

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme Coles Group Limited

ACN/ARSN 004 089 936

**1. Details of substantial holder (1)**

Name Wesfarmers Limited (**Wesfarmers**) and the other entities listed in item 3 below  
ACN/ARSN (if applicable) 008 984 049

The holder became a substantial holder on 21/11/2018

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	1,200,359,692	1,200,359,692	100% (Before implementation of the scheme of arrangement scheduled to occur on 28 November 2018)

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Wesfarmers	Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth) ( <b>Act</b> ) as it is the holding company of Wesfarmers Retail Holdings Pty Ltd ( <b>Wesfarmers Retail Holdings</b> ), which is the registered and beneficial holder of the shares.	1,200,359,692 ordinary shares
Wesfarmers Retail Holdings	Relevant interest under section 608(1)(a) of the Act as it is the registered and beneficial holder of the shares.	1,200,359,692 ordinary shares
Each entity listed in Annexure A ( <b>Wesfarmers Group</b> )	Each entity listed in Annexure A is an associate of Wesfarmers and accordingly has a relevant interest under section 608(3) of the Act. (As none of these entities are entitled to be registered as holder of the shares, each entity's ability to vote and dispose of the shares is qualified accordingly).	1,200,359,692 ordinary shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Wesfarmers, Wesfarmers Retail Holdings and the Wesfarmers Group	Wesfarmers Retail Holdings	Wesfarmers Retail Holdings	1,200,359,692 ordinary shares

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Wesfarmers, Wesfarmers Retail Holdings and the Wesfarmers Group	21/11/2018	N/A	N/A	1,200,359,692 ordinary shares

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Wesfarmers Retail Holdings	This entity is an associate of Wesfarmers pursuant to section 12(2)(a)(i) of the Act because it is a body corporate that controls Wesfarmers Retail Holdings.
Wesfarmers Group	Each entity listed in Annexure A is an associate of Wesfarmers pursuant to section 12(2)(a)(i) of the Act because each of the entities is a body corporate that Wesfarmers controls.

## 7. Addresses

The addresses of persons named in this form are as follows:

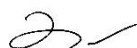
Name	Address
Wesfarmers	Level 14, Brookfield Place Tower 2, 123 St Georges Terrace Perth WA 6000
Wesfarmers Retail Holdings	Level 14, Brookfield Place Tower 2, 123 St Georges Terrace Perth WA 6000
Wesfarmers Group	See Annexure A

## Signature

print name Linda Jayne Kenyon

capacity Company Secretary

sign here



date

21/11/2018

## ANNEXURE "A"

Name	ACN	Address
Wesfarmers Limited	008 984 049	Level 14, Brookfield Place Tower 2, 123 St Georges Terrace, Perth WA 6000

