



Wesfarmers Limited

ABN 28 008 984 049

22 January 2007

The Manager
Company Announcements Office
Australian Stock Exchange Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

REINSTATEMENT OF DIVIDEND INVESTMENT PLAN - DOCUMENTATION

Further to our announcements of 9 and 18 January 2007 in relation to the reinstatement of the company's Dividend Investment Plan we attach copies of the letters and forms that are today being posted to shareholders in that regard. A copy of the Plan booklet which will be forwarded to shareholders with the letters is also attached.

Yours faithfully

L J KENYON
COMPANY SECRETARY

Enc.



Wesfarmers Limited

ABN 28 008 984 049

22 January 2007

Your current level of participation
--

Full Participant

Dear Shareholder

DIVIDEND INVESTMENT PLAN

The Wesfarmers Limited Dividend Investment Plan ("the Plan"), under which shareholders are able to invest all or a portion of their dividend entitlements in additional Wesfarmers shares, is to be reinstated. The Plan was suspended in February 2003 in response to the company's low level of debt and strong cash flows at the time.

The Board has decided, following several acquisitions, to reinstate the Plan with effect from 27 February 2007, which will also be the record date for the interim dividend payable in respect of the period ended 31 December 2006. The Plan will apply to future dividends unless notice is given of its suspension or termination.

A 2 per cent discount will be applied to the price of the shares allocated under the Plan in relation to the interim dividend for 2006/07.

The Board has also decided to make a number of amendments to the Plan that will become effective when it is reinstated. The three main amendments, which are intended to improve the administration of the Plan and ensure it remains cost effective are:

- changing the basis on which the price of the shares to be allocated under the Plan will be determined and providing the directors with the discretion to select the period (which will still be not less than five consecutive trading days) over which the price will be calculated. The more flexible pricing period will enable the directors to select a pricing period such that the price of the shares allocated under the Plan should reflect the market price. For the purpose of the interim dividend for 2006/07 the directors intend to select the period of 10 consecutive trading days from and including the second trading day after the record date;
- giving the directors discretion to transfer shares to participants in the Plan in addition to the current power to issue shares. This change will provide the directors with the flexibility to determine the most appropriate source for the shares to be allocated under the Plan having regard to the company's overall equity position and requirements at the relevant time. It may also enable the directors to continue the Plan in periods when it would otherwise be more appropriate to suspend its operation; and

- allowing notification of any future amendments to the Plan to be given by way of an announcement on the Australian Securities Exchange ("ASX"). This will enable the directors to determine the most suitable and cost effective way to notify shareholders of changes to the Plan.

The amendments also include other minor changes to update terminology and clarify the position in relation to partial participation in the Plan. Shareholders electing partial participation will now have the option of specifying a number of shares or a percentage of their shareholding for partial participation in the Plan rather than being required to participate in respect of 50 per cent of their shareholding.

A complete copy of the amended Terms and Conditions of the Plan which were released to the ASX on 9 January 2007 is contained in the enclosed booklet.

Your level of participation in the plan, as recorded when the plan was suspended or after it was suspended is shown in the box on the front of this letter.

If you elect to vary your participation in the Plan you may do so on the attached Notice of Variation by:

- marking the appropriate box
- signing the form in accordance with the signing instructions
- returning the form in the reply paid envelope provided

If you elect to vary your participation in the Plan for the forthcoming interim dividend, the Notice of Variation needs to be received by **5.00 pm (WST) on 27 February 2007**. Notices received after that time will only be effective for subsequent dividends. You can vary your participation in the Plan at any time by giving appropriate notice to the company before the relevant record date.

PLEASE NOTE THAT IF YOU DO NOT WISH TO VARY YOUR LEVEL OF PARTICIPATION, YOU DO NOT NEED TO RESPOND TO THIS LETTER.

If you have any questions at all about the Plan please contact Computershare Investor Services Pty Limited on 1300 557 010.

Yours faithfully



LINDA KENYON
COMPANY SECRETARY

Enc.



All correspondence to:
 Computershare Investor Services Pty Limited
 GPO Box 2975 Melbourne
 Victoria 3001 Australia
 Enquiries (within Australia) 1300 557 010
 (outside Australia) 61 3 9415 4000
 Facsimile 61 8 9323 2033
 web.queries@computershare.com.au
 www.computershare.com

Securityholder Reference Number (SRN)

Dividend Investment Plan (DIP) - Notice of Variation

Use a black pen.
 Print in CAPITAL letters
 inside the grey areas.

