

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme \_\_\_\_\_

ACN/ARSN \_\_\_\_\_

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

Name \_\_\_\_\_

ACN/ARSN (if applicable) \_\_\_\_\_

The holder ceased to be a  
substantial holder on

\_\_\_\_ / \_\_\_\_ / \_\_\_\_

The previous notice was given to the company on

\_\_\_\_ / \_\_\_\_ / \_\_\_\_

The previous notice was dated

\_\_\_\_ / \_\_\_\_ / \_\_\_\_

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**4. Addresses**

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

Name	Address

**Signature**

print name \_\_\_\_\_

capacity \_\_\_\_\_

**sign here** \_\_\_\_\_

date \_\_\_\_ / \_\_\_\_ / \_\_\_\_

\* At a meeting of the Board on 22 November 2013, the Directors resolved to approve the delegation of the preparation and lodgement of substantial shareholder notices on behalf of BlackRock Investment Management (Australia) Limited.

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 3 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

	11-Jan-17
<b>Kayla Mulvihill, Authorised Signatory</b>	<b>Date</b>

**2. Changes in relevant interests**

WESFARMERS LTD (WES)							
Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		CCY	Class (6) and number of securities affected		Person's votes affected
03-Jan-17	BlackRock Japan Co., Ltd.	collateral transfer	n/a	AUD	ord	-4	-4
03-Jan-17	BlackRock Advisors (UK) Limited	collateral transfer	n/a	AUD	ord	151,383	151,383
03-Jan-17	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ord	-611	-611
03-Jan-17	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ord	-150,981	-150,981
03-Jan-17	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ord	210	210
03-Jan-17	BlackRock Institutional Trust Company, National Association	in specie	n/a	AUD	ord	-37,458	-37,458
03-Jan-17	BlackRock Institutional Trust Company, National Association	in specie	n/a	AUD	ord	37,458	37,458
03-Jan-17	BlackRock Japan Co., Ltd.	collateral transfer	n/a	AUD	ord	-19	-19
03-Jan-17	BlackRock Advisors (UK) Limited	collateral transfer	n/a	AUD	ord	-164,347	-164,347
03-Jan-17	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ord	-175	-175
03-Jan-17	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ord	492	492
03-Jan-17	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ord	-317	-317
03-Jan-17	BlackRock Investment Management (UK) Limited	on mkt sell	42.00	AUD	ord	-1,265	-1,265
03-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt buy	42.00	AUD	ord	35,436	35,436
03-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt sell	42.00	AUD	ord	-45,918	-45,918
03-Jan-17	BlackRock Investment Management, LLC	on mkt sell	42.00	AUD	ord	-5,400	-5,400
03-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord	-5,852	-5,852
03-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord	-10,241	-10,241
03-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord	-18,268	-18,268
03-Jan-17	BlackRock Investment Management (Australia) Limited	on mkt sell	42.00	AUD	ord	-860	-860
03-Jan-17	BlackRock Institutional Trust Company, National Association	in specie	n/a	AUD	ord	22,726	22,726
03-Jan-17	BlackRock Institutional Trust Company, National Association	in specie	n/a	AUD	ord	-22,726	-22,726
03-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt buy	42.00	AUD	ord	11,635	11,635
03-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord	20,236	20,236
04-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt buy	42.00	AUD	ord	1,785	1,785
04-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt buy	42.00	AUD	ord	811	811
04-Jan-17	BlackRock Advisors (UK) Limited	on mkt buy	42.00	AUD	ord	1,932	1,932
04-Jan-17	BlackRock Japan Co., Ltd.	collateral transfer	n/a	AUD	ord	23	23
04-Jan-17	BlackRock Advisors (UK) Limited	collateral transfer	n/a	AUD	ord	-23	-23
04-Jan-17	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ord	1,506	1,506
04-Jan-17	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ord	1,045	1,045
04-Jan-17	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ord	-2,551	-2,551
04-Jan-17	BlackRock Institutional Trust Company, National Association	in specie	n/a	AUD	ord	-3,048	-3,048
04-Jan-17	BlackRock Financial Management, Inc.	on mkt buy	42.00	AUD	ord	5,082	5,082
04-Jan-17	BlackRock Financial Management, Inc.	on mkt buy	42.00	AUD	ord	2,211	2,211