Name	ACN/ARSN	Address
<b>Subsidiary Companies of Wesfarmers Limited:</b>		All of Level 14, Brookfield Place Tower 2, 123 St Georges Terrace, Perth WA 6000 unless otherwise specified
ACN 003 921 873 PTY LIMITED	003 921 873	
ACN 004 191 646 PTY LTD (formerly Lumley Corporation Pty Limited)	004 191 646	
ACN 007 870 484 PTY LTD (formerly Harris Technology Pty Ltd)	007 870 484	
ACN 008 734 567 PTY LTD	008 734 567	
ACN 061 462 593 PTY LTD (formerly Mycar Automotive Pty Ltd)	061 462 593	
ACN 092 194 904 PTY LTD (formerly Harris Technology (NZ) Pty Ltd)	092 194 904	
ACN 112 719 918 PTY LTD	112 719 918	
AEC ENVIRONMENTAL PTY LTD	130 561 358	
ANDEARP PTY LTD	126 637 232	
ANKO GLOBAL HOLDINGS PTY LTD	167 973 408	
ANKO RETAIL INCORPORATED		The Incorporated Trust Company, Corporation Trust Centre, 1209 Orange Street, Delaware, 19801, USA
AUSTRALIAN GOLD REAGENTS PTY LTD	009 140 121	
AUSTRALIAN GRAPHICS PTY LTD	128 593 724	
AUSTRALIAN INTERNATIONAL INSURANCE LIMITED	006 544 690	
AUSTRALIAN LIQUOR GROUP LTD	089 094 557	
AUSTRALIAN UNDERWRITING HOLDINGS LIMITED	005 961 302	
AUSTRALIAN UNDERWRITING SERVICES PTY LTD	079 021 426	
AUSTRALIAN VINYL CORPORATION PTY LTD	078 558 595	
AVC HOLDINGS PTY LTD	099 222 456	
AVC TRADING PTY LTD	099 189 072	
BBC HARDWARE LIMITED	000 003 378	
BBC HARDWARE PROPERTIES (NSW) PTY LIMITED	079 661 144	
BBC HARDWARE PROPERTIES (VIC) PTY LIMITED	079 668 652	
BI-LO PTY LIMITED	002 805 094	
BLACKSMITH JACKS PTY LTD	115 803 659	
BLACKWOODS 4PL PTY LTD (formerly WIS Australia Pty Ltd)	160 149 842	
BLACKWOODS TRAINING PTY LTD	113 305 909	
BLACKWOODS XPRESS PTY LTD	161 187 391	
BPI MANAGEMENT PTY LTD	164 104 849	
BPI NO 1 PTY LTD	162 491 072	
BRIAN PTY LTD	009 743 328	
BUKI (AUSTRALIA) PTY LTD	610 588 586	
BULLIVANTS INTERNATIONAL PTY LTD	165 161 142	
BULLIVANTS PTY LIMITED	087 887 072	
BUNNINGS (NZ) LIMITED		78 Carbine Road, Mt Wellington, Auckland, New Zealand
BUNNINGS GROUP LIMITED	008 672 179	
BUNNINGS JOONDALUP PTY LTD	156 559 090	
BUNNINGS LIMITED		PricewaterhouseCoopers New Zealand Level 22, 188 Quay Street, Auckland, 1010, New Zealand
BUNNINGS MANAGEMENT SERVICES PTY LTD	008 683 387	
BUNNINGS MANUFACTURING PTY LTD	008 685 238	
BUNNINGS PROPERTIES PTY LTD	008 557 622	
BWP MANAGEMENT LIMITED	082 856 424	
C S HOLDINGS PTY LIMITED	001 139 751	
CAMPBELLS HARDWARE & TIMBER PTY LIMITED	056 937 636	
CGNZ FINANCE LIMITED		PricewaterhouseCoopers New Zealand Level 22, 188 Quay Street, Auckland, 1010, New Zealand
CHARLIE CARTER (NORWEST) PTY LTD	009 425 209	
CHEF FRESH PTY LTD	162 790 632	
CHEMICAL HOLDINGS KWINANA PTY LTD	009 187 375	
CMFL SERVICES LTD	008 573 206	
CMNZ INVESTMENTS PTY LTD	065 288 002	
CMPQ (CML) PTY LTD	060 933 717	

Name	ACN/ARSN	Address
<b>Subsidiary Companies of Wesfarmers Limited:</b>		All of Level 14, Brookfield Place Tower 2, 123 St Georges Terrace, Perth WA 6000 unless otherwise specified
COLES ANSETT TRAVEL PTY LTD	006 968 592	
COLES FINANCIAL SERVICES PTY LTD	169 156 165	
COLES FS HOLDING COMPANY PTY LTD	601 272 431	
COLES GROUP DEPOSIT SERVICES PTY LTD	006 736 152	
COLES GROUP FINANCE (USA) PTY LTD	006 744 716	
COLES GROUP FINANCE LIMITED	008 544 161	
COLES GROUP LIMITED	004 089 936	
COLES GROUP PAYMENTS PTY LTD	628 634 935	
COLES GROUP PROPERTIES HOLDINGS LTD	006 308 112	
COLES GROUP PROPERTY DEVELOPMENTS LTD	004 428 326	
COLES GROUP SUPERANNUATION FUND PTY LTD	006 199 042	
COLES GROUP SUPPLY CHAIN PTY LTD	082 423 014	
COLES MELBOURNE LTD	004 573 120	
COLES ONLINE PTY LTD	092 195 143	
COLES PROPERTIES WA LTD	050 141 645	
COLES PROPERTY MANAGEMENT PTY LTD	160 102 125	
COLES RETAIL SERVICES PTY LTD	152 612 809	
COLES SUPERMARKETS AUSTRALIA PTY LTD	004 189 708	
COLES WFS PTY LTD	601 282 455	
CONSORTIUMCO PTY LTD	124 714 736	
COO-EE INVESTMENTS PTY LIMITED	008 397 297	
COREGAS NZ LIMITED		PricewaterhouseCoopers New Zealand Level 22, 188 Quay Street, Auckland, 1010, New Zealand
COREGAS PTY LTD	001 255 312	
CSA RETAIL (FINANCE) PTY LTD	137 917 492	
CSBP AMMONIA TERMINAL PTY LTD	009 387 615	
CSBP LIMITED	008 668 371	
CTE PTY LTD	005 744 374	
CUMING SMITH AND COMPANY LIMITED	004 048 319	
DAIRY PROPERTIES PTY LTD	158 255 933	
DOWD CORPORATION PTY LTD	005 744 561	
E.COLESGROUP PTY LTD	090 614 743	
E.TAILING (COLES GROUP) PTY LTD	092 194 753	
EASTFARMERS PTY LTD	008 713 326	
ECC PTY LTD	086 002 057	
ENV.AUSTRALIA PTY LTD	091 839 520	
ENVIRONMENTAL AND LICENSING PROFESSIONALS PTY LTD	010 095 379	
EUREKA OPERATIONS PTY LTD	104 811 216	
FBP AWARDS FUND PTY LTD	062 650 480	
FIF INVESTMENTS PTY LIMITED	089 634 239	
FITZGIBBONS HOTEL PTY LTD	009 748 243	
FITZINN PTY LTD	089 004 375	
FOSSEYS (AUSTRALIA) PTY LTD	000 142 665	
GBPL PTY LTD	008 412 619	
GPML PTY LTD	003 344 312	
GREENCAP HOLDINGS LIMITED	006 631 769	
GREENCAP PTY LTD	006 318 010	
GROCERY HOLDINGS PTY LTD	007 427 581	
HOTEL WICKHAM INVESTMENTS PTY LTD	062 802 126	
HOUSEWORKS CO PTY LTD	009 403 374	
HOWARD SMITH LIMITED	004 071 845	
HUNTER PROPERTY INVESTMENTS		Elian Fiduciary Services (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman KY1-9007
INCORPORATEWEAR LIMITED		Edison Road, Hams Hall Distribution Park, Coleshill, West Midlands, United Kingdom, B46 1DA
INCORPORATEWEAR, UNIPessoal LDA		Travessa Coração de Jesus, no. 92, Porto, Paços de Ferreir, Freamunde, 4590 370 FREAMUNDE, Portugal
J BLACKWOOD & SON PTY LTD	000 010 300	
KAS DIRECT SOURCING PRIVATE LIMITED		1st Floor, Building No 10b, Df Cyber City, Phase - li, Gurgaon, Haryana, India
KAS GLOBAL TRADING PTY LIMITED		13F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong

