

7 November 2007

Company Announcements Office  
ASX

Dear Sir / Madam,

### **Coles Shareholders vote in favour of Scheme of Arrangement**

Coles Group Limited shareholders today voted overwhelmingly in favour of the Scheme of Arrangement which, subject to approval being granted by the Supreme Court of Victoria, will result in Wesfarmers Limited acquiring Coles Group.

The resolution to approve the Scheme was passed by:

- 99.25% of votes cast on the resolution; and
- 97.83% of the number of shareholders voting (either in person or by proxy).

Accordingly, the resolution to approve the Scheme received the required level of shareholder support.

The detailed result of the poll was as follows:

	For	Against	Abstain	% For
Votes cast	725,230,519	5,511,402	1,965,468	99.25%
Holders voting	150,388	3,328	1,359	97.83%

Proxies received were as follows:

	For	Against	Proxy's discretion	Abstain
Votes cast	695,453,584	5,413,189	28,852,416	1,966,389

### **Next steps**

A hearing to approve the Scheme is scheduled before the Supreme Court of Victoria this Friday, 9 November 2007. Coles Group will make a further announcement after the Court has considered the matter.

If the Court approves the Scheme, Coles Group shares will be suspended from close of trading on the ASX on 9 November 2007. The Wesfarmers Ordinary Shares and

Wesfarmers Partially Protected Shares (PPS) to be issued to Coles Group shareholders are expected to commence trading on the ASX on a deferred settlement basis on 12 November 2007.

Wesfarmers Ordinary Shares issued to Coles Group shareholders under the Scheme will have the code 'WESNA' during deferred settlement trading. At the end of deferred trading, these shares will revert to the code 'WES'. Wesfarmers PPS issued to Coles Group shareholders under the Scheme will have the code 'WESN' during deferred settlement and normal trading.

As outlined in the Scheme Booklet, it is the responsibility of each Coles Group shareholder to confirm their holding before trading in new Wesfarmers Ordinary Shares or Wesfarmers PPS. Coles Group shareholders who sell new Wesfarmers Ordinary Shares or Wesfarmers PPS before they receive their holding statement or confirm their uncertificated holdings do so at their own risk.

Coles Group shareholders wishing to participate in the mix and match facility may still do so by returning an Election Form so that it is received by the Coles Group Share Registry by 7:00pm (Melbourne time) on 16 November 2007 or by making an election on Coles Group's website at [www.colesgroup.com.au](http://www.colesgroup.com.au) by that time.

An indicative timetable for the outstanding steps for the implementation of the Scheme is set out in the attachment.

### **More information**

Media: Scott Whiffin - 03 9829 5548  
Analysts: Rebecca King - 03 9829 4521

## Attachment

### Indicative timetable

Second Court Date for approval of the Scheme	9 November 2007
<b>Effective Date</b>	9 November 2007
Court order lodged with ASIC and announcement to ASX	
Last day of trading in Coles shares – Coles Group shares suspended from trading on ASX from close of trading on ASX	
New Wesfarmers Ordinary Shares and Wesfarmers PPS commence trading on ASX on a deferred settlement basis	12 November 2007
Latest time and date by which Election Forms must be received by Coles Group Share Registry or be via Coles Group's website	7:00pm (Melbourne time) on 16 November 2007
Record Date for Scheme Consideration	7:00pm (Melbourne time) on 16 November 2007
Record Date for Coles Fully Franked Final Dividend	7:00pm (Melbourne time) on 16 November 2007
<b>Implementation Date</b>	23 November 2007
Payment of Cash Consideration and issue of New Wesfarmers Ordinary Shares and Wesfarmers PPS	
Payment of Coles Fully Franked Final Dividend	
Despatch of holding statements for New Wesfarmers Ordinary Shares and Wesfarmers PPS	By 30 November 2007
Trading of New Wesfarmers Ordinary Shares and Wesfarmers PPS commence on ASX on a normal settlement basis	By 3 December 2007

All of these dates are indicative only. Any changes to the above timetable will be announced on ASX and notified on Coles Group's website at [www.colesgroup.com.au](http://www.colesgroup.com.au).