

## METCASH SPEAK UP POLICY

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### Commitment

Metcash is committed to high standards of business conduct and ethical behaviour outlined in its Code of Conduct including complying with all applicable laws and practices. Metcash's ability to maintain these high standards depends on you speaking up about any behaviour, conduct or affairs that are inconsistent with Metcash's expected standards of conduct and behaviour. For this reason, the Metcash Limited Board (**Board**) and the Metcash management team values speaking up and seeks to promote a workplace environment in which everyone feels safe, supported and encouraged to speak up.

### Purpose

The purpose of the Metcash Speak Up Policy (**Policy**) is to encourage all employees and non-employees covered by this Policy to report suspected 'Reportable Conduct' that they may become aware of during their engagement with Metcash. Reportable Conduct is described below. This Policy applies in respect of Metcash Limited and each of its subsidiaries. All references to Metcash in this Policy mean Metcash Limited and its subsidiaries.

While conduct can be reported through the normal channels of Metcash line management, there may be times where you believe the matter has not been effectively resolved, or that it is inappropriate or difficult for matters to be reported through these channels, or you otherwise prefer to report under this Policy in order to receive the protections described in this Policy.

This Policy sets out the Company's whistleblower escalation process and the protections available. You should be aware that by speaking to people other than those nominated under this Policy, this may limit the protections that you are entitled to under the law.

### Scope

The protection of this Policy is to apply to all of Metcash's current and past:

- employees;
- officers;
- suppliers (including employees of suppliers); and
- associates,

and these people's dependents (or their spouse's dependents) and their relatives.

### What is Reportable Conduct?

You may make a report under this Policy if you suspect that any Reportable Conduct has occurred or is occurring.

Reportable Conduct is any suspected or actual misconduct or improper state of affairs or circumstances in relation to Metcash. This may or may not include a breach of law or information that indicates a danger to the public or to the financial system. For example, Reportable Conduct includes 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.

Reportable Conduct does not generally include personal work-related grievances – see the Appendix for examples where personal work-related grievances may qualify for legal protections. Personal work-related grievances are grievances relating to your employment that have implications for you personally (such as a conflict between you and another employee or a decision about your promotion). Generally, personal work-related grievances are more effectively addressed by relevant People and Culture policies.

You must have reasonable grounds to believe that the Reportable Misconduct has occurred or is occurring. You must not make a report under this Policy that you know is false. If you knowingly make a false report, it 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.

Any person (director, employee, contractor or non-employee) may make a report to:

- (a) any of the Protected Disclosure Officers, being the:
  - Group Head of Risk and Assurance (Whistleblower Protection Officer);
  - Chief People and Culture Officer;
  - Company Secretary; or
- (b) 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 Ethics Hotline has been established, external to Metcash, to provide an option for those with concerns to raise issues and provide information in a completely anonymous manner.

The information will be then provided to the Whistleblower Protection Officer confidentially who is responsible for overseeing Metcash's response, which may include informal resolution pathways or ensuring the matter is formally investigated, whether internally and/or by external advisers, consultants or specialists.

### **Whistleblower Protection Officer**

Metcash has appointed a Whistleblower Protection Officer who is a senior Metcash employee (the Group Head of Risk and Assurance). 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 this Policy can approach the Whistleblower Protection Officer prior to, during or after making a whistleblowing report to seek advice.

### Individual 'Whistleblowers' Protection for Reports Made Under this Policy

Metcash is committed to ensuring that any individual providing or considering providing Reportable Conduct information is not disadvantaged in any way from validly raising such concerns about suspected behaviour. You should contact the Whistleblower Protection Officer if you are concerned that you are being disadvantaged or suffering any form of detriment in connection with speaking up.

In particular, Metcash will seek to ensure that you will not be disadvantaged by dismissal, demotion, harassment, discrimination or bias or suffer other detrimental conduct if you make or are considering making a report under this Policy.

The protections Metcash can offer you will depend on things such as the relevant conduct, people involved and whether you have disclosed your identity. Protections may include the following:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Reportable Conduct) to a different division, group or office;
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated;
- for disclosers who are employees, accessing Metcash's Employee Assistance Program; and/or
- seeking to rectify any detriment that you have suffered.

Metcash will look for ways to support all people who report information under this Policy, but it will not be able to provide non-employees with the same support that it provides to employees. Where this Policy cannot be applied to non-employees (e.g. because Metcash cannot itself offer flexible workplace arrangements to a supplier), Metcash will still seek to offer as much support as practicable.

