

PURPOSE To ensure compliance with insider trading laws, protect Wesfarmers' reputation in relation to trading in securities by its directors and team members and prohibit specific types of transactions which are not in accordance with market expectations or may otherwise give rise to reputational risk.

POLICY APPLICATION This policy applies to all directors and team members of the Wesfarmers Group.

POLICY All directors and team members of the Wesfarmers Group are prohibited from:

- (a) dealing in any securities where the person dealing in the securities has inside information in relation to those securities;
- (b) passing on inside information to others who may deal in securities; and
- (c) applying to participate in a Wesfarmers share or rights plan or dividend investment plan while in possession of inside information.

The prohibition on dealing in securities while in possession of inside information under this policy applies to Wesfarmers securities and the securities of any other entity.

Details of the insider trading laws, and some limited exceptions to this policy are included in **Annexure A**.

Each director and team member, prior to dealing in securities, must consider carefully whether they possess inside information that may preclude dealing at that time and, if in doubt, refrain from dealing.

Additional restrictions in **Annexure B** apply to directors of Wesfarmers and members of the Wesfarmers Leadership Team.

From time to time, additional restrictions on dealing in Wesfarmers securities may also be imposed on directors and team members within the Wesfarmers Group due to their knowledge of a potential project or transaction (**Project Restrictions**).

BREACHES Strict compliance with this policy and the insider trading laws is a requirement under each employment contract within the Wesfarmers Group and the terms of appointment of each director. Breach of the insider trading laws can result in serious consequences, including exposing Wesfarmers and individuals to penalties and third party claims. Individuals may also be subject to significant fines and imprisonment. Breaches of this policy or the insider trading laws will result in disciplinary action, which may include termination of employment.

The requirements of this policy are separate from, and in addition to, the insider trading prohibitions in the *Corporations Act 2001* (Cth) (**Corporations Act**).

POLICY AMENDMENT This policy cannot be amended without approval from the Wesfarmers Board.

LAST REVIEWED March 2026

LAST AMENDED March 2026

Annexure A – Background to Insider trading Laws and Policy Exceptions

1 Definitions

For the purpose of this policy:

- (a) **dealing** means any transaction or change affecting title to or interest in securities, including:
- (i) buying or otherwise applying for securities (including applying to participate in a Wesfarmers share or rights plan or dividend investment plan), whether on-market or off-market;
 - (ii) selling or otherwise disposing of securities, whether on-market or off-market;
 - (iii) the grant, acceptance, acquisition, disposal, exercise or discharge of any option over securities;
 - (iv) creating a hedge, security interest, margin loan or other financial interest over or in relation to securities;
 - (v) any transaction, or the exercise of any power or discretion, effecting a change of ownership of a beneficial interest in securities;
 - (vi) any other transfer or creation of an interest in securities, whether directly, or by arranging for someone else to undertake the dealing on your behalf; and
 - (vii) agreeing or applying to do any of the above.

In the case of an on-market trade, the dealing occurs at execution (but not settlement) of the trade. In the case of an off-market trade, the dealing occurs at settlement of the trade.

- (b) **inside information** means information that:
- (i) is not generally available; and
 - (ii) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of securities. This is satisfied where the information would, or would be likely to, influence investors in deciding whether to buy or sell securities.
- (c) **securities** includes shares, options, notes, bonds and other debentures, interests in managed investment schemes, trusts and other financial products and any derivatives of those securities, including equity swaps, contracts for difference, futures, hedges and exchange-traded or over-the-counter options, whether settled by cash or otherwise.

Portfolio products that are not specific to Wesfarmers, such as an index or broad-based superannuation fund, are not 'securities' for the purpose of this policy.