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		CCY	Class (6) and number of securities affected	Person's votes affected
04-Jan-17	BlackRock Investment Management, LLC	on mkt sell	42.00	AUD	ord -3,224	-3,224
04-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt buy	42.00	AUD	ord 2,743	2,743
04-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord -5,852	-5,852
04-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord 8,500	8,500
04-Jan-17	BlackRock Fund Advisors	on mkt buy	42.00	AUD	ord 3,022	3,022
04-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt buy	42.00	AUD	ord 8,604	8,604
04-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt buy	42.00	AUD	ord 2,208	2,208
04-Jan-17	BlackRock Advisors (UK) Limited	on mkt buy	42.00	AUD	ord 2,096	2,096
04-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt buy	42.00	AUD	ord 4,795	4,795
04-Jan-17	BlackRock Advisors, LLC	on mkt buy	42.00	AUD	ord 16,062	16,062
04-Jan-17	BlackRock Advisors, LLC	on mkt buy	42.00	AUD	ord 1,305	1,305
04-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt buy	42.00	AUD	ord 2,395	2,395
04-Jan-17	BlackRock Institutional Trust Company, National Association	on mkt buy	42.00	AUD	ord 6,641	6,641
05-Jan-17	BlackRock Investment Management (Australia) Limited	on mkt buy	42.00	AUD	ord 4,781	4,781
05-Jan-17	BlackRock Investment Management (Australia) Limited	on mkt buy	42.00	AUD	ord 14,033	14,033
05-Jan-17	BlackRock (Singapore) Limited	collateral transfer	n/a	USD	ADR 1:2 58	29
05-Jan-17	BlackRock Financial Management, Inc.	collateral transfer	n/a	USD	ADR 1:2 283	141
05-Jan-17	BlackRock Investment Management, LLC	collateral transfer	n/a	USD	ADR 1:2 19	10
05-Jan-17	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	USD	ADR 1:2 -361	-181
05-Jan-17	BlackRock Advisors (UK) Limited	collateral transfer	n/a	AUD	ord 102,764	102,764
05-Jan-17	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ord -18,556	-18,556
05-Jan-17	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ord 14,383	14,383
05-Jan-17	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ord 4,174	4,174
05-Jan-17	BlackRock Investment Management (Australia) Limited	on mkt buy	42.00	AUD	ord 2,066	2,066
05-Jan-17	BlackRock Investment Management, LLC	on mkt buy	42.00	AUD	ord 6,145	6,145
05-Jan-17	BlackRock Investment Management (UK) Limited	on mkt buy	42.00	AUD	ord 789	789
05-Jan-17	BlackRock Investment Management, LLC	on mkt sell	42.00	AUD	ord -5,248	-5,248
05-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord 2,920	2,920
05-Jan-17	BlackRock Fund Advisors	on mkt buy	42.00	AUD	ord 8,580	8,580
05-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord 25,552	25,552
05-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord 9,704	9,704
05-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord 11,900	11,900
05-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord 10,200	10,200
05-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord 2,200	2,200
05-Jan-17	BlackRock Advisors (UK) Limited	on mkt sell	42.00	AUD	ord -69,254	-69,254
05-Jan-17	BlackRock Advisors (UK) Limited	on mkt buy	42.00	AUD	ord 275	275
05-Jan-17	BlackRock Advisors (UK) Limited	on mkt buy	42.00	AUD	ord 1,650	1,650
05-Jan-17	BlackRock Advisors (UK) Limited	on mkt buy	42.00	AUD	ord 301	301
05-Jan-17	BlackRock Advisors (UK) Limited	on mkt buy	42.00	AUD	ord 301	301
05-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord 133	133
05-Jan-17	BlackRock Investment Management (Australia) Limited	on mkt buy	42.00	AUD	ord 2,290	2,290
06-Jan-17	BlackRock Investment Management (UK) Limited	on mkt sell	42.00	AUD	ord -5,418	-5,418
06-Jan-17	BlackRock Advisors (UK) Limited	on mkt buy	42.00	AUD	ord 1,522	1,522
06-Jan-17	BlackRock Japan Co., Ltd.	collateral transfer	n/a	USD	ADR 1:2 -9	-5
06-Jan-17	BlackRock (Singapore) Limited	collateral transfer	n/a	USD	ADR 1:2 -11	-5
06-Jan-17	BlackRock Financial Management, Inc.	collateral transfer	n/a	USD	ADR 1:2 13	6
06-Jan-17	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	USD	ADR 1:2 -10	-5
06-Jan-17	BlackRock Advisors (UK) Limited	collateral transfer	n/a	AUD	ord -12,961	-12,961
06-Jan-17	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ord -2,587	-2,587

