



## METCASH BUSINESS CONDUCT AND ETHICS POLICY

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### Commitment

Metcash is committed to the highest standards of business conduct and ethical behaviour outlined in the Company's "Code of Conduct" including complying with all applicable laws and practices.

### Purpose

The purpose of this Policy is to encourage all employees and non-employees to report any person suspected of poor business conduct and ethical practices including fraud, corrupt conduct, inappropriate behaviour or concealment of such conduct, questionable accounting or auditing practices, or substantial mismanagement of company resources that creates risks to public health, safety or risks to the environment or any other form of 'Reportable Conduct' that they may become aware of during their engagement with Metcash.

While reportable conduct would generally be alerted and investigated through the normal channels of Metcash line management, there may be times where an employee, contractor or other person believes the matter has not been effectively resolved or they believe it is inappropriate or difficult for matters to be reported through these channels.

In these cases, it is important that employees or contractors have another independent avenue or whistleblower escalation process through which to express their concerns in order to protect their identity (i.e. 'Protected Disclosure').

### Scope

The protection of this Policy is to apply to all full time and part time staff and includes contractors. In respect of reports relating to specific breaches of Australian Corporations law, all such individuals will have legal protection. Details of this specific protection are outlined below.

### What is Reportable Conduct?

You may make a report under this policy if you believe that a Metcash director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with Metcash has engaged in conduct ('Reportable Conduct') which:

- is unethical dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of Metcash's Code of Conduct;
- is illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- is potentially damaging to Metcash, a Metcash employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Metcash assets;
- amounts to an abuse of authority;
- may cause financial loss to Metcash or damage its reputation or be otherwise detrimental to Metcash's interests;
- involves harassment, discrimination, victimisation or bullying; or
- involves any other kind of serious impropriety.

These concerns must have some reasonable foundation for being raised and the person providing the information must do so in good faith. Unsubstantiated, malicious allegations which prove to be false will be viewed seriously and followed up with disciplinary action up to and including termination of employment or legal proceedings.



## Who to Report To

Metcash has several channels for making a report if a person becomes aware of any issue or behavior which they consider to be Reportable Conduct:

Metcash employees or contractors:

- You may raise the matter with your immediate supervisor, manager or another senior manager within your Pillar or Function.
- A supervisor / manager in receipt of a report must take the matter to a Protected Disclosure Officer or a senior executive within the Pillar or Function in accordance with the protocols regarding confidentiality set out in Section 8 below.

Any person (director, employee, contractor or non-employee) may make a report to any of the Protected Disclosure Officers:

- General Manager – Risk & Assurance (Whistleblower Protection Officer);
- Chief People & Culture Officer (CPCO);
- General Counsel / Company Secretary; or
- The independent external Ethics Hotline
  - <http://www.talkintegrity.com/metcash/>
  - Phone: 1800 835 587 (Australia) / 0080 5100 5200 (New Zealand)

who will ensure appropriate protective measures are put in place for the individual. Contact details are available on Metcash's website: [www.metcash.com](http://www.metcash.com)

The independent hotline number has been established, external to Metcash, to provide an option for those with concerns to raise issues to provide information in a completely anonymous manner.

The information will be then provided to the Whistleblower Protection Officer confidentially who is responsible for ensuring matter is fully investigated.

## Whistleblower Protection Officer

Metcash has appointed a Whistleblower Protection Officer who is a senior Metcash employee. The Whistleblower Protection Officer is responsible for protecting whistleblowers from personal disadvantage as a result of making a report. The Whistleblower Protection Officer is authorised to provide certain protections where he/she deems appropriate for fulfilling their role.

Anyone covered by our policy can approach the Whistleblower Protection Officer prior to, during, or after making a whistleblowing report to seek advice.

## Definition of Whistleblower

Whistleblower refers to a director, manager, employee, contractor or non-employee of the Company who wishes to report conduct they believe is:

- in breach of Metcash's 'Code of Conduct';
- identified as a significant material business risk;
- in breach of the law and/or;
- where an individual perceives a need to avail themselves of protection against reprisal for having made the report; or
- to protect an employee's relative (also employed by the company) and feels they both need to be availed of protection against reprisals.

A whistleblower may or may not elect to remain anonymous.



### **Individual 'Whistleblowers' Protection**

Metcash is committed to ensuring that any individual providing '*Reportable Conduct*' information is not disadvantaged in any way from validly raising such concerns about suspected behaviour.

