

METCASH LIMITED NOMINATION COMMITTEE CHARTER

1. This Charter outlines the role, responsibilities, operation and authority of the Nomination Committee (“Committee”) of the Board of Directors of Metcash Limited (“Board”). The scope of this Charter extends to all subsidiaries of Metcash Limited and all references to Metcash in this Charter mean Metcash Limited and its subsidiaries.
2. The principal role and responsibilities of the Committee are to:
 - (a) **Non-Executive Director Succession Planning and Appointment:**
 - review and make recommendations to the Board regarding non-executive director retirement and succession (including the Chair);
 - establish and oversee processes for the appointment of non-executive directors;
 - evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in light of this evaluation, preparing a description of the role and capabilities required for a particular non-executive director appointment; and
 - undertaking appropriate checks before appointing a person as a non-executive director (or putting them forward to shareholders for election);
 - (b) **Board Skills Matrix:** assist the Board to develop and review its board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership, including in relation to any emerging business and governance issues, and review and make recommendations to the Board on the appropriate balance of skills, knowledge, experience, independence and diversity among Board members to enable the Board to discharge its duties and responsibilities effectively;
 - (c) **Professional Development:** review and make recommendations to the Board regarding continuing professional development programs for existing directors, including assessing if professional development opportunities address new and emerging business and governance issues;
 - (d) **Non-Executive Director Commitments:** review the time expected to be devoted by non-executive directors in relation to Metcash’s affairs and exercising their powers and carrying out their duties as non-executive directors and monitor the number of boards of companies (and any committees of those boards) on which non-executive directors serve, to ensure that they can give the necessary time and attention to properly exercise their powers and discharge their duties;
 - (e) **Non-Executive Director Independence Assessment:** assess and make recommendations to the Board as to the independence of each non-executive director having regard to the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations and oversee the disclosures made in relation to the independence of each non-executive director; and
 - (f) **AGM Non-Executive Director Election and Rotation:** review and make recommendations to the Board regarding the election and re-election of non-executive directors and oversee the process for election and re-election of non-executive directors and that shareholders are provided with all material information in Metcash’s possession relevant to a decision on whether to elect or re-elect a director.
3. The Committee shall be comprised of the non-executive directors and chaired by the Chair of the Board. A separate Chair will be appointed if and when the Committee is dealing with the retirement, succession, election or re-election of the Chair of the Board.

NOMINATION COMMITTEE CHARTER

4. The proceedings of all Committee meetings will be minuted and the minutes of the meeting will be included in the papers for either the next Board meeting or the next Committee meeting for review and, subject to comments provided, approval by the Committee members at that meeting. All directors will have access to all Committee meeting minutes and papers (subject to conflicts protocols).
5. The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.
6. The Committee and its members may, in the exercise of their powers and fulfillment of their role and responsibilities:
 - (a) obtain professional or other advice and reports from external advisers, consultants or specialists at the cost of Metcash; and
 - (b) obtain such resources, information and explanations from Metcash management as they may reasonably require.
7. The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee as it considers appropriate, including both internal team members and external parties with relevant experience and expertise.