A	B	C
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1	2	3
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Where a choice is required,
 mark the box with an 'X'

X

A I/We elect to vary my/our participation in the DIP as follows:

X

FULL PARTICIPATION

Mark this box if you wish all of your shares to participate in the DIP.

X

PARTIAL PARTICIPATION

Mark this box and show the number of shares
 you wish to participate in the DIP.

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OR

Specify the percentage of your shares that you
 wish to participate in the DIP.

		%
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**IMPORTANT:
 COMPLETE ONLY
 ONE OPTION**

X

TERMINATION

Mark this box if you wish to terminate your participation in the DIP.

B Sign Here - This section must be signed for your instructions to be executed.

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions in respect to my/our shares. Where I/we have indicated participation in the DIP, I/we hereby agree to be bound by the Terms and Conditions of the DIP.

Individual or Securityholder 1

--

Director

Securityholder 2

--

Director/Company Secretary

Securityholder 3

--

Sole Director and Sole Company Secretary

Note: When signed under Power of Attorney, the attorney states that they have not received a notice of revocation. Computershare Investor Services Pty Limited needs to sight a certified copy of the Power of Attorney.

Date - Day

Month

Year

		/			/					
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How to complete this form

A

Complete Section A only if you wish to vary your level of participation or to terminate your participation in the DIP.

Select FULL PARTICIPATION if you wish to have all of your cash dividends on Wesfarmers shares invested in the form of more Wesfarmers shares.

If you wish to participate in respect of part of your shareholding, please select PARTIAL PARTICIPATION and show the number of shares in figures OR the percentage of your shareholding that you wish to participate.

Please note that an election for full participation in the DIP will override any instruction on the registry record regarding direct payment of cash dividends into a nominated account.

This instruction only applies to the specific holding identified by the SRN/HIN and the name appearing on the front of this form.

By applying to participate in the DIP you acknowledge that neither Wesfarmers Limited nor Computershare Investor Services Pty Limited have provided any investment or financial product advice in relation to your participation in the DIP.

B

If you have completed Section A, you must sign this form in Section B as follows in the spaces provided:-

Joint Holding: where the holding is in more than one name, all of the shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged the Power of Attorney for notation, please attach a certified photocopy to this form when it is returned.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

WIP 08/1/05

W E S D R P

W E S

Please return the completed form to:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia





Wesfarmers Limited

ABN 28 008 984 049

22 January 2007

Your current level of participation
--

Non-Participant

Dear Shareholder

DIVIDEND INVESTMENT PLAN

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The Board has decided, following several acquisitions, to reinstate the Plan with effect from 27 February 2007, which will also be the record date for the interim dividend payable in respect of the period ended 31 December 2006. The Plan will apply to future dividends unless notice is given of its suspension or termination.

A 2 per cent discount will be applied to the price of the shares allocated under the Plan in relation to the interim dividend for 2006/07.

The Board has also decided to make a number of amendments to the Plan that will become effective when it is reinstated. The three main amendments, which are intended to improve the administration of the Plan and ensure it remains cost effective are:

- changing the basis on which the price of the shares to be allocated under the Plan will be determined and providing the directors with the discretion to select the period (which will still be not less than five consecutive trading days) over which the price will be calculated. The more flexible pricing period will enable the directors to select a pricing period such that the price of the shares allocated under the Plan should reflect the market price. For the purpose of the interim dividend for 2006/07 the directors intend to select the period of 10 consecutive trading days from and including the second trading day after the record date;
- giving the directors discretion to transfer shares to participants in the Plan in addition to the current power to issue shares. This change will provide the directors with the flexibility to determine the most appropriate source for the shares to be allocated under the Plan having regard to the company's overall equity position and requirements at the relevant time. It may also enable the directors to continue the Plan in periods when it would otherwise be more appropriate to suspend its operation; and

- allowing notification of any future amendments to the Plan to be given by way of an announcement on the Australian Securities Exchange ("ASX"). This will enable the directors to determine the most suitable and cost effective way to notify shareholders of changes to the Plan.