See the Appendix 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

All information received in respect of Reportable Conduct will be held in strictest confidence and the identity of the person and information provided by them under this Policy will not be disclosed without obtaining their permission or as permitted by law. Whilst you can choose to remain anonymous when reporting Reportable Conduct, we encourage you to provide your name to assist us in the investigation and resolution of the matter.

### Responding to a Report Under this Policy

All disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. Metcash's response to a disclosure will vary depending on the disclosure (including the amount of information provided). While reporting information under this Policy does not guarantee that the matter will be formally investigated, all reports will be properly assessed and considered and a decision made as to whether they should be investigated.

To reassure those individuals providing information as to the integrity with which their information will be assessed by Metcash, any 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.

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. When appropriate, a person being investigated will be provided with details of the disclosure that involves them (to the extent permitted by law) and be given an opportunity to respond. 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 Policy.

### **Whistleblower Feedback**

Where an individual reports suspected Reportable Conduct and seeks protection, they will, where possible, 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 may be informed of the outcome, but it may not always be appropriate to provide this information and may not be possible unless the individual's identity and contact details are provided.

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

Where any officer, employee or contractor of Metcash breaches this Policy by acts of intimidation, retaliation etc., this will be considered a breach of Metcash's Code of Conduct and will be dealt with as such as outlined within that Code.

In certain circumstances, victimisation of or causing detriment to whistleblowers can constitute a criminal offence.

### **Reporting**

The Whistleblower Protection Officer (Group Head of Risk and Assurance) is responsible for reporting Whistleblower matters to Metcash's Audit, Risk and Compliance Committee (**ARCC**) as part of its regular reporting. Information about any material incidents reported under this Policy will also be reported to the Board. Serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chair of the ARCC.

These reports will generally 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 to ensure it is operating effectively or more frequently if there is a major change to Metcash or change in relevant law. Changes to the Policy must be approved by the ARCC.

#### Training

Protected Disclosure Officers will receive training about how to respond to any reports made under this Policy.

#### Communication

This Policy is published on Metcash's website at <https://www.metcash.com/corporate-information/corporate-governance/> and on the Metcash Intranet.

**APPENDIX – Special protections available to whistleblowers under the law**

You are encouraged to disclose Reportable Conduct under this Policy and you will be protected as outlined in the Policy if you do so. The Corporations Act (Part 9.4AAA—Protection for whistleblowers) also gives special protection to disclosers where certain conditions are satisfied.

**Eligible Recipients Under the Law**

Certain information that is disclosed to certain recipients is protected by law. Examples include:

Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none"> <li>▪ Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to Metcash or a related body corporate</li> <li>▪ This includes information that Metcash or any officer or employee of Metcash has engaged in conduct that:                             <ul style="list-style-type: none"> <li>– contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act);</li> <li>– represents a danger to the public or the financial system; or</li> <li>– constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more</li> </ul> </li> </ul> <p>Note that “personal work-related grievances” are not protected disclosures under the law, except as noted below.</p>	<ul style="list-style-type: none"> <li>▪ A person authorised by the company to receive protected disclosures – i.e. Protected Disclosure Officers under this Policy</li> <li>▪ An officer or senior manager of Metcash</li> <li>▪ An auditor, or a member of an audit team conducting an audit, of Metcash</li> <li>▪ An actuary of Metcash</li> <li>▪ ASIC or APRA</li> <li>▪ A legal practitioner for the purpose of obtaining legal advice or legal representation</li> </ul>

The law also protects certain disclosures made in “emergency” and “public interest” situations, in which case disclosures can be made to additional recipients. Please contact the Group Head of Risk and Assurance if you would like more information about emergency and public interest disclosures.

**Personal Work-Related Grievances**

Legal protection for disclosures about solely personal employment-related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering disclosing Reportable Conduct under this Policy; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, some grievances will **not** be a ‘personal work-related grievance’ such as if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- concerns conduct that represents a danger to the public or financial system; or
- concerns conduct prescribed by the regulations.

**Specific Protections Available Under the law**

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

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- any other order the court thinks appropriate.

The law also states that if you make a protected disclosure:

- in some circumstances (e.g. if the disclosure has been made to a regulator) the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- you are not subject to any civil, criminal or administrative liability for making the disclosure; and
- no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure.