



5 October 2011

The Manager
Company Announcements Office
Australian Securities Exchange

Dear Sir,

NOTICE OF ANNUAL GENERAL MEETING

The following documents will be mailed to shareholders on 5 October 2011 in relation to the 2011 Annual General Meeting of Wesfarmers Limited to be held on Wednesday, 9 November 2011 at 1:00pm (Perth time):

- Personalised letter and Voting Form;
- Notice of Meeting (including the Explanatory Notes); and
- 2011 Annual Report or 2011 Shareholder Review (in accordance with elections made by shareholders).

All documents are attached to this announcement, except for the 2011 Annual Report and the 2011 Shareholder Review, which were lodged with the ASX on 22 September 2011 and 29 September 2011 respectively, under Listing Rule 4.5.

Yours faithfully,

A handwritten signature in black ink, appearing to be "L J Kenyon".

L J KENYON
COMPANY SECRETARY

Enc.



Dear Shareholder,

ANNUAL GENERAL MEETING - 9 NOVEMBER 2011 AT 1:00 PM (PERTH TIME)

It is my pleasure to invite you to attend the 2011 Annual General Meeting of Wesfarmers Limited.

Please find enclosed the following:

1. Personalised Voting Form and return envelope;
2. Notice of Meeting (including the Explanatory Notes); and
3. 2011 Shareholder Review (if requested).

A copy of the 2011 Annual Report is available on the company's website (www.wesfarmers.com.au).

Meeting Details

The Annual General Meeting is being held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia, on Wednesday, 9 November 2011 at 1:00 pm (Perth time). The registration desk will be open from 12:00 noon.

For your convenience, there is a car park underneath the Perth Convention and Exhibition Centre. Undercover parking is available at a cost of \$4.30 per hour. The map on the back of this letter shows the location of the venue.

Attendance at the Meeting

If you will be attending the meeting, ***please bring this letter with you*** and present it at the registration desk. The bar code at the top of this page will assist in registering your attendance.

If you are unable to attend the meeting but wish to vote on any of the resolutions to be considered at the meeting, you are encouraged to complete and return the enclosed Voting Form in accordance with the instructions on the form.

Please complete the direct voting section OR the proxy voting section on the Voting Form to ensure your vote is valid. Alternatively, you can submit your direct vote or proxy voting instructions online at www.investorvote.com.au.

