

# 2016 NOTICE OF MEETING



Notice is given that the 35th Annual General Meeting of Wesfarmers Limited will be held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia on Thursday, 10 November 2016 at 1:00pm (Perth time).

Registration will open at 11:00am.



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## BUSINESS OF THE MEETING

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

### 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 2016.

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

### 2 Election of Directors

To consider and, if thought fit, approve the re-election of four directors, being each of:

- (a) Anthony (Tony) John Howarth AO;
- (b) Wayne Geoffrey Osborn;
- (c) Vanessa Miscamble Wallace; and
- (d) Jennifer Anne Westacott,

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.

### 3 Adoption of the Remuneration Report

To consider and, if thought fit, approve the Remuneration Report for the year ended 30 June 2016, as set out in the 2016 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; and*
- *by a person who is a member of the key management personnel as at the date of the Meeting or their closely related parties 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 on the Voting Form; or where there is no specified voting direction, the vote is cast by the Chairman of the Meeting 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.*

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#### **4 Grant of Performance Rights 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 up to 81,522 performance rights to the Group Managing Director, Mr Richard Goyder AO, under the 2016 Wesfarmers Long Term Incentive Plan, on the terms summarised in the Explanatory Notes.'

#### **5 Grant of Performance Rights to the Finance Director**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That approval be given to the grant of up to 43,016 performance rights to the Finance Director, Mr Terry Bowen, under the 2016 Wesfarmers Long Term Incentive Plan, on the terms summarised in the Explanatory Notes.'

#### ***Voting exclusion statement***

*Wesfarmers will disregard any votes cast on Item 4 and Item 5 by Mr Goyder, Mr Bowen (or their respective associates). However, Wesfarmers need not disregard a vote cast by such persons appointed as proxy on behalf of a person who is entitled to vote, in accordance with the direction on the Voting Form.*

*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 Meeting 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**



**Linda Kenyon**

Company Secretary  
21 September 2016

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## IMPORTANT INFORMATION

### Members entitled to attend and vote at the Meeting

The Board has determined that you will be entitled to attend and vote at the Meeting if you are a registered shareholder of Wesfarmers Limited as at 4:00pm (Perth time) on Tuesday, 8 November 2016.

### Direct Voting

Direct voting allows you to lodge your vote directly with Wesfarmers before the Meeting and the flexibility to vote without needing to either attend the Meeting or appoint a proxy to attend the Meeting in your place.

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](http://www.wesfarmers.com.au)

### Proxies

All members who are entitled to attend and vote at the Meeting have the right to appoint a proxy to attend the Meeting and vote in their place. A proxy need not be a member.

If you wish to appoint a proxy you must complete and return the proxy voting section of the enclosed Voting Form. 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 on the Voting Form.

If you appoint the Chairman as your proxy but do not direct the Chairman on how to vote, then by completing and returning the Voting Form 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.

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.

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## Voting and Lodgement of Proxy Voting Instructions Online

Wesfarmers encourages you to lodge your direct voting or proxy voting instructions online by:

**Website:** by visiting [www.investorvote.com.au](http://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) and your allocated Control Number, as shown on your Voting Form; or

**Smartphone:** by using your smartphone to scan the QR code that appears on the Voting Form, and follow 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 the enclosed Voting Form for more information about submitting direct voting or proxy voting instructions online.

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.

### Lodging a Voting Form

You can lodge a direct vote or appoint a proxy either online or by completing and returning the enclosed Voting Form. Please follow the instructions on the Voting Form and ensure you only complete the relevant section.

For your direct vote or proxy to be effective, the completed Voting Form, together with any relevant power of attorney, must be received by Computershare Investor Services Pty Limited not less than 48 hours before the time for holding the Meeting (that is, by 1:00pm (Perth time) on Tuesday, 8 November 2016).

You can lodge your completed Voting Form with Computershare either:

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

**By mail:** Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia; or

**By fax:** 1800 783 447 (within Australia) or (+ 61 3) 9473 2555 (outside Australia).

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## IMPORTANT INFORMATION

### Body corporate representatives

A body corporate member or proxy 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 Meeting.

