

Notes to Jack Dicus

Human Resources Committee Resolutions Going To The Full Board

- Sec. V • The HR Committee recommends approval of the resolution on the Short Term Incentive Plan which increases the short term award percentages to support competitive levels of Total Direct Compensation.
- Sec. VII • The HR Committee recommends approval of the resolution to register shares of Western Resources Stock to be issued within the WestSec Inc. 401(k) Savings Plan

Other Actions Of The HR Committee

- Sec. IV • The HR Committee rated John Hayes performance for 1996. John was rated significantly exceeds expectations. The Committee approved the new base annual compensation for the Executive Council. ( )
- The Committee also approved the payout of the 1996 short term performance ( ) and the distribution of performance shares granted under the (1993-1996) Long Term Incentive Plan (old plan) ( ).
- Sec. VI • The HR Committee authorized a 1997 Stock Option and Dividend Equivalent Grant under the Long Term Incentive and Share Award Plan. The grant provides:
- Stock Options with accelerated vesting contingent on achieving a share price of 120 percent of Fair Market Value at the date of grant.
  - Dividend equivalents with the same 120 percent stock appreciation trigger, but payout tied to comparative levels of Total Shareholder Return among the Comparitor Group.

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