In particular, *such a person will not be disadvantaged by dismissal, demotion, harassment, discrimination or bias.*

Where the concern is serious and could result in reprisals against the whistleblower, but has not been made as a '*Protected Disclosure*', the recipient of that individual's concern (such as a manager or fellow employee) must treat the matter confidentially and should ensure the matter is referred to the Whistleblower Protection Officer either directly or through the external Ethics Hotline, so it can be subsequently treated as a '*Protected Disclosure*' thereby providing the whistleblower with any necessary protection from possible reprisals. Metcash will take reasonable steps to counsel and/or protect other employees who have been requested to assist in investigating '*Protected Disclosures*' from any reprisals.

See Appendix 2 which describes the special protections available to whistleblowers who disclose in accordance with Part 9.4AAA—Protection for whistleblowers of the Corporations Act 2001 (Cth).

### **Confidentiality**

In addition to our legal obligations, the Company extends its assurance of confidentiality to all matters. All information received in respect of other "Reportable Conduct" will be held in strictest confidence and, where clearly desired by the individual, the identity of the person will not be disclosed without obtaining their permission.

### **Investigation**

To reassure those individuals providing information as to the integrity with which their information will be assessed by the company, the investigation will be undertaken by appropriately qualified parties depending on the matter or content of the individual complaint received. The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

It should be noted that if a person chooses to disclose an issue anonymously, this may hinder the ability to fully investigate the matter. Further, it may, in certain circumstances, prevent the whistleblower from accessing additional protection at law.

In this regard, the investigating officers undertaking the review of the information provided will assume no guilt on the part of any party until proven otherwise. Where any wrongdoing is uncovered, the investigating officer will apply the guidelines of Metcash's Code of Conduct or other relevant policies along with this Business Conduct and Ethics Policy.

### **Whistleblower Feedback**

Where an individual reports suspected '*Reportable Conduct*' and seeks protection, the whistleblower will receive relevant and timely feedback on the progress of the investigation, which may vary on a case by case basis. At the conclusion of the investigation they will be informed of the outcome.

### **Penalties for Breach of this Policy**

Where any officer, employee or contractor of Metcash breaches the Business Conduct and Ethics Policy by acts of intimidation, retaliation etc. this will be considered to be a breach of Metcash's Code of Conduct and will be dealt with as such as outlined within that policy. Managers/employees are reminded that, in certain circumstances, victimisation of whistleblowers can constitute a criminal offence.



## **Reporting**

The Whistleblower Protection Officer (General Manager – Risk & Assurance) is responsible for reporting Whistleblower matters to Metcash's Audit Risk & Compliance Committee (ARCC) as part of its regular reporting. Serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of the ARCC.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

## **Policy Management**

### Policy Administration

This Policy is administered by the Group Risk and Assurance function.

### Monitoring Review

The Policy is reviewed annually or more frequently if there is a major change to Metcash. Changes to the Policy must be approved by the Audit Risk & Compliance Committee.

### Communication

This Policy is published on the Metcash's Internet site and Intranet.