### Custodians and nominees

Custodians and nominees are able to cast a direct vote or lodge a proxy vote online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com)

### Questions from shareholders

Wesfarmers welcomes questions from shareholders who are attending the Meeting in person. In the interests of all present, please confine your questions to matters before the Meeting that are relevant to shareholders as a whole. Wesfarmers staff will be available at the Shareholder Information desk in the foyer on the day of the Meeting, and representatives from each of the Group businesses will be available before and after the Meeting to discuss individual questions from shareholders and customers.

### Webcasting

The Meeting will be webcast on the Wesfarmers website at [www.wesfarmers.com.au](http://www.wesfarmers.com.au)



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## EXPLANATORY NOTES

### Item 1 – Financial Statements and Reports

The Corporations Act requires Wesfarmers' financial statements and reports for the last financial year to be presented to the Annual General Meeting. The financial statements and reports are contained in Wesfarmers' 2016 Annual Report.

The 2016 Annual Report is available from the Wesfarmers website at **[www.wesfarmers.com.au](http://www.wesfarmers.com.au)**

While no resolution is required in relation to this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

Wesfarmers' auditor, Ernst & Young, will be present at the Meeting and shareholders 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) to 2(d) – Election of Directors

As required by Wesfarmers' Constitution and the ASX Listing Rules, four directors, Mr Anthony (Tony) John Howarth AO, Mr Wayne Geoffrey Osborn, Ms Vanessa Miscamble Wallace and Ms Jennifer Anne Westacott 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.

**The Board recommends the re-election of Anthony (Tony) John Howarth, Wayne Geoffrey Osborn, Vanessa Miscamble Wallace and Jennifer Anne Westacott. None of these directors participated in the Board's deliberations with respect to their recommendation for re-election.**

The experience, qualifications and other information about each of the candidates appears on pages 10 to 13.

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## EXPLANATORY NOTES

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### **Anthony (Tony) Howarth AO**

*CitWA, Hon.LLD (UWA), SF Fin, FAICD*

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**Age:** 64

**Term:** Director since July 2007

**Independent:** Yes

**Skills and experience:** Tony is a Life Fellow of the Financial Services Institute of Australasia and AICD. He has over 30 years' experience in the banking and finance industry. He has held several senior management positions during his career, including Managing Director of Challenge Bank Limited and Chief Executive Officer of Hartleys Limited.

Tony is also involved in a number of community and business organisations including being a member of the Rio Tinto Community Fund and the University of Western Australia Business School Advisory Board, and Chairman of the West Australian Rugby Union Inc.

#### **Directorships of listed entities (last three years):**

- Director of BWP Management Limited, the responsible entity for the BWP Trust (appointed October 2012)
- Chairman of MMA Offshore Limited (appointed as a director July 2001 and Chairman since August 2006)

#### **Other directorships/offices (current and recent):**

- Director of Alinta Holdings Pty Ltd (appointed March 2011)
- Chairman of St John of God Health Care Inc. (appointed January 2004)
- Adjunct Professor (Financial Management) at The University of Western Australia Business School
- Chairman of International Chamber of Commerce, Australia Limited (appointed July 2010 and resigned March 2014)
- Director of AWB Limited (appointed March 2005 and resigned December 2010)
- Chairman of Home Building Society Limited (delisted December 2007) (appointed June 2003 and resigned July 2010)
- Deputy Chairman of Bank of Queensland Limited (appointed December 2007 and resigned July 2010)

#### **Wesfarmers Committee Memberships:**

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

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

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## Wayne Osborn

*Dip Elect Eng, MBA, FAICD, FTSE*

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**Age:** 65

**Term:** Director since March 2010

**Independent:** Yes

**Skills and experience:** Wayne holds a Diploma of Engineering (Electrical) from the Gordon Institute of Technology and a Master of Business Administration from Deakin University. Wayne has previously been the Managing Director of Alcoa of Australia Ltd (appointed December 2001 and retired February 2008) and the Chairman of Thiess Pty Ltd (appointed November 2008 and resigned September 2012).

