



**Wesfarmers Limited**

ABN 28 008 984 049

## Notice of Meeting

Time: 2.00 pm  
Date: Monday 8 November 2004  
Place: Grand Ballroom  
Burswood Convention Centre  
Great Eastern Highway  
Burswood, Western Australia

Notice is hereby given that the 23rd annual general meeting of Wesfarmers Limited will be held in the Grand Ballroom, Burswood Convention Centre, Great Eastern Highway, Burswood, Western Australia on Monday 8 November 2004 at 2.00 pm.

### **Business of the meeting**

#### **Accounts 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 2004.

#### **Ordinary business**

1. To elect four directors, each of Messrs:
  - (a) C B Carter,
  - (b) J P Graham and
  - (c) D C White, retires by rotation in accordance with the company's constitution and being eligible, each offers himself for re-election; and
  - (d) Mr D A Robb, having been appointed as a director of the company since the last annual general meeting, retires in accordance with the company's constitution and being eligible, offers himself for re-election.

#### **Special business**

2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:  
"That commencing on 1 December 2004, the total amount that may be provided to the non-executive directors by way of remuneration for their services as directors in respect of each financial year be increased by the amount of \$750,000 to the amount of \$2,250,000 per financial year."

#### *Voting exclusion*

The company will disregard any votes cast on this resolution by any director and any of their associates unless the vote is cast by:

- a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**By order of the Board**

L J KENYON  
COMPANY SECRETARY

7 October 2004

## Members entitled to attend and vote at the meeting

In accordance with the company's constitution and the Corporations Regulations 2001 the Board has determined that the members entitled to attend and vote at the meeting shall be those persons who are recorded in the register of members at 6.00 am on Monday 8 November 2004.

## Proxies

Where a member is unable to attend the meeting, we encourage that member to complete and return the enclosed proxy form. Each member is entitled to appoint a proxy. 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. A proxy need not be a member. To be effective, duly completed proxy forms, together with any relevant power of attorney, must be received not less than 48 hours before the time for holding the meeting. Please direct proxy forms and any relevant power of attorney to the company's share registry, Computershare Investor Services Pty Limited, Level 2, 45 St George's Terrace, Perth (facsimile: within Australia (08) 9323 2033 outside Australia (+61 8) 9323 2033).

A body corporate member 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.

## Explanatory notes

### Item 1 - Election of directors

Messrs C B Carter, J P Graham and D C White retire by rotation and offer themselves for re-election. Mr D A Robb was appointed a director since the last annual general meeting. Under the constitution he holds office only until this meeting and therefore offers himself for re-election. The experience, qualifications and other information about the candidates appear below:

### Profiles

**Mr C B Carter**, (Non-executive director; member of the Nomination and Remuneration Committee; age 61) joined the Board in 2002. He holds a Bachelor of Commerce degree from Melbourne University and a Master of Business Administration from Harvard Business School. He has had extensive experience advising on corporate strategy and corporate governance and his consultancy career has included major projects in Australia and overseas. He is a director of Origin Energy Limited, Melbourne 2006 Commonwealth Games Pty Ltd, Melbourne Affordable Housing Pty Ltd and Australian Charities Fund Pty Ltd. He is also Chairman of the Indigenous Enterprise Partnerships, a Commissioner of the Australian Football League and an adviser to, and former Vice-President of, The Boston Consulting Group.

**Mr J P Graham**, (Non-executive director; member of the Audit Committee; age 56) joined the Board in 1998. He holds a Bachelor of Engineering in Chemical Engineering degree with Honours from the University of Sydney, a Master of Business Administration degree from the University of New South Wales and is a Fellow of the Australian Academy of Technological Sciences and Engineering. He has had an active involvement in the growth of Wesfarmers since 1976 in his roles as Managing Director of Gresham Partners Limited and previously as a director of Hill Samuel Australia Limited and Managing Director of Rothschild Australia Limited. In addition to his investment banking activities, he is Chairman of Rabobank Australia Limited and of Rabo Australia Limited, and is a director of Wesfarmers Federation Insurance Limited, Lumley General Insurance Limited and Riviera Group Pty Ltd. He is also Chairman of the Advisory Council of The Institute for Neuromuscular Research, a trustee of the Gowrie Scholarship Trust Funds, and was Chairman of the Darling Harbour Authority in New South Wales for a period of six years.