2 Insider trading laws

- (a) If a person has inside information in relation to Wesfarmers securities, or other securities, which is not publicly known, it is a criminal offence to:
- (i) deal in those securities;
 - (ii) advise or procure another person to deal in those securities; or
 - (iii) pass on inside information to someone else where the person who has the inside information knows, or should reasonably have known, that the person receiving the information would use that information to deal in, or procure someone else to deal in, those securities.
- (b) Liability for breach of the insider trading laws can include:
- (i) significant fines and/or imprisonment;
 - (ii) civil liability, which may include being sued by another party or Wesfarmers, for any loss suffered as a result of illegal dealing in securities; and
 - (iii) reputational damage, which may occur even where an insider trading breach is not proven.

The Australian Securities and Investments Commission (**ASIC**) monitors trading activity, including around the time of Australian Securities Exchange (**ASX**) announcements and significant share price movements.

- (c) The following factors should be considered to assist in determining whether information might be inside information, and whether passing on information may breach insider trading laws:
- (i) It does not matter how a person comes to know the inside information, including whether it was obtained in the course of carrying out their responsibilities at work, in passing in the corridor, in a lift or at a dinner party.
 - (ii) The financial impact of the information may be important in determining if it is market sensitive, but strategic and other matters may also be important in determining if it is inside information because it might influence investors to buy or sell securities.
 - (iii) Information is inside information if it would, or would be likely to, influence investors in deciding whether to buy or sell securities, and includes information of an uncertain nature, rumours, matters of supposition, matters relating to the intentions of a person (including Wesfarmers) and information insufficiently definite to warrant disclosure to the public.
 - (iv) The restriction on passing on information means that inside information must not be passed on to colleagues, family, friends, contractors or others if they might deal in those securities.
 - (v) The laws on insider trading apply to dealings by entities and people associated with you (even if they are not employed by Wesfarmers), such as:
 - a company, trust or a managed superannuation fund that you control; and
 - a spouse, partner or dependent child.

Someone in possession of inside information may become subject to an insider trading investigation if an associate deals in securities to which the inside information relates.

3 Examples of inside information

Inside information could include (but this is not an exhaustive list):

- (a) a possible acquisition or sale of any assets or business by Wesfarmers;
- (b) the financial performance of Wesfarmers against its budget or forecasts;
- (c) senior management or board changes;
- (d) a proposed dividend;
- (e) a possible change in Wesfarmers' capital structure; or
- (f) a possible claim against Wesfarmers or other unexpected liability.

4 Relationship with the continuous disclosure regime

The Corporations Act and the ASX Listing Rules require Wesfarmers to immediately release to the ASX any information concerning the Wesfarmers Group which may reasonably be expected to have a material effect on the price or value of Wesfarmers' securities. The Wesfarmers Market Disclosure Policy (Group Policy 1.5) provides further details on the continuous disclosure regime.

The ASX Listing Rules have an exception that permits an entity in possession of market sensitive information not to disclose the information to the market at that time if:

- (a) a reasonable person would not expect the information to be disclosed; **and**
- (b) the information is confidential and the ASX has not formed a view that the information has ceased to be confidential; **and**
- (c) **one or more** of the following applies:
 - (i) it would be a breach of law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for internal management purposes of the entity; or
 - (v) the information is a trade secret.

Importantly, it will be a breach of the insider trading prohibition if a person deals in securities while in possession of that confidential inside information.

5 The “front page” test

It is important that public confidence in the Wesfarmers Group is maintained. It would be damaging to the Group’s reputation if the market or the general public perceived that directors or team members might be taking advantage of their position in the Group to make financial gains by dealing in securities based on inside information.

As a guiding principle, any director or team member considering dealing in securities should ask themselves:

If the market was aware of all the current circumstances, could the proposed dealing be perceived by the market as taking advantage of my position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper? (the ‘front page’ test).

If you are unsure about this please consult Wesfarmers’ Executive General Manager, Company Secretariat.

Where any approval under this Policy is required for a dealing, approval will not be granted if the dealing would not satisfy the ‘front page’ test.

