

METCASH LIMITED PEOPLE AND CULTURE COMMITTEE CHARTER

1. Introduction

- 1.1. This charter outlines the purpose, duties, operation and authority of the People and Culture Committee ('Committee') of the Board of Metcash Limited ("Metcash" Metcash). The scope of this Charter extends to all subsidiaries of Metcash and all references to Metcash expressly include those subsidiaries.

2. Purpose

- 2.1. The Committee's purpose is to assist the Metcash Limited Board ('Board') in discharging its duties in respect of Metcash's people policies and practices as well as other related matters as directed by the Board.

3. Duties

- 3.1. The Committee will monitor and review the following and if appropriate make recommendations to the Board in respect of them:

Pay policy and practices:

- (a) pay philosophy and strategy;
- (b) pay practices, including:
 - i fixed pay, short and long-term incentive plans;
 - ii Group Chief Executive Officer ('Group CEO') pay;
 - iii Non-executive Director fees and benefits;
 - iv Group CEO direct reports' pay;
 - v the annual pay review;
 - vi termination arrangements for senior executives and Non-executive Directors; and
 - vii pay equity.
- (c) the Remuneration Report;
- (d) superannuation default plans; and
- (e) benefits programs.

People strategy, priorities and practices:

- (a) employment terms and contracts for senior executives;
- (b) performance metrics for senior executives;
- (c) diversity and inclusion policies, practices and compliance;
- (d) succession and development planning for the Group CEO;
- (e) succession and development planning for senior executive and other business critical roles;
- (f) organisational culture and engagement;
- (g) learning and development; and
- (h) performance management.

Any other remuneration or employee-related matter considered significant by the Committee or as directed by the Board.

4. Operation

- 4.1. The Committee's operation is governed by the Metcash Board Committee Standing Rules ('Standing Rules') contained in the Metcash Board Charter.
- 4.2. The Standing Rules stipulate that:
 - (a) The Committee will comprise non-executive directors only, a majority of whom must be independent directors;
 - (b) Minimum membership of the Committee is three non-executive directors;
 - (c) The quorum for a Committee meeting is any two members;
 - (d) Members will be appointed by the Board and will serve at the discretion of the Board and for such term or terms as the Board may determine. The Board will appoint one member of the Committee as its chairperson, who must be an independent director;
 - (e) Any director who is not a Committee member may attend (but not vote at) a meeting of the Committee, with prior agreement of the Committee Chair;
 - (f) Committee meetings may be held by means of conference call or similar communications equipment by means of which Board meetings may be held under the relevant provisions of the Corporations Law;
 - (g) The Committee shall produce and provide to the Board a formal biennial performance evaluation of itself that:
 - compares the performance of the Committee with the requirements of its charter;
 - sets for the goals and objectives of the Committee for the upcoming year; and
 - recommends to the Board any improvements to the Committee's charter deemed necessary or desirable;
 - (h) The Chief People & Culture Officer shall provide advice to the Chair of the Committee as to the manner in which the performance evaluation shall be conducted and shall assist that process as the Chair may request;
 - (i) The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make the report;
- 4.3. If there is any conflict between 4.2 and the Standing Rules, the Standing Rules prevail.
- 4.4. The Committee and its members may:
 - (a) obtain independent professional or other advice from external consultants or specialists at Metcash's cost in the fulfilment of their duties; and
 - (b) obtain such resources and information from Metcash management as they may reasonably require in the fulfilment of their duties .

30 November 2017