Wayne received the WA Business Leader of the Year Award in 2007, in recognition of his work in support of the arts through the Australian Business Arts Foundation and was Chairman of the Australian Institute of Marine Science (appointed December 2009 and resigned December 2014). He is a Fellow of the Australian Academy of Technological Sciences and Engineering and the AICD.

### **Directorships of listed entities (last three years):**

- Director of South 32 Limited (appointed May 2015)
- Director of Iluka Resources Limited (appointed March 2010 and resigned May 2016)

### **Other directorships/offices (current and recent):**

- Director of Alinta Holdings Pty Ltd (appointed March 2011)
- Director of CIMIC Group Limited (formerly Leighton Holdings Limited) (appointed November 2008 and resigned March 2013)

### **Wesfarmers Committee Memberships:**

Chairman of the Remuneration Committee. Member of the Nomination and the Gresham Mandate Review committees.

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

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## EXPLANATORY NOTES

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### Vanessa Wallace

*B.Comm (UNSW), MBA (IMD Switzerland),  
MAICD*

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**Age:** 53

**Term:** Director since July 2010

**Independent:** Yes

**Skills and experience:** Vanessa holds a Bachelor of Commerce degree from the University of New South Wales and a Master of Business Administration from the IMD Switzerland. Over her almost 30-year career as a strategy management consultant, Vanessa led Strategy&'s (formerly Booz & Company) financial services practice in Global Markets, and was most recently Executive Chairman of Strategy& (Japan) Inc (appointed April 2013 and resigned June 2015). Previously she held multiple governance roles at the highest level within Strategy&'s global partnership and was actively involved in the firm's customer, channels and markets activities which focused on areas such as customer experience, offer design and channels to market across a number of industries. Vanessa has hands-on experience in mergers and acquisitions and post-merger integration.

Vanessa recently established her own advisory company MF Advisory that provides executive coaching and advisory services to executives in Asia and Australia. She is a member of the MS Research Australia's Leadership Council, the Chairman's Council of the Australian Chamber Orchestra Pty Ltd and the AICD.

#### **Directorships of listed entities (last three years):**

- Director of AMP Limited (appointed March 2016)

#### **Other directorships/offices (current and recent):**

- Chairman of AMP Capital Holdings Limited (appointed as a Director March 2016 and appointed Chairman August 2016)
- Director of Booz & Company entities in Australia, New Zealand, Thailand and Indonesia (for various periods up to February 2013)
- Director of Booz & Company's Global Board (appointed 2008 and resigned 2010)

#### **Wesfarmers Committee Memberships:**

Member of the Remuneration and Nomination committees.

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

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## Jennifer Westacott

*BA (Honours), FAICD, FIPAA*

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**Age:** 56

**Term:** Director since April 2013

**Independent:** Yes

**Skills and experience:** Jennifer holds a Bachelor of Arts (Honours) from the University of New South Wales and was a Chevening Scholar at the London School of Economics. She is Chief Executive 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 NSW State Government practice. She has extensive experience in critical leadership positions in the New South Wales and Victorian governments.

Jennifer is a National Fellow of the Institute of Public Administration Australia, a Fellow of AICD, a recipient of the Centenary Medal in 2003 and was a Finalist for the Telstra Business Woman of the Year in 1998.

**Directorships of listed entities (last three years):**

Nil

**Other directorships/offices (current and recent):**

- Co-chair of the Advisory Board to the Australia Sino One Hundred Year Agricultural and Food Safety Partnership (appointed July 2015)
- Chair of the Mental Health Council of Australia (appointed January 2013)
- Co-chair of the Australia-Canada Economic Leadership Forum Organising Committee (appointed February 2016)
- Member of the National Model Clinical Governance Framework Advisory Panel (appointed June 2016)
- Member of the Melbourne School of Government Advisory Board (appointed March 2016)
- Adjunct Professor at the City Futures Research Centre of The University of New South Wales
- Member of the Prime Minister's Cyber Security Review Panel (concluded April 2016)
- Member of the Prime Minister's Expert Advisory Panel on the Reform of the Federation (concluded December 2015)
- Member of Urban Renewal Authority South Australia (resigned July 2013)

**Wesfarmers Committee Memberships:**

Member of the Audit and Risk, Nomination and Gresham Mandate Review committees.