6 Share plans

Directors and team members of the Wesfarmers Group are prohibited from applying to participate in a Wesfarmers share or rights plan (whether by completing an election or application form, or not opting out, as applicable), while in possession of inside information. Directors and team members who acquire Wesfarmers securities under a Wesfarmers share or rights plan must also comply with the rules of that plan when dealing in those securities.

7 Exceptions to the policy

- (a) Subject to compliance with the applicable insider trading laws at all times, and to any Project Restrictions that may apply to particular directors or team members from time to time, the requirements of the policy do not restrict:
- (i) dealings that result in no effective change to the beneficial interest in Wesfarmers securities (for example, transfers of Wesfarmers securities already held into a superannuation fund or trust of which the director or team member is the beneficiary);
 - (ii) dealings under an offer or invitation made to all or most shareholders or class of shareholders, for example a disposal of Wesfarmers securities arising from the acceptance of an equal access buy-back or an acquisition of Wesfarmers securities under a pro rata issue;
 - (iii) a disposal in relation to the acceptance of a takeover offer;
 - (iv) the acquisition of Wesfarmers securities under a Wesfarmers share or rights plan, or dividend investment plan, provided that:
 - the director or team member was not in possession of inside information relating to Wesfarmers securities and otherwise complied with the policy when applying to participate in a Wesfarmers share or rights plan or dividend investment plan, as applicable (whether by completing an election or application form, or not opting out, as applicable); and
 - the director or team member otherwise complies with the provisions of the plan.
- (b) Where a team member is subject to Project Restrictions, the Wesfarmers Chief Financial Officer may approve an issue of securities to the team member under an employee share or rights plan (rather than acquisition of the securities on-market). Any such issue of securities to a team member will not constitute a breach of this policy.
- (c) For the avoidance of doubt:
- (i) the obligation on each director of Wesfarmers to notify the Executive General Manager, Company Secretariat of trading in Wesfarmers securities under the letter agreement between Wesfarmers and the director continues to apply, notwithstanding this paragraph 7; and
 - (ii) the restrictions and approvals referred to in **Annexure B** do not apply to dealings that are exempt under this paragraph 7.

Annexure B – Additional Restrictions on Wesfarmers’ Directors and Leadership Team

1 Additional restrictions on Wesfarmers’ directors and Leadership Team

Additional restrictions in this Annexure B apply to dealings in Wesfarmers securities by directors of Wesfarmers and the members of the Wesfarmers Leadership Team (**Officer**) or any of the following:

- (a) immediate family members who live with an Officer (for example, a partner or spouse, children or parents) and any other immediate family members of whom the Officer has control over their investment decisions;
- (b) any company, trust, managed superannuation fund or other entity that is controlled by an Officer or an immediate family member of an Officer referred to in paragraph (a) above; and
- (c) in relation to Wesfarmers directors only, any other person or entity for which dealing in Wesfarmers securities by that person or entity would require disclosure to the ASX by the Wesfarmers director, including if the Wesfarmers director:
 - (i) controls the right to vote or dispose of Wesfarmers securities; or
 - (ii) is entitled to benefit from a contract to call for, or deliver Wesfarmers securities.

Each company, entity and person referred to in paragraphs (a) to (c) above is an ‘**Associated Party**’ of the Officer.

2 Dealings by Associated Parties

An Officer must take all reasonable steps to ensure that their Associated Parties do not deal in Wesfarmers securities without the Officer obtaining approval under this policy.

