP. There will not be any loan 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.

For the purposes of ASX Listing Rule 10.15.4, Mr Scott's current total remuneration comprises fixed annual remuneration (**FAR**) of \$2,500,000 and variable remuneration delivered under the KEEPP. Mr Scott's target variable incentive opportunity under the KEEPP is 100 per cent of FAR in KEEPP Deferred Shares and 100 per cent of FAR in KEEPP Performance Shares, with his maximum variable incentive opportunity under the KEEPP set at 150 per cent of FAR in KEEPP Deferred Shares and 150 per cent of FAR in KEEPP Performance Shares. The grant of KEEPP Deferred Shares and KEEPP Performance Shares are subject to approval by shareholders as set out in this Notice of Meeting.

Further information on Mr Scott's remuneration is set out in the Remuneration Report on pages 98 to 127 of the 2022 Annual Report.

Details of any KEEPP Deferred Shares and KEEPP Performance Shares issued under the KEEPP will be published in the Wesfarmers Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of shares under the KEEPP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

For the purposes of ASX Listing Rule 10.15.12, a voting exclusion statement is included in this Notice of Meeting.

Explanatory Notes

Other required information – section 200E Corporations Act 2001 (Cth)

The value of any potential termination benefit that may be provided in relation to KEEPP Deferred Shares and KEEPP 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 KEEPP Deferred Shares and KEEPP Performance Shares by the Wesfarmers share price prevailing as at that time.

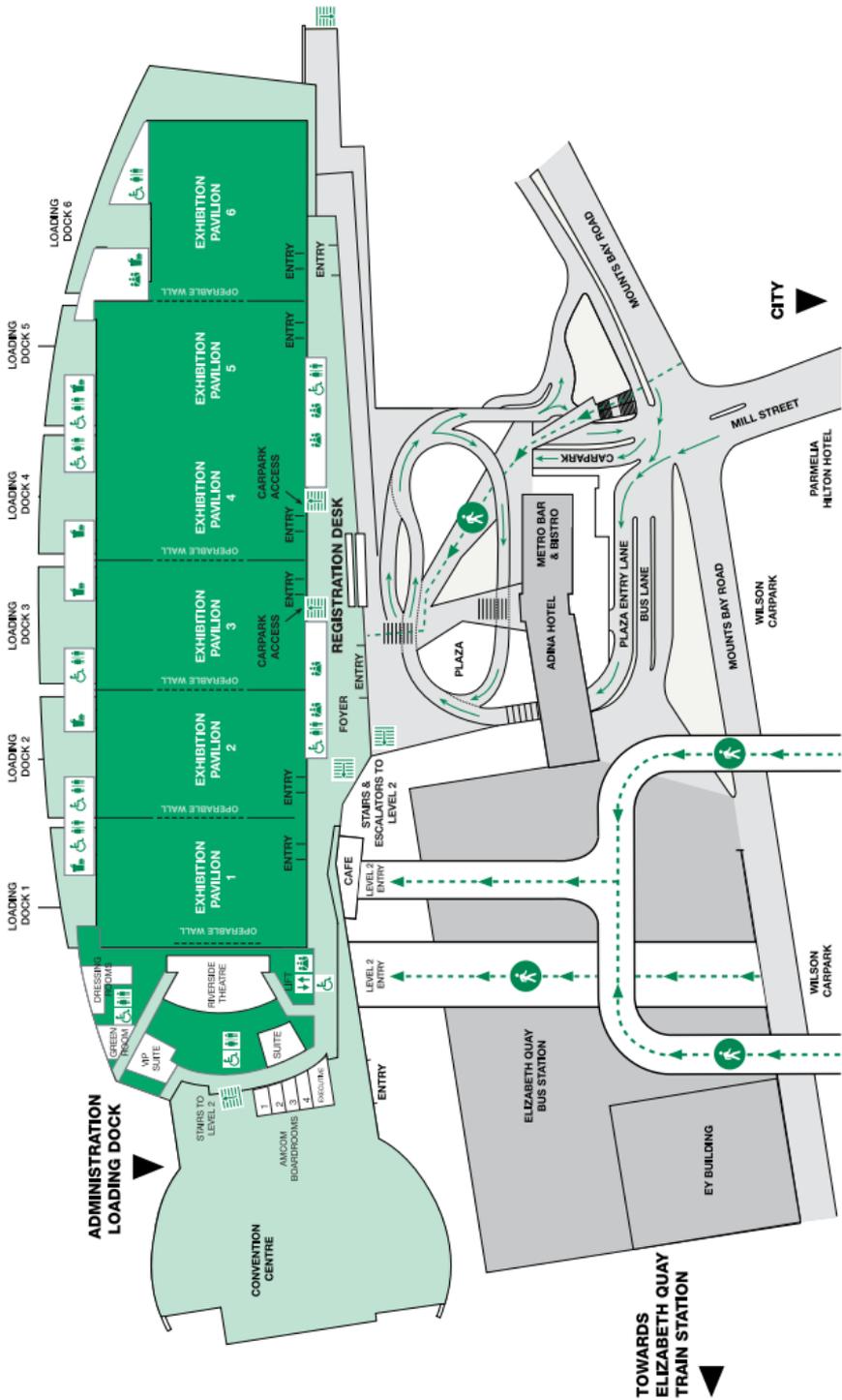
The matters, events and circumstances that may affect the calculation of the value include:

