

Appendix 3Y

Change of Director's Interest Notice

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 30/9/2001.

| | |
|-----------------------|---------------------------|
| Name of entity | WESFARMERS LIMITED |
| ABN | 28 008 984 049 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|----------------------------------|
| Name of Director | RICHARD JAMES BARR GOYDER |
| Date of last notice | 11 SEPTEMBER 2013 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| Direct or indirect interest | Direct and indirect interests | |
|---|---|----------------|
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | CPU Share Plans Pty Limited as trustee of the Wesfarmers Long Term Incentive Plan ("the WLTIP") is the registered holder. Richard James Barr Goyder is the beneficiary of the shares under the trust deed and rules governing the Plan. | |
| Date of change | 8 November 2013 | |
| No. of securities held prior to change | Direct | 324,092 shares |
| | Indirect CPU Share Plans Pty Limited as trustee of the WLTIP is the registered holder. Richard James Barr Goyder is the beneficiary of the shares under the trust deed and rules governing the Plan. | 694,003 shares |

+ See chapter 19 for defined terms.

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| | | |
|--|--|-------------------------------|
| | Direct Performance rights granted pursuant to the terms of the 2012 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR. | 100,000 Performance rights |
| Class | Performance Rights | |
| Number acquired | 88,000 | |
| Number disposed | N/A | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$40.016975 | |
| No. of securities held after change | Direct | 324,092 shares |
| | Indirect CPU Share Plans Pty Limited as trustee of the WLTIP is the registered holder. Richard James Barr Goyder is the beneficiary of the shares under the trust deed and rules governing the Plan. | 694,003 shares |
| | Direct Performance rights granted pursuant to the terms of the 2012 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR. | 100,000 Performance rights |

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| | | |
|---|--|------------------------------|
| | Performance rights granted pursuant to the terms of the 2013 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR. | 88,000 Performance rights |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | The performance rights represent Mr Goyder's long term incentive grant. | |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Detail of contract | |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | |
| Interest after change | |

+ See chapter 19 for defined terms.

Part 3 – Closed period

| | |
|--|----------------|
| Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | Not applicable |
| If prior written clearance was provided, on what date was this provided? | Not applicable |

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| | |
|-----------------------|---------------------------|
| Name of entity | WESFARMERS LIMITED |
| ABN | 28 008 984 049 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|----------------------------|
| Name of Director | TERENCE JAMES BOWEN |
| Date of last notice | 11 SEPTEMBER 2013 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Direct or indirect interest | Direct and indirect interests |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | <p>CPU Share Plans Pty Limited as trustee of the Wesfarmers Long Term Incentive Plan ("the WLTIP") is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WLTIP.</p> <p>CPU Share Plans Pty Limited as trustee of the Wesfarmers Employee Share Acquisition Plan ("the WESAP") is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WESAP.</p> |
| Date of change | 8 November 2013 |

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| | | |
|---|--|---------------------------|
| No. of securities held prior to change | Indirect | |
| | CPU Share Plans Pty Limited as trustee of the WLTIP is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WLTIP. | 457,036 shares |
| | Indirect | |
| | CPU Share Plans Pty Limited as trustee of the WESAP is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WESAP. | 153 shares |
| | Direct | |
| | Performance rights granted pursuant to the terms of the 2012 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR. | 50,000 performance rights |
| Class | Performance Rights | |
| Number acquired | 55,000 | |
| Number disposed | N/A | |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | \$40.016975 | |

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| No. of securities held after change | | |
|---|---|----------------------------------|
| | <p>Indirect</p> <p>CPU Share Plans Pty Limited as trustee of the WLTIP is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WLTIP.</p> | <p>457,036 shares</p> |
| | <p>Indirect</p> <p>CPU Share Plans Pty Limited as trustee of the WESAP is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WESAP.</p> | <p>153 shares</p> |
| | <p>Direct</p> <p>Performance rights granted pursuant to the terms of the 2012 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.</p> | <p>50,000 performance rights</p> |
| | <p>Performance rights granted pursuant to the terms of the 2013 WLTIP. Each Performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.</p> | <p>55,000 performance rights</p> |
| <p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>The performance rights represent Mr Bowen's long term incentive grant.</p> | |

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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Detail of contract | |
| Nature of interest | |
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | |
| Interest after change | |

Part 3 – Closed period

| | |
|--|----------------|
| Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | Not applicable |
| If prior written clearance was provided, on what date was this provided? | Not applicable |

+ See chapter 19 for defined terms.