

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	WESFARMERS LIMITED
<b>ABN</b>	28 008 984 049

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	RICHARD JAMES BARR GOYDER
<b>Date of last notice</b>	11 November 2016

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and indirect interests	
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	CPU Share Plans Pty Limited as trustee of the Wesfarmers Long Term Incentive Plan ( <b>WLTIP</b> ) is the registered holder. Richard James Barr Goyder is the beneficiary of the shares under the trust deed and rules governing the WLTIP.	
<b>Date of change</b>	20 February 2017	
<b>No. of securities held prior to change</b>	Fully paid ordinary shares	
	Direct	314,538 shares

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

	Indirect CPU Share Plans Pty Limited as trustee of the WLTIP is the registered holder. Richard James Barr Goyder is the beneficiary of the shares under the trust deed and rules governing the Plan.	481,088 shares
	Direct Performance rights granted pursuant to the terms of the 2013 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	88,000 performance rights
	Performance rights granted pursuant to the terms of the 2014 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	79,186 performance rights
	Performance rights granted pursuant to the terms of the 2015 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	87,220 performance rights
	Performance rights granted pursuant to the terms of the 2016 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on TSR.	81,522 performance rights
<b>Class</b>	Fully paid ordinary shares	
<b>Number acquired</b>	Nil	

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Number disposed</b>	37,000 shares	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$42.23 per share	
<b>No. of securities held after change</b>	Fully paid ordinary shares	
	Direct This takes into account a transfer of 74,126 shares from CPU Share Plans Pty Limited as trustee of the WLTIP (indirect holdings) to Mr Goyder's direct holdings, on 20 February 2017, and a disposal of 37,000 shares on that date.	351,664 shares
	Indirect CPU Share Plans Pty Limited as trustee of the WLTIP is the registered holder. Richard James Barr Goyder is the beneficiary of the shares under the trust deed and rules governing the Plan.	406,962 shares
	Direct Performance rights granted pursuant to the terms of the 2013 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	88,000 performance rights
	Performance rights granted pursuant to the terms of the 2014 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	79,186 performance rights

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**Appendix 3Y**  
**Change of Director's Interest Notice**

	Performance rights granted pursuant to the terms of the 2015 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	87,220 performance rights
	Performance rights granted pursuant to the terms of the 2016 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on TSR.	81,522 performance rights
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market disposal to raise funds to meet tax liabilities associated with the shares allocated as part of the WLTIP.	

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

+ See chapter 19 for defined terms.

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	WESFARMERS LIMITED
<b>ABN</b>	28 008 984 049

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	TERENCE JAMES BOWEN
<b>Date of last notice</b>	11 November 2016

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and indirect interests
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<p>CPU Share Plans Pty Limited as trustee for the Wesfarmers Long Term Incentive Plan (<b>WLTIP</b>) is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WLTIP.</p> <p>CPU Share Plans Pty Limited as trustee for the Wesfarmers Employee Share Acquisition Plan (<b>WESAP</b>) is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WESAP.</p>
<b>Date of change</b>	20 and 21 February 2017

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**Appendix 3Y**  
**Change of Director's Interest Notice**

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No. of securities held prior to change	Fully paid ordinary shares	
	Indirect CPU Share Plans Pty Limited as trustee for the WLTIP is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WLTIP.	332,110 shares
	Indirect CPU Share Plans Pty Limited as trustee for the WESAP is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WESAP.	150 shares
	Performance rights granted pursuant to the terms of the 2013 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	55,000 performance rights
	Performance rights granted pursuant to the terms of the 2014 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	49,406 performance rights
	Performance rights granted pursuant to the terms of the 2015 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	69,657 performance rights

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**Appendix 3Y**  
**Change of Director's Interest Notice**

	Performance rights granted pursuant to the terms of the 2016 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on TSR.	43,016 performance rights
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<b>Class</b>	Fully paid ordinary shares	
<b>Number acquired</b>	Nil	
<b>Number disposed</b>	118,088 shares on 20 February 2017 30,000 shares on 21 February 2017	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$42.25 per share on 20 February 2017 \$42.32 per share on 21 February 2017	
<b>No. of securities held after change</b>	Fully paid ordinary shares	
	Indirect CPU Share Plans Pty Limited as trustee for the WLTIP is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WLTIP.	184,022 shares
	Indirect CPU Share Plans Pty Limited as trustee for the WESAP is the registered holder. Terence James Bowen is the beneficiary of the shares under the trust deed and rules governing the WESAP.	150 shares
	Performance rights granted pursuant to the terms of the 2013 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	55,000 performance rights

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**Appendix 3Y**  
**Change of Director's Interest Notice**

	Performance rights granted pursuant to the terms of the 2014 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	49,406 performance rights
	Performance rights granted pursuant to the terms of the 2015 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on ROE and TSR.	69,657 performance rights
	Performance rights granted pursuant to the terms of the 2016 WLTIP. Each performance right is a right to acquire one fully paid ordinary share subject to satisfaction of the performance condition, based on TSR.	43,016 performance rights
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market disposal.	

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	

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**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

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