Webcast

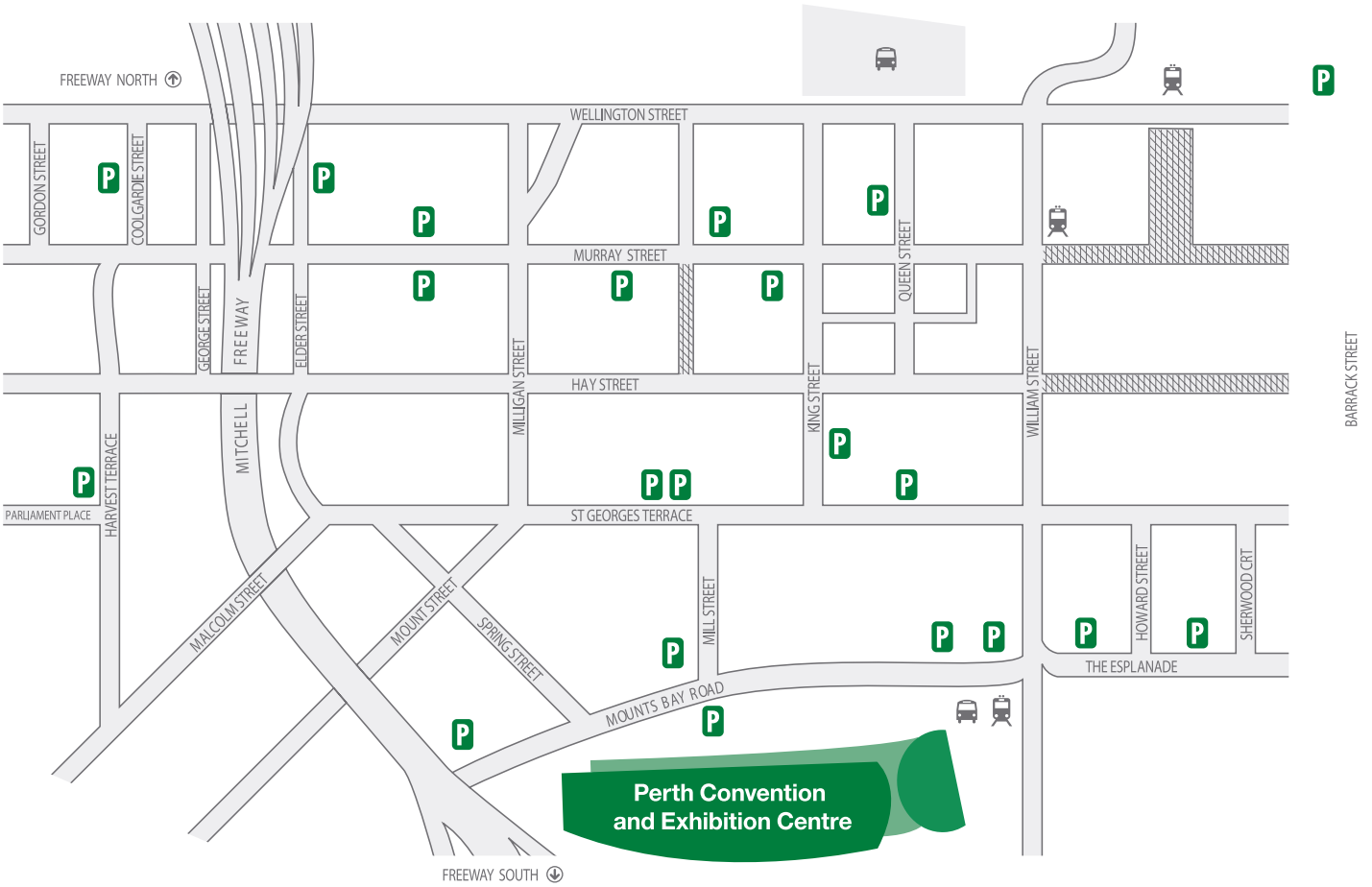
Shareholders who cannot attend the meeting will be able to watch and listen to the business of the meeting via webcast on our website (www.wesfarmers.com.au).

We look forward to seeing you at the meeting.


Yours sincerely,

L J KENYON
COMPANY SECRETARY
5 October 2011

Location of Annual General Meeting



Lodge your Voting Form:

 **Online:** www.investorvote.com.au
Control Number:

For Intermediary Online users only (custodians)
www.intermediaryonline.com

By Fax:
 (within Australia) 1800 783 447
 (outside of Australia) +61 3 9473 2555

By Mail:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Change of address. If incorrect, mark this box and make the correction in the space below. Securityholders sponsored by a broker (Reference number commences with 'X') should advise their broker of any changes.

Voting Form


 **For your vote to be effective it must be received by 1:00 pm (Perth time) Monday, 7 November 2011**

STEP 1 Indicate How You Will Cast Your Vote Select one option only

Direct voting or proxy instructions for the Annual General Meeting of Wesfarmers Limited to be held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia on Wednesday, 9 November 2011 at 1:00 pm (Perth time) and at any adjournment of that meeting, I/we being member/s of Wesfarmers Limited direct the following:


1. Cast Your Vote Directly

OR 2. Appoint a Proxy to Vote on Your Behalf:

 **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

A Record my/our votes in accordance with the directions in Step 2 below.

B the Chairman **OR**

 **PLEASE NOTE:** You must mark FOR, AGAINST, or ABSTAIN on each item for a valid direct vote to be recorded.


or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting.

