

This document is a Supplementary Bidder's Statement to the Bidder's Statement of Wesfarmers Insurance Investments Pty Ltd ABN 63 105 168 876 (**Wesfarmers**) dated 18 September 2006 (**Bidder's Statement**), given in connection with a takeover bid by Wesfarmers for all of the fully paid ordinary shares (**OAMPS Shares**) in OAMPS Ltd ABN 63 006 743 719.

**WESFARMERS ACCEPTANCE FACILITY IMPLEMENTED: OAMPS SHAREHOLDERS  
URGED TO ACCEPT**

13 October 2006

On 11 October 2006, Wesfarmers Insurance Investments Pty Ltd (**Wesfarmers**) announced that all of the regulatory approvals that were required before Wesfarmers could complete the acquisition of fully paid ordinary shares (**OAMPS Shares**) in OAMPS Ltd (**OAMPS**) under its takeover bid for OAMPS (**Offer**) had been received. Accordingly, Wesfarmers will be in a position to complete the Offer once the remaining conditions have been satisfied, or are waived by Wesfarmers.

Wesfarmers urges all OAMPS Shareholders to accept the Offer now. This will enable the Offer to become unconditional and allow OAMPS Shareholders to be paid for their OAMPS Shares as soon as possible.

Wesfarmers recognises that there may be some OAMPS Shareholders who are supportive of the Offer but who may not be willing or able to accept before the Offer is, or will become, unconditional. Accordingly, Wesfarmers has today established an acceptance facility (**Acceptance Facility**) which will be made available to certain "professional investors" (as defined by the *Corporations Act 2001* (Cth)) who hold OAMPS Shares to facilitate receipt of acceptances. A summary of the key terms of operation of the Acceptance Facility is set out in section 2 below.

If Wesfarmers and its associates obtain a relevant interest in 90% or more of the OAMPS Shares, then (provided none of the conditions of the Offer have been breached and not waived) Wesfarmers will waive all the conditions of the Offer that have not yet been fulfilled or waived and the Offer will then be unconditional. Wesfarmers reserves the right to waive the conditions of the Offer in other circumstances.

For further information in relation to the matters set out in this Supplementary Bidder's Statement, OAMPS Shareholders can contact the Offer Information Line on 1300 653 986 (within Australia) (toll free) or +61 3 9415 4213 (outside Australia), which is available Monday to Friday between 9am and 5pm (Melbourne time).

This Supplementary Bidder's Statement must be read together with the Bidder's Statement. Unless the context otherwise requires, terms defined in the Bidder's Statement have the same meaning in this Supplementary Bidder's Statement. This Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Bidder's Statement. A copy of this Supplementary Bidder's Statement was lodged with ASIC and sent to OAMPS on 13 October 2006. Neither ASIC nor any of its officers takes any responsibility as to the contents of this Supplementary Bidder's Statement.

## SECTION 1: FAXED ACCEPTANCE FORMS

Acceptance Forms may now be sent by fax to:

Computershare Investor Services Pty Limited

Within Australia:

(08) 9323 2033

From outside Australia:

+ 61 08 9323 2033

Acceptance Forms sent in this manner will be treated as valid if:

- (a) the Acceptance Form is completed and signed in accordance with the Offer and the instructions on the Acceptance Form, and is sent together with all the other documents required by the instructions on it; and
- (b) the facsimile transmission is received (evidenced by a confirmation of successful transmission) before the end of the Offer Period.

Where an Acceptance Form is sent by fax, the original Acceptance Form (including any documents required by the instructions on the Acceptance Form) **MUST STILL BE MAILED OR DELIVERED IN ACCORDANCE WITH THE INSTRUCTIONS ON THE ACCEPTANCE FORM**, and (in accordance with clause 11 of the Offer) Wesfarmers will not be obliged to pay you the consideration for your OAMPS Shares until it receives all those documents

## SECTION 2: ACCEPTANCE FACILITY

The Acceptance Facility is open to certain "professional investors" (as defined in the *Corporations Act 2001* (Cth)) who hold OAMPS Shares (**eligible shareholders**).

