

7 October 2009

The Manager
Company Announcements Office
Australian Securities Exchange

Dear Sir,

NOTICE OF ANNUAL GENERAL MEETING

The following documents will be mailed to shareholders on 7 October 2009 in relation to the 2009 Annual General Meeting of Wesfarmers Limited to be held on Tuesday, 10 November 2009 at 2:00 pm (Perth time):

- Personalised letter and Voting Form;
- Notice of Meeting (including the Explanatory Notes); and
- the 2009 Annual Report to Shareholders or 2009 Shareholder Review (in accordance with elections made by shareholders).

All documents are attached to this announcement, except for the 2009 Annual Report to Shareholders and the 2009 Shareholder Review, which were both lodged with the ASX on 25 September 2009 under Listing Rule 4.5.

Yours faithfully,



L J KENYON
COMPANY SECRETARY

For personal use only



Wesfarmers Limited

ABN 28 008 984 049

Dear Shareholder,

ANNUAL GENERAL MEETING - 10 NOVEMBER 2009 AT 2:00 PM (PERTH TIME)

It is my pleasure to invite you to attend the 2009 Annual General Meeting of Wesfarmers Limited.

Please find enclosed the following:

- Personalised Voting Form and return envelope;
- Notice of Meeting (including the Explanatory Notes); and
- 2009 Annual Report or 2009 Shareholder Review (if requested).

A copy of the 2009 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 Centre, Mounts Bay Road, Perth, Western Australia, on Tuesday, 10 November 2009 at 2:00 pm (Perth time). The registration desk will be open from 1:00 pm.

For your convenience, there is a car park underneath the Convention Centre. Undercover parking is available at a cost of \$4.20 per hour. The plan on the reverse of this letter shows the location of the Convention Centre and parking stations. There is also a train station located next to the Convention Centre.

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.

For the first time this year, Wesfarmers has introduced direct voting. Direct voting facilitates shareholder engagement by permitting shareholders to vote directly without having to attend the meeting or appoint a proxy.

Please complete the direct voting section OR the proxy voting section on the 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