Chairman to vote undirected proxies in favour: I/We acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Direction to and express authorisation of the Chairman of the Meeting:

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default):

- I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of items 3, 4 and 5 even though the Chairman is, and those items are connected directly or indirectly with the remuneration of, key management personnel of Wesfarmers Limited; and
- if I/we have not marked any of the boxes opposite item 3 (Adoption of the Remuneration Report) below, I/we direct the Chairman of the Meeting to vote in favour of item 3.

STEP 2 Items of Business  **PLEASE NOTE:** If you have appointed a proxy and you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you tick abstain for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
Resolution 2 (a) Re-election of Mr T J Bowen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 3 Adoption of the Remuneration Report*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (b) Re-election of Dr R L Every as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Grant of share awards to the Group Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (c) Re-election of Mr C Macek as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Grant of share awards to the Finance Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

* **PLEASE NOTE:** If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), you can direct the Chairman of the Meeting to vote for or against, or to abstain from voting on, the resolution on item 3 (Adoption of the Remuneration Report) by marking the appropriate box opposite item 3. However, note that under STEP 1, if the Chairman of the Meeting is your proxy and you do not mark any of the boxes opposite item 3, you are directing the Chairman to vote in favour of the resolution on that item.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date ____/____/____

GO ONLINE TO CAST YOUR VOTE DIRECTLY OR APPOINT YOUR PROXY TO VOTE ON YOUR BEHALF

Visit www.investorvote.com.au and follow the instructions.

You will need the Control Number and SRN/HIN in the top right corner on the front of this Form.

- Cast your vote directly or appoint a proxy
- Access the annual report
- Review and update your securityholding



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

How to Complete the Form

Step 1

Indicate How You Will Cast Your Vote

Select one option only. You can either cast a vote directly or you can appoint a proxy to vote on your behalf at the Meeting.

Cast Your Vote Directly

If you wish to cast your vote directly, please mark box A.

OR

Appoint a Proxy to Vote on Your Behalf

If you wish to appoint the Chairman of the Meeting as your proxy, please mark box B. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. Do not write the name of the issuer company, Wesfarmers Limited, or the registered securityholder in the space.

You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Form may be obtained by telephoning Computershare, the company's share registry, or you may photocopy this Form.

To appoint a second proxy you must:

- a) on each of the first Form and the second Form state the percentage of your voting rights or number of securities applicable to that Form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- b) return both Forms together in the same envelope.

A proxy need not be a securityholder of the company.

Step 2

How to Vote on Items of Business

Cast your direct vote or direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes.

If you mark more than one box on an item without specifying the portion of your voting rights to be voted on each, then your vote on that item will be invalid. If you have appointed a proxy and do not mark any of the boxes on a given item, your proxy may vote as he or she chooses.

If you cast your direct vote and you do not mark any of the boxes on a given item, you will be deemed to have not voted on that item.

Step 3

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: To sign under a Power of Attorney, you must have already lodged this document with Computershare. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this Form when you return it.

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 sign alone. Otherwise this Form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

If a representative of a corporate securityholder or proxy is to attend the Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.au.

For all enquiries call please call Computershare on 1300 558 062 (within Australia) or +61 3 9415 4631 (outside Australia).

Wesfarmers Limited

2011 Notice of Meeting

Date: Wednesday, 9 November 2011
Time: 1:00 pm (Perth time)
Place: Perth Convention and Exhibition Centre
Mounts Bay Road, Perth, Western Australia

Notice is hereby given that the 30th Annual General Meeting of Wesfarmers Limited will be held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia on Wednesday, 9 November 2011 at 1:00 pm (Perth time). Registration will be open at 12:00 noon.

Business of the Meeting

1. Financial statements and reports

To receive and consider the financial statements and the reports of the directors and of the auditors for the year ended 30 June 2011.

Note: There is no requirement for shareholders to approve the financial statements and reports.

