



6 October 2010

The Manager  
Company Announcements Office  
Australian Securities Exchange

Dear Sir,

**NOTICE OF ANNUAL GENERAL MEETING**

The following documents will be mailed to shareholders on 6 October 2010 in relation to the 2010 Annual General Meeting of Wesfarmers Limited to be held on Tuesday, 9 November 2010 at 1:00pm (Perth time):

- Personalised letter and Voting Form;
- Notice of Meeting (including the Explanatory Notes); and
- 2010 Annual Report or 2010 Shareholder Review (in accordance with elections made by shareholders).

All documents are attached to this announcement, except for the 2010 Annual Report and the 2010 Shareholder Review, which were both lodged with the ASX on 24 September 2010 under Listing Rule 4.5.

Yours faithfully,

A handwritten signature in black ink, appearing to be "L J Kenyon".

L J KENYON  
COMPANY SECRETARY

Enc.



Dear Shareholder,

**ANNUAL GENERAL MEETING - 9 NOVEMBER 2010 AT 1:00 PM (PERTH TIME)**

It is my pleasure to invite you to attend the 2010 Annual General Meeting of Wesfarmers Limited.

Please find enclosed the following:

1. Personalised Voting Form and return envelope;
2. Notice of Meeting (including the Explanatory Notes); and
3. 2010 Annual Report or 2010 Shareholder Review (if requested).

A copy of the 2010 Annual Report is available on the company's website ([www.wesfarmers.com.au](http://www.wesfarmers.com.au)).

**Meeting Details**

The Annual General Meeting is being held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia, on Tuesday, 9 November 2010 at 1:00 pm (Perth time). The registration desk will be open from 12:00 noon.

For your convenience, there is a car park underneath the Perth Convention and Exhibition Centre. Undercover parking is available at a cost of \$4.30 per hour. The venue map on the back page of the Notice of Meeting shows the location of the Perth Convention and Exhibition Centre.

**Attendance at the Meeting**

If you will be attending the meeting, ***please bring this letter with you*** and present it at the registration desk. The bar code at the top of this page will assist in registering your attendance.

If you are unable to attend the meeting but wish to vote on any of the resolutions to be considered at the meeting, you are encouraged to complete and return the enclosed Voting Form in accordance with the instructions on the form.

Wesfarmers Limited will continue to offer direct voting in 2010. Direct voting facilitates shareholder engagement by permitting shareholders to vote directly without having to attend the meeting or appoint a proxy.

Please complete the direct voting section OR the proxy voting section on the Voting Form to ensure your vote is valid. Alternatively, you can submit your direct vote or proxy voting instructions online at [www.investorvote.com.au](http://www.investorvote.com.au).

**Webcast**

Shareholders who cannot attend the meeting will be able to watch and listen to the business of the meeting via webcast on our website ([www.wesfarmers.com.au](http://www.wesfarmers.com.au)).

We look forward to seeing you at the meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to be "L J Kenyon".

L J KENYON  
COMPANY SECRETARY  
6 October 2010

# Wesfarmers Limited

## 2010 Notice of Meeting

Tuesday, 9 November 2010

1:00 pm (Perth time)

Perth Convention and Exhibition Centre

Mounts Bay Road, Perth, Western Australia

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**Wesfarmers**

# 2010 Notice of Meeting

Notice is hereby given that the 29th Annual General Meeting of Wesfarmers Limited will be held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia on Tuesday, 9 November 2010 at 1:00 pm (Perth time). Registration will be open at 12.00 noon.

## Business of the meeting

### 1. Financial statements 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 2010.

### 2. Election of Directors

To re-elect three directors, each of:

- (a) Mr Colin Bruce Carter;
- (b) Mr James Philip Graham; and
- (c) Mr Anthony (Tony) John Howarth,

who retire by rotation in accordance with the company's Constitution and, being eligible, offer themselves for re-election; and

to elect two directors, each of:

- (d) Mr Wayne Geoffrey Osborn; and
- (e) Ms Vanessa Miscamble Wallace,

who, having been appointed as directors of the company since the last Annual General Meeting, retire in accordance with the company's Constitution and the ASX Listing Rules and, being eligible, offer themselves for election.

In accordance with the company's Constitution, Mr David Charles White retires by rotation and is not seeking re-election.

Each re-election and election will be voted on as a separate ordinary resolution.