- the number of KEEPP Deferred Shares and KEEPP 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 cessation of employment;
- the performance against the performance conditions for the KEEPP 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 forfeiture 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.

If not approved

If shareholders do not approve the grant of KEEPP Deferred Shares and KEEPP Performance Shares under the KEEPP for Mr Scott, the proposed grant of KEEPP Deferred Shares and KEEPP 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 executive KMP 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.

Venue Map – Perth Convention and Exhibition Centre (PCEC)



Need assistance?



Phone:
(within Australia) 1300 558 062
(outside Australia) +61 3 9415 4631



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your voting instructions to be effective they must be received by 1:00pm (Perth time) on Tuesday 25 October 2022.

2022 ANNUAL GENERAL MEETING - NOTICE AND ACCESS

Meeting date and location

The Wesfarmers Limited 2022 Annual General Meeting (**AGM**) will be held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia on **Thursday 27 October 2022 at 1:00pm (Perth time)**.

Shareholders and proxyholders may participate in our AGM either in person or may choose to participate in a live webcast of the meeting through the Lumi AGM online platform, including the ability to ask questions and vote online during the AGM. Shareholders and proxyholders who do not wish to participate in our AGM in person or online can dial into a teleconference to listen to the live broadcast of the meeting. Please refer to the Important Information section of the Notice of Meeting for further details.

Details of where you can access this year's Notice of Meeting and other meeting documents, lodge a vote and participate in the AGM are set out in this notice.

Due to the continuing developments in relation to the COVID-19 situation and public health concerns, Wesfarmers will be closely monitoring the evolving COVID-19 situation in Australia. If it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM, Wesfarmers will ensure that shareholders are given as much notice as possible via information lodged with the ASX and made available at www.wesfarmers.com.au

Access meeting documents online

The 2022 Notice of Meeting, Annual Report and other meeting documents are now available online at www.wesfarmers.com.au. You will not receive a paper copy of the Notice of Meeting unless you have elected to receive one. You can request a paper copy of the Notice of Meeting by contacting Computershare on 1300 558 062 (within Australia) or (+61 3) 9415 4631 (outside Australia).

Attending the AGM in person

This year we will be exhibiting some of the Wesfarmers Group's products and services prior to the AGM, commencing at 11:00am (Perth time) and further details are included in the enclosed invitation. If you would like to attend the AGM in person, please complete the enclosed card and return it to us or register online at www.wesfarmers.com.au/agm

Instructions on how shareholders and proxyholders can vote and ask questions in person will be provided at the AGM and will be similar to prior years when physical meetings have been held by Wesfarmers.

Please refer to the Important Information section of the Notice of Meeting for further details on attending the AGM in person.

Participating in the AGM online

Please refer to the Important Information section of the Notice of Meeting and instructions overleaf for details on participating in the AGM online.