2. Election of Directors

To re-elect three directors, each of:

- Mr Terence James Bowen;
- Dr Robert Lindsay Every; and
- Mr Charles Macek,

who retire by rotation in accordance with the company's Constitution and, being eligible, offer themselves for re-election.

Each re-election will be voted on as a separate ordinary resolution.

3. Adoption of the Remuneration Report

To approve the Remuneration Report for the year ended 30 June 2011, as set out in the 2011 Annual Report.

Notes:

- This resolution is advisory only and does not bind Wesfarmers or the directors.*
- As a result of amendments to the Corporations Act known generally as the 'two strikes rule', shareholders should note that the result of the vote on this item may affect the 2012 Annual General Meeting. If 25 per cent or more of votes cast on this resolution are voted against this item (constituting the 'first strike'), a resolution on whether to hold a further meeting to spill the Board (a spill resolution), as required by the Corporations Act, would be put to shareholders if a 'second strike' occurs at the 2012 Annual General Meeting. This spill resolution would be included in the 2012 Notice of Meeting.*

Voting exclusion statement – Corporations Act

Wesfarmers will disregard any votes cast on Resolution 3 (in any capacity) by or on behalf of a member of Wesfarmers' key management personnel or their closely related parties. However, Wesfarmers need not disregard a vote if the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a member of Wesfarmers' key management personnel or their closely related parties.

4. Grant of share awards to the Group Managing Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That approval be given to the grant of shares up to a maximum value of \$6,678,000 to the Group Managing Director, Mr Richard Goyder, under the Wesfarmers Long Term Incentive Plan, on the terms summarised in the Explanatory Notes."

5. Grant of share awards to the Finance Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

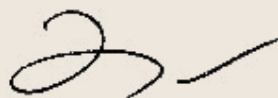
"That approval be given to the grant of shares up to a maximum value of \$3,840,000 to the Finance Director, Mr Terry Bowen, under the Wesfarmers Long Term Incentive Plan, on the terms summarised in the Explanatory Notes."

Voting exclusion statement – ASX Listing Rules and Corporations Act

Wesfarmers will disregard any votes cast on Resolutions 4 or 5 by Mr Goyder or Mr Bowen and their associates. However, Wesfarmers need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Voting Form, or cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Voting Form to vote as the proxy decides.

In addition, Wesfarmers' key management personnel and their closely related parties are not permitted to cast a vote as a proxy for a person, unless that person is permitted to vote and has directed the proxy how to vote on Resolutions 4 and 5 in the Voting Form.

By order of the Board



L J KENYON

Company Secretary
5 October 2011



Wesfarmers

Wesfarmers Limited 2011 Notice of Meeting

Important Information

Members entitled to attend and vote at the meeting

In accordance with the Wesfarmers Constitution and the *Corporations Regulations 2011* (Cth), the Board has determined that the members entitled to attend and vote at the Meeting will be those persons who are recorded in the register of members at 1:00 pm (Perth time) on Monday, 7 November 2011.

Direct voting

What is direct voting?

Direct voting allows members to lodge their votes directly with the company as an alternative to voting at the Meeting, in person or by proxy. Direct voting gives members the flexibility to vote even where they may not be able to attend the Meeting or may not wish to appoint a proxy to attend the Meeting in their place.

The Board of Wesfarmers Limited has adopted regulations to govern the form, method and timing of giving a direct vote for it to be valid. By submitting a direct vote, members agree to be bound by the direct voting regulations adopted by the Board.

A copy of the direct voting regulations is available from the Wesfarmers website at www.wesfarmers.com.au and can be requested from the Company Secretariat (info@wesfarmers.com.au).

Lodging a direct vote

A direct vote can be lodged by completing and returning the enclosed Voting Form.

Please complete only the **direct voting section** of the Voting Form. For further information on lodging a direct vote, please refer to the instructions on the form.

To be effective, the completed Voting Form, together with any relevant power of attorney, must be received by Computershare Investor Services Pty Limited not less than 48 hours before the time for holding the meeting (that is, by 1:00 pm (Perth time) on Monday, 7 November 2011).

