

CONFIDENTIAL

WESTERN RESOURCES, INC.
ANNUAL MEETING OF SHAREHOLDERS

JUNE 30, 1999

The Annual Meeting of Shareholders of Western Resources, Inc. was held at the Kansas Expocentre, Seventeenth and Western, Topeka, Kansas, on Wednesday, June 30, 1999, at 1:30 p.m., pursuant to Notice mailed to all shareholders of record entitled to vote at the meeting.

David C. Wittig, Chairman of the Board, President, and Chief Executive Officer, called the meeting to order and welcomed those present. The Chairman introduced the other Directors and the senior officers of the Company in attendance.

The Chairman then introduced Messrs. James Edwards, Jeff Dobbs and Larry Katzan of Arthur Andersen & Co., Kansas City, Missouri, the Company's independent auditors.

The Chairman announced that Mr. Bruce Burns of Western Resources and Mr. Chuck Roberts of Corporate Election Services had been appointed to serve as Judges of the Election.

The Chairman stated that he had been presented with an affidavit of Mr. Richard D. Terrill, Secretary, attesting that the Notice, Proxy Statement and the form of Proxy had been properly mailed to each shareholder of record as of the close of business on May 13, 1999, the record date for the meeting.

The Chairman then called on Mr. Terrill who reviewed the items of business before the meeting. Proposal 1 is the election of three directors to Class III of the Company's Board of Directors to serve a term of three years. The following persons had been nominated for election as Directors of the Company to serve for a term expiring in 2002 and until their successors are duly elected and qualified:

Frank J. Becker
Louis W. Smith
Jane Dresner Sadaka

Proposal 2 is the amendment to the Restated Articles of Incorporation to increase the authorized shares of common stock. Proposal 3 is to approve the adoption of an Employee Stock Purchase Plan. Proposal 4 is to approve the adoption of a Short Term Incentive Plan. Proposal 5 is to approve the adoption of amendments to the 1996 Long Term Incentive and Share Award Plan.

The Chairman asked for discussion on the proposals. There being none, he asked if each shareholder present had voted if he wished to.

After all shareholders wishing to vote had done so, the Chairman declared the polls closed.

The Chairman requested the Judges tabulate the results of the voting.

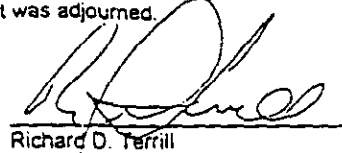
The Chairman called on Mr. Terrill to report the results of the vote. Mr. Terrill announced the election of the three nominees as Class III Directors of the Company and approval of all other proposals as proposed in the Proxy Statement.

The Chairman and senior management of the Company then reviewed the operations and results of the Company.

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The Chairman then invited the shareholders to ask questions about the Company's operations.

The Chairman thanked the shareholders for their attendance. There being no further business to come before the meeting, it was adjourned.



Richard D. Terrill

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WESTERN RESOURCES, INC.
ANNUAL MEETING OF SHAREHOLDERS
Wednesday, June 30, 1999 - 1:30 p.m. CDT

CERTIFICATE AND REPORT OF JUDGES OF ELECTION

We, the undersigned, being duly appointed Judges of Election of Western Resources, Inc., a stock corporation of the State of Kansas, DO HEREBY CERTIFY AS FOLLOWS:

1. That a meeting of the shareholders of Western Resources, Inc. was held at the Maner Conference Centre, Seventeenth and Western, Topeka, Kansas at 1:30 p.m., CDT on the 30th day of June, 1999, pursuant to due notice.
2. That before entering upon the discharge of our duties, we were severally sworn and the oath so taken by us is hereto annexed.
3. That as of the close of business on May 2, 1999, the record date of the meeting, there were issued and outstanding 66,365,320 shares of Common Stock, par value \$5 per share; 138,576 shares of Preferred stock, 4 1/2% Series, par value \$100 per share; 60,000 shares of Preferred Stock, 4 1/4% Series, par value \$100 per share; and 50,000 shares of Preferred Stock, 5% Series, par value \$100 per share.
4. That we inspected the signed proxies used at the meeting and found the same to be in proper form.
5. There were represented at the meeting 57,139,079 shares of the common and preferred stock of the corporation, of which 57,138,300 shares were represented by valid proxies.
6. That we did receive the votes of the shareholders by ballot with respect to the following:

- A. For the election of three (3) Class III directors to serve a term of three (3) years or until their respective successors shall be duly elected and qualified, did canvass the votes cast and the result of the vote taken was as follows:

Nominee	Votes FOR	Votes WITHHELD
Frank J. Becker	55,818,136	1,320,943
Louis W. Smith	55,826,365	1,312,714
Jane Dresner Sadaka	55,645,818	1,493,261

- B. To approve an amendment to the Restated Articles of Incorporation to increase the authorized shares of common stock. The result of the vote taken at such meeting was as follows:

For	48,059,791	votes	Abstain	866,335	votes
Against	8,212,953	votes	Broker Non Vote	0	votes

- C. To approve the adoption of an Employee Stock Purchase Plan. The result of the vote taken was as follows:

For	53,725,163	votes	Abstain	895,499	votes
Against	2,518,017	votes	Broker Non Vote	400	votes

- D. To approve the adoption of a Short Term Incentive Plan. The result of the vote taken was as follows:

For	48,619,313	votes	Abstain	1,333,583	votes
Against	7,185,783	votes	Broker Non Vote	400	votes

- E. To approve the adoption of amendments to the 1996 Long Term Incentive and Share Award Plan. The result of the vote taken was as follows:

For	46,465,395	votes	Abstain	1,474,331	votes
Against	9,199,353	votes	Broker Non Vote	0	votes

IN WITNESS WHEREOF, the undersigned have hereunto set our hands this 30th day of June, 1999.

Charles W. Roberts
Charles W. Roberts

Bruce R. Burns
Bruce R. Burns

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WESTERN RESOURCES, INC.
ANNUAL MEETING OF SHAREHOLDERS

Wednesday, June 30, 1999, p. m. C. D. T.

OATH OF JUDGE OF ELECTION

STATE OF KANSAS)
)
COUNTY OF SHAWNEE) ss:

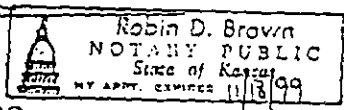
We, Charles W. Roberts and Bruce R. Burns, the duly appointed Judges of Election for the Annual Meeting of Shareholders of Western Resources, Inc., being severally and duly sworn, do solemnly swear that we will fairly and impartially perform duties as Judges of Election at the Election to be held on the 30th day of June, 1999, for Directors of Western Resources, Inc. and for other purposes for which the meeting was called, and will faithfully and diligently canvass the votes cast at such election and honestly and truthfully report the results of said election.

Charles W. Roberts
Charles W. Roberts

Bruce R. Burns
Bruce R. Burns

Subscribed and sworn to before me
this 29th day of June, 1999.

Robin D. Brown
Notary Public for Kansas



My commission expires: 11/18/99