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

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## EXPLANATORY NOTES

### Item 3 – Adoption of the Remuneration Report

The Remuneration Report contained in the 2016 Annual Report is required to be considered by shareholders in accordance with section 250R of the Corporations Act at the Annual General Meeting.

The Remuneration Report, which details Wesfarmers' policy on the remuneration of non-executive directors, executive directors and senior executives, is set out on pages 71 to 84 of the 2016 Annual Report and is also available from the Wesfarmers' website at [www.wesfarmers.com.au](http://www.wesfarmers.com.au)

The Board is committed to an executive remuneration framework that is focused on driving a performance culture and linking executive pay to the achievement of the Group's strategy and business objectives and, ultimately, generating satisfactory returns for shareholders. The Remuneration Report explains how Wesfarmers' performance for the 2016 financial year has driven remuneration outcomes for our senior executives.

#### Highlights

**Fixed pay:** The Board determined that no increase would be made to the fixed remuneration for the Group Managing Director for the 2016 financial year. Mr Goyder has not received an increase in his fixed remuneration since October 2011.

Following the organisational restructure and change in role for certain key management personnel, the remuneration for these new roles was reviewed and consequently a number of material changes to fixed remuneration were made, reflecting the significant increases in both role size and responsibility. This review considered the market rates for comparable roles and the activity in the market for key talent over the past year (particularly as major competitors attempted to replace senior executives).

**Annual incentive:** Wesfarmers' annual incentive plan rewards performance against measures (both financial and non-financial) developed for the senior executives based upon their areas of responsibility. Following the impairments in Curragh and Target, the annual incentive plan delivered below target awards for the Group Managing Director and Finance Director. The strong performance of Home Improvement, Coles, Kmart and Officeworks resulted in at or above target awards for the executives of those divisions. Despite the more difficult conditions faced by our Industrials division, the annual incentive of the Industrials Managing Director was at target.

**Long-term incentive:** As neither the TSR performance condition nor ROE performance condition were met over the four-year measurement period of the 2012 Wesfarmers Long Term Incentive Plan (**WLTI**) (1 July 2012 to 30 June 2016), none of the performance rights vested into shares and all lapsed.

Further detail on the link between remuneration outcomes and Wesfarmers' performance for the 2016 financial year are set out in the Remuneration Report. The audited remuneration table can be found on page 78 of the 2016 Annual Report.

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

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

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## Items 4 and 5 – Grant of Performance Rights to the Executive Directors

The Board believes that it is in shareholders' interests to provide the Group Managing Director and the Finance Director with equity-based incentives to ensure that there is alignment between satisfactory returns for shareholders and the rewards for the executive directors.

The long-term incentive component of remuneration has, since 2012, taken the form of an annual grant of performance rights under the WLTIP. The performance rights to be granted this year will be judged against Wesfarmers' Total Shareholder Return (TSR) compared to the S&P/ASX 50 Index over a four-year performance period. The grant of performance rights vests on a sliding scale, commencing at 50 per cent vesting for median performance and increasing on a straight-line basis to full vesting for performance at or above the 75<sup>th</sup> percentile of comparators.

While previous grants have also measured growth in Return on Equity (ROE) against the same comparator group, it was not felt appropriate to use that measure for this grant given the impairment charges taken against Target and Curragh this year and the material effect these have had on FY2016 ROE (which would be the starting point from when performance would be measured).

### Approvals sought

Shareholders are asked to approve a 2016 WLTIP allocation of performance rights to:

- the Group Managing Director, Mr Richard Goyder AO; and
- the Finance Director, Mr Terry Bowen.

It is the Board's intention to leave the WLTIP awards on foot to be tested at the end of the four-year performance period, in the event of cessation of employment in certain circumstances. However, to maintain flexibility, approval is sought under section 200E of the Corporations Act for the pro-rata vesting of performance rights to each of Mr Goyder and Mr Bowen in the event of cessation of their respective employment, in appropriate circumstances.