In person: Share Registry – Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA 6000 Australia; or

By mail: Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia; or

By fax: 1800 783 447 (within Australia) or (+61 3) 9473 2555 (outside Australia).

Members can also submit their direct voting instructions online at www.investorvote.com.au. Please refer to the enclosed Voting Form for more information about submitting direct voting instructions online.

Proxies

Appointing a proxy

Where a member is unable to attend the Meeting, we encourage that member to complete the proxy voting section of the enclosed Voting Form. Each member is entitled to appoint a proxy. A proxy need not be a member of Wesfarmers Limited.

If a member appoints the Chairman as their proxy in relation to Resolution 3 (Adoption of the Remuneration Report) but does not complete any of the boxes 'For', 'Against' or 'Abstain' opposite that resolution on the Voting Form, they will be directing the Chairman to vote in favour of Resolution 3. If the member wishes to appoint the Chairman as proxy with a direction to vote against, or abstain from voting on Resolution 3, they should specify this by completing the 'Against' or 'Abstain' boxes on the Voting Form.

A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the member's voting rights, each proxy may exercise half the votes (disregarding fractions).

Lodging a proxy form

If you wish to appoint a proxy, please complete only the **proxy voting section** of the Voting Form.

To be effective, the completed Voting Form, together with any relevant power of attorney, must be received by Computershare Investor Services Pty Limited not less than 48 hours before the time for holding the Meeting (that is, by 1:00 pm (Perth time) on Monday, 7 November 2011).

In person: Share Registry – Computershare Investor Services Pty Limited, Level 2, 45 St George's Terrace, Perth WA 6000 Australia; or

By mail: Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia; or

By fax: 1800 783 447 (within Australia) or (+ 61 3) 9473 2555 (outside Australia).

Members can also submit their proxy voting instructions online at www.investorvote.com.au. Please refer to the enclosed Voting Form for more information about submitting proxy voting instructions online.

Direct voting and the appointment of a proxy by a member are **alternatives**; a member cannot lodge a direct vote and appoint a proxy for the same voting rights.

Body corporate representatives

A body corporate member or proxy may elect to appoint a representative, rather than appoint a proxy, in accordance with section 250D of the *Corporations Act*. Where a body corporate appoints a representative, the company requires written proof of the representative's appointment to be lodged with, or presented to, the company before the Meeting.

Custodians and nominees

Custodians and nominees are able to vote online and receive confirmation of their votes by accessing this website: www.intermediaryonline.com. This website allows intermediaries to choose whether to cast a direct vote or lodge a proxy vote.

Resolutions

All items of business require ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of votes cast by shareholders entitled to vote on the resolution.

Questions from shareholders

Shareholders will have an opportunity to ask questions and make comment about each resolution.

Webcasting

The Meeting will be webcast on our website (www.wesfarmers.com.au).

Explanatory Notes

Item 1 – Financial statements and reports

The *Corporations Act* requires the company's financial statements and reports for the last financial year to be laid before the Annual General Meeting. The financial statements and reports are contained in the company's 2011 Annual Report.

The 2011 Annual Report is available from the Wesfarmers website (www.wesfarmers.com.au).

While no resolution is required in relation to this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

The company's auditor, Ernst & Young, will be present at the Meeting and shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the company's accounting policies, and the independence of the auditor.

Items 2 (a-c) – Election of Directors

In accordance with the company's Constitution, three directors, Terence James Bowen, Robert Lindsay Every and Charles Macek, retire by rotation and, being eligible, offer themselves for re-election.

The Board recommends the re-election of Terence James Bowen, Robert Lindsay Every and Charles Macek. None of these directors participated in the Board's resolution to recommend them.

The experience, qualifications and other information about the candidates appears below.



Terence (Terry) James Bowen, age 44

Term of office: Joined the Board in 2009.

