

Wesfarmers Limited

GROUP POLICY: GROUP WHISTLEBLOWER POLICY	NO 5.16
DATE ISSUED: MAY 2010	PAGE 1

PURPOSE AND SCOPE

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.

The purpose of this Group Whistleblower Policy is to encourage employees to raise any concerns and report instances of unethical, illegal, fraudulent or undesirable conduct, where there are reasonable grounds to suspect such conduct, without fear of intimidation, disadvantage or reprisal.

Wesfarmers will support and protect persons who report violations in good faith as detailed in this Policy.

Given the diversified nature of our operations across a number of sectors of business and industry, individual divisions may adopt their own Whistleblower Policy specific to the requirements of their activities, but any such Policy must be consistent with the Group Whistleblower Policy which is detailed below. In the event of any inconsistency, the Group Whistleblower Policy detailed below will prevail.

GROUP WHISTLEBLOWER POLICY

1. WHAT IS REPORTABLE CONDUCT?

This Policy is intended to encourage employees and contractors to report any issues that they believe fall into the category of “Reportable Conduct”.

“Reportable Conduct” covered by this Policy includes any conduct of a director, officer, employee, contractor or third party, whether actual or suspected, which a Wesfarmers employee honestly believes:

- is dishonest, fraudulent or corrupt;
- is illegal, such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law;
- 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 Ethics and Conduct or other policies or procedures;
- is potentially damaging to Wesfarmers, a Wesfarmers employee or a third party, such as unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- amounts to an abuse of authority;
- may cause financial loss to Wesfarmers or damage its reputation or be otherwise detrimental to Wesfarmers’ interests;
- involves any other kind of serious impropriety; or
- harassment, discrimination, victimisation or bullying.

Wesfarmers Limited

GROUP POLICY: GROUP WHISTLEBLOWER POLICY	NO 5.16
DATE ISSUED: MAY 2010	PAGE 2

2. HOW TO MAKE A REPORT

Wesfarmers has several channels for making a report if an employee becomes aware of any issue or behaviour which he or she considers to be Reportable Conduct including:

- raise the matter with the employee's immediate supervisor or manager or another senior supervisor within his or her Division (who will take the matter to a Protected Disclosure Officer or a senior executive within the Division, in accordance with the protocols regarding confidentiality set out in Section 5, below); or
- report the matter to a Protected Disclosure Officer, being:
 - the Chief Human Resources Officer, who is currently Ben Lawrence and can be contacted by phone (03 9608 7474) or by email (blawrence@wesfarmers.com.au);
 - the Finance Director, who is currently Terry Bowen and can be contacted by phone (08 9327 4301) or by email (tbowen@wesfarmers.com.au);
 - the Group General Counsel, who is currently Paul Meadows and can be contacted by phone (03 9608 7333) or by email (pmeadows@wesfarmers.com.au); or
 - the Company Secretary who is currently Linda Kenyon and can be contacted either by phone (08 9327 4280) or by email (lkenyon@wesfarmers.com.au).

If the employee wishes to remain anonymous he or she can send a written statement directly to one of the above mentioned Protected Disclosure Officers.

3. INVESTIGATION

Wesfarmers will investigate all cases of Reportable Conduct made under this Policy as soon as possible after the matter has been reported and will, where applicable, provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted in a timely, thorough, confidential, objective and fair manner. Wesfarmers will take the necessary course of action in response to a report and if no action is taken will give the whistleblower an explanation.

Wesfarmers Limited

GROUP POLICY: GROUP WHISTLEBLOWER POLICY	NO 5.16
DATE ISSUED: MAY 2010	PAGE 3

4. REPORTING PROCEDURES

In addition to the existing compliance reporting programme obligations, divisions and Protected Disclosure Officers (as appropriate) will report to the Divisional Boards on whistleblower incident reports annually (in general, in March/April), to enable Wesfarmers to address any issues at a Divisional and/or Group level. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this Policy. In general, these reports will:

- provide a summary of Reportable Conduct incident reports made that relate to the division on a no names basis, their status and action being taken;
- identify any patterns of conduct, including for example, patterns within or across the division; and
- make recommendations, as appropriate, including in relation to allocation of resources or areas requiring further attention.

The Audit Committee will receive copies of all Divisional Board whistleblower 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 Committee.

5. PROTECTION OF WHISTLEBLOWERS

The Company commits to absolute confidentiality and fairness in all matters raised under this Policy. Whistleblowers will not be personally disadvantaged in their employment at Wesfarmers by having made a report in accordance with this Policy.

Subject to law, supervisors receiving reports and Wesfarmers will not disclose particulars of reported matters that would suggest the identity of the whistleblower (for example, to senior management and directors, or external legal advisers for the purposes of investigation and advice) without obtaining the whistleblower's prior consent.

Any such disclosure to which the whistleblower consents will be on a strictly confidential basis.

All files and records created from an investigation will be retained under strict security. The unauthorised release of information without the whistleblower's consent, to any person not involved in the investigation is a breach of this Policy. The whistleblower can be assured that such a release will be regarded as a serious disciplinary matter and will be dealt with under the Company's disciplinary procedures.

Wesfarmers Limited

GROUP POLICY: GROUP WHISTLEBLOWER POLICY	NO 5.16
DATE ISSUED: MAY 2010	PAGE 4

6. DUTIES OF WHISTLEBLOWERS IN RELATION TO REPORTABLE CONDUCT

Wesfarmers relies on employees to help the Company achieve its commitment to a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Wesfarmers will not tolerate Reportable Conduct and it is therefore expected that employees who become aware of known, suspected, or potential cases of Reportable Conduct will make a report. Failure to raise issues of which employees become aware could result in disciplinary action.

7. SPECIAL PROTECTION UNDER THE CORPORATIONS ACT

The Corporations Act gives special protection to disclosures about Corporations Act breaches, as long as certain conditions are met. These conditions are:

- The whistleblower is an officer or employee of a Group company, a contractor or an employee of a contractor.
- The report is made to:
 - a Protected Disclosure Officer;
 - a director, officer or senior manager of the Group company concerned;
 - the external auditor or an audit team member; or
 - the Australian Securities & Investments Commission (ASIC).
- The whistleblower gives their name before making the report (i.e. the report is not anonymous).
- The report is made in good faith, and the whistleblower has reasonable grounds to suspect that there has been a breach of the Corporations Act by the company or any of its officers or employees.

Briefly, the protections given by the Corporations Act when these conditions are met are:

- The whistleblower cannot be subject to legal liability for making the report.
- Anyone who victimises or threatens the whistleblower is guilty of an offence and may be liable for damages.
- 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, the Australian Federal Police or the Australian Prudential Regulatory Authority.

The Group is committed to full compliance with these protective provisions.

Wesfarmers Limited

GROUP POLICY: GROUP WHISTLEBLOWER POLICY	NO 5.16
DATE ISSUED: MAY 2010	PAGE 5

8. AMENDMENT OF THIS POLICY

This Policy can only be amended with the approval of the Wesfarmers Limited Board.