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## EXPLANATORY NOTES

### Key terms

The key terms of the grant of performance rights proposed to be made to each of Mr Goyder and Mr Bowen in respect of the 2016 WLTIP awards are set out below.

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<b>Number allocated</b>	<p>The proposed 2016 WLTIP award for:</p> <ul style="list-style-type: none"><li>– Mr Goyder is a maximum of 81,522 performance rights; and</li><li>– Mr Bowen is a maximum of 43,016 performance rights.</li></ul> <p>This represents the long-term incentive component of each of their respective remuneration packages.</p> <p>The WLTIP awards are based on a percentage of fixed remuneration as at 30 June 2016. The maximum number of rights has been calculated based on one times fixed remuneration for both Mr Goyder and Mr Bowen. This percentage has been determined by the Board by reference to the executive's performance and market position. In both cases, the award is within the range set by the Board for WLTIP allocations. The remuneration value determined above was then divided by \$43.00 being the 10 day volume weighted average price of Wesfarmers shares over the period immediately following the 2016 results announcement in August, i.e., 25 August to 7 September 2016.</p>
<b>Date of grant</b>	<p>If shareholder approval is obtained then it is intended that the rights will be granted to Mr Goyder and Mr Bowen by the end of November 2016 in accordance with the normal timeframe for allocation under the WLTIP and in any event they will be granted within 12 months of receiving shareholder approval.</p>
<b>Performance hurdle</b>	<p>The rights are subject to a performance hurdle that measures Wesfarmers' TSR performance relative to companies in the S&amp;P/ASX 50 Index. Wesfarmers' TSR must exceed the 50<sup>th</sup> percentile of the S&amp;P/ASX 50 Index, at which point 50 per cent of the applicable rights will vest. An additional two per cent of rights will vest for every one percentile increase above the 50<sup>th</sup> percentile up to the 75<sup>th</sup> percentile, at which point all of the rights subject to this condition will vest.</p>
<b>Performance period and vesting</b>	<p>The rights are subject to a four-year performance period, commencing 1 July 2016 and tested following 30 June 2020.</p> <p>Any rights which do not vest following testing of the performance hurdle at the end of the performance period will lapse.</p>

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<b>Allocation of shares</b>	<p>Following testing of the performance hurdle and determination of the vesting level of the rights, Mr Goyder and Mr Bowen may elect when to exercise any vested performance rights, up to a maximum of 15 years from the initial grant date. Upon exercise, the Board may elect to either:</p> <ul style="list-style-type: none"> <li>– allocate one fully paid ordinary share in Wesfarmers in relation to each right which vests; or</li> <li>– make a cash payment of an amount equivalent to the value of one fully paid ordinary share in Wesfarmers in full satisfaction of the performance right (after deduction of any amount required by law to be withheld) in relation to each right which vests.</li> </ul> <p>If Mr Goyder or Mr Bowen has not exercised their rights by the 15th anniversary of the performance rights being granted, the rights will automatically be exercised.</p> <p>It is the present intention of the Board that no new shares will be issued to satisfy Wesfarmers' obligation to allocate shares on vesting of the rights, but rather to acquire such shares on market.</p>
<b>Trading restrictions</b>	<p>Shares allocated on vesting and subsequent exercise of the rights will not be subject to any additional trading restrictions on dealing.</p>
<b>Clawback provision</b>	<p>The terms of the WLTIP contain a mechanism for the Board to clawback or adjust any incentive awards which vest (or may vest) 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. The Board also has discretion to adjust any conditions applicable to any unvested WLTIP awards, if considered appropriate.</p>
<b>Price payable for rights</b>	<p>No amount will be payable in respect of the allocation, or on the vesting, of the rights.</p>
<b>Cessation of employment</b>	<p>If either Mr Goyder or Mr Bowen ceases employment with Wesfarmers before the end of the performance period, their entitlement to the rights (if any) will depend on the circumstances of cessation. The Board has full discretion to determine the treatment of the rights, including that some or all rights will lapse, remain on foot or be partially paid out.</p> <p>In accordance with the rules of the WLTIP, in limited circumstances including ill health, death, redundancy or other circumstances approved by the Board, the rights allocated to Mr Goyder and Mr Bowen may be settled in shares or cash, at the discretion of the Board, either at the time of ceasing employment or at the end of the four-year performance period.</p>

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## EXPLANATORY NOTES

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### **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.