Independent: No

Skills and experience: Terry holds a Bachelor of Accountancy degree and is a Fellow of CPA Australia. Terry has held a number of finance positions with Tubemakers of Australia Limited, culminating in his appointment as General Manager

Finance. Terry joined Wesfarmers in 1996 and undertook various roles with Wesfarmers Landmark, where he was appointed Chief Financial Officer, until its acquisition by AWB Limited in 2003. He was then appointed the inaugural Chief Financial Officer for Jetstar Airways, prior to rejoining Wesfarmers as Managing Director, Wesfarmers Industrial and Safety in November 2005. Terry became Finance Director, Coles in 2007, and is currently the Wesfarmers Finance Director, a position he has held since May 2009.

Directorships of listed entities within the last three years:

- Nil

Other directorships/offices (current and recent):

- Director of a number of Wesfarmers Group subsidiaries;
- Director of Gresham Partners Holdings Ltd;
- Member of the National Executive of the Group of 100 Inc;
- Member of the Curtin University School of Accounting Advisory Board;
- Director of the Western Australian Institute for Medical Research Incorporated; and
- Director of the Western Australian Opera Company Incorporated.

Wesfarmers Board committee memberships:

- Attends the Audit Committee meetings by invitation.

Board recommendation: The Board (other than Mr Bowen because of his interest) endorses the re-election of Mr Bowen.



Dr Robert (Bob) Lindsay Every, age 66

Term of office: Joined the Board in 2006 and appointed Chairman in November 2008.

Independent: Yes

Skills and experience: Bob holds a Bachelor of Science degree and a Doctorate of Philosophy (Metallurgy) from the University of New South Wales, and is a Fellow of the Australian Academy of

Technological Sciences and Engineering. Bob was the Chairman of the New Zealand-based listed company Steel and Tube Holdings Limited and a director of OneSteel Limited. Other executive positions previously held include Managing Director of Tubemakers of Australia Limited, President of BHP Steel, and Managing Director and Chief Executive Officer of OneSteel Limited, a position from which he retired in May 2005. Bob's considerable experience as both an executive officer and a director of major Australian companies has given him a good insight into, and understanding of, the roles and responsibilities of both senior management and directors.

Directorships of listed entities within the last three years:

- Chairman of Boral Limited (appointed May 2010, previously Deputy Chairman with initial appointment in September 2007); and
- Chairman of Iluka Resources Limited (appointed March 2004 – resigned May 2010).

Other directorships/offices (current and recent):

- Chairman of Redkite;
- Director of O'Connell Street Associates Pty Limited;
- Director of OCA Services Pty Limited; and
- Fellow of AICD.

Wesfarmers Board committee memberships:

- Chairman of Remuneration Committee;
- Chairman of the Nomination Committee; and
- Member of the Audit Committee.

Board recommendation: The Board (other than Dr Every because of his interest) endorses the re-election of Dr Every.

Charles Macek, age 64



Term of office: Joined the Board in 2001.

Independent: Yes

Skills and experience: Charles holds a Bachelor of Economics degree and a Master of Administration from Monash University. Charles is the Chairman of the Sustainable Investment Research Institute Pty Limited, Racing Information Services Australia Pty Limited, and the Vice-Chairman of the IFRS Advisory

Council (formerly the Standards Advisory Council of the International Accounting Standards Board). He is also a member of the investment committee of Unisuper Limited, the AICD Corporate Governance Committee, and the ASIC External Advisory Panel. With a long career in financial services, working at a senior executive level, Charles brings extensive experience in formulating strategy and advising on off-shore and on-shore investment opportunities.

Directorships of listed entities within the last three years:

- Telstra Corporation Limited (appointed November 2001 – retired November 2009).

Other directorships/offices (current and recent):

- Director of Thoroughbred Trainers Service Centre Limited;
- Director of Earthwatch Institute Australia;
- Member of the Marsh and McLennan Companies, Inc. Australian Advisory Board; and
- Fellow of AICD.

Wesfarmers Board committee memberships:

- Member of the Audit Committee;
- Member of the Nomination Committee; and
- Member of the Remuneration Committee.