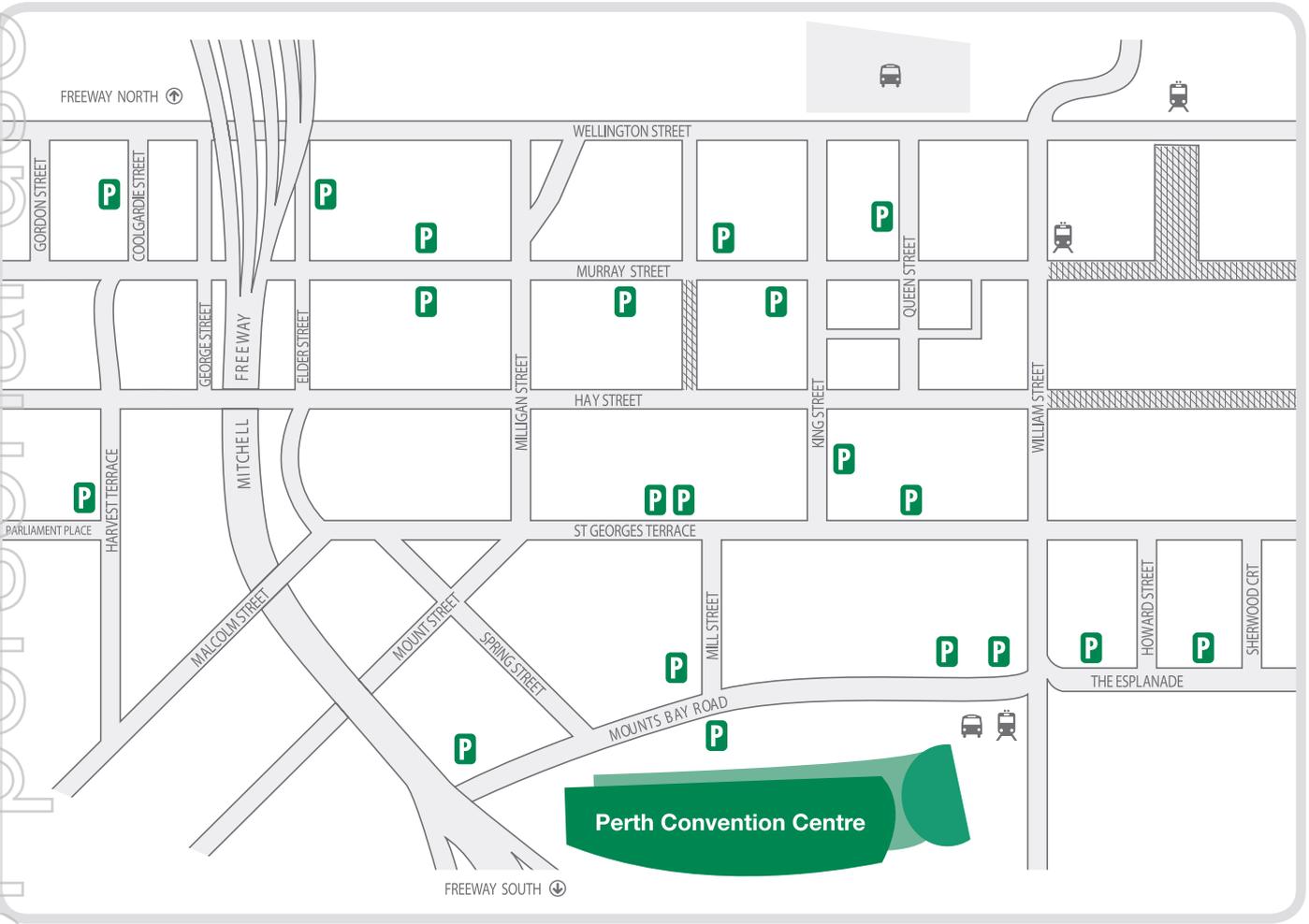
Shareholders who cannot attend the meeting will be able to watch and listen to the business of the meeting via webcast on our website (www.wesfarmers.com.au).

We look forward to seeing you at the meeting.

Yours sincerely,

L J KENYON
COMPANY SECRETARY
7 October 2009

Perth Convention Centre Location map



For personal use only



Wesfarmers Limited

ABN 28 008 984 049

2009 Notice of Meeting

Time: 2:00 pm (Perth time)

Date: Tuesday, 10 November 2009

Place: Perth Convention Centre, Mounts Bay Road, Perth, Western Australia

Notice is hereby given that the 28th Annual General Meeting of Wesfarmers Limited will be held at the Perth Convention Centre, Mounts Bay Road, Perth, Western Australia on Tuesday, 10 November 2009 at 2:00 pm (Perth time).

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 2009.

2. Election of Directors

To elect four directors, each of:

- (a) Mrs Patricia Anne Cross; and
- (b) Mr Charles Macek,

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

- (c) Mr Terence James Bowen; and
- (d) Ms Diane Lee Smith-Gander,

who having been appointed as directors of the company since the last Annual General Meeting, retire in accordance with the company's Constitution and the ASX Listing Rules and, being eligible, offer themselves for election.

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

3. Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2009 be adopted."

Note: the vote on this resolution is advisory only and does not bind the directors or the company.

By order of the Board

L J KENYON

Company Secretary

7 October 2009

Important Information

Members entitled to attend and vote at the meeting

In accordance with the company's Constitution and the Corporations Regulations 2001 (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 2:00 pm (Perth time) on Sunday, 8 November 2009.

Direct voting

What is "direct voting"?

This year, for the first time, the company is implementing the provision in its Constitution to allow shareholders to lodge a 'direct vote'. 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 or 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 Form. For further information on lodging a direct vote, please refer to the instructions on the Form.

To be effective, the duly completed 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 2:00 pm Perth time on Sunday, 8 November 2009).

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 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.

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.

Lodging a proxy

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

Please return the completed Form and any relevant power of attorney in the return envelope to the company's share registry, Computershare Investor Services Pty Limited.