### 3. Adoption of Remuneration Report

To approve the Remuneration Report for the year ended 30 June 2010, as set out in the 2010 Annual Report.

*Note: the vote on this resolution is advisory only and is not binding.*

**By order of the Board**



**L J KENYON**  
Company Secretary  
6 October 2010

## Important information

### Members entitled to attend and vote at the meeting

In accordance with the company's Constitution and the Corporations Regulations 2001 (Cth), the Board has determined that the members entitled to attend and vote at the Meeting will be those persons who are recorded in the register of members at 1:00 pm (Perth time) on Sunday, 7 November 2010.

### Direct voting

#### What is direct voting?

Direct voting allows members to lodge their votes directly with the company as an alternative to voting at the Meeting, in person or by proxy. Direct voting gives members the flexibility to vote even where they may not be able to attend the Meeting or may not wish to appoint a proxy to attend the Meeting in their place.

The Board of Wesfarmers Limited has adopted regulations to govern the form, method and timing of giving a direct vote for it to be valid. By submitting a direct vote, members agree to be bound by the direct voting regulations adopted by the Board.

A copy of the direct voting regulations is available from the Wesfarmers website at [www.wesfarmers.com.au](http://www.wesfarmers.com.au) or can be requested from the Company Secretariat ([info@wesfarmers.com.au](mailto:info@wesfarmers.com.au)).

#### Lodging a direct vote

A direct vote can be lodged by completing and returning the enclosed Voting Form.

Please complete only the **direct voting section** of the Voting Form. For further information on lodging a direct vote, please refer to the instructions on the form.

To be effective, the completed Voting Form, together with any relevant power of attorney, must be received by Computershare Investor Services Pty Limited not less than 48 hours before the time for holding the Meeting (that is, by 1:00 pm (Perth time) on Sunday, 7 November 2010).

**In person:** Share Registry – Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA 6000 Australia; OR

**By mail:** Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia; OR

**By fax:** 1800 783 447 (within Australia) or (+ 61 3) 9473 2555 (outside Australia).

Members can also submit their direct voting instructions online at [www.investorvote.com.au](http://www.investorvote.com.au). Please refer to the enclosed Voting Form for more information about submitting direct voting instructions online.

## Proxies

### Appointing a proxy

Where a member is unable to attend the Meeting, we encourage that member to complete the proxy voting section of the enclosed Voting Form. Each member is entitled to appoint a proxy. A proxy need not be a member of Wesfarmers Limited.

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 (disregarding fractions).

### Lodging a proxy form

If you wish to appoint a proxy, please complete only the **proxy voting section** of the Voting Form.

To be effective, the completed Voting Form, together with any relevant power of attorney, must be received by Computershare Investor Services Pty Limited not less than 48 hours before the time for holding the Meeting (that is, by 1:00 pm (Perth time) on Sunday, 7 November 2010).

**In person:** Share Registry – Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA 6000 Australia; OR

**By mail:** Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia; OR

**By fax:** 1800 783 447 (within Australia) or (+ 61 3) 9473 2555 (outside Australia).

Members can also submit their proxy voting instructions online at **www.investorvote.com.au**. Please refer to the enclosed Voting Form for more information about submitting proxy voting instructions online.

Direct voting and the appointment of a proxy by a member are **alternatives**, a member cannot lodge a direct vote and appoint a proxy for the same voting rights.

## Body corporate representatives

A body corporate member or proxy 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.

## Custodians and nominees

Custodians and nominees are able to vote online and receive confirmation of their votes by accessing this website: **www.intermediaryonline.com**. This website allows intermediaries to choose whether to cast a direct vote or lodge a proxy vote.

## Resolutions

All items of business require ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of votes cast by shareholders entitled to vote on the resolution.

## Questions from shareholders

Shareholders will have an opportunity to ask questions and make comments about each resolution.

## Webcasting

The Meeting will be webcast on our website (**www.wesfarmers.com.au**).

## Explanatory notes

### Item 1 – Financial statements and reports

The Corporations Act 2001 (Cth) requires the company's financial statements and reports for the last financial year to be laid before the Annual General Meeting. The financial statements and reports are contained in the company's 2010 Annual Report.

The 2010 Annual Report is available from the Wesfarmers website (**www.wesfarmers.com.au**).

While no resolution is required in relation to this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

The company's auditor, Ernst & Young, will be present at the Meeting and shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the company's accounting policies, and the independence of the auditor.