Name	ACN/ARSN	Address
<b>Subsidiary Companies of Wesfarmers Limited:</b>		All of Level 14, Brookfield Place Tower 2, 123 St Georges Terrace, Perth WA 6000 unless otherwise specified
KAS INTERNATIONAL SOURCING BANGLADESH PVT LTD		Symphony Tower, 7th Floor, Plot-Se(F)09, Road-142, South Avenue, Gulshan-1, Dhaka-1215, Dhaka, Bangladesh
KAS INTERNATIONAL TRADING (SHANGHAI) COMPANY LIMITED		Room 717, Building 1, Yes Commercial Building, No 399 Kaixuan Road, Changning District, Shanghai, China
KAS PTY LIMITED		905 Silvercord, Tower 2, 30 Canton Road, Ksimshatsui, Kowloon, Hong Kong
KAS SERVICES INDIA PRIVATE LIMITED		No 164, 9th Cross, Indiranagar, 1st Stage, Binnamangala Extension, Bangalore 560038, Karnataka
KATIES FASHIONS (AUST) PTY LIMITED	008 545 917	
KLEENHEAT PTY LTD (formerly Wesfarmers Bioenergy Pty Ltd)	126 945 088	
KMART AUSTRALIA LIMITED	004 700 485	
KMART GROUP ASIA PTY LTD (formerly Coles Group Asia Pty Ltd)	004 242 693	
KMART HOLDINGS PTY LTD	627 042 460	
KMART NZ HOLDINGS LIMITED		PricewaterhouseCoopers New Zealand Level 22, 188 Quay Street, Auckland, 1010, New Zealand
KWINANA NITROGEN COMPANY PROPRIETARY LIMITED	008 693 570	
LAWVALE PTY LTD	007 120 603	
LHG PTY LTD	062 086 935	
LHG2 PTY LTD	118 191 843	
LHG3 PTY LTD	124 320 761	
LIFTCO PTY LIMITED	087 886 986	
LIQUORLAND (AUSTRALIA) PTY LTD	007 512 414	
LIQUORLAND (QLD) PTY LTD	079 861 626	
LOGGIA PTY LTD	009 197 273	
MANACOL PTY LIMITED	114 552 251	
MASTERS HARDWARE LIMITED		78 Carbine Road, Mt Wellington, Auckland, New Zealand
MASTERS HOME IMPROVEMENTS LIMITED		78 Carbine Road, Mt Wellington, Auckland, New Zealand
MC2 PACIFIC PTY LTD	113 305 892	
MEREDITH DISTRIBUTION (NSW) PTY LTD	097 589 538	
MEREDITH DISTRIBUTION PTY LTD	084 560 565	
MILLARS (WA) PTY LTD	008 734 683	
MODWOOD TECHNOLOGIES PTY LTD	094 868 201	
NEAT N' TRIM UNIFORMS PTY LTD	083 439 301	
NEWMART PTY LTD	009 234 039	
NOW.COM.AU PTY LTD	091 772 940	
NZ FINANCE HOLDINGS PTY LIMITED		PricewaterhouseCoopers New Zealand Level 22, 188 Quay Street, Auckland, 1010, New Zealand
OFFICEWORKS BUSINESSDIRECT PTY LTD	061 239 807	
OFFICEWORKS HOLDINGS PTY LTD	627 042 497	
OFFICEWORKS LTD (formerly Officeworks Superstores Pty Ltd)	004 763 526	
OFFICEWORKS NZ LIMITED		PricewaterhouseCoopers New Zealand Level 22, 188 Quay Street, Auckland, 1010, New Zealand
OFFICEWORKS PROPERTY PTY LTD	157 713 114	
PAILOU PTY LTD	009 197 282	
PATRICK OPERATIONS PTY LTD	000 163 128	
PETERSEN BROS PTY LTD	009 679 903	
PREMIER POWER SALES PTY LTD	065 618 019	
PROCUREMENT ONLINE PTY LTD	092 194 888	
PROTECTOR ALSAFE PTY LTD	007 000 624	
PROTEX HEALTHCARE (AUS) PTY LTD	100 207 181	
PT BLACKWOODS INDONESIA		Spazio Office Building, Lantai 6, Unit SO-641 & SO-642, Jl. Mayjend Yono Soewoyo Kav. 3, Pradah Kalikendal, Dukuh Pakis, Kota Surabaya, Indonesia
R & N PALMER PTY LTD	008 680 500	
RAPID EVACUATION TRAINING SERVICES PTY LTD	154 204 289	
RELATIONSHIP SERVICES PTY LIMITED	062 806 893	
RETAIL AUSTRALIA CONSORTIUM PTY LTD	126 203 405	
RETAIL INVESTMENTS PTY LTD	065 072 200	

