

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Wesfarmers Limited

ABN

28 008 984 049

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | |
|---|---|
| 1 +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>88,719,239 fully paid ordinary shares pursuant to the Entitlement Offer (as described in the Prospectus dated 21 April 2008 (the Prospectus)).</p> <p>The exact number of fully paid ordinary shares to be issued pursuant to the Entitlement Offer in aggregate is, subject to the effects of rounding, known as at the date of this Appendix 3B (see above).</p> <p>However, the exact breakdown of fully paid ordinary shares to be issued pursuant to:</p> <ul style="list-style-type: none">• the Institutional Entitlement Offer and Institutional Entitlement Bookbuild; and• the Retail Entitlement Offer and Retail Entitlement Bookbuild, <p>is still to be finalised.</p> |

<p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>Fully paid ordinary shares, as more fully described in Section 8.5 of the Prospectus.</p>
<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes. The fully paid ordinary shares issued under the Entitlement Offer will rank equally with the existing fully paid ordinary shares from the date of allotment.</p>
<p>5 Issue price or consideration</p>	<p>\$29.00 per fully paid ordinary share under both the Institutional Entitlement Offer and Retail Entitlement Offer.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The net proceeds of the Entitlement Offer will be used to repay a portion of Wesfarmers Limited's existing \$4 billion senior bridge facility.</p> <p>See Section 2.3 of the Prospectus for a more detailed description.</p>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>6 May 2008 under the Institutional Entitlement Offer and Institutional Entitlement Bookbuild</p> <p>2 June 2008 under the Retail Entitlement Offer and Retail Entitlement Bookbuild.</p>

+ See chapter 19 for defined terms.

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	After the Entitlement Offer there will be 646,184,180 fully paid ordinary shares on issue (based on the number of fully paid ordinary shares on issue at the date of this Appendix 3B and the number of fully paid ordinary shares to be issued under the Entitlement Offer, subject to the effects of rounding).	Fully paid ordinary shares
	152,288,966	Fully paid partially protected ordinary shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)		

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change.
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No.
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12 Is the issue renounceable or non-renounceable?	Entitlements will not be tradeable on ASX. However, those shareholders who do not take their entitlements may receive a cash payment in respect of the shares they do not subscribe for under their entitlements. Refer to sections 2.6 and 2.7 of the Prospectus
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13	Ratio in which the +securities will be offered	<p>1 fully paid ordinary share for every 8 fully paid ordinary shares held as at the Record Date</p> <p>1 fully paid ordinary share for every 8 fully paid partially protected ordinary shares held as at the Record Date.</p>
14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+Record date to determine entitlements	7.00pm (AEST) on 24 April 2008.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the next whole number of new shares.
18	<p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	All countries except Australia, New Zealand and the UK. With respect to the UK, the Prospectus will only be sent to trustees who hold fully paid ordinary shares on behalf of employees under Wesfarmers' UK employee share schemes.
19	Closing date for receipt of acceptances or renunciations	5.00pm (AEST) on 20 May 2008.
20	Names of any underwriters	<p>ABN AMRO Equity Capital Markets Australia Limited (underwriting proportion = 20%)</p> <p>Deutsche Bank AG, Sydney Branch (underwriting proportion = 10%)</p> <p>Goldman Sachs JBWere Pty Limited (underwriting proportion = 20%)</p> <p>J.P. Morgan Australia Limited (underwriting proportion = 10%)</p> <p>Macquarie Capital Advisers Limited (underwriting proportion = 20%)</p> <p>UBS AG, Australia Branch (underwriting proportion = 20%)</p>

+ See chapter 19 for defined terms.

21	Amount of any underwriting fee or commission	<p>The underwriters will be paid an underwriting fee in proportion to their underwriting commitment of 1.0% of the gross proceeds of the Entitlement Offer.</p> <p>The underwriters will also be paid a management and arranging fee in proportion to their underwriting commitment of 0.875% of the gross proceeds of the Entitlement Offer.</p>
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	<p>A stamping of 0.5% of Application Monies (exclusive of GST) on New Wesfarmers Ordinary Shares allotted will be paid to stockbrokers who submit a valid claim for a broker stamping fee on successful Applications, subject to a fee limit of \$100 for each such Application (exclusive of GST).</p> <p>The aggregate fee payable on all successful Applications will be limited to \$1.5 million (inclusive of GST). In the event that the total stamping fees payable exceed \$1.5 million (inclusive of GST), the stamping fee payable per successful Application will be scaled back on a pro rata basis.</p> <p>The fee is to be met by Wesfarmers Limited.</p>
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	5 May 2008.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	Refer to Item 7 of this Appendix 3B

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

+ See chapter 19 for defined terms.

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<input type="text"/>	<input type="text"/>

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 21 April 2008

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Company secretary

Print name: **Linda Kenyon**

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+ See chapter 19 for defined terms.