To be effective, the duly completed 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 2:00 pm Perth time on Sunday, 8 November 2009).

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.

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 2001 (Cth). 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 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.

Explanatory notes

Item 1 – Financial statements and reports

The Corporations Act 2001 (Cth) 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 2009 Annual Report.

The 2009 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-d) – Election of Directors

The Board supports the re-election of Patricia Anne Cross, Charles Macek and the election of Terence James Bowen and Diane Lee Smith-Gander.

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

Patricia Anne Cross, age 50

Term of office: Joined the Board in 2003

Independent: Yes

Skills & Experience: Bachelor of Science (Econ) with Honours from Georgetown University. Patricia has 25 years experience in international banking and finance, having served two years with the U.S. government, more than 15 years in management and executive roles with Chase Manhattan Bank, Banque Nationale de Paris and National Australia Bank and 13 years as a non-executive director with organisations including the Transport Accident Commission (Deputy Chairman) and Suncorp-Metway Limited. She was previously a director of AMP Limited and Chairman of Qantas Superannuation Limited.

Directorships of listed entities within the last three years

- Director of Qantas Airways Limited (appointed January 2004)
- Director of National Australia Bank Limited (appointed December 2005)

Other directorships and offices (current and recent)

- Director of the Grattan Institute
- Director of the Murdoch Childrens Research Institute
- Director of Methodist Ladies' College (Melbourne)
- Member of the Australian Financial Centre Forum

Wesfarmers Board Committee Memberships:

- Member of the Remuneration Committee
- Member of the Nomination Committee

Charles Macek, age 62

Term of office: Joined the Board in 2001

Independent: Yes

Skills & Experience: Bachelor of Economics degree and a Master of Administration from Monash University.

Directorships of listed entities within the last three years

- Director of Telstra Corporation Limited (appointed November 2001)
- Director of Living Cell Technologies Limited (appointed March 2006 – resigned August 2007)

Other directorships and offices (current and recent)

- Chairman of Orchard Funds Pty Limited
- Chairman of the Sustainable Investment Research Institute Pty Limited
- Chairman of the Racing Information Services Australia Pty Limited
- Vice-Chairman of the Standards Advisory Council of the International Accounting Standards Board
- Director of Orchard Capital Investments Limited
- Director of Thoroughbred Trainers Services Centre Limited
- Member of the investment committee of Unisuper Limited
- Member of the Marsh and McLennan Companies, Inc. Australian Advisory Board
- Member of the Research Advisory Council of Glass, Lewis & Co LLC
- Member of the ASIC External Advisory Panel

Wesfarmers Board Committee Memberships:

- Member of the Audit Committee
- Member of the Nomination Committee

Terence (Terry) James Bowen, age 42

Term of office: Joined the Board in 2009

Independent: No

Skills & Experience: Bachelor of Accountancy degree and Certified Practising Accountant. Terry has held a number of finance positions with Tubemakers of Australia Limited, culminating in his appointment as General Manager Finance. Terry joined Wesfarmers Limited 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 & Safety in November 2005. Terry became Finance Director, Coles in 2007, prior to his appointment as Finance Director, Wesfarmers in May 2009.

Directorships of listed entities within the last three years

- Nil

Other directorships and offices (current and recent)

- Director of a number of Wesfarmers group subsidiaries and related companies
- National executive member of the Group of 100

Wesfarmers Board Committee Memberships:

- Attends Board Committee meetings by invitation

Diane Lee Smith-Gander, age 51

Term of office: Joined the Board in 2009

Independent: Yes

Skills & Experience: Bachelor of Economics degree from the University of Western Australia and a Master of Business Administration from the University of Sydney. Diane has over 11 years experience as a banking executive which culminated in her appointment as the head of Westpac Banking Corporation's Business & Technology Solutions & Services Division. Before rejoining Westpac, she was a Partner with McKinsey & Company in the USA where she led major transformation projects and had exposure to a wide variety of businesses in areas such as financial services, pharmaceuticals and retail.