Board recommendation: The Board (other than Mr Macek because of his interest) endorses the re-election of Mr Macek.

Item 3 – Adoption of the Remuneration Report

The Remuneration Report contained in the 2011 Annual Report, is required to be considered by shareholders in accordance with section 250R of the *Corporations Act*.

The Board is committed to an executive remuneration framework that is focused on driving a performance culture by rewarding executive performance for the achievement of the company's short-term and long-term strategy and business objectives and, ultimately, generating satisfactory returns for shareholders. The Remuneration Report explains how Wesfarmers' performance for the 2011 financial year has driven remuneration outcomes for our senior executives.

Key changes for 2011

A summary of the key changes to remuneration-related matters for the 2011 financial year includes:

- a comprehensive review of the Wesfarmers Long Term Incentive Plan (WLTIP) was undertaken during the year, with the Board approving various enhancements for the 2011 allocation to be undertaken later this year, including:
 - introducing relative Total Shareholder Return (TSR) as a second performance metric;
 - extending the performance period to four years; and
 - increasing the level of performance required for full vesting in relation to both performance hurdles to the 75th percentile of the comparator group;
- requiring shareholder approval to be sought for share allocations to be made to the Group Managing Director and the Finance Director (see Items 4 and 5 following);
- reviewing and further developing a number of Executive Remuneration Guiding Principles, which will be used to guide all future reviews and the development of executive remuneration plans and policies; and
- reviewing and affirming Wesfarmers' procedures and protocols (at both Board and management level) regarding the engagement of external remuneration consultants.

Further details of Wesfarmers' remuneration framework and how our performance for the 2011 financial year has resulted in the reported remuneration outcomes are set out in the Remuneration Report. The audited remuneration table can be found on page 85 of the Annual Report.

The Remuneration Report, which details the company's policy on the remuneration of non-executive directors, executive directors and senior executives, is set out on pages 72 to 87 of the company's 2011 Annual Report.

The Remuneration Report is also available on the company's website (www.wesfarmers.com.au).

The vote on the adoption of the Remuneration Report is advisory only and is not binding.

The Board recommends the Remuneration Report to shareholders.

Items 4 and 5 – Grant of share awards to the Executive Directors

As noted in the Remuneration Report, the Group Managing Director (Group MD) did not receive a long-term incentive for the 2011 financial year and the performance rights previously granted to him in 2008 under the Group MD Rights Plan did not meet the challenging performance condition set at the time of the grant. The Board believes that it is in shareholders' interests to provide the Group MD with a long-term incentive to ensure that there is alignment between the performance incentives of the Group MD and his direct reports and that performance targets are in place following the final test under the Rights Plan in 2014.

Following a comprehensive review of the company's long-term incentive arrangements, including comparing the arrangements with those of other ASX 25 companies, the Board has approved a number of enhancements to the WLTIP for the 2011 allocation as detailed on page 78 of the Remuneration Report.

Further to the review, the Board is proposing to make an allocation in November 2011 to:

- the Group MD, Mr Richard Goyder, who will participate in the WLTIP; and
- the Finance Director, Mr Terry Bowen, whose last share allocation under the WLTIP was made in November 2008.

Approvals sought

Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued shares under an employee incentive scheme. Whilst this requirement does not apply in respect of shares purchased on-market (and although it is the Board's current intention that the shares will be acquired on-market), as a matter of good governance the Board nevertheless wishes to seek approval for the share awards to Mr Goyder and Mr Bowen.

In addition, approval is sought under section 200B of the *Corporations Act* for the pro-rata vesting of share awards to each of Mr Goyder and Mr Bowen in the event of cessation of their respective employment in limited circumstances under the terms of the Plan.

Wesfarmers Limited

2011 Notice of Meeting

Items 4 and 5 – Grant of share awards to the Executive Directors (continued)

Key terms

The key terms of the grant to each of Mr Goyder and Mr Bowen are set out below. An overview of the WLTIP can be found on pages 78 to 79 of the Remuneration Report.