The amendments also include other minor changes to update terminology and clarify the position in relation to partial participation in the Plan. Shareholders electing partial participation will now have the option of specifying a number of shares or a percentage of their shareholding for partial participation in the Plan rather than being required to participate in respect of 50 per cent of their shareholding.

A complete copy of the amended Terms and Conditions of the Plan which were released to the ASX on 9 January 2007 is contained in the enclosed booklet.

As you are not recorded as a participant in the Plan you can elect to become a participant on the attached Application to Participate by:

- marking the appropriate box for your preferred level of participation
- signing the form in accordance with the signing instructions
- returning the form in the reply paid envelope provided

If you elect to become a participant in the Plan for the forthcoming interim dividend, the Application to Participate needs to be received by **5.00 pm (WST) on 27 February 2007**. Notices received after that time will only be effective for subsequent dividends. You can vary your participation in the Plan at any time by giving appropriate notice to the company before the relevant record date.

If you have any questions at all about the Plan please contact Computershare Investor Services Pty Limited on 1300 557 010.

Yours faithfully



LINDA KENYON
COMPANY SECRETARY

Enc.



All correspondence to:
 Computershare Investor Services Pty Limited
 GPO Box 2975 Melbourne
 Victoria 3001 Australia
 Enquiries (within Australia) 1300 557 010
 (outside Australia) 61 3 9415 4000
 Facsimile 61 8 9323 2033
 web.queries@computershare.com.au
 www.computershare.com

Holder Identification Number (HIN)

Dividend Investment Plan (DIP) - Application to Participate

Use a black pen.
 Print in CAPITAL letters
 inside the grey areas.

A	B	C
---	---	---

1	2	3
---	---	---

Where a choice is required,
 mark the box with an 'X'

X

A I/We elect to participate in the DIP as follows:

X

FULL PARTICIPATION

Mark this box if you wish all of your shares to participate in the DIP.

OR

IMPORTANT: If you choose partial participation, you must choose only one of the options below ie. show the number of securities OR the percentage of your shareholding that you wish to participate.

X

PARTIAL PARTICIPATION

Mark this box and show the number of your shares that you wish to participate in the DIP.

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OR

Specify the percentage of your shares that you wish to participate in the DIP.

		%
--	--	---

B Sign Here - This section must be signed for your instructions to be executed.

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions in respect to my/our shares. I/we hereby agree to be bound by the Terms and Conditions of the DIP.

Individual or Securityholder 1

--

Director

Securityholder 2

--

Director/Company Secretary

Securityholder 3

--

Sole Director and Sole Company Secretary

Note: When signed under Power of Attorney, the attorney states that they have not received a notice of revocation. Computershare Investor Services Pty Limited needs to sight a certified copy of the Power of Attorney.

Date - Day

Month

Year

		/			/						
--	--	---	--	--	---	--	--	--	--	--	--



How to complete this form

A

Complete Section A if you wish to have your cash dividends on your Wesfarmers shares invested in the form of more Wesfarmers shares.

If you only wish to participate in the DIP in respect of part of your shareholding, please show the number of shares in figures OR the percentage of your shareholding that you wish to participate.

Please note that an election for full participation in the DIP will override any instruction on the registry record regarding direct payment of cash dividends into a nominated account.

This instruction only applies to the specific holding identified by the SRN/HIN and the name appearing on the front of this form.

By applying to participate in the DIP you acknowledge that neither Wesfarmers Limited nor Computershare Investor Services Pty Limited have provided any investment or financial product advice in relation to your participation in the DIP.

B

If you have completed Section A, you must sign this form in Section B as follows in the spaces provided:-

Joint Holding: where the holding is in more than one name, all of the shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged the Power of Attorney for notation, please attach a certified photocopy to this form when it is returned.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

WESDC

WES

Please return the completed form in the envelope provided, or to the address opposite:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia



Dividend Investment Plan



Summary of the Plan

The Wesfarmers Limited Dividend Investment Plan (“the Plan”) provides a convenient way for shareholders to invest their dividends in new shares in the company.

