

# 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>Up to 349,514,090 fully paid ordinary shares pursuant to the Entitlement Offer (as described in the documents lodged in respect of the Entitlement Offer with the ASX on 22 January 2009 (the <i>Offer Documents</i>)).</p> <p>The exact breakdown of fully paid ordinary shares to be issued under the Entitlement Offer pursuant to the:</p> <ul style="list-style-type: none"><li>• Institutional Entitlement Offer and Institutional Entitlement Bookbuild; and</li><li>• Retail Entitlement Offer,</li></ul> <p>is still to be finalised and is subject to the reconciliation of shareholder entitlements.</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</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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<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, except that they will not be entitled to the interim dividend for FY2009.</p>
<p>5 Issue price or consideration</p>	<p>\$13.50 per fully paid ordinary share.</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 Wesfarmers Limited's debt facilities.</p>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>6 February 2009 under the Institutional Entitlement Offer and Institutional Entitlement Bookbuild</p> <p>3 March 2009 under the Retail Entitlement Offer.</p>

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+ 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)	<p>After the Entitlement Offer there will be up to 1,013,079,858 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).</p> <p>151,967,108</p>
		<p>Fully paid ordinary shares</p> <p>Fully paid partially protected ordinary shares</p>

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Performance Rights
	100,000	

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividends will be paid based on the company's current and projected cash position, having regard to capital and expenditure requirements, retained earnings, franking credits, debt levels and business and economic conditions generally
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable.
13	Ratio in which the +securities will be offered	<p>3 fully paid ordinary shares for every 7 fully paid ordinary shares held as at the Record Date</p> <p>3 fully paid ordinary shares for every 7 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	7:00 pm (AEDT) on 28 January 2009
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 down to the next whole number of new shares.
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	All countries except Australia, New Zealand and the UK. With respect to the UK, the Offer Documents will only be sent to employees under Wesfarmers' UK employee share schemes (either by the Company or, where the share scheme is held through a trust, by the trustee of the relevant plan).
19	Closing date for receipt of acceptances or renunciations	5:00 pm (AEDT) on 23 February 2009
20	Names of any underwriters	ABN AMRO Equity Capital Markets Australia Limited; Deutsche Bank AG, Sydney branch; UBS AG, Australia Branch; Goldman Sachs JBWere Pty Ltd; JP Morgan; and Macquarie Capital Advisers Limited
21	Amount of any underwriting fee or commission	Wesfarmers must pay to each underwriter in proportion to their underwriting commitment:  (a) an underwriting fee of 1.7% of the sum of the Institutional Entitlement Offer Proceeds and the Institutional Bookbuild Proceeds; and  (b) a management and arranging fee of 0.4% of the sum of the Institutional Entitlement Offer Proceeds and the Institutional Bookbuild Proceeds.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
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	No prospectus or Product Disclosure Statement is being produced. However, the Retail Entitlement Offer documents will be sent to Eligible Retail Shareholders from 29 January 2009.
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

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

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+ See chapter 19 for defined terms.

## Entities that have ticked box 34(b)

38 Number of securities for which  
+quotation is sought

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39 Class of +securities for which  
quotation is sought

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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

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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)

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	Number	+Class
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)	

**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: .....  
Company Secretary

Date: 22 January 2009

Print name: **LINDA JAYNE KENYON**

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+ See chapter 19 for defined terms.