### Items 2 (a-e) – Re-election and election of directors

In accordance with the company's Constitution, three directors, Colin Carter, James Graham and Tony Howarth, retire by rotation and, being eligible, offer themselves for re-election.

Under the company's Constitution, a director appointed by the Board only holds office until the next Annual General Meeting. Wayne Osborn and Vanessa Wallace were appointed as directors of the company with effect from 24 March 2010 and 6 July 2010 respectively. In accordance with the Constitution, they offer themselves for election at this Meeting.

The Board believes that the proposed elections of Wayne Osborn and Vanessa Wallace are in the best interests of the company as they have skills and expertise which benefit the Board. Their appointments were recommended after review by the Nomination Committee.

The Board recommends the re-election of Colin Carter, James Graham and Tony Howarth, and the election of Wayne Osborn and Vanessa Wallace. None of these directors participated in the Board's resolution to recommend them.

## 2010 Notice of Meeting continued

The experience, qualifications and other information about the candidates appears below.



**Colin Bruce Carter OAM, age 67**

**Independent:** Yes

**Term of office:** Joined the Board in 2002

**Skills & Experience:** Bachelor of Commerce degree from Melbourne University and a Master of Business Administration from Harvard Business School. Colin has had extensive experience advising on corporate strategy and corporate governance and his consultancy career has included major projects in Australia and overseas.

**Directorships of listed entities within the last three years**

- Director of SEEK Limited (appointed March 2005)
- Director of Foster's Group Limited (appointed March 2007 – resigned September 2007)

**Other directorships and offices (current and recent)**

- Director of Indigenous Enterprise Partnerships
- Director of World Vision Australia
- Director of the Ladder Project
- Director of the Geelong Football Club Limited
- Member of the Board of The Cape York Institute
- Ambassador for the Federal Government Business Action Group – Help Close the Gap
- Chairman of the AFL Foundation
- Adviser to, and former Senior Partner of, The Boston Consulting Group

**Wesfarmers Board Committee Memberships**

- Member of the Remuneration Committee
- Member of the Nomination Committee

**Board Recommendation:**

The Board (other than Mr Carter because of his interest) endorses the re-election of Mr Carter.



**James Philip Graham AM, age 62**

**Independent:** No

**Term of office:** Joined the Board in 1998

**Skills & Experience:** Bachelor of Engineering in Chemical Engineering with Honours from the University of Sydney, a Master of Business Administration from the University of New South Wales, and a Fellow of the Australian Academy of Technological Sciences and Engineering. James has had an active involvement in the growth of Wesfarmers since 1976 in his roles as Chairman and Managing Director of Gresham Partners Limited since 1985, and previously as Managing Director of Rothschild Australia Limited and a director of Hill Samuel Australia Limited.

**Directorships of listed entities within the last three years**

- Nil

**Other directorships and offices (current and recent)**

- Chairman of the Advisory council of The Institute for Neuroscience and Muscle Research
- Director of Wesfarmers General Insurance Ltd and Wesfarmers Insurance Pty Ltd
- Trustee of the Gowrie Scholarship Trust Fund
- Former Chairman of the Darling Harbour Authority in New South Wales
- Former Chairman of Rabobank Australia Limited and Rabobank New Zealand Limited
- Member of The Institute of Chemical Engineers
- Director of a number of Gresham group subsidiaries and related companies

**Wesfarmers Board Committee Memberships**

- Member of the Remuneration Committee
- Member of the Nomination Committee

**Board Recommendation:**

The Board (other than Mr Graham because of his interest) endorses the re-election of Mr Graham.



**Anthony (Tony) John Howarth AO, age 58**

**Independent:** Yes

**Term of office:** Joined the Board in 2007

**Skills & Experience:** Tony is a Senior Fellow of the Financial Services Institute of Australia and has more than 30 years experience in the banking and finance industry. He has held several senior management positions during his career, including Managing Director of Challenge Bank Limited and Chief Executive Officer of Hartleys Limited. Tony is also the Adjunct Professor (Financial Management) at the University of Western Australia Business School.