**Mr D C White**, (Non-executive director; Chairman of the Audit Committee; age 56) joined the Board in 1990. He holds a Bachelor of Business degree from Curtin University and is a fellow of CPA Australia. He is Chairman of the Wheatbelt Area Consultative Committee and Treasurer of The Royal Agricultural Society of Western Australia (Inc).

**Mr D A Robb**, (Executive Director and Managing Director of Wesfarmers Energy Limited; age 50) was appointed to the Board in July 2004. He holds a Bachelor of Science degree from the University of Western Australia, a Graduate Diploma in Personnel Administration from Deakin University, and completed the Advanced Management Program at the Harvard Business School in 1999. He joined Wesfarmers in 1995 after working in the oil industry in Australia, the UK, the USA and Asia. He was appointed General Manager, Business Development for the group in 1996 and Managing Director, Wesfarmers Energy Limited in 1999. He is a director of a number of Wesfarmers group subsidiaries and associated companies.

### Item 2 - Directors' fees

The sum of \$2,250,000 is to cover the total fees that could be paid to all non-executive directors; shared between them in such proportion as the Board agrees from time to time. This is an increase of \$750,000 from the total approved by shareholders in 2001.

This increase is to enable the company to maintain directors' fees in line with those paid by companies of a similar size and complexity. Analysis of the company's current fees by external consultants has shown that they are below those paid by comparable companies. The increased limit will also enable the company to continue to attract and retain new directors with appropriate skills and competencies to contribute to the Board. It is not proposed to utilise the whole of the increased sum at the present time.

**All correspondence to:**

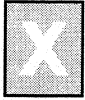
Computershare Investor Services Pty Limited  
 GPO Box D182 Perth  
 Western Australia 6840 Australia  
 Enquiries (within Australia) 1300 557 010  
 (outside Australia) 61 3 9415 4000  
 Facsimile 61 8 9323 2033  
 www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



### Appointment of Proxy

I/We being a member/s of Wesfarmers Limited and entitled to attend and vote hereby appoint



the Chairman  
of the Meeting  
(mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Wesfarmers Limited to be held at the Burswood Convention Centre on 8 November 2004 at 2.00 pm and at any adjournment of that meeting.



**IMPORTANT: FOR ITEM 2 BELOW**

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 2 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on that item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 2.

### Voting directions to your proxy - please mark to indicate your directions

1 To elect directors:

- (a) C B Carter
- (b) J P Graham
- (c) D C White
- (d) D A Robb

	For	Against	Abstain*
(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2 To approve the increase in the limit on non-executive directors' fees

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and  
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /



# How to complete the Proxy Form

## 1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'X') should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. 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. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 3 Votes on Items of Business

You may 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 your 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 do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## 4 Appointment of a Second Proxy

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 Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy 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.
- (b) return both forms together in the same envelope.

## 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, only one of the securityholders need sign but the vote of the most senior holder who tenders a vote will be accepted to the exclusion of the other joint holders.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the share registry. 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.
- Company: 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.

If a representative of a corporate securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting ie by 2.00 pm on Saturday, 6 November 2004. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged:

- IN PERSON Registered Office - 11th Floor, Wesfarmers House, 40 The Esplanade, Perth WA 6000, Australia  
Share Registry - Computershare Investor Services Pty Limited, Level 2, 45 St George's Terrace, Perth WA 6000, Australia
- BY MAIL Registered Office - GPO Box M978, Perth WA 6843, Australia  
Share Registry - Computershare Investor Services Pty Limited, GPO Box D182, Perth WA 6840, Australia
- BY FAX 61 8 9323 2033



# Wesfarmers Limited

ABN 28 008 984 049

Dear Shareholder

## **ANNUAL GENERAL MEETING – 8 NOVEMBER 2004**

Enclosed is the Notice for our 2004 Annual General Meeting.

If you will be attending the meeting *please bring this letter with you*. The coding at the top will enable us to complete your registration as quickly as possible.

For your convenience there is free parking near the Burswood Dome as shown on the map on the reverse of this letter. Undercover parking (\$3.00 per hour) is also available at the venue.

The Grand Ballroom, the venue for the meeting, is located within the Convention Centre area marked "X" on the map.

If you are unable to attend the Annual General Meeting but wish to vote on the resolutions to be considered at the meeting, you are encouraged to complete and return the enclosed proxy form in accordance with the instructions on the back of the form.

We look forward to seeing you at the meeting.

Yours sincerely

LINDA KENYON  
COMPANY SECRETARY  
7 October 2004

# Map of Burswood