Mr Goyder and Mr Bowen are the only directors of Wesfarmers entitled to participate in the WLTP.

Approvals were sought for the allocation of performance rights to the two executive directors under the 2015 WLTP at the 2015 Annual General Meeting. In accordance with those approvals, 87,220 performance rights were allocated to Mr Goyder and 69,657 performance rights were allocated to Mr Bowen on 13 November 2015.

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### **Other required information – section 200E Corporations Act**

The value of the rights that may vest on cessation of employment cannot currently be ascertained.

The circumstances that may affect the calculation of this value include:

- the performance against the relative TSR performance hurdle at the time employment ceases;
- the part of the performance period that has elapsed at the time employment ceases; and
- the number of rights that lapse on cessation of employment.

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The Board believes that an equity-based long-term incentive is an important component of executive remuneration, to ensure that an appropriate part of executive reward is linked to generating satisfactory long-term returns for shareholders.

Approval is being sought from shareholders as Wesfarmers elects to provide the long-term incentive in the form of equity. If shareholders do not approve the grant of performance rights as a long-term incentive for the executive directors, the proposed grant of performance rights to Mr Goyder and Mr Bowen will not proceed. In that circumstance, issues may arise with the competitiveness of the executive directors' total remuneration package and alignment of rewards with other senior executives in the Group. The Board would then need to consider alternative remuneration arrangements for Mr Goyder and Mr Bowen which are consistent with Wesfarmers' remuneration principles, including providing an equivalent cash long-term incentive subject to the same performance conditions and performance period as described above.

**The Board (other than Mr Goyder and Mr Bowen, because of their respective interests) unanimously recommends that shareholders vote in favour of Items 4 and 5.**

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## VENUE INFORMATION – PERTH CONVENTION AND EXHIBITION CENTRE

Perth Convention and Exhibition Centre (**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](http://www.pcec.com.au)