**Directorships of listed entities within the last three years**

- Chairman of Mermaid Marine Australia Limited (appointed July 2003)
- Chairman of Home Building Society Ltd (delisted December 2007) (appointed June 2003 and resigned July 2010)
- Deputy Chairman, Bank of Queensland Limited (appointed December 2007 and resigned July 2010)
- Director of AWB Limited (appointed March 2005)

**Other directorships and offices (current and recent)**

- Chairman of St John of God Health Care Inc
- Senator of the University of Western Australia
- Chairman of the Committee for Perth Limited
- Member of the Rio Tinto WA Future Fund
- Member of the University of Western Australia Business School Advisory Board
- President of the Australian Chamber of Commerce and Industry
- Director of the Chamber of Commerce and Industry of Western Australia (Inc)
- Director of the West Australian Rugby Union Inc

**Wesfarmers Board Committee Memberships**

- Chairman of the Audit Committee
- Member of the Nomination Committee

**Board Recommendation:**

The Board (other than Mr Howarth because of his interest) endorses the re-election of Mr Howarth.





**Wayne Geoffrey Osborn, age 59**

**Independent:** Yes

**Term of office:** Joined the Board in 2010

**Skills & Experience:** Wayne holds a Diploma of Engineering (Electrical) from the Gordon Institute of Technology, a Master of Business Administration from Deakin University and is a Member of the

Institution of Engineers, Australia. Wayne started his career in telecommunications and moved to the iron ore industry in the mid-1970s. He joined Alcoa in 1979 and worked in a variety of roles and locations across the Australian business, including accountability for Alcoa's Asia Pacific operations, prior to being appointed Managing Director in 2001. Wayne was appointed Chairman of the Australian Institute of Marine Science in 2010. He has an interest in whale conservation and wildlife photography and was elected an International Fellow of the New York-based Explorers Club in 2004. His work in support of the arts through the Australian Business Arts Foundation was recognised with the 2007 WA Business Leader Award.

**Directorships of listed entities within the last three years**

- Director of Leighton Holdings Limited
- Director of Iluka Resources Limited
- Chairman and Managing Director of Alcoa of Australia Ltd (retired in February 2008)

**Other directorships and offices (current and recent)**

- Chairman of Thiess Pty Ltd
- Trustee of the Western Australian Museum Board
- Member of the Australian Institute of Company Directors
- Fellow of the Australian Academy of Technological Sciences and Engineering

**Wesfarmers Board Committee Memberships**

- Member of the Remuneration Committee
- Member of the Nomination Committee

**Board Recommendation:**

The Board (other than Mr Osborn because of his interest) endorses the election of Mr Osborn.



**Vanessa Miscamble Wallace, age 47**

**Independent:** Yes

**Term of office:** Joined the Board in 2010

**Skills & Experience:** Vanessa holds a Bachelor of Commerce degree from the University of New South Wales and a Master of Business Administration from the IMD Switzerland. Vanessa currently leads Booz

& Company's financial services practice and previously led the strategy practice. She has held multiple governance roles at the highest level within Booz's global partnership. She is an experienced management consultant who has been with Booz & Company for over 20 years. Vanessa is actively involved in the firm's customer, channels and markets activities which focus on areas such as customer experience, offer design and channels to market across a number of industries. She has had hands on experience in mergers and acquisitions and post merger integration.

**Directorships of listed entities within the last three years**

- Nil

**Other directorships and offices (current and recent)**

- Member of Board of Directors Booz & Company (2008-2010)
- Director of Booz & Company (Australia) Ltd and a number of group subsidiaries and related companies in Australia, New Zealand, Indonesia and Thailand
- Chairman's Council of the Australian Chamber Orchestra Pty Ltd
- Member of the Australian Institute of Company Directors

**Wesfarmers Board Committee Memberships**

- Member of the Audit Committee
- Member of the Nomination Committee

**Board Recommendation:**

The Board (other than Ms Wallace because of her interest) endorses the election of Ms Wallace.

**Item 3 – Adoption of Remuneration Report**

The Remuneration Report contained in the 2010 Annual Report, is required to be considered by shareholders in accordance with section 250R of the Corporations Act 2001 (Cth).

The Wesfarmers Board is committed to ensuring that our executive remuneration framework remains focused on driving a performance culture by rewarding executive performance for the achievement of the Company's short-term and long-term strategy and business objectives and, ultimately, generating satisfactory returns for shareholders.

**Key developments**

During the year, the Board took the following steps in relation to senior executive remuneration:

- implemented a freeze for the 2010 financial year (given the challenging economic environment) on fixed remuneration increases for senior executives and fees for non-executive directors;
- introduced mandatory deferral of annual incentive payments above 60 per cent of Fixed Annual Remuneration into shares for senior executives to strengthen the link between at-risk remuneration and longer term Company performance, resulting in a strong alignment between the interests of management and shareholders;
- crystallised much of the Company's liability under the historical retention plan (which, while closed in 2009, provided for a service-based retention payment, calculated by reference to total target remuneration, to many of our longer serving senior executives); and
- agreed to seek shareholder approval for any future long-term incentive awards for executive directors.