<b>Date of Change</b>	<b>Person whose relevant interest changed</b>	<b>Nature of change (4) / Consideration given in relation to change (5)</b>		<b>CCY</b>	<b>Class (6) and number of securities affected</b>	<b>Person's votes affected</b>	
06-Jan-17	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ord	3,858	3,858
06-Jan-17	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ord	-1,273	-1,273
06-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord	4,852	4,852
06-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord	-2,926	-2,926
06-Jan-17	BlackRock Advisors (UK) Limited	on mkt buy	42.00	AUD	ord	2,929	2,929
06-Jan-17	BlackRock Advisors (UK) Limited	on mkt buy	42.00	AUD	ord	1,060	1,060
06-Jan-17	BlackRock Investment Management, LLC	on mkt buy	42.00	AUD	ord	703	703
06-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord	50,590	50,590
09-Jan-17	BlackRock Investment Management (Australia) Limited	on mkt buy	42.00	AUD	ord	71	71
09-Jan-17	BlackRock (Singapore) Limited	collateral transfer	n/a	USD	ADR 1:2	4	2
09-Jan-17	BlackRock Financial Management, Inc.	collateral transfer	n/a	USD	ADR 1:2	31	16
09-Jan-17	BlackRock Investment Management, LLC	collateral transfer	n/a	USD	ADR 1:2	-2	-1
09-Jan-17	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	USD	ADR 1:2	-32	-16
09-Jan-17	BlackRock Japan Co., Ltd.	collateral transfer	n/a	AUD	ord	-968,581	-968,581
09-Jan-17	BlackRock Financial Management, Inc.	collateral transfer	n/a	AUD	ord	2,419	2,419
09-Jan-17	BlackRock Investment Management, LLC	collateral transfer	n/a	AUD	ord	16,070	16,070
09-Jan-17	BlackRock Investment Management (UK) Limited	collateral transfer	n/a	AUD	ord	24,249	24,249
09-Jan-17	BlackRock Asset Management North Asia Limited	collateral transfer	n/a	AUD	ord	1,691	1,691
09-Jan-17	BlackRock (Netherlands) B.V.	on mkt buy	42.00	AUD	ord	227	227
09-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord	15,970	15,970
09-Jan-17	BlackRock Fund Advisors	in specie	n/a	AUD	ord	6,388	6,388

**Annexure B**

This is Annexure B of 1 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

	11-Jan-17
<b>Kayla Mulvihill,</b>	<b>Date</b>
<b>Authorised Signatory</b>	

**7. Addresses**

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

Name	Address
<b>BlackRock Group</b>	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock (Netherlands) B.V.	Rembrandt Tower, 17th floor Amstelplein Amsterdam Netherlands
BlackRock (Singapore) Limited	20 Anson Road #18-01 079912 Singapore
BlackRock Advisors (UK) Limited	12 Throgmorton Avenue. London, EC2N 2DL, United Kingdom
BlackRock Advisors, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Asset Management North Asia Limited	15/F, 16/F, 17/F Citibank Tower & 17/F ICBC Tower, 3 Garden Road, Central, Hong Kong
BlackRock Financial Management, Inc.	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Fund Advisors	400 Howard Street San Francisco, CA, 94105 United States
BlackRock Institutional Trust Company, National Association	1225 17th Street, Suite 300, Denver, CO 80202 (Colorado, USA)
BlackRock Investment Management (Australia) Limited	Level 26, 101 Collins Street Melbourne VIC 3000 Australia (Victoria, Australia)
BlackRock Investment Management (UK) Limited	12 Throgmorton Avenue London EC2N 2DL United Kingdom
BlackRock Investment Management, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Japan Co., Ltd.	Marunouchi Trust Tower Main, 1-8-3 Marunouchi, Chiyoda-ku, Tokyo 100-8217 (Japan)

## Annexure C

This is Annexure C of 1 page referred to in form 605 Notice of ceasing to be a substantial shareholder

Kayla Mulvihill, Authorised Signatory      11-Jan-17  
Date

<b>Type of agreement:</b>	Global Master Securities Lending Agreement
<b>Parties to agreement:</b>	Party A - Citigroup Global Markets Limited Party B - HSBC Institutional Trust Services (Asia) Limited
<b>Transfer date:</b>	Refer to Annexure A (transactions identified as collateral transfers)
<b>Holder of voting rights:</b>	BlackRock Asset Management North Asia Limited (as investment manager for the funds)
<b>Are there any restrictions on voting rights?</b>  If yes, detail	Yes. Unless otherwise agreed between the parties, the Registered Owner will not exercise any voting rights.
<b>Scheduled return date (if any):</b>	Not applicable.
<b>Does the borrower have the right to return early?</b>  If yes, detail	Yes.  Upon an Event of Default under the GMSLA, the GMSLA provides, broadly, that both parties payment and delivery obligations will be accelerated and replaced with an obligation of one party to pay a single cash sum to the other determined in accordance with the provisions of the GMSLA (as modified by the Annex). The GMSLA provides that the parties' right to terminate the Agreement upon notice will not affect the parties' existing obligations in respect of any outstanding loans of securities. The Annex amended and restricted the Borrower's termination rights – i.e. Borrower may not have the right to terminate and return the borrowed securities - as the Borrower was to borrow the securities issued by it (or its sister company) to provide protection against the insolvency of the issuer and so usual rights of termination in a GMSLA were restricted.  Subject to the terms of the relevant Loan, the Borrower, may early terminate a Loan and return Equivalent Securities at any time provided that it “shall cease to have such entitlement if an Act of Insolvency with respect to any Security Issuer or any of the Borrower’s or any Security Issuer’s affiliates has occurred, or any such person takes any steps preparatory to any of the matters which would constitute an Act of Insolvency
<b>Does the lender have the right to recall early?</b>  If yes, detail	Yes, at notice.
<b>Will the securities be returned on settlement?</b>  If yes, detail any exceptions	Yes.

A copy of this agreement will be provided to WESFARMERS LTD or the Australian Securities and Investments Commission upon request.