Lodge your voting instructions before the AGM online, by mail or by fax

Lodge your vote or appoint a proxy online from Friday 23 September 2022 at www.investorvote.com.au using your registration details or use your smartphone to scan the personalised QR code.

Your registration details are:



Control Number: 131152

SRN/HIN:

Postcode:

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

Enclosed with this notice is a paper copy Voting Form which you can either use to lodge your voting instructions online, or complete and return by mail, fax or in person, following the instructions on the Voting Form.

For your voting instructions to be effective, Computershare must receive them not less than 48 hours before the time for holding the AGM (that is, by 1:00pm (Perth time) on Tuesday 25 October 2022).

Please note for security reasons it is important that you keep your SRN/HIN confidential.

Submit your question(s) before the AGM online, by fax or by phone

Please refer to the Important Information section of the Notice of Meeting and the 'How to ask questions - Before the AGM' section overleaf for details on how to submit your question(s) before the AGM.

PARTICIPATING IN THE AGM ONLINE

How to participate online



Shareholders and proxyholders can watch and participate in the AGM virtually via the Lumi AGM online platform by using a computer, tablet or smartphone. Participating in the AGM online enables shareholders and proxyholders to view the AGM live, ask questions and cast their votes during the meeting.

To participate in the AGM online please visit <https://web.lumiagm.com> and then enter the meeting ID listed below or visit <https://web.lumiagm.com/306704719> on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. You can check your current browser is compatible at www.whatismybrowser.com

Online registration for the AGM will open at 12:00pm (Perth time) on Thursday 27 October 2022 (one hour before the AGM is scheduled to commence). Wesfarmers recommends that participants register at least 15 minutes before the AGM is scheduled to commence.

The meeting ID for the Wesfarmers AGM is 306-704-719

Shareholder login details:

You will need the following details to login:

1. your Shareholder Reference Number (SRN) / Holder Identification Number (HIN); and
2. the postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the User Guide available at www.wesfarmers.com.au

Proxyholder login details:

Proxyholders will need to contact Computershare on (+61 3) 9415 4024 to obtain their login details to participate online during the AGM.



How to vote

Before the AGM

From Friday, 23 September 2022 to 1:00pm (Perth time) on Tuesday 25 October 2022, shareholders can lodge a direct vote or appoint a proxy online at www.investorvote.com.au or www.intermediaryonline.com for custodians and nominees.

At the AGM

Shareholders and proxyholders can log into <https://web.lumiagm.com> using a computer, tablet or smartphone as described above.

How to ask questions



Before the AGM

Please submit questions by 1:00pm (Perth time) on Tuesday 25 October 2022 to allow Wesfarmers time to respond during the AGM:

- **Online** from Friday 23 September 2022 at www.investorvote.com.au using the Shareholder Question icon at the end of the voting process.
- **Fax** 1800 783 447 (within Australia) or (+61 3) 9473 2555 (outside Australia).
- **Call** the share registry on 1300 558 062 (within Australia) or (+61 3) 9415 4631 (outside Australia).

At the AGM

Shareholders and proxyholders can log into <https://web.lumiagm.com> using a computer, tablet or smartphone as described above.

Need help?

If you experience difficulty logging into the AGM using the Lumi AGM online platform, please contact Lumi on (+61 2) 8075 0100. If you cannot locate your SRN or HIN, you can find your SRN or HIN on any paper copy statement sent to you in relation to your Wesfarmers shareholding, or if you have created an account on Investor Centre, by logging in to access your details at www-au.computershare.com/Investor. Please note for security reasons Computershare is not able to provide you with your SRN/HIN over the telephone. Please refer to the User Guide on the Wesfarmers website at www.wesfarmers.com.au

How to listen to the AGM by teleconference

Shareholders and proxyholders who do not wish to participate in our AGM in person or online can dial into a teleconference to listen to the live broadcast of the meeting. Please contact Computershare on 1300 558 062 (within Australia) or (+61 3) 9415 4631 (outside Australia) to

obtain the dial-in details ahead of the AGM. Please note that shareholders and proxyholders listening by teleconference will not be able to ask questions or vote during the AGM.

Shareholder communications

Following the passing of the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth) in February 2022, Wesfarmers will now issue notices of annual general meetings electronically unless a shareholder has made an election to receive a paper copy of these documents.