Further detail of Wesfarmers' remuneration framework and how our performance for the 2010 financial year has resulted in the reported remuneration outcomes are set out in the Remuneration Report. The audited remuneration table can be found on page 162 of the 2010 Annual Report.

The Remuneration Report, which details the company's policy on the remuneration of non-executive directors, executive directors and key management personnel, is set out on pages 150 to 165 of the company's 2010 Annual Report.

The Remuneration Report is also available on the company's website ([www.wesfarmers.com.au](http://www.wesfarmers.com.au)).

The vote on the adoption of the Remuneration Report is advisory only and is not binding.

**Board Recommendation:**

The Board recommends the Remuneration Report to shareholders.

# Financial and Operational Highlights

## Financial highlights

- 2.8 per cent increase in net profit after tax to \$1,565 million.
- 1.7 per cent increase in the Group's operating revenue to \$51.8 billion and a 4.4 per cent increase across the retail divisions.
- Earnings before interest and tax (EBIT) of \$2,869 million, down 2.6 per cent, whilst EBIT (excluding Resources) increased 31.1 per cent, with earnings improvements achieved across most divisions.
- Combined retail divisions EBIT was up 15.8 per cent despite challenging retail conditions, particularly in the second half of the year, highlighting encouraging performance in the Group's turnaround businesses.
- EBIT from the Resources division was \$165 million compared with a record \$885 million<sup>1</sup> in the previous corresponding period, resulting from a significant reduction in the March 2009 price settlements, following declines in global export coal prices between August 2008 and May 2009.
- Industrial and Insurance divisions reported a 37.3 per cent increase in combined earnings<sup>2</sup> on a return to more normalised trading conditions for the industrial businesses and a strong turnaround in underwriting profitability for Insurance.
- 9.3 per cent increase in operating cash flows to \$3,327 million supported by a \$415 million reduction in Group working capital.
- Earnings per share of \$1.36, down 14.4 per cent, on the expanded share capital.
- \$0.70 fully-franked final dividend per share declared, taking the full-year dividend to \$1.25 per share.
- Balance sheet strengthened with net debt of \$4.0 billion and further diversification and extension of the Group's debt maturity profile.

<sup>1</sup> Restated for change in accounting policy for Stanwell royalty payment.  
<sup>2</sup> Excluding a \$48 million non-cash impairment charge related to Coregas.

## Operational highlights

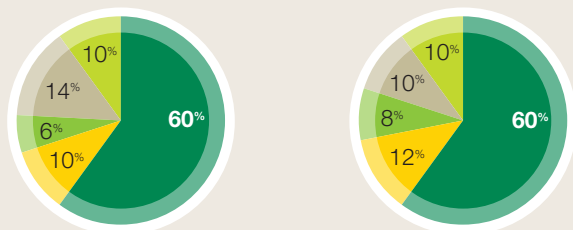
- Coles' new management team has established solid business foundations, with significant improvements made to the in-store offer and higher levels of customer trust established in the Coles brand.
- Home Improvement and Office Supplies both delivered robust growth across all business channels. Bunnings' network growth accelerated, with 22 new stores and trade centres opened during the year. Officeworks opened five new stores and 12 stores were fully upgraded.
- Target delivered a solid result, despite difficult trading conditions, driven by good inventory management and merchandise planning, a favourable shift in sales mix towards apparel and a focus on costs. Target opened seven stores (including one replacement store), closed three stores and refurbished 24 stores during the year.
- Kmart relaunched its offer during the year, moving to a low price everyday strategy. Good progress has been made to date, with strong customer response reflected in pleasing transaction growth and improved earnings from category management. Supply chain restructuring delivered further earnings benefits.
- Resources announced a \$286 million expansion of the Curragh mine to 8.0 – 8.5 million tonnes annual export capacity, the early completion of the Blackwater Creek diversion project and a long-term contract with Thiess for overburden removal at Curragh.
- Insurance delivered strong earnings growth following portfolio and business unit restructuring and an ongoing focus on underwriting and claims management disciplines.
- Chemicals and Fertilisers merged with Energy from 1 July 2010 to form Wesfarmers Chemicals, Energy & Fertilisers division. These businesses benefited from a return to full gas supply for the year.
- Wesfarmers' Industrial and Safety division achieved a solid result in a challenging economic environment. The business delivered good sales momentum in a number of areas and upgraded its supply chain capabilities. As part of the divisional restructure Coregas became part of Industrial and Safety.