3 Process for dealing in securities by Officers

Without limiting the other provisions of this policy, an Officer must complete the following steps if they, or their Associated Parties, wish to deal in Wesfarmers securities, including a dealing of the type described in paragraph 9:

- (a) advise the Executive General Manager, Company Secretariat of:
 - (i) their intention to deal in Wesfarmers securities; or
 - (ii) the intention of one of their Associated Parties to deal in Wesfarmers securities, including details of the type of dealing and the number of securities involved;
- (b) confirm to the Executive General Manager, Company Secretariat that the Officer does not hold unpublished inside information, and the proposed dealing is not subject to any other restriction under this policy;
- (c) await written advice from the Executive General Manager, Company Secretariat (which may be given by email) confirming that there is no known reason to preclude the dealing in Wesfarmers;
- (d) in the case of:
 - (i) an on-market dealing, order or otherwise authorise the dealing; and
 - (ii) an off-market dealing, settle the dealing,in Wesfarmers securities within five trading days of receiving confirmation from the Executive General Manager, Company Secretariat under paragraph 3(c); and
- (e) following completion of the dealing by the Officer or their Associated Parties, immediately confirm to the Executive General Manager, Company Secretariat that the transaction has occurred and provide the Executive General Manager, Company Secretariat with a copy of the confirmation documentation for the transaction.

4 Conditions of clearance

With respect to any clearance to deal in Wesfarmers securities requested under paragraph 3 above:

- (a) clearance can be given or refused at the discretion of the Executive General Manager, Company Secretariat, without giving reasons;

- (b) clearance can be withdrawn by the Executive General Manager, Company Secretariat at any time prior to the order for dealing being lodged or otherwise authorised, if new information comes to light or there is a change in circumstances;
- (c) the decision of the Executive General Manager, Company Secretariat to provide clearance for a dealing is final and binding on the Officer seeking approval, whether on behalf of the Officer or an Associated Party; and
- (d) if clearance to deal is refused, the Officer seeking the clearance must keep that information confidential and not disclose it to anyone (other than the Associated Party if relevant, and the Officer must ensure that the Associated Party keeps such information confidential).

Even if approval has been obtained under paragraph 3 above, any Officer who subsequently comes into possession of inside information prior to dealing must not deal in Wesfarmers securities, and must take all reasonable steps to ensure that their Associated Parties do not deal in Wesfarmers securities. Clearance to deal under this policy is not an endorsement of the proposed trade and any Officer or Associated Party dealing in securities is individually responsible for their investment decisions and their compliance with insider trading laws.

5 Executive General Manager, Company Secretariat approval process

Before advising an Officer that there is no known reason to preclude trading in Wesfarmers securities under paragraph 3 above, the Executive General Manager, Company Secretariat must confirm that statement with:

- (a) at least two members of Wesfarmers' disclosure committee, which is established under Wesfarmers' Market Disclosure Policy (Group Policy 1.5); and
- (b) the Chairman, where the dealing involves a Wesfarmers director or their Associated Parties, (or with the Chairman of the Audit and Risk Committee if the Chairman of the Board or the Chairman's Associated Parties are seeking to deal in Wesfarmers securities).

6 Blackout Periods

Subject to paragraph 7 below, given the heightened risk of actual or perceived insider trading, Officers and their Associated Parties must not deal in Wesfarmers securities during the following periods (together **Blackout Periods**):

Starts	End of blackout period
Financial results	
20 June	One trading day following the announcement of the full-year results in August
20 December	One trading day following the announcement of the half-year results in February

Note: If the results are released during or after trading on one day, the restriction continues until close of trading on the following trading day. If the results are released prior to the commencement of trading on a particular day, the restriction ends when the market closes that day.

The above restrictions on Officers and their Associated Parties dealing in Wesfarmers securities during any Blackout Periods are in addition to any Project Restrictions on dealing in Wesfarmers securities that may be imposed from time to time on nominated directors and team members within the Wesfarmers Group under this policy.