## APPENDIX ONE – Definitions

ADVERSE BEHAVIOUR	<ul style="list-style-type: none"> <li>• Unethical behaviour or misconduct, including breaches of the company’s policies and Code Of Conduct;</li> <li>• Other serious improper conduct that may be detrimental to the interests of the company or cause either financial or non-financial loss (including harassment and unsafe work-practices);</li> </ul>
CORRUPT BEHAVIOUR	<ul style="list-style-type: none"> <li>• An employee or contractor acting dishonestly, or dishonestly failing to act, in the performance of functions of his or her employment, or dishonestly taking advantage of his or her employment with the company</li> <li>• Accepting or providing secret commissions or bribes.</li> </ul>
FRAUD	<ul style="list-style-type: none"> <li>• Dishonest activity that causes actual or potential financial loss, or advantage, to the company or any person or organisation, including activity involving customers or third parties where company systems and processes are involved.</li> </ul>
LEGAL OR REGULATORY NON-COMPLIANCE	<ul style="list-style-type: none"> <li>• Legal or regulatory non-compliance is illegal behaviour (eg theft, drug sale/use, violence or threatened violence and criminal damage against property) and breaches of all applicable legislation, regulations and laws. This includes breaches of health and safety and environmental damage.</li> </ul>
MATERIAL BUSINESS RISKS	<ul style="list-style-type: none"> <li>• Including but not limited to operational, financial, sustainability, compliance, strategic, ethical, reputational, service quality, human resource, Industry, legislative or regulatory and market-related risks.</li> </ul>
PROTECTED DISCLOSURE	<ul style="list-style-type: none"> <li>• <i>‘Protected Disclosure’</i> is a disclosure relating to <i>‘Reportable Conduct’</i> made by an employee, in good faith based on reasonable grounds, that discloses or demonstrates an intention to disclose information that supports evidence of an improper conduct and that entitles the person who made the disclosure to receive protection from reprisals, in accordance with this policy.</li> <li>• A <i>‘Protected Disclosure’</i> can be made via the Ethics Hotline in the following ways: <ul style="list-style-type: none"> <li>○ By phone to the Concern Line;</li> <li>○ by referral to a trusted manager or</li> <li>○ by confidential email to Group Security Manager.</li> </ul> </li> </ul>
QUESTIONABLE ACCOUNTING OR AUDITING PRACTICES	<ul style="list-style-type: none"> <li>• Are practices that <ul style="list-style-type: none"> <li>○ Are technically or arguably legal, but do not comply with the intent or spirit of the law; or</li> <li>○ Do not comply with accounting or auditing standards; or</li> <li>○ Involve inappropriate or questionable interpretation of accounting or auditing standard; or</li> <li>○ Are fraudulent or deceptive in nature that are either: –undertaken by the employee/s with NO intent to gain or cause loss; and or are being undertaken in the belief that they may benefit the Company.</li> </ul> </li> </ul>



REPORTABLE CONDUCT	<ul style="list-style-type: none"> <li>• Reportable Conduct is conduct that is illegal, unacceptable or undesirable, or concealment of such conduct.</li> <li>• It includes Adverse Behaviour, Fraudulent or Corrupt Behaviour or a substantial mismanagement of company resources; conduct involving substantial risk to public health or safety; or conduct involving substantial risk to the environment;</li> </ul>
REPRISALS	<ul style="list-style-type: none"> <li>• Reprisals are adverse actions taken against a person as a result of making a <i>'Protected Disclosure'</i> in accordance with this policy.</li> <li>• For the purposes of the Whistleblower Program, reprisals include (but are not limited to):             <ul style="list-style-type: none"> <li>○ Dismissal or demotion;</li> <li>○ Ostracism;</li> <li>○ Referral to psychiatrists;</li> <li>○ Forced job transfers;</li> <li>○ Blocking of appointments/promotions;</li> <li>○ Any form of victimisation, intimidation or harassment;</li> <li>○ Discrimination;</li> <li>○ Current or future bias;</li> <li>○ Action causing injury, loss or damage; or</li> <li>○ Threats (express or implied, conditional or unconditional) to cause detriment, as well as actually causing detriment.</li> </ul> </li> </ul>
WHISTLEBLOWING	<ul style="list-style-type: none"> <li>• For the purpose of this policy, whistleblowing is defined as: "The deliberate, voluntary disclosure of individual or organisational malpractice by a person who has or had privileged access to data, events or information about an actual, suspected or anticipated wrongdoing within or by an organisation that is within its ability to control."</li> </ul>



## **APPENDIX TWO – Special protections available to whistleblowers**

The Corporations Act (Part 9.4AAA—Protection for whistleblowers) gives special protection to disclosers about potential breaches of the Corporations Act where the following conditions are satisfied:

1. the whistleblower is an officer or employee of a Metcash Group company, or a person or company who has a contract for the supply of goods and services with a Metcash Group company (a 'contractor') or an employee of such a contractor; and
2. the report is made to:
  - the Whistleblower Protection Officer;
  - a Protected Disclosure Officer;
  - a director, officer or senior manager of a Metcash Group company concerned;
  - Metcash's external auditor (or a member of that audit team); or
  - the Australian Securities and Investments Commission (ASIC);
3. the whistleblower gives their name before making the report (i.e. the report is not anonymous); and
4. the report is made in good faith, and the whistleblower has reasonable grounds to suspect that there has, or may have, been a breach of the Corporations Act by a Metcash Group company or any of its officers or employees.

The protections given by the Corporations Act when these conditions are met are:

- the whistleblower cannot be subject to legal liability for making the report;
- anyone who victimises or threatens the whistleblower is guilty of an offence and may be liable for damages; and
- the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, the Australian Federal Police or the Australian Prudential Regulatory Authority (APRA).