### VALUE GENERATED AND DISTRIBUTED

#### Value generated by Wesfarmers

2010  
\$10,799m

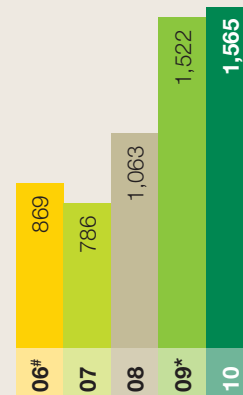
2009  
\$10,486m



- Employees – salaries, wages and other benefits
- Shareholders – dividends on their investment
- Government – taxes and royalties
- Lenders – borrowed funds
- Reinvested in the business

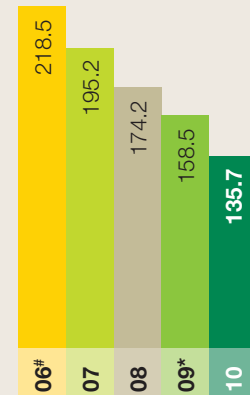
### NET PROFIT AFTER TAX (\$m)

**\$1,565**



### EARNINGS PER SHARE (cents)

**135.7**



\* Excludes earnings from the sale of ARG.  
 # Restated for change in accounting policy for Stanwell royalty payment.



## Results summary

### Key financial

		2010	2009
Revenue	\$m	<b>51,827</b>	50,982
Earnings before interest and tax*	\$m	<b>2,869</b>	2,947
Net profit after tax (pre significant items)*	\$m	<b>1,702</b>	1,628
Net profit after tax*	\$m	<b>1,565</b>	1,522
Dividends	\$m	<b>1,446</b>	1,102
Total assets*	\$m	<b>39,236</b>	39,062
Net debt	\$m	<b>4,035</b>	4,435
Shareholders' equity*	\$m	<b>24,694</b>	24,248
Capital expenditure on property, plant and equipment and intangibles	\$m	<b>1,656</b>	1,503
Depreciation and amortisation*	\$m	<b>917</b>	856

### Key share data

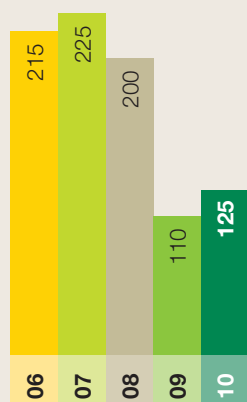
		2010	2009
Earnings per share*	cents	<b>135.7</b>	158.5
Dividends per share	cents	<b>125.0</b>	110.0
Net tangible assets per share*	\$	<b>3.61</b>	3.13
Operating cash flow per share	\$	<b>2.88</b>	3.25

### Key ratios

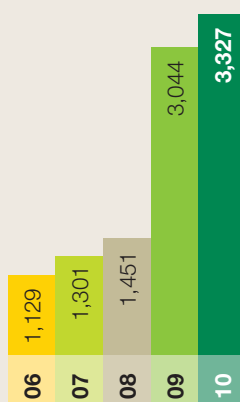
		2010	2009
Return on average shareholders' equity*(R12)	%	<b>6.4</b>	7.3
Gearing (net debt to equity)	%	<b>16.3</b>	18.3
Interest cover (cash basis)	times	<b>6.8</b>	5.0

\* 2009 restated for change in accounting policy for Stanwell royalty payment.

