Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

	01/01/00, 21/10/00, 01/00/12	
Name	e of entity	
WES	FARMERS LIMITED	
ABN		
	08 984 049	
10/ - //	Il a calle Valla AOV il a falla l'actar	
vve (1	the entity) give ASX the following inf	ormation.
	1 - All issues must complete the relevant sections	(attach sheets if there is not enough space).
1	*Class of *securities issued or to be issued	Fully paid ordinary shares
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	1,800
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Reclassification of Wesfarmers Partially Protected Ordinary Shares into Wesfarmers fully paid ordinary shares in accordance with the terms of issue of the Wesfarmers Partially Protected Ordinary Shares.

⁺ See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?	Yes
	If the additional securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
5	Issue price or consideration	Each Wesfarmers Partially Protected Ordinary Share was reclassified into a Wesfarmers fully paid ordinary share on a one-for-one basis.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The shares have been issued in accordance with the terms of issue of the Wesfarmers Partially Protected Ordinary Shares, which allows holders to reclassify their Partially Protected Ordinary Shares into Wesfarmers fully paid ordinary shares on a one-for-one basis.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A?	Not applicable
	If Yes, complete sections 6b – 6h <i>in relation to the</i> +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of *securities issued without security holder approval under rule 7.1	
6d	Number of *securities issued with security holder approval under rule 7.1A	

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⁺ See chapter 19 for defined terms.

6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of securities issued under an exception in rule 7.2	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	31 January 2013

⁺ See chapter 19 for defined terms.

		Number	+Class
8	Number and *class of all *securities quoted on ASX (including the securities in section 2 if applicable)	As at the date of this Appendix 3B, there are 1,006,651,982 fully paid ordinary shares on issue (inclusive of the 1,800 fully paid Partially Protected Ordinary Shares which have today been reclassified into fully paid ordinary shares on a one-for-one basis).	Fully paid ordinary shares.
		As at the date of this Appendix 3B, there are 150,541,616 fully paid Partially Protected Ordinary Shares on issue.	Fully paid partially protected ordinary shares.
		Number	+Class
9	Number and *class of all *securities not quoted on ASX (including the securities in section 2 if applicable)	250,000	Performance rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	fully paid ordinary share	ed to all distributions on es paid after the date of dividends with a record allotment.
Dort	2. Popus issue or pro rete	icaua	
rait	2 - Bonus issue or pro rata	issue	
11	Is security holder approval required?		
12	Is the issue renounceable or non-renounceable?		
13	Ratio in which the ⁺ securities will be offered		
14	*Class of *securities to which the offer relates		
15	+Record date to determine		

⁺ See chapter 19 for defined terms.

entitlements

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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has *security holders who will not be sent new issue documents	
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	

⁺ See chapter 19 for defined terms.

Appendix 3B New issue announcement

27	and holde exerc	cise, the date on which ces will be sent to option	
28		e rights trading will begin (if cable)	
29		e rights trading will end (if icable)	
30		do +security holders sell entitlements in full through oker?	
31	part o	of their entitlements through roker and accept for the nce?	
32	How dispos (exce broke	ose of their entitlements ept by sale through a	
33	+Desp	spatch date	
You ne	eed onl	uotation of securities nly complete this section if you are applying for o	quotation of securities
34	tick o	e of securities cone)	
(a)		Securities described in Part 1	
(b)		All other securities Example: restricted securities at the end of the escrowed period, partly pai securities that become fully paid, employee incentive share securities whe restriction ends, securities issued on expiry or conversion of convertible securities	

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⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

		ndicate you are providing the or documents	
35		If the *securities are *equity securities, the names of the 20 largest ho the additional *securities, and the number and percentage of ac *securities held by those holders	
36		If the +securities are +equity securities, a distribution schedule of the act +securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over	lditiona
37		A copy of any trust deed for the additional *securities	
Entiti	ies that	t have ticked box 34(b)	
38		ber of securities for which btation is sought	
39		s of ⁺ securities for which ation is sought	
40	all r allotr	he +securities rank equally in respects from the date of ment with an existing +class uoted +securities?	
	rank th th di tr pa th no	e additional securities do not equally, please state: ne date from which they do ne extent to which they articipate for the next ividend, (in the case of a rust, distribution) or interest ayment ne extent to which they do ot rank equally, other than in elation to the next dividend, istribution or interest ayment	

⁺ See chapter 19 for defined terms.

41	Reason for request for quotation now		
	Example: In the case of restricted securities, end of restriction period		
	(if issued upon conversion of another security, clearly identify that other security)		
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class

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⁺ See chapter 19 for defined terms.

Date: 31 January 2013

Quotation agreement

- ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the †securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before *quotation of the *securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Company Secretary

Print name: LINDA JAYNE KENYON

⁺ See chapter 19 for defined terms.

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Appendix 3B - Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for [†]eligible entities Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue		
Add the following:		
 Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 		
 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval 		
 Number of partly paid ordinary securities that became fully paid in that 12 month period 		
 Note: Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
Subtract the number of fully paid ordinary securities cancelled during that 12 month period		
"A"		

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⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"		
"B"	0.15	
	[Note: this value cannot be changed]	
Multiply "A" by 0.15		
Step 3: Calculate "C", the amount of place already been used	ement capacity under rule 7.1 that has	
Insert number of equity securities issued or agreed to be issued in that 12 month period not counting those issued:		
Under an exception in rule 7.2		
Under rule 7.1A		
With security holder approval under rule 7.1 or rule 7.4		
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
"C"		
Step 4: Subtract "C" from ["A" x "B"] to c under rule 7.1	alculate remaining placement capacity	
"A" x 0.15		
Note: number must be same as shown in Step 2		
Subtract "C"		
Note: number must be same as shown in Step 3		
Total ["A" x 0.15] – "C"		
	[Note: this is the remaining placement capacity under rule 7.1]	

⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placem	ent capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
"A"		
Note: number must be same as shown in Step 1 of Part 1		
Step 2: Calculate 10% of "A"		
"D"	0.10	
	Note: this value cannot be changed	
Multiply "A" by 0.10		
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used		
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A		
 Notes: This applies to equity securities – not just ordinary securities Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained It may be useful to set out issues of securities on different dates as separate line items 		
"E"		

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⁺ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A		
"A" x 0.10		
Note: number must be same as shown in Step 2		
Subtract "E"		
Note: number must be same as shown in Step 3		
Total ["A" x 0.10] – "E"		
	Note: this is the remaining placement capacity under rule 7.1A	

⁺ See chapter 19 for defined terms.