If you wish to receive paper copies of notices of meeting, please update your preferences at www.computershare.com.au/easyupdate/wes or contact Computershare (using the following details). Alternatively, if you currently receive paper copies of notices of meeting and would prefer to receive them electronically, you can also update your preferences using the same process.

- **Phone:** Australia: 1300 558 062 or International: (+61 3) 9415 4631
- **Facsimile:** Australia: (03) 9473 2500 or International: (+61 3) 9473 2500
- **Website:** www.computershare.com.au
- **Email:** Get in contact with Computershare: www.investorcentre.com/contact
- **Postal address:** GPO Box 2975, Melbourne VIC 3001

Wesfarmers encourages you to provide an email address so that we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports.

Need assistance?

**Phone:**

(within Australia) 1300 558 062
(outside of Australia) +61 3 9415 4631

**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 1:00pm (Perth time) on Tuesday 25 October 2022

Voting Form - Annual General Meeting

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 (AGM).

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.

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 participate in the AGM, the Chairman of the meeting will be your proxy. Do not write the name of the issuer company, Wesfarmers Limited, or the registered shareholder in the space.

Appointing a second proxy

You are entitled to appoint up to two proxies to participate in the AGM and vote on a poll. If you appoint two proxies, write both names and the percentage of votes or number of shares for each proxy 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 together 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 on a given item, your proxy may vote as he or she chooses in respect of that item.

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 three 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 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 cast your direct vote and you do not mark any of the boxes on a given item, you will be deemed to have not voted on that item.

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 should sign.

Power of Attorney: To sign under a Power of Attorney, you must have already lodged the Power of Attorney with Computershare. If you have not previously lodged the Power of Attorney for notation, please attach a certified photocopy of it 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 body corporate which is a shareholder or proxy wishes to appoint a representative to participate in the AGM, the body corporate will need to provide the appropriate 'Certificate of Appointment of Corporate Representative'. A form of the certificate may be obtained from Computershare or online at www.computershare.com.au.

 **PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.**

Lodge your Voting Form:

Via the internet:

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: 131152

SRN/HIN:

Postcode:



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

By Fax:

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

By 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

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

Voting Form

Please mark to indicate your directions

STEP 1

Indicate How You Will Cast Your Vote Select one option only

Direct voting or proxy instructions for the Annual General Meeting of Wesfarmers Limited to be held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia on Thursday 27 October 2022 at 1:00pm (Perth time) and at any adjournment or postponement of that AGM. I/we being member/s of Wesfarmers Limited direct the following:

1. Cast Your Vote Directly

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

PLEASE NOTE: You must mark FOR, AGAINST, or ABSTAIN on each item for a valid direct vote to be recorded.

OR

2. Appoint a Proxy to Vote on Your Behalf

I/We appoint

B 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

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the meeting. Do not insert your own name(s).

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 at the meeting 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 AGM.

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 each resolution.

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), 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

		For	Against	Abstain
Item 2(a)	Re-election of J A Westacott AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b)	Re-election of M Roche	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(c)	Re-election of S L Warburton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Grant of KEEPP Deferred Shares and KEEPP Performance Shares to the Group Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

PLEASE NOTE: 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 poll and your votes will not be counted in computing the required majority. If you are directly voting and you tick 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 Shareholder(s) This section must be completed in accordance with the instructions overleaf

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____



You're invited

Wesfarmers 2022 Annual General Meeting



Thursday 27 October 2022
Perth Convention and Exhibition Centre

Enjoy morning tea from 11:00am (Perth time) as we exhibit some of the Group's products and services before the Annual General Meeting (AGM) starts at 1:00pm (Perth time). Light refreshments will be served at the end of the meeting.

AGM schedule

Shareholder registration opens	11:00am
Meet your company's new divisional managing directors	12:30pm
AGM begins	1:00pm

For catering purposes it is essential you RSVP by close of business on Friday 21 October 2022 via www.wesfarmers.com.au/agm

Shareholders who do not wish to or are unable to attend in person can participate online or dial into a teleconference to listen to a live broadcast of the meeting.