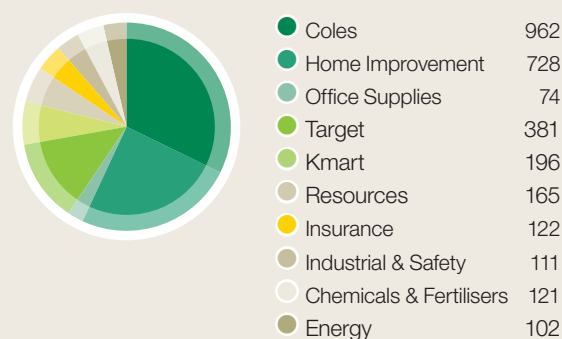
### DIVIDENDS PER SHARE (cents) 125



### OPERATING CASH FLOW (\$m) \$3,327



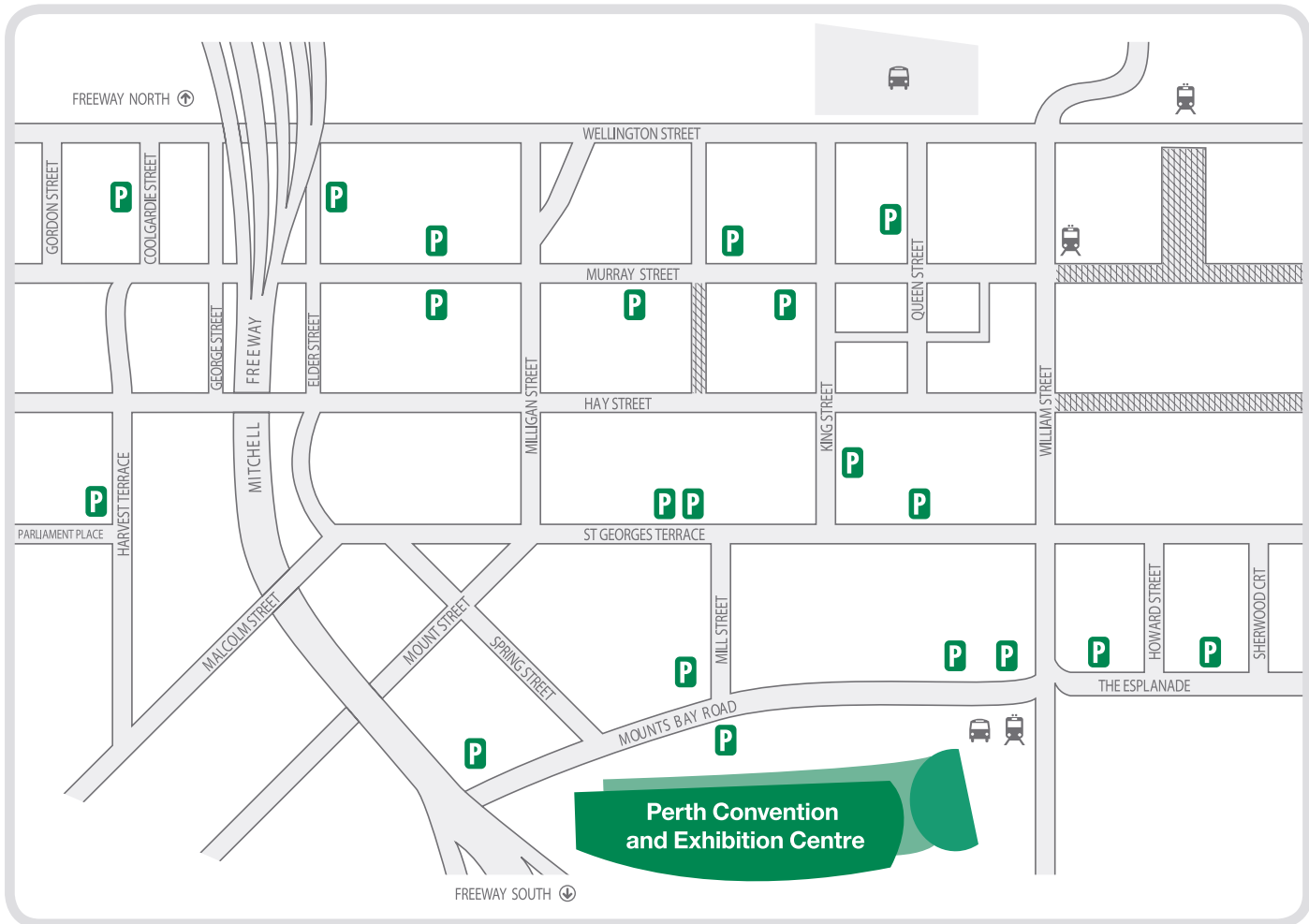
### OPERATING DIVISIONAL EBIT (\$m)\*\* \$2,962



\*\* Excludes "other" and group overheads.

# Location of Annual General Meeting

## Perth Convention and Exhibition Centre



### Warning to shareholders – unsolicited share offers

Wesfarmers shareholders should be alert to offers to purchase their shares at below market rates. Persons who legally acquire a copy of a public share register may write to shareholders offering to purchase their shares, usually at a rate below the current market value. Shareholders who receive these offers should carefully read the materials, consider obtaining their own financial advice and compare the offer to the current value of their shares on the open market.