The main features of the Plan include:

- At each dividend payment date, dividends on shares nominated to be the subject of the Plan are automatically invested in Wesfarmers shares.
- Shares may be allocated under the Plan at a discount to the market price.
- Shares allocated under the Plan may, in the directors’ discretion, be existing Wesfarmers’ shares transferred to participants, or new Wesfarmers’ shares issued to participants.
- Participants pay no brokerage or other costs associated with acquiring the shares and the shares allocated under the Plan rank equally with all other fully paid ordinary shares.
- Shares allocated under the Plan are registered directly in the participant’s holding.
- Any cash balances in the participant’s Plan account will be retained in that account until the next allocation of shares under the Plan (without accruing interest).
- A statement is sent to participants as at each dividend payment date.
- Participants may join, vary their participation, or withdraw from the Plan at any time prior to the record date for an allocation under the Plan.
- Participants electing partial participation can nominate a number of shares or the percentage of their shareholding that will participate in the Plan.
- To join the Plan, shareholders need to complete the application provided with this booklet and return it to the company’s Share Registry at the address shown on the form.
- A shareholder’s tax position in respect of the dividend payment remains unchanged whether or not a shareholder elects to participate in the Plan.
- Participation in the Plan is entirely voluntary. Shareholders who do not apply to participate in the Plan will continue to receive their dividends in cash (paid by cheque or direct credit to their nominated bank account).

Questions and Answers

Who can participate?

All shareholders who have addresses in Australia or New Zealand can participate in the Plan. The Board has determined that it is currently impracticable for participation in the Plan to be offered to shareholders whose addresses are in countries other than Australia or New Zealand.

How do I choose to participate?

To participate you will need to complete and return the application provided with this booklet. An application can also be obtained by downloading the form from the Wesfarmers website, www.wesfarmers.com.au or by contacting Wesfarmers' Share Registry, Computershare Investor Services on 1300 557 010.

Do I have to participate for all of my shares?

You can elect to participate for all or part of you shareholding. If you elect to participate in respect of part of your shareholding you can nominate a number of shares or the percentage of your shareholding that will participate in the Plan.

Can I stop participating or vary the level of my participation?

You can vary the level of your participation or withdraw from the Plan at any time by completing a notice of variation provided with this booklet. Notices received after the record date for an allocation under the Plan will only be effective from and including the next dividend (provided the Plan has not been suspended or terminated prior to the record date for that dividend).

How much will the shares cost?

The price of the shares allocated under the Plan will be the average of the daily volume weighted average price of Wesfarmers shares sold on the Australian Securities Exchange over the relevant calculation period (which will be not less than five consecutive trading days) determined by the directors less any discount determined by the directors from time to time.

How many shares will I receive?

The amount of the dividends in your Plan account will be divided by the share price as calculated in accordance with the Plan to determine the maximum number of shares to be allocated (rounding down to the nearest whole number). Any cash balance remaining in your Plan account will be carried forward to the next dividend.

Will there be any costs?

No brokerage, commission or other transaction costs will be payable by participants in respect of shares allocated under the Plan.

Will shares allocated under the Plan rank equally with other Wesfarmers shares?

The shares allocated under the Plan will rank equally with all other issued Wesfarmers shares. Unless you have nominated a specific number of shares to participate in the Plan or if you vary your level of participation in or withdraw from the Plan the additional shares will also participate in the Plan in respect of subsequent dividends to the extent of the level of participation that you have selected.

What happens if I have more than one shareholding?

A separate application or notice of variation will need to be submitted for each shareholding. If you have more than one shareholding you may wish to consider consolidating those shareholdings. Our Share Registry would be happy to help you in that regard.

Can the Plan be modified or suspended?

The Plan may be modified or suspended by one month's notice which, in the discretion of the directors, may be given by an announcement to the Australian Securities Exchange or by notice in writing to holders of Wesfarmers securities.

Will the Plan be underwritten?

Wesfarmers may seek to have the Plan underwritten at any time.

Terms and Conditions

The following are the terms and conditions applicable to the Wesfarmers Dividend Investment Plan.

1. Participation in the Plan

Participation is optional.

Participation is open to all holders of Wesfarmers Limited (“Wesfarmers”) shares listed for quotation on the official lists of ASX Limited except such holders whose address (as it appears in the relevant Wesfarmers’ register) is a country whose regulations make it impracticable in the opinion of the directors for the Plan to be offered to them.

(Note: The directors have resolved that it is impracticable for participation in the Plan to be offered to holders whose addresses are in countries other than Australia or New Zealand.)

Participation may, subject to any restrictions in these terms and conditions, be varied or terminated by a Plan participant at any time.

2. Applications to Participate

Applications to participate in the Plan are made on the appropriate form signed by the applicant.