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<b>Subsidiary Companies of Wesfarmers Limited:</b>		All of Level 14, Brookfield Place Tower 2, 123 St Georges Terrace, Perth WA 6000 unless otherwise specified
RETAIL READY OPERATIONS AUSTRALIA PTY LTD	605 388 412	
RICHMOND PLAZA SHOPPING CENTRE PTY LTD	168 220 031	
SBS RURAL IAMA PTY LIMITED	008 978 916	
SCONES JAM N CREAM PTY LTD	158 256 510	
SELLERS (SA) PTY LTD	007 733 539	
SHARE NOMINEES LIMITED	008 906 689	
SOTICO PTY LTD	008 665 898	
TARGET AUSTRALIA PTY LTD	004 250 944	
TARGET AUSTRALIA SOURCING (SHANGHAI) CO LTD (formerly TGT Business Consulting Services (Shanghai) Co Ltd)		16/F, One Prime Building, No. 1361 North SiChuan Road, Honk Kou District, Shanghai, PRC200080
TARGET AUSTRALIA SOURCING LIMITED (formerly TGT Sourcing Asia Limited)		1009-1023A, Trade Square, 681 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon
TARGET HOLDINGS PTY LTD	627 042 353	
THE BUILDERS WAREHOUSE GROUP PTY LIMITED	057 998 740	
THE GRAPE MANAGEMENT PTY LTD	060 769 780	
THE WESTRALIAN FARMERS LIMITED	603 875 878	
THE WORKWEAR GROUP HK LIMITED (formerly TGT Procurement Asia Limited)		812 Silvercord, Tower 1, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong
THE WORKWEAR GROUP HOLDING PTY LTD (formerly Expresspak Pty Ltd)	154 382 386	
THE WORKWEAR GROUP PTY LTD	004 055 387	
TICKOTH PTY LTD	062 340 103	
TOORONGA HOLDINGS PTY LTD	092 194 664	
TRIMEVAC PTY LTD	050 539 565	
TYREMASTER (WHOLESALE) PTY LTD	000 781 037	
TYREMASTER PTY LTD	008 606 577	
UCONE PTY LTD	002 534 278	
VALIDUS GROUP PTY LTD	125 548 656	
VALLEY INVESTMENTS PTY LTD	001 508 345	
VIKING DIRECT PTY LIMITED	061 186 098	
W4K.WORLD 4 KIDS PTY LTD	006 352 549	
WARATAH COVE PTY LTD	066 339 599	
WESFARMERS AGRIBUSINESS LIMITED	008 747 126	
WESFARMERS BENGALLA LIMITED	008 744 278	
WESFARMERS BENGALLA MANAGEMENT PTY LTD	609 418 680	
WESFARMERS BUNNINGS LIMITED	008 673 363	
WESFARMERS CHEMICAL US HOLDINGS CORP		Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware County of New Castle, FO, 19808, United States
WESFARMERS CHEMICALS, ENERGY & FERTILISERS LIMITED	008 797 402	
WESFARMERS COAL RESOURCES PTY LTD	009 030 139	
WESFARMERS DEPARTMENT STORES HOLDINGS PTY LTD	627 042 308	
WESFARMERS EMERGING VENTURES PTY LTD (formerly Wesfarmers Finance Pty Ltd)	105 421 396	
WESFARMERS ENERGY (GAS SALES) PTY LTD	058 451 997	
WESFARMERS ENERGY (INDUSTRIAL GAS) PTY LTD	102 943 626	
WESFARMERS FERTILIZERS PTY LTD	008 741 160	
WESFARMERS GAS LIMITED	008 795 471	
WESFARMERS HOLDINGS PTY LTD	094 800 665	
WESFARMERS INDUSTRIAL & SAFETY HOLDINGS NZ LIMITED		PricewaterhouseCoopers New Zealand Level 22, 188 Quay Street, Auckland, 1010, New Zealand
WESFARMERS INDUSTRIAL & SAFETY NZ LIMITED		PricewaterhouseCoopers New Zealand Level 22, 188 Quay Street, Auckland, 1010, New Zealand
WESFARMERS INDUSTRIAL AND SAFETY PTY LTD	137 253 528	
WESFARMERS INSURANCE INVESTMENTS PTY LTD	105 168 876	
WESFARMERS INTERNATIONAL HOLDINGS PTY LTD	006 233 736	
WESFARMERS INVESTMENTS PTY LTD	078 120 877	
WESFARMERS KLEENHEAT GAS PTY LTD	008 679 543	
WESFARMERS LIMITED	008 984 049	
WESFARMERS LNG PTY LTD	096 080 205	
WESFARMERS LOYALTY MANAGEMENT PTY LTD	149 183 308	
WESFARMERS LPG PTY LTD	009 214 831	
WESFARMERS OIL & GAS PTY LTD	606 554 885	
WESFARMERS PRIVATE EQUITY PTY LTD	088 942 269	