Number allocated	<p>The proposed 2011 WLTIP award for:</p> <ul style="list-style-type: none"> • Mr Goyder is \$6,678,000 worth of shares; and • Mr Bowen is \$3,840,000 worth of shares. <p>This represents the long-term incentive component of each of their respective remuneration packages. The actual number of shares which will be allocated to each of Mr Goyder and Mr Bowen will be determined by dividing the remuneration value by the allocation price of the shares, which is the average price of the shares acquired on-market.</p>
Date of grant	<p>If shareholder approval is obtained then, subject to any applicable legal restrictions, it is intended that the share awards will be granted to Mr Goyder and Mr Bowen by the end of November 2011 in accordance with the normal time frame for allocation under the WLTIP.</p>
Performance hurdles	<p>The share awards are subject to two performance hurdles.</p> <p>First, 75 per cent of the shares are subject to a hurdle based on the compound annual growth rate (CAGR) in return on equity (ROE). Wesfarmers' CAGR in ROE must exceed the 50th percentile of the CAGR in ROE of the S&P/ASX 50 Index, at which point 50 per cent of the applicable shares will vest. An additional two per cent of share awards will vest for every one percentile increase above the 50th percentile up to the 75th percentile, at which point 100 per cent of the share awards will vest.</p> <p>The Board has approved the introduction of a second performance hurdle for the 2011 allocation under the WLTIP. The vesting of the remaining 25 per cent of shares is conditional on Wesfarmers' TSR performance relative to companies in the S&P/ASX 50 Index. The same vesting schedule applies to the TSR performance hurdle as for the CAGR in ROE hurdle outlined above.</p>
Performance period and vesting	<p>The share awards are subject to a four year forward-looking performance period, commencing 1 July 2011 and tested following 30 June 2015.</p> <p>Any share awards which do not vest following testing of the performance hurdles at the end of the performance period will lapse.</p>
Trading restrictions	<p>The share awards are subject to a trading restriction for the duration of the performance period – that is, Mr Goyder and Mr Bowen will be precluded from dealing in the shares for four years from the date the share awards are allocated.</p> <p>The trading restriction will be lifted upon cessation of employment and, in addition, the Board may lift the restriction upon application in exceptional circumstances.</p>
Price payable for shares	<p>No amount will be payable in respect of the allocation, or on the vesting, of the shares.</p>
Cessation of employment	<p>If either Mr Goyder or Mr Bowen ceases employment with the company before the end of the performance period, their entitlement to the share awards (if any) will depend on the circumstances of cessation. All share awards will lapse in the event of resignation or termination for cause.</p> <p>In accordance with the rules of the WLTIP, in limited circumstances including ill health, death, redundancy or other circumstances approved by the Board, Mr Goyder and Mr Bowen may be entitled to a pro-rata number of shares based on the time worked during the performance period and to the extent the performance hurdles have been satisfied at the time of cessation.</p>
Other required information – ASX Listing Rules	<p>Mr Goyder and Mr Bowen are the only directors of the company entitled to participate in the WLTIP.</p> <p>No approvals have previously been sought for the allocation of shares to directors under the WLTIP.</p>
Other required information – section 200E Corporations Act	<p>The value of the share awards that may vest on cessation of employment cannot currently be ascertained. The circumstances that may affect the calculation of this value include:</p> <ul style="list-style-type: none"> • the performance against the performance hurdles at the time employment ceases; • the part of the performance period that has elapsed at the time employment ceases; and • the value of the share awards that lapse on cessation of employment.

If shareholder approval is not obtained, the company intends to provide Mr Goyder and Mr Bowen with a cash benefit that will place each of them, insofar as possible, in the same after tax financial position as they would have been in had they participated in the WLTIP.

Board recommendation:

The Board, other than Mr Goyder and Mr Bowen, unanimously recommends that shareholders vote in favour of the resolutions.

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