Each application received by Wesfarmers is effective for:

- (i) the first dividend payable after receipt of the application; and
- (ii) all subsequent dividends until the earlier of termination of the participant’s participation in the Plan or termination of the Plan,

PROVIDED THAT any application received by Wesfarmers after the record date for determination of entitlements to payment of a dividend (“record date”) is not effective for that dividend.

3. Degree of Participation

Participation in the Plan in respect of dividends on Wesfarmers shares may be either full or partial.

FULL PARTICIPATION results when Wesfarmers accepts an application by a shareholder for the whole of that shareholder’s shareholding from time to time to be subject to the Plan. Under full participation, the provisions of the Plan apply to all cash dividends payable on all the participant’s registered shareholding at the relevant record date.

PARTIAL PARTICIPATION results when Wesfarmers accepts an application by a shareholder for less than all of that shareholder’s shareholding from time to time to be subject to the Plan.

Under partial participation, the provisions of the Plan apply to all cash dividends payable on the relevant percentage or number of the participant’s shares subject to the Plan. However, if the provisions of the Plan apply to the cash dividends payable on a number of a partial participant’s shares and on

the relevant record date the number of shares held by the partial participant is less than that number, the provisions of the Plan will, in respect of that dividend, apply only to such lesser number of shares.

Applications in respect of a shareholder's shareholding which are duly signed but which do not indicate the degree of participation selected may be deemed by Wesfarmers to be applications for full participation.

4. Operation of the Plan

(i) Dividends and Allocations

Each cash dividend which is payable to a participant in respect of shares which are the subject of the Plan and which is available for payment to the participant will upon payment be used to acquire (by issue or transfer) additional Wesfarmers shares.

In respect of each cash dividend payable to a participant, Wesfarmers will for and on behalf of that participant:

- (a) determine the amount of the cash dividend payable in respect of the shares of that participant which are the subject of the Plan and any withholding tax payable in respect of such dividend;
- (b) credit the amount of the dividend (less withholding tax, if applicable) to the participant's Plan account;
- (c) determine the maximum number of additional shares priced in accordance with the provisions of the Plan which could be acquired under the Plan (rounded down to the nearest whole number) using the amount of the dividend and any cash balance then in the participant's Plan account;
- (d) either (in the absolute discretion of the directors):
 - (i) issue that number of additional shares determined in accordance with (c) above to the participant and debit the participant's Plan account with the allocation price for those additional shares;
 - (ii) cause that number of shares determined in accordance with (c) above to be acquired in the market (in the manner the directors consider appropriate) for transfer to the participant, and for each share allocated, debit the participant's Plan account with the allocation price for those shares; or
 - (iii) any combination of (i) and (ii) above; and
- (e) retain in the participant's Plan account any cash balance remaining (without accruing interest).

(ii) General

In respect of each participant in the Plan, Wesfarmers will establish and maintain a Plan account.

The price of Shares to be allocated under the Plan (the "allocation price") will be the average of the daily volume weighted average price of all Wesfarmers' shares sold on the Australian Securities Exchange in the relevant calculation

period (but excluding any trades the directors in their absolute discretion consider do not reflect normal supply and demand), less any discount determined by Wesfarmers from time to time. Notification of the calculation period and the discount determined by Wesfarmers will be by announcement to ASX Limited.

In these Terms and Conditions "calculation period" means a period of not less than five consecutive trading days as determined by the directors from time to time in their absolute discretion.

5. Shares to be Allocated under the Plan

Shares to be allocated under the Plan will be allocated within the time required by the listing requirements of ASX Limited.

Shares allocated under the Plan will from the date of registration rank equally in all respects with all other issued fully paid ordinary shares in the capital of Wesfarmers.

Shares allocated under the Plan will be registered in the participant's holding and details of the shares will appear on the participant's routine transaction statement issued at the end of the month following the allocation.

6. Costs to Participants

No brokerage, commissions, stamp duty or other transaction costs are payable by participants in respect of the application for, and allocation of, shares under the Plan. However, participants will be required to pay any income tax or withholding tax payable in respect of the receipt of dividends or interest or in respect of the allocation of shares under the Plan.

7. Statement to Participants

Wesfarmers will send to each participant holding shares which are the subject of the Plan a statement as at each dividend payment date, giving details of the participant's participation in the Plan.