### **Walking**

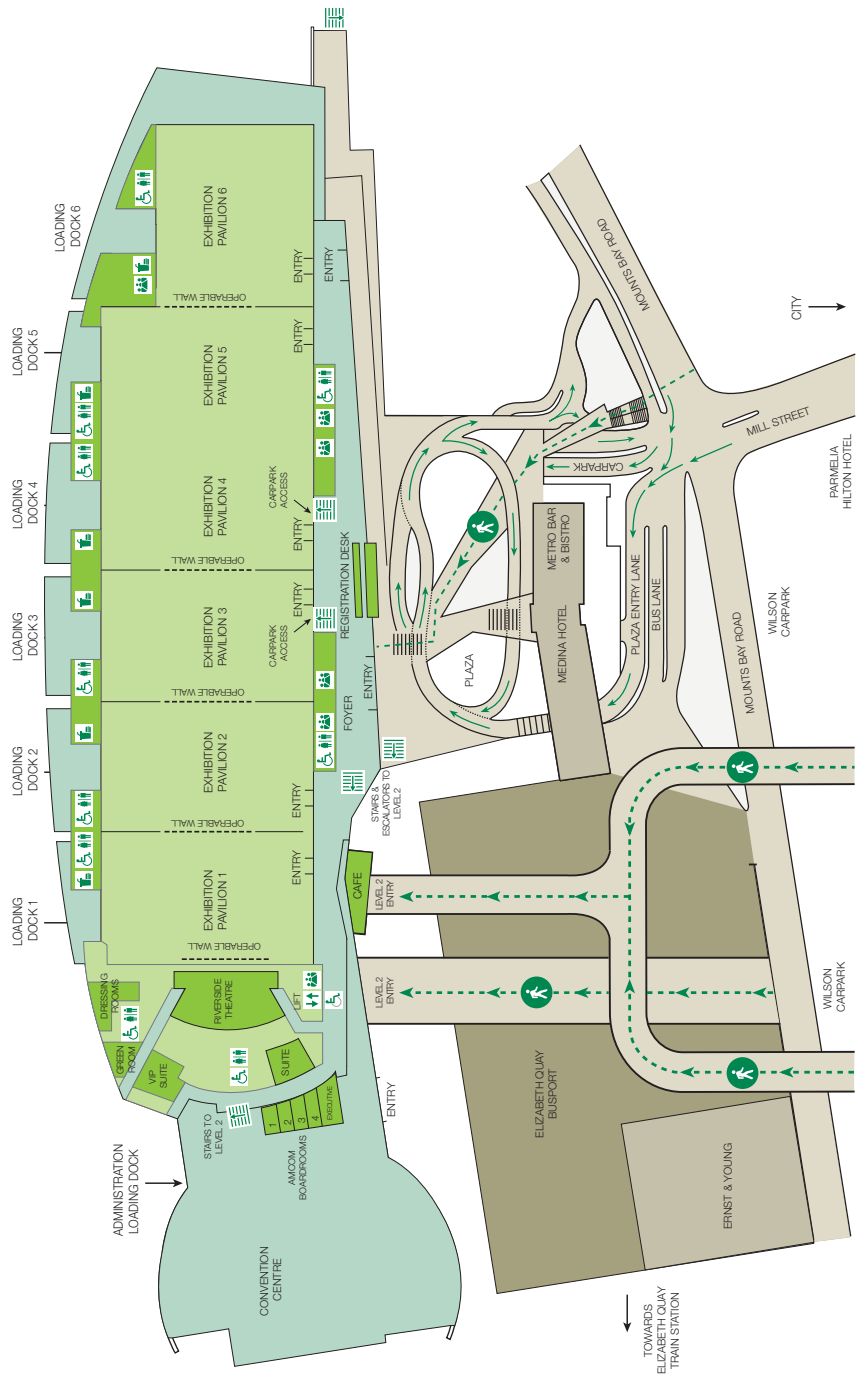
Access into the PCEC on Level 1 is via Mill Street or Mounts Bay Road. Level 2 can be accessed via the Elizabeth Quay Bus Station overpasses.

### **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.

### **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](http://www.transperth.wa.gov.au)



## 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, 8 November 2016

# 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 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.

**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, 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 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 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 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 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 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 "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com.au](http://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](http://www.investorvote.com.au) or scan the QR code below using your smartphone.

Your secure access information is:

**Control Number: 138591**

**SRN/HIN:**

**Postcode:**



For intermediary online subscribers (custodians) use [www.intermediaryonline.com](http://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, 10 November 2016 at 1:00pm (Perth time) and at any adjournment of that Meeting. 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 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 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, 4 and 5** (except where I/we have indicated a different voting intention below) even though the Chairman is, and each of 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, 4 and 5 by marking the appropriate box/es in step 2 below.**

## STEP 2

### Items of Business

		For	Against	Abstain			For	Against	Abstain
Item 2(a)	Re-election of A J Howarth	<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 2(b)	Re-election of W G Osborn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 4	Grant of Performance Rights to the Group Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(c)	Re-election of V M Wallace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 5	Grant of Performance Rights to the Finance Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(d)	Re-election of J A Westacott	<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 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 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 ANNUAL GENERAL MEETING**

**THURSDAY 10 NOVEMBER 2016**

**PERTH CONVENTION AND EXHIBITION CENTRE**



**Wesfarmers**

Enjoy morning tea from 11 o'clock as we showcase some of the Group's products and services before the meeting starts at 1 o'clock. Light refreshments will be served at the conclusion of the meeting.

For catering purposes it is essential you RSVP by completing and mailing this card or via [www.wesfarmers.com.au/agm](http://www.wesfarmers.com.au/agm)

**Yes, I will be attending the pre-meeting events**

**Number of attendees**

## **SCHEDULE**

11:00am	Shareholder registration
11:30am	Meet your company's divisional managing directors
11:50am	Wesfarmers in the community
12:00noon	Fashion parade
1:00pm	Formal meeting begins

**WESFARMERS.COM.AU**