You can find the current value of Wesfarmers shares from the company's website ([www.wesfarmers.com.au](http://www.wesfarmers.com.au)) or from the Australian Securities Exchange ([www.asx.com.au](http://www.asx.com.au), code: WES).



**Change of address.** If incorrect, mark this box and make the correction in the space below. Securityholders sponsored by a broker (Reference number commences with 'X') should advise their broker of any changes.

## Lodge your Voting Form:



**Online:**  
www.investorvote.com.au  
**Control Number:** 134598

*For Intermediary Online users only (custodians)*  
www.intermediaryonline.com

**By Fax:**  
(within Australia) 1800 783 447  
(outside of Australia) +61 3 9473 2555

**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

## Voting Form

For your vote to be effective it must be received by 1:00 pm (Perth time) Sunday, 7 November 2010

### STEP 1 Indicate How You Will Cast Your Vote Select one option only

Direct voting or proxy instructions for the Annual General Meeting of Wesfarmers Limited to be held at the Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia on Tuesday, 9 November 2010 at 1:00 pm (Perth time) and at any adjournment of that meeting, I/we being member/s of Wesfarmers Limited direct the following:

#### 1. Cast Your Vote Directly

**A**  Record my/our votes in accordance with the directions in Step 2 below.

**PLEASE NOTE:** You must mark FOR, AGAINST, or ABSTAIN on each item for a valid direct vote to be recorded.

OR

#### 2. Appoint a Proxy to Vote on Your Behalf:

I/We appoint

**B**  the Chairman of the Meeting **OR**

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 directions in Step 2 below (or if no directions have been given, as the proxy sees fit). **The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

### STEP 2 Items of Business



**PLEASE NOTE:** If you have appointed a proxy and you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you tick abstain for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

Resolution 2 (a)	Re-election of Mr C B Carter as a Director
Resolution 2 (b)	Re-election of Mr J P Graham as a Director
Resolution 2 (c)	Re-election of Mr A J Howarth as a Director
Resolution 2 (d)	Election of Mr W G Osborn as a Director
Resolution 2 (e)	Election of Ms V M Wallace as a Director
Resolution 3	Adoption of Remuneration Report

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### SIGN Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_


Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_

## GO ONLINE TO CAST YOUR VOTE DIRECTLY OR APPOINT YOUR PROXY TO VOTE ON YOUR BEHALF

Visit [www.investorvote.com.au](http://www.investorvote.com.au) and follow the instructions.

You will need the Control Number and SRN/HIN in the top right corner on the front of this Form.

- Cast your vote directly or appoint a proxy
- Access the annual report
- Review and update your securityholding

 PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

## How to Complete the Form

### Step 1

#### Indicate How You Will Cast Your Vote

Select one option only. You can either cast a vote directly or you can appoint a proxy to vote on your behalf at the Meeting.

#### Cast Your Vote Directly

If you wish to cast your vote directly, please mark box A.

#### OR

#### Appoint a Proxy to Vote on Your Behalf

If you wish to appoint the Chairman of the Meeting as your proxy, please mark box B. 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. Do not write the name of the issuer company, Wesfarmers Limited, or the registered securityholder in the space.

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 Form may be obtained by telephoning Computershare, the company's share registry, or you may photocopy this Form.

To appoint a second proxy you must:

- a) on each of the first Form and the second 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; and
- b) return both Forms together in the same envelope.

A proxy need not be a securityholder of the company.

### Step 2

#### How to Vote on Items of Business

Cast your direct vote or 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 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 mark more than one box on an item without specifying the portion of your voting rights to be voted on each, then your vote on that item will be invalid. If you have appointed a proxy and do not mark any of the boxes on a given item, your proxy may vote as he or she chooses.

If you cast your direct vote and you do not mark any of the boxes on a given item, you will be deemed to have not voted on that item.

### Step 3

#### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** To sign under a Power of Attorney, you must have already lodged this document with Computershare. 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.

**Companies:** 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 sign alone. Otherwise this Form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

If a representative of a corporate securityholder or proxy is to attend the Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com.au](http://www.computershare.com.au).

For all enquiries call please call Computershare on 1300 558 062 (within Australia) or +61 3 9415 4631 (outside Australia).