Directorships of listed entities within the last three years

– Nil

Other directorships and offices (current and recent)

- Director of the NBN Co Limited (National Broadband Network)
- Director Basketball Australia
- Former Chair of the Australian Sports Drug Agency

Wesfarmers Board Committee Memberships:

- Member of Audit Committee
- Member of Nomination Committee

Item 3 – Adoption of Remuneration Report

The Remuneration Report is required to be considered by shareholders in accordance with section 250R of the Corporations Act 2001 (Cth).

During the 2009 financial year, the Wesfarmers Board worked closely with management to conduct a complete review of the senior executive remuneration structure and plans in light of the 'no' vote on the 2008 Remuneration Report. It has also redesigned this year's Report with the aim of increasing transparency and making it easier to read and understand.

Given the challenging economic environment and a high level of public interest in the issue of executive remuneration, the Board and management have responded by taking appropriate steps including:

- conducting a detailed review of the long-term incentive metric. In the context of the acquisition of the Coles group and our focus on improving the performance of those businesses, it has been determined that growth in return on equity remains the most relevant primary financial metric to measure Wesfarmers' long-term success and drive enhanced shareholder returns, and will be the basis for senior executive long-term incentives, noting that the Coles senior executive special purpose long-term incentive plan remains unchanged with specific targets around the five year turnaround plan;
- disclosing the minimum return on equity hurdle applicable to the Group Managing Director's long-term incentive plan, which remains unchanged at 12.5 per cent, notwithstanding the material effect of the capital raising on this target;
- implementing a freeze on fixed remuneration increases for senior executives and fees for non-executive directors for the 2010 financial year;

- announcing that annual incentive payments for the 2009 financial year to executive directors and senior executives were limited to payments in relation to achievement of financial and divisional targets only, with no payment for the individual performance objectives element, resulting in a reduction of between 20 and 40 per cent of the maximum annual incentive payable;
- introducing mandatory deferral of above-target annual incentive payments into shares for senior executives for the 2010 financial year, with trading restrictions and forfeiture conditions that will apply to these shares; and
- closing the retention plan in early 2009 (which provided for a benefit on termination), with no new executives participating in this programme in the future.

We have altered the format of the Report to make as clear as possible for you the core aims which underpin the remuneration policies and practices, how they are aligned with the corporate objectives and performance and how the performance for the 2009 financial year has resulted in particular remuneration outcomes.

The Remuneration Snapshot at the start of the Report provides an overview of key information, with the required statutory audited information included in the detailed Remuneration Report. The audited remuneration table can be found on page 171 of the Annual Report.

Wesfarmers' remuneration framework remains focused on maintaining a performance culture by driving and rewarding executive performance for the achievement of the company's short-term and long-term strategy and business objectives and, ultimately, growth in shareholder wealth. The presentation of these details this year is designed to assist your understanding of the remuneration policy objectives and outcomes.

The Remuneration Report, which details the company's policy on the remuneration of non-executive directors, executive directors and key management personnel, is set out on pages 154 to 173 of the company's 2009 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 does not bind the directors or the company.

The Board commends the Remuneration Report to shareholders.



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 your broker of any changes.

Lodge your Voting Form:

Online:
 www.investorvote.com.au
Control Number: 123456

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

Voting Form

For your vote to be effective it must be received by 2:00pm (Perth time) Sunday 8 November 2009

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 Centre, Mounts Bay Road, Perth, Western Australia on Tuesday, 10 November 2009 at 2:00pm (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

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

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

OR

2. Appoint a Proxy to Vote on Your Behalf:

I/We appoint

B the Chairman of the Meeting **OR**

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 and to vote in accordance with the directions in Step 2 below (or if no directions have been given, as the proxy sees fit). The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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

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
Resolution 2 (a)	Re-election of Mrs P A Cross as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (b)	Re-election of Mr C Macek as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (c)	Election of Mr T J Bowen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (d)	Election of Ms D L Smith-Gander as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Securityholder 2

Securityholder 3

Securityholder 3

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 SRNIHIN 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 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 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 vote directly 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: This Form must be signed in accordance with section 127 of the Corporations Act 2001 or the company's constitution. 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).