Name	ACN/ARSN	Address
<b>Subsidiary Companies of Wesfarmers Limited:</b>		All of Level 14, Brookfield Place Tower 2, 123 St Georges Terrace, Perth WA 6000 unless otherwise specified
WESFARMERS PROVIDENT FUND PTY LTD	008 679 329	
WESFARMERS RESOURCES LIMITED	096 857 126	
WESFARMERS RETAIL HOLDINGS PTY LTD	126 199 022	
WESFARMERS RETAIL PTY LTD	097 092 085	
WESFARMERS RISK MANAGEMENT (SINGAPORE) PTE LTD		Capitagreen, ##07-01, 138 Market Street, Singapore 048946
WESFARMERS RISK MANAGEMENT LIMITED		Canons Court, 22 Victoria Street, Hamilton HM12, Bermuda
WESFARMERS SECURITIES MANAGEMENT PTY LTD	095 800 212	
WESFARMERS SUPERANNUATION PTY LTD	050 218 972	
WESFARMERS TRANSPORT LIMITED	008 670 077	
WESKEM PTY LTD	009 207 470	
WESTRALIAN FARMERS SUPERPHOSPHATES LIMITED	008 667 847	
WEV CAPITAL INVESTMENTS PTY LTD	166 442 762	
WFCL INVESTMENTS PTY LTD	009 287 245	
WFPL FUNDING CO PTY LTD	603 640 606	
WFPL NO 2 PTY LTD	608 640 017	
WFPL SECURITY SPV PTY LTD	604 520 989	
WFPL SECURITY TRUST NO. 1	Trust	
WFPL SPV PTY LTD	603 645 709	
WIS INTERNATIONAL PTY LTD	147 115 704	
WIS SOLUTIONS PTY LTD	128 762 185	
WIS SUPPLY CHAIN MANAGEMENT (SHANGHAI) CO LTD		Room B, C, D, E, 14th Floor, Union Square (New Mei Shuang Tower), 999 Pudong South Road, China (Shanghai) Pilot Free Trade Zone
WPP HOLDINGS PTY LTD	126 203 512	
WWG MIDDLE EAST APPAREL TRADING LLC		Suite 1402/38, Emaar Boulevard Tower One, Dubai, United Arab Emirates
XCC (RETAIL) PTY LTD	009 449 558	
YAKKA PTY LIMITED	004 251 852	

This is the annexure of 5 pages marked "A" referred to in the Form 603, Notice of initial substantial holder signed by me and dated 21 November 2018.




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LINDA JAYNE KENYON  
SECRETARY  
WESFARMERS LIMITED