Wesfarmers Limited Shareholder Tax Information Guide

Wesfarmers Partially Protected Share Reclassification

The purpose of this tax information guide is to assist partially protected shareholders to understand the tax implications of the reclassification of their shares into ordinary Wesfarmers Limited (**Wesfarmers**) shares. This reclassification will occur on 9 December 2013.

Please be aware that the information contained within this tax information guide is general in nature and should not be relied upon as advice. The tax implications for each shareholder will depend on the circumstances of the particular shareholder. Accordingly, all shareholders are encouraged to seek their own professional advice in relation to their tax position. Neither Wesfarmers nor any of its officers, employees or advisors assumes any liability or responsibility for advising shareholders about the tax consequences of the reclassification.

Reclassification of partially protected shares

On 21 November 2013 the requirements for the partially protected shares to be reclassified were satisfied. The reclassification will occur on 9 December 2013. Under the terms and conditions of issue, partially protected shares were automatically reclassified into Wesfarmers ordinary shares on a one for one basis with no additional Wesfarmers ordinary shares to be issued.

Australian Taxation Office (ATO) Class Ruling

At the time of the acquisition of Coles Group Limited (**Coles**) by Wesfarmers the Australian Tax Office issued a Class Ruling (CR 2007/114). A copy of the Class Ruling is available from the Wesfarmers website (www.wesfarmers.com.au). The Class Ruling only applies to Coles shareholders who:

(a) were ordinary shareholders of Coles on the record date (16 November 2007);

(b) participated in the scheme of arrangement under which Wesfarmers acquired all of the Coles shares;

(c) held their Coles shares on capital account; and

(d) were not 'significant stakeholders' for tax purposes (which required, amongst other things, a greater than 30% Coles shareholding pre-acquisition by Wesfarmers).

Tax implications of the partially protected reclassification

In summary, for partially protected shareholders that satisfy the above eligibility criteria, the effect of the ATO class ruling is:

- No CGT event will happen to partially protected shareholders as a result of their partially protected shares being reclassified into Wesfarmers ordinary shares; and

- The tax cost base for each former partially protected share will remain the same despite the reclassification.

Partially protected shareholders who do not meet the above eligibility criteria (for example because they purchased partially protected shares on market after the Coles acquisition) cannot rely on the ATO ruling.

However, if the partially protected shares were held on capital account, logically the same tax outcome should be applied. Shareholders should seek their own independent advice.