Under the Acceptance Facility:

- (a) Eligible shareholders may lodge with ABN AMRO acceptance instructions (in the form of Acceptance Forms and/or irrevocable directions to custodians to accept the Offer (**Instructions**)) that demonstrate their intention to accept the Offer once the Offer is, or will become, unconditional. The arrangements for the Acceptance Facility provide for ABN AMRO to hold the Instructions as acceptance collection agent only (with powers limited to those within the exceptions to the definition of relevant interest in sub-sections 609(2) and 609(3) of the *Corporations Act*) and ABN AMRO will not acquire a relevant interest in any of the OAMPS Shares the subject of the Instructions.
- (b) ABN AMRO will deliver the Instructions (in the case of acceptance forms, in accordance with the instructions set out on those forms, and in the case of custodian directions, to the relevant custodians) lodged by eligible shareholders once ABN AMRO has received a written confirmation (**Confirmation Letter**) from Wesfarmers that:
  - (i) Wesfarmers has declared the Offer free from all conditions that have not been fulfilled or waived; or
  - (ii) Wesfarmers will declare the Offer free from all conditions that have not been fulfilled or waived (**Declaration**) once all of the delivered Instructions are validly processed or implemented (whichever applies).

If a Confirmation Letter is provided in accordance with paragraph (b), Wesfarmers reserves the right to make a Declaration before the processing or implementation of the Instructions is complete. Wesfarmers will use reasonable endeavours to ensure that the Instructions are processed or implemented as soon as practicable.

- (c) Wesfarmers will not provide a Confirmation Letter to ABN AMRO unless the Confirmation Precondition has been satisfied. For this purpose, the **Confirmation Precondition** is:

- (i) the sum of the number of OAMPS Shares in which Wesfarmers and its associates have a relevant interest at the relevant time; plus
- (ii) the number of OAMPS Shares in respect of which Instructions have been received, as advised by ABN AMRO to Wesfarmers,

is 70% or more of the number of OAMPS Shares on issue at that time. Satisfaction of the Confirmation Precondition does not oblige Wesfarmers to give the Confirmation Letter.

- (d) Provided that none of the conditions of the Offer have been breached and not waived, Wesfarmers will provide a Confirmation Letter to ABN AMRO if:

- (i) the sum of the number of OAMPS Shares in which Wesfarmers and its associates have a relevant interest at the relevant time; plus
- (ii) the number of OAMPS Shares in respect of which Instructions have been received, as advised by ABN AMRO to Wesfarmers,

is 90% or more of the number of OAMPS Shares on issue at that time.

- (e) Wesfarmers reserves the right to declare the Offer free of any and all unfulfilled conditions at any time (subject to the Corporations Act), including before the Confirmation Precondition has been satisfied. If Wesfarmers declares the Offer free of all conditions before the Confirmation Precondition occurs, the arrangements for the Acceptance Facility provide that ABN AMRO will promptly destroy any Instructions received by it. To accept the Offer, an OAMPS Shareholder who delivered Instructions will then need to deliver or initiate their acceptance in accordance with the Offer. If an OAMPS Shareholder requires a new Acceptance Form for this purpose, they should contact the Offer Information Line on one of the telephone numbers set out above.

- (f) Eligible shareholders who lodge Instructions with ABN AMRO retain all rights in relation to and full control over their OAMPS Shares and may withdraw those Instructions at any time until ABN AMRO receives the Confirmation Letter from Wesfarmers.

- (g) Before 9am (Melbourne time) each business day, ABN AMRO will inform Wesfarmers in writing of the number of OAMPS Shares in respect of which Instructions have been received in the Acceptance Facility as at 5pm on the previous business day. Wesfarmers will disclose this information to the market by 9:30am on the business day following a movement of 1% or more in the aggregate of the number of OAMPS Shares in respect of which ABN AMRO is holding Instructions under the Acceptance Facility and the number

of OAMPS Shares in which Wesfarmers or its associates have a relevant interest, together with a breakdown of the aggregate amount between those two categories.

- (h) OAMPS Shareholders who are not being invited to participate in the Acceptance Facility will be given at least 7 days to consider whether to accept the Offer after the Confirmation Letter is given.

Dated: 13 October 2006

**SIGNED** on behalf of Wesfarmers Insurance Investments Pty Ltd by Richard Goyder, being a director of Wesfarmers Insurance Investments Pty Ltd who is authorised to sign by a resolution passed at a meeting of the directors of Wesfarmers Insurance Investments Pty Ltd.



**Richard James Barr Goyder**  
Director