7 Exceptions to Blackout Periods in exceptional circumstances

- (a) The only exception to the prohibition on dealing during Blackout Periods is a sale of Wesfarmers securities, which will be permitted only if the processes outlined in paragraphs 3 and 5 above have been completed, and the Executive General Manager, Company Secretariat has confirmed in writing that there is no known reason to preclude dealing, and one of the following apply:
 - (i) prior written approval to deal has been given in writing by the Chairman (or, in the case of the Chairman or an Associated Party of the Chairman, with the prior written approval of the Chair of the Audit and Risk Committee) to the Executive General Manager, Company Secretariat if the Chairman (or the Chair of the Audit and Risk Committee where applicable) is satisfied that:

- the Officer or an Associated Party is facing severe financial hardship, such that a sale of their Wesfarmers securities is the only reasonable option available to resolving the hardship;
 - the Officer or an Associated Party is required by a final court order or enforceable court undertaking to sell or otherwise transfer Wesfarmers securities to a third party; or
 - the Officer has identified another exceptional circumstance if the dealing by an Officer or their Associated Parties of their Wesfarmers securities is the only reasonable option available to resolve the circumstance; or
- (ii) if the dealing does not involve a change in beneficial ownership, and does not require disclosure to the ASX.
- (b) Where consent to deal is requested under paragraph 7(a)(i) above, the Officer must provide documentary evidence to the Executive General Manager, Company Secretariat, who will consult with the Chairman (or in the case of the Chairman or an Associated Party of the Chairman, with the Chair of the Audit and Risk Committee).
- (c) If approval is obtained under this paragraph 7, an order for the dealing must be lodged or otherwise authorised by the Officer or their Associated Party(ies) or, in the case of an off-market transaction, settled, within five trading days and the dealing must otherwise comply with the terms of this policy and applicable insider trading laws.
- (d) Any Officer who is in possession of inside information must not deal in Wesfarmers securities and must take all reasonable steps to ensure that their Associated Parties do not deal in Wesfarmers securities, even if an exception to the Blackout Period applies and approval has been obtained under this paragraph 7.
- (e) For the avoidance of doubt, the restrictions and approvals referred to in this **Annexure B** do not apply to dealings that are exempt under paragraph 7 of **Annexure A**.

8 Additional obligations on directors of Wesfarmers

Directors of Wesfarmers must also comply with:

- (a) all requirements in the Corporations Act and the ASX Listing Rules in relation to notification of trading in Wesfarmers securities;
- (b) all requirements in Wesfarmers' Board Charter in relation to holding a minimum number of Wesfarmers securities; and
- (c) the letter agreement entered into between each director and Wesfarmers relating to notification of trading in Wesfarmers securities.

9 Other dealings and activities by Officers requiring approval

Each Officer and their Associated Parties are prohibited from engaging in the following dealings:

- (a) acquiring Wesfarmers securities with the intention of disposing of some or all of those securities within a period of less than three months from the date of acquisition (this does not include disposals of Wesfarmers securities within a short period of time after vesting or issuance of those securities under a share or rights plan);
- (b) disposing of Wesfarmers securities with the intention of buying Wesfarmers securities back within a period of less than three months from the sale or disposal;
- (c) entering into instruments or transactions to borrow and sell Wesfarmers securities with the intention of buying Wesfarmers securities back at a later date (short selling);
- (d) creating a security interest or other financial interest, or entering into a margin loan in respect of, Wesfarmers securities; and
- (e) hedging Wesfarmers securities,

unless approval has been sought and clearance obtained from the Executive General Manager, Company Secretariat, and all steps outlined in paragraph 3 of this **Annexure B** have been complied with.

In addition to the restrictions on hedging in paragraph (e) above, the Corporations Act restricts directors and senior executives of the Wesfarmers Group who are classified as 'key management personnel' from time to time, and their closely related parties (as defined in the Corporations Act), from entering into an arrangement (with anyone) if the arrangement would have the effect of limiting the exposure of that director or senior executive to risk relating to an element of that director or senior executive's remuneration that remains subject to restrictions on disposal. Clearance cannot be obtained from the Executive General Manager, Company Secretariat under paragraph 3 of this **Annexure B** for dealings which are restricted by the Corporations Act.