8. Variation to Participation

Forms to enable a participant to vary his or her participation in the Plan can be obtained by downloading the forms from the Wesfarmers website, www.wesfarmers.com.au or by contacting Wesfarmers' Share Registry, Computershare Investor Services on 1300 557 010.

A partial participant may at any time apply to become a full participant and a full participant may at any time apply to become a partial participant.

(Note: Where a partial participant has nominated a percentage of his or her shareholding to participate in the Plan and he or she acquires or disposes of shares, the number of the participant's shares subject to the Plan will be adjusted accordingly, i.e. to maintain the nominated percentage of participation.)

9. Termination of Participation

A full or partial participant may at any time give Wesfarmers notice of termination of participation in the Plan.

Notice of termination of participation will be effective in respect of the first record date after the date of receipt by Wesfarmers of the notice.

If a participant dies, participation by that participant and any other participant with whom the deceased was a joint participant, will be terminated upon receipt by Wesfarmers of notice of the death of the deceased participant.

Where a participant disposes of all the participant's shares without giving Wesfarmers notice of termination of participation and is not registered as the holder of shares at the next record date, the participant will be deemed to have terminated participation on that record date.

If there is a balance in a participant's Plan account at a record date and the participant has terminated or is deemed to have terminated participation in the Plan, the balance in the participant's Plan account will be paid to the participant.

10. Applications and Notices

Wesfarmers may, in its discretion, give any notice under this Plan to holders of Wesfarmers' securities by means of:

- (i) notice in writing in accordance with Wesfarmers' constitution; or
- (ii) an announcement to ASX Limited.

Notices by means of an announcement to ASX Limited will be deemed to have been received by all holders of Wesfarmers' securities on the date the announcement is made.

Applications and notices to Wesfarmers shall be in writing or such other form as Wesfarmers may from time to time require.

Such applications and notices will be effective on receipt by Wesfarmers subject to:

- (i) these terms and conditions;
- (ii) in the case of applications, acceptance by Wesfarmers; and
- (iii) receipt by Wesfarmers before the relevant record date.

Applications or notices received after such record date will be effective in respect of the next relevant record date.

11. Stock Exchange Listing

Application will be made by Wesfarmers promptly after issue of shares under the Plan to be listed for quotation on the official lists of ASX Limited.

12. Modification and Termination of the Plan

The Plan may be modified by Wesfarmers at any time on giving one month's notice to holders of Wesfarmers' securities and each agreement between Wesfarmers and a participant under the Plan shall be modified as necessary by such notice.

The Plan and each agreement between Wesfarmers and the participant under the Plan may be terminated by Wesfarmers at any time upon giving two month's notice to holders of Wesfarmers' securities in which event Wesfarmers will send to the participants the statements to be sent to participants upon termination of participation and any balance in the participant's Plan account.

The non-receipt of any notice under the Plan by the holder of any Wesfarmers' securities or the accidental omission to give notice of modification or termination of the Plan shall not invalidate such modification or termination.

The provisions of the Plan will not apply to dividends on shares which are the subject of the Plan where, by its Constitution or otherwise, Wesfarmers is entitled to and does retain or deal with all or part of such dividends.

13. Waiver of strict compliance

Wesfarmers reserves the discretion to waive strict compliance with any provisions of these terms and conditions.

14. Suspension of Plan

All or any part of the Plan may be suspended or recommenced from time to time and for such periods as Wesfarmers may in its discretion determine by giving one month's notice to holders of Wesfarmers' securities. Any applications for participation in the Plan will automatically be suspended during a suspension of the Plan and reinstated upon reinstatement of the Plan. On suspension of the Plan Wesfarmers may in its discretion, retain any balances in participants' Plan accounts until the Plan is reinstated, or distribute those balances to participants.

Wesfarmers Limited

ABN 28 008 984 049

Registered office

Level 11, Wesfarmers House
40 The Esplanade, Perth,
Western Australia 6000

Telephone: (+61 8) 9327 4211

Facsimile: (+61 8) 9327 4216

Website: www.wesfarmers.com.au

Email: info@wesfarmers.com.au

Share Registry**Computershare Investor
Services Pty Limited**

Level 2, 45 St George's Terrace
Perth, Western Australia 6000

Telephone:

Australia: 1300 557 010

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International: (+61 8) 9